



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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**Subject: ProShares VIX Mid-Term Futures ETF
ProShares VIX Short-Term Futures ETF**

Background Information on the Fund

The ProShares Trust II (the "Trust") is a management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"), consisting of several investment portfolios. This circular relates to the ProShares VIX Mid-Term Futures ETF and the ProShares VIX Short-Term Futures ETF. The shares of the Fund are referred to herein as "Shares." ProShare Advisors ("ProShares" or the "Advisor") is the investment advisor to the Fund.

The VIX Funds seek to provide investment results (before fees and expenses) that match the performance of a benchmark. The current benchmark for ProShares VIX Short-Term Futures ETF is the S&P 500 VIX Short-Term Futures Index (the "Short-Term Index"), and the current benchmark for ProShares VIX Mid-Term Futures ETF is the S&P 500 VIX Mid-Term Futures Index (the "Mid-Term Index" and, together with the Short-Term Index, the "VIX Futures Indexes"). Each VIX Futures Index seeks to offer exposure to market volatility through publicly traded futures markets. The VIX Funds seek to achieve their stated investment objective both over a single day and over time.

Each VIX Fund intends to obtain exposure to its Index by investing in VIX futures contracts. Each Fund will also hold cash or cash equivalents such as U.S. Treasury securities or other high credit quality short-term fixed-income or similar securities (such as shares of money market funds, bank deposits, bank money market accounts, certain variable rate-demand notes and collateralized repurchase agreements, whether denominated in U.S. or the applicable foreign currency with respect to a Currency Fund) that may be used as margin or serve as collateral for the Financial Instruments.

Please see the Fund's prospectus for more information regarding the Fund and its investment objective.

The Funds create and redeem Shares from time to time, but only in one or more Creation Units. A Creation Unit is a block of 25,000 Shares. Creation Units may be created or redeemed only by Authorized Participants. Except when aggregated in Creation Units, the Shares are not redeemable securities. Authorized Participants may pay fixed and variable transaction fees in connection with each order to create or redeem a Creation Unit. Authorized Participants may sell the Shares included in the Creation Units they purchase from the Funds to other investors. The form of Authorized Participant Agreement and the related Authorized Participant Handbook

set forth the procedures for the creation and redemption of Creation Units of Shares and for the delivery of cash required for such creations or redemptions.

The Funds makes distributions at the discretion of the Sponsor. The Funds currently do not expect to make distributions with respect to capital gains or income. Depending on the applicable Fund's performance for the taxable year and an investor's own tax situation for such year, an investor's income tax liability for the taxable year for his, her or its allocable share of such Fund's net ordinary income or loss and capital gain or loss may exceed any distributions an investor receives with respect to such year.

The NAV per Share for the Fund is computed by dividing the value of the net assets of the Fund (i.e., the value of its total assets less total liabilities) by the total number of Shares outstanding. Expenses and fees are accrued daily and taken into account for purposes of determining NAV. The NAV of each Fund is determined each business day after the close of trading (ordinarily 4:00 p.m., Eastern Time or "ET") of the Exchange. Any assets or liabilities denominated in currencies other than the U.S. dollar are converted into U.S. dollars at the current market rates on the date of valuation as quoted by one or more sources.

The registration statement for the Fund describes the various fees and expenses for the Fund's Shares. For a more complete description of the Fund and the underlying Index, visit the Fund's website at www.proshares.com.

Principal Risks

Interested persons are referred to the Prospectus for a description of risks associated with an investment in the Shares. These risks include equity market risk, futures risk, and the risk that the Fund's return may not match the return of its index for a number of reasons including the incursion by the Fund of operating expenses and costs not applicable to its index. In addition, as noted in the Prospectus, the Shares may trade at market prices that may differ from their NAV. The NAV of the Shares will fluctuate with changes in the market value of the Fund's holdings. The market prices of the Shares will fluctuate in accordance with changes in NAV as well as the supply and demand for the Shares.

The CFTC has regulatory jurisdiction over the trading of futures contracts traded on U.S. exchanges and related options.

Exchange Rules Applicable to Trading in the Shares

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

Delivery of a Prospectus

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in

accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

Trading Hours

Trading in the shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing sessions) are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

Trading Halts

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, the Exchanges will stop trading the Shares of a Trust if the primary market de-lists the Shares.

Suitability

Trading in the Shares on the Exchanges will be subject to the provisions of EDGA and EDGX Exchange Rules 3.7. Members recommending transactions in the Shares to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in Exchange Rules 3.7.

Members also should review FINRA Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations

The Commission's Division of Market Regulation (now the Division of Trading and Markets) issued a letter dated June 21, 2006 ("No-Action Letter") granting exemptive or no-action relief from certain rules under the Securities Exchange Act of 1934 (the "1934 Act") with respect to Commodity Based Investment Vehicles. The Fund relies on such exemptive or no-action relief.

Regulation M Exemptions

The No-Action Letter, provides an exemption under paragraph (d) of Rule 101, permitting persons who may be deemed to be participating in a distribution of the Units to bid for or purchase Units during their participation in such distribution. The No-Action Letter also provides an exemption under paragraph (e) of Rule 102, permitting the applicable fund and its affiliated purchasers to redeem Shares in Creation Unit size during the continuous offering of the Shares.

The exemptions from Rules 101 and 102 of Regulation M are subject to the condition that such transactions in Shares or any related securities are not made for the purpose of creating actual, or apparent, active trading in or raising or otherwise affecting the price of such securities.

This Regulatory Information Circular is not a statutory Prospectus. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.

Appendix A

Ticker	Fund Name	Cusip
VIXM	ProShares VIX Mid-Term Futures ETF	74347W684
VIXY	ProShares VIX Short-Term Futures ETF	74347W692