

ProShares UltraPro S&P500®



FUND OBJECTIVE

ProShares UltraPro S&P500 seeks daily investment results, before fees and expenses, that correspond to three times (3x) the daily performance of the S&P 500®.

FUND DETAILS

Inception Date	6/23/09
Trading Symbol	UPRO
Intraday Symbol	UPRO.IV
Bloomberg Index Symbol	SPX
CUSIP	74347X864
Net Assets	\$343.64 million
Gross Expense Ratio ²	1.03%
Net Expense Ratio ³	0.95%

ProShares UltraPro ETFs seek to return three times the index performance on a daily basis (before fees and expenses)

- Magnify exposure to an index for a certain dollar amount
- Provide a certain exposure to an index for less cash
- Track your investment throughout the day
- No margin account

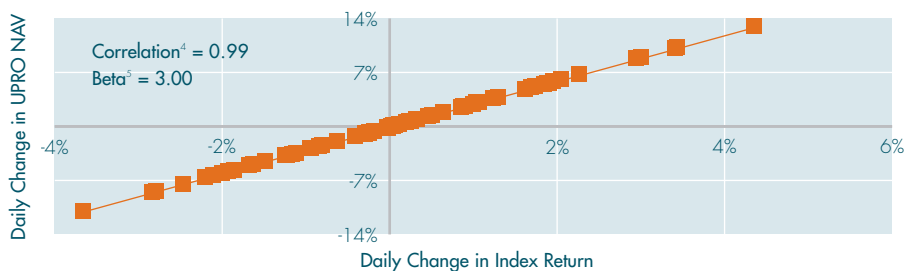
FUND PERFORMANCE AND INDEX HISTORY

ProShares UltraPro S&P500 seeks a return that is 3x the return of an index (target) *for a single day*, as measured from one NAV calculation to the next. Due to the compounding of daily returns, returns over periods other than one day will likely differ in amount and possibly direction from the target return for the same period. These effects may be more pronounced in funds with larger or inverse multiples and in funds with volatile benchmarks. Investors should monitor holdings consistent with their strategies, as frequently as daily. For more on correlation, leverage and other risks, please read the prospectus.

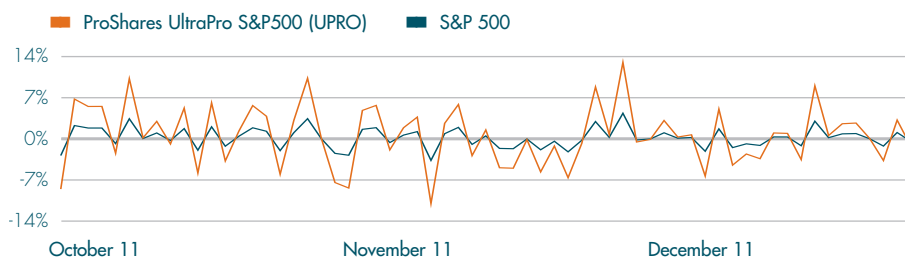
	4Q 2011	Year to Date	1-Year	3-Year	5-Year	Since Inception ¹
ProShares UltraPro S&P500 NAV Total Return	31.89%	-11.49%	-11.49%	—	—	38.40%
ProShares UltraPro S&P500 Market Price Total Return	31.10%	-11.88%	-11.88%	—	—	38.28%
S&P 500	11.82%	2.11%	2.11%	—	—	16.82%

DAILY PERFORMANCE OF UPRO vs. INDEX DURING 4Q 2011

The following scatter graph charts the daily NAV-to-NAV results of the fund against its underlying index return on a daily basis.



DAILY RETURN DURING 4Q 2011



The performance represents past performance and does not guarantee future results. Investment return and principal value of an investment will fluctuate so that an investor's shares, when sold or redeemed, may be worth more or less than the original cost. Current performance may be lower or higher than the performance quoted. Performance data current to the most recent month-end may be obtained by calling 866.776.5125 or visiting ProShares.com. Index performance does not reflect any management fees, transaction costs or expenses. Indexes are unmanaged and one cannot invest directly in any index.

Carefully consider the investment objectives, risks, charges and expenses of ProShares before investing. This and other information can be found in their summary and full prospectuses. Read them carefully before investing. Obtain them from your financial adviser or broker/dealer representative or visit ProShares.com. ProShares are not suitable for all investors.

¹Since inception returns are annualized. Market returns are based on the primary market closing price and do not represent the returns you would receive if you traded shares at other times. The first trading date is typically several days after the fund inception date. Therefore, NAV is used to calculate market returns prior to the first trade date. ²According to the estimated figure listed in the applicable prospectus. ³Expenses with Contractual Waiver through September 30, 2012. ⁴Correlation is a measure of the strength and direction of a linear relationship between two variables. ⁵Beta is a measure of the slope, which is the steepness of the line drawn through the fund return vs. the benchmark return on a daily basis.

ProShares UltraPro S&P500®



INDEX DESCRIPTION

The S&P 500 is a widely used measure of large U.S. stock market performance. It includes a representative sample of leading companies in leading industries. Companies are selected for inclusion in the index by Standard & Poor's based on adequate liquidity, appropriate market capitalization, financial viability and public float.

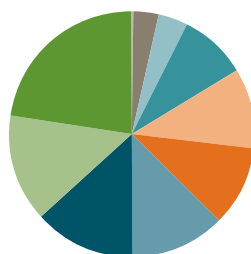
INDEX CHARACTERISTICS

Total Index Companies	500
Average Index Market Cap	\$23.94 billion
Index Price/Earnings Ratio	13.24
Index Price/Book Ratio	2.05
Index Dividend Yield	2.12%
Quarterly Index Volatility ^a	26.80%

TOP 10 INDEX COMPANIES

	Weight
Exxon Mobil Corp.	3.57%
Apple Inc.	3.31%
International Business Machines Corp.	1.90%
Chevron Corp.	1.86%
Microsoft Corp.	1.71%
General Electric Co.	1.66%
The Procter & Gamble Co.	1.61%
AT&T Inc.	1.57%
Johnson & Johnson	1.57%
Pfizer Inc.	1.46%

INDEX SECTOR WEIGHTINGS



Consumer, Non-Cyclical	22.68%
Technology	14.08%
Financial	13.54%
Energy	12.34%
Industrial	10.76%
Communications	10.44%
Consumer, Cyclical	8.96%
Utilities	3.79%
Basic Materials	3.37%
Diversified	0.04%

^aThe quarterly volatility refers to annualized standard deviation, a statistical measure that captures the variation of an index's returns from their mean and that is often used to quantify the risk of the index over a specific time period. The higher the volatility, the more an index's return fluctuates over time.

Investing involves risk, including the possible loss of principal. ProShares are non-diversified and entail certain risks, including risk associated with the use of derivatives (futures contracts, swap agreements and similar instruments), imperfect benchmark correlation, leverage and market price variance. These risks may pose risks different from, or greater than, those associated with a direct investment in the securities underlying the funds' benchmarks, can increase volatility, and may dramatically decrease performance. **There is no guarantee any ProShares ETF will achieve its investment objective.** For more on correlation, leverage and other risks, please read the prospectus.

ProShares are distributed by SEI Investments Distribution Co., which is not affiliated with the fund's advisor. ProShares may invest in equity securities and/or financial instruments (including derivatives) that, in combination, should have similar daily price return characteristics to the fund's benchmark. Derivative contracts are priced to include the underlying index yield and will not generate dividend income. Because ProShares invest in derivatives and other financial instruments, their dividend distributions may not reflect those of their applicable indexes.

"Standard & Poor's", "S&P", "S&P 500", and "Standard & Poor's 500" are trademarks of Standard & Poor's Financial Services LLC ("S&P") and have been licensed for use by ProShares. This ETF is not sponsored, licensed, sold or promoted by Standard & Poor's and Standard & Poor's makes no representation regarding the advisability of investing in this ETF.
© 2012 PSA 2012-154

For more information, visit ProShares.com
or ask your financial adviser or broker.