

ProShares Trust II
Monthly Account Statements
For the Month Ended February 28, 2013
(unaudited)

Statements of Operations	Ultra DJ-UBS Commodity	UltraShort DJ-UBS Commodity	Ultra DJ-UBS Crude Oil	UltraShort DJ-UBS Crude Oil	Ultra DJ-UBS Natural Gas	UltraShort DJ-UBS Natural Gas	Ultra Gold	UltraShort Gold	Ultra Silver	UltraShort Silver
Investment Income										
Interest	\$ 216	\$ 194	\$ 17,487	\$ 8,513	\$ 3,475	\$ 625	\$ 18,569	\$ 4,353	\$ 50,065	\$ 7,068
Expenses										
Management fee	3,588	2,331	242,583	121,937	55,967	10,512	235,452	70,066	557,088	85,245
Brokerage commissions	-	-	10,287	5,679	20,937	5,055	-	-	8	8
Offering costs	-	-	-	-	-	-	-	-	-	-
Limitation by Sponsor	-	-	-	-	-	-	-	-	-	-
Total expenses	3,588	2,331	252,870	127,616	76,904	15,567	235,452	70,066	557,096	85,253
Net investment income (loss)	(3,372)	(2,137)	(235,383)	(119,103)	(73,429)	(14,942)	(216,883)	(65,713)	(507,031)	(78,185)
Realized and unrealized gain (loss) on investment activity										
Net realized gain (loss) on										
Futures contracts	-	-	25,060,013	(8,181,042)	(3,957,204)	438,245	-	-	(32,140)	31,940
Swap agreements	386,641	(209,431)	14,736,522	(4,208,956)	-	-	-	-	-	-
Forward agreements	-	-	-	-	-	-	10,998,521	(3,420,121)	76,264,845	(9,720,423)
Foreign currency forward contracts	-	-	-	-	-	-	-	-	-	-
Short-term U.S. government and agency obligations	-	-	(792)	(686)	(153)	(309)	-	20	125	(387)
Net realized gain (loss)	386,641	(209,431)	39,795,743	(12,390,684)	(3,957,357)	437,936	10,998,521	(3,420,101)	76,232,830	(9,688,870)
Change in net unrealized appreciation/depreciation on										
Futures contracts	-	-	(40,156,515)	16,836,024	7,283,961	(1,002,041)	(15,200)	15,200	690	(940)
Swap agreements	(800,710)	473,294	(41,728,713)	16,375,214	-	-	-	-	-	-
Forward agreements	-	-	-	-	-	-	(41,817,751)	12,014,649	(234,328,178)	32,553,332
Foreign currency forward contracts	-	-	-	-	-	-	-	-	-	-
Short-term U.S. government and agency obligations	-	-	-	-	-	-	-	-	-	-
Change in net unrealized appreciation/depreciation	(800,710)	473,294	(81,885,228)	33,211,238	7,283,961	(1,002,041)	(41,832,951)	12,029,849	(234,327,488)	32,552,392
Net realized and unrealized gain (loss)	(414,069)	263,863	(42,089,485)	20,820,554	3,326,604	(564,105)	(30,834,430)	8,609,748	(158,094,658)	22,863,522
Net income (loss)	\$ (417,441)	\$ 261,726	\$ (42,324,868)	\$ 20,701,451	\$ 3,253,175	\$ (579,047)	\$ (31,051,313)	\$ 8,544,035	\$ (158,601,689)	\$ 22,785,337

Statements of Operations	Ultra Australian Dollar	UltraShort Australian Dollar	Ultra Euro	Short Euro	UltraShort Euro	Ultra Yen	UltraShort Yen	Ultra VIX Short-Term Futures ETF	VIX Short-Term Futures ETF	Short VIX Short-Term Futures ETF	VIX Mid-Term Futures ETF
Investment Income											
Interest	\$ 157	\$ 140	\$ 204	\$ 141	\$ 23,658	\$ 253	\$ 19,906	\$ 5,835	\$ 7,111	\$ 2,250	\$ 2,036
Expenses											
Management fee	-	-	3,637	-	344,666	3,559	316,181	155,724	108,869	35,069	32,637
Brokerage commissions	9	37	-	7	-	-	-	175,000	-	33,219	-
Offering costs	3,145	3,145	-	3,145	-	-	-	-	-	-	-
Limitation by Sponsor	(141)	(383)	-	(441)	-	-	-	-	-	-	-
Total expenses	3,013	2,799	3,637	2,711	344,666	3,559	316,181	330,724	108,869	68,288	32,637
Net investment income (loss)	(2,856)	(2,659)	(3,433)	(2,570)	(321,008)	(3,306)	(296,275)	(324,889)	(101,758)	(66,038)	(30,601)
Realized and unrealized gain (loss) on investment activity											
Net realized gain (loss) on											
Futures contracts	(6,060)	8,450	-	(8,032)	-	-	-	(14,233,539)	(7,913,006)	677,439	(3,373,932)
Swap agreements	-	-	-	-	-	-	-	(1,629,657)	-	-	-
Forward agreements	-	-	-	-	-	-	-	-	-	-	-
Foreign currency forward contracts	-	-	191,893	-	(22,213,909)	(652,747)	54,323,325	-	-	-	-
Short-term U.S. government and agency obligations	(2)	-	-	-	226	11	-	(3,377)	(1,178)	(1,300)	(194)
Net realized gain (loss)	(6,062)	8,450	191,893	(8,032)	(22,213,683)	(652,736)	54,323,325	(15,866,573)	(7,914,184)	676,139	(3,374,126)
Change in net unrealized appreciation/depreciation on											
Futures contracts	(154,901)	133,261	-	152,594	-	-	-	34,306,013	13,529,779	(2,166,399)	1,923,931
Swap agreements	-	-	-	-	-	-	-	1,680,335	-	-	-
Forward agreements	-	-	-	-	-	-	-	-	-	-	-
Foreign currency forward contracts	-	-	(585,290)	-	58,307,867	509,938	(44,382,774)	-	-	-	-
Short-term U.S. government and agency obligations	-	-	-	-	-	-	-	-	-	-	-
Change in net unrealized appreciation/depreciation	(154,901)	133,261	(585,290)	152,594	58,307,867	509,938	(44,382,774)	35,986,348	13,529,779	(2,166,399)	1,923,931
Net realized and unrealized gain (loss)	(160,963)	141,711	(393,397)	144,562	36,094,184	(142,798)	9,940,551	20,119,775	5,615,595	(1,490,260)	(1,450,195)
Net income (loss)	\$ (163,819)	\$ 139,052	\$ (396,830)	\$ 141,992	\$ 35,773,176	\$ (146,104)	\$ 9,644,276	\$ 19,794,886	\$ 5,513,837	\$ (1,556,298)	\$ (1,480,796)

See notes to Monthly Account Statements on the last page.

ProShares Trust II
Monthly Account Statements (continued)
For the Month Ended February 28, 2013
(unaudited)

Statements of Changes in Shareholders' Equity

	Ultra DJ-UBS Commodity	UltraShort DJ-UBS Commodity	Ultra DJ-UBS Crude Oil	UltraShort DJ-UBS Crude Oil	Ultra DJ-UBS Natural Gas	UltraShort DJ-UBS Natural Gas	Ultra Gold	UltraShort Gold	Ultra Silver	UltraShort Silver
Shareholders' equity, at January 31, 2012	\$ 5,104,629	\$ 3,086,399	\$ 356,886,756	\$ 164,256,652	\$ 72,971,888	\$ 12,555,738	\$ 336,655,526	\$ 91,063,802	\$ 842,242,289	\$ 99,576,588
Addition of shares	-	-	-	-	15,897,376	4,834,036	7,641,794	9,912,012	22,096,023	11,702,187
Redemption of shares	-	-	(14,528,595)	(21,796,243)	(11,565,617)	(1,383,117)	-	(9,881,815)	-	(18,714,675)
Net addition (redemption) of shares	-	-	(14,528,595)	(21,796,243)	4,331,759	3,450,919	7,641,794	30,197	22,096,023	(7,012,488)
Net investment income (loss)	(3,372)	(2,137)	(235,383)	(119,103)	(73,429)	(14,942)	(216,883)	(65,713)	(507,031)	(78,185)
Net realized gain (loss)	386,641	(209,431)	39,795,743	(12,390,684)	(3,957,357)	437,936	10,998,521	(3,420,101)	76,232,830	(9,688,870)
Change in net unrealized appreciation/depreciation	(800,710)	473,294	(81,885,228)	33,211,238	7,283,961	(1,002,041)	(41,832,951)	12,029,849	(234,327,488)	32,552,392
Net income (loss)	(417,441)	261,726	(42,324,868)	20,701,451	3,253,175	(579,047)	(31,051,313)	8,544,035	(158,601,689)	22,785,337
Shareholders' equity, at February 28, 2013	\$ 4,687,188	\$ 3,348,125	\$ 300,033,293	\$ 163,161,860	\$ 80,556,822	\$ 15,427,610	\$ 313,246,007	\$ 99,638,034	\$ 705,736,623	\$ 115,349,437
Net asset value per share*	\$ 23.43	\$ 55.80	\$ 28.71	\$ 40.59	\$ 38.92	\$ 23.73	\$ 76.40	\$ 68.86	\$ 39.54	\$ 53.44
Share transactions										
Shares added	-	-	-	-	450,000	200,000	100,000	150,000	550,000	250,000
Shares redeemed	-	-	(450,000)	(550,000)	(300,000)	(50,000)	-	(150,000)	-	(350,000)
Net shares added (redeemed)	-	-	(450,000)	(550,000)	150,000	150,000	100,000	-	550,000	(100,000)

Statements of Changes in Shareholders' Equity

	Ultra Australian Dollar	UltraShort Australian Dollar	Ultra Euro	Short Euro	UltraShort Euro	Ultra Yen	UltraShort Yen	Ultra VIX Short-Term Futures ETF	VIX Short-Term Futures ETF	Short VIX Short-Term Futures ETF	VIX Mid-Term Futures ETF
Shareholders' equity, at January 31, 2012	\$ 4,204,393	\$ 3,719,494	\$ 5,148,181	\$ 3,656,748	\$ 479,378,746	\$ 5,059,478	\$ 426,654,554	\$ 169,943,771	\$ 156,452,790	\$ 58,277,273	\$ 46,577,998
Addition of shares	-	-	-	-	21,264,347	-	-	198,706,012	45,186,908	62,427,854	22,582,284
Redemption of shares	-	-	-	-	(23,032,581)	-	(23,248,195)	(119,940,390)	(20,622,512)	(64,552,651)	(2,740,939)
Net addition (redemption) of shares	-	-	-	-	(1,768,234)	-	(23,248,195)	78,765,622	24,564,396	(2,124,797)	19,841,345
Net investment income (loss)	(2,856)	(2,659)	(3,433)	(2,570)	(321,008)	(3,306)	(296,275)	(324,889)	(101,758)	(66,038)	(30,601)
Net realized gain (loss)	(6,062)	8,450	191,893	(8,032)	(22,213,683)	(652,736)	54,323,325	(15,866,573)	(7,914,184)	676,139	(3,374,126)
Change in net unrealized appreciation/depreciation	(154,901)	133,261	(585,290)	152,594	58,307,867	509,938	(44,382,774)	35,986,348	13,529,779	(2,166,399)	1,923,931
Net income (loss)	(163,819)	139,052	(396,830)	141,992	35,773,176	(146,104)	9,644,276	19,794,886	5,513,837	(1,556,298)	(1,480,796)
Shareholders' equity, at February 28, 2013	\$ 4,040,574	\$ 3,858,546	\$ 4,751,351	\$ 3,798,740	\$ 513,383,688	\$ 4,913,374	\$ 413,050,635	\$ 268,504,279	\$ 186,531,023	\$ 54,596,178	\$ 64,938,547
Net asset value per share*	\$ 40.40	\$ 38.58	\$ 23.76	\$ 37.99	\$ 19.34	\$ 24.57	\$ 57.37	\$ 11.25	\$ 13.07	\$ 77.99	\$ 27.34
Share transactions											
Shares added	-	-	-	-	1,100,000	-	-	19,700,000	3,750,000	750,000	825,000
Shares redeemed	-	-	-	-	(1,300,000)	-	(400,000)	(10,450,000)	(1,550,000)	(750,000)	(100,000)
Net shares added (redeemed)	-	-	-	-	(200,000)	-	(400,000)	9,250,000	2,200,000	-	725,000

* Represents value of total shareholders' equity divided by total shares outstanding at the month end.

See notes to Monthly Account Statements on the last page.

Notes to Monthly Account Statements (unaudited)

1. Organization: ProShares Trust II (formerly known as the Commodities and Currencies Trust) (the "Trust") is a Delaware statutory trust formed on October 9, 2007 and currently organized into separate series (each, a "Fund" and collectively, the "Funds"). The following twenty-one series of the Trust, ProShares Ultra DJ-UBS Commodity, ProShares UltraShort DJ-UBS Commodity, ProShares Ultra DJ-UBS Crude Oil, ProShares UltraShort DJ-UBS Crude Oil, ProShares Ultra DJ-UBS Natural Gas, ProShares UltraShort DJ-UBS Natural Gas, ProShares Ultra Gold, ProShares UltraShort Gold, ProShares Ultra Silver, ProShares UltraShort Silver, ProShares Ultra Euro, ProShares UltraShort Euro, ProShares Ultra Yen and ProShares UltraShort Yen (each, a "Leveraged Fund" and collectively, the "Leveraged Funds"), ProShares Ultra VIX Short-Term Futures ETF and ProShares Short VIX Short-Term Futures ETF (each, a "Geared VIX Fund" and collectively, the "Geared VIX Funds"); and ProShares VIX Short-Term Futures ETF and ProShares VIX Mid-Term Futures ETF (each, a "Matching VIX Fund" and collectively, the "Matching VIX Funds"), ProShares Ultra Australian Dollar, ProShares UltraShort Australian Dollar and ProShares Short Euro Fund, issue common units of beneficial interest ("Shares"), which represent units of fractional undivided beneficial interest in and ownership of only that Leveraged Fund, Geared VIX Fund and Matching VIX Fund. The Shares of each Leveraged Fund, Geared VIX Fund or Matching VIX Fund are listed on the New York Stock Exchange Archipelago ("NYSE Arca").

2. Significant accounting policies:

General: The accounting policies followed by each Fund in the preparation of its monthly account statement are in conformity with accounting principles generally accepted in the United States of America ("GAAP").

The accompanying unaudited monthly account statements were prepared in accordance with GAAP for interim financial information and as required by Rule 4.22 under the Commodity Exchange Act. These monthly account statements and the notes thereto should be read in conjunction with the Funds' most recent financial statements included in the Trust's Annual Report on Form 10-K and/or 10-Q, as filed with the SEC.

Investment transactions and related income: The Funds may purchase U.S. Treasury Bills, agency securities, and other high-credit quality short-term fixed income or similar securities with original maturities of one year or less. The Funds may enter into futures contracts to gain exposure to changes in the value of an underlying commodity. The Funds may enter into swap agreements for purposes of pursuing their investment objectives or as a substitute for investing directly in (or shorting) commodities, or to create an economic hedge against a position. The Funds may enter into forward contracts. A forward contract is an agreement between two parties to purchase or sell a specified quantity of a commodity or currency at or before a specified date in the future at a specified price. Please see the Trust's Annual Report on Form 10-K for more information on investments. Investment transactions are recorded on the trade date. All such investments are marked to market daily. Changes in the unrealized appreciation/depreciation between periods are reflected in the Statements of Operations. Discounts on short-term securities purchased are accreted on a yield-to-maturity basis and reflected as Interest Income in the Statements of Operations.

Brokerage commissions and fees: Each Fund, except the Matching VIX Funds, pays its respective brokerage commissions, including applicable exchange fees, National Futures Association ("NFA") fees, give-up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with trading activities for each Fund's investment in U.S. Commodity Futures Trading Commission regulated investments. The Sponsor pays the brokerage commissions for the Matching VIX Funds.

Management fee: Each Fund, except the Matching VIX Funds, pays the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.95% (0.85% for the Matching VIX Funds) per annum of the average daily NAV of such Fund. The Management Fee is paid in consideration of the Sponsor's services as commodity pool operator and commodity trading advisor, and for managing the business and affairs of the Fund. From the Management Fee, the Sponsor pays the fees and expenses of the Administrator, Custodian, Distributor, Transfer Agent and the licensors for the Commodity Index Funds (Dow Jones & Company, Inc. and UBS Securities LLC, together, "DJ-UBS"), the routine operational, administrative and other ordinary expenses of each Fund, and the normal and expected expenses incurred in connection with the continuous offering of Shares of each Fund after the commencement of its trading operations. The Sponsor also pays the brokerage commissions for the Matching VIX Funds, only.

Offering costs: Offering costs will be amortized by ProShares Ultra Australian Dollar, ProShares UltraShort Australian Dollar and ProShares Short Euro Fund over a twelve month period on a straight-line basis. The Sponsor will not collect any fee in the first year of operation of each of these Funds in an amount equal to the offering fees. The Sponsor has agreed to reimburse each of these Funds to the extent that its offering costs exceed 0.95%, 0.85% for the Matching VIX Funds, of its average daily NAV of each Fund for the shorter of the twelve month period following the initial sale of Shares or the period from the initial sale of Shares to the date the Fund ceases investment operations.

Pursuant to Rule 4.22(h) under the Commodity Exchange Act, the undersigned represents that, to the best of his knowledge and belief, the information contained in these reports is accurate and complete.

March 30, 2013

Ed Karpowicz
Principal Financial Officer
ProShares Trust II