

ProShares Trust II
Monthly Account Statements
For the Month Ended June 30, 2012
(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	\$ 398	\$ 336	\$ 19,816	\$ 4,887	\$ 2,540	\$ 642	\$ 20,007	\$ 7,421	\$ 38,063	\$ 8,064
Expenses										
Management fee	5,841	4,952	280,728	66,462	6,482	-	257,513	102,603	525,028	118,018
Brokerage commissions	-	-	14,459	5,207	20,217	9,712	-	-	12	8
Offering costs	-	-	-	-	34,592	34,592	-	-	-	-
Limitation by Sponsor	-	-	-	-	-	(22,525)	-	-	-	-
Total expenses	5,841	4,952	295,187	71,669	61,291	21,779	257,513	102,603	525,040	118,026
Net investment income (loss)	(5,443)	(4,616)	(275,371)	(66,782)	(58,751)	(21,137)	(237,506)	(95,182)	(486,977)	(109,962)
Realized and unrealized gain (loss) on investment activity										
Net realized gain (loss) on										
Futures contracts	-	-	(44,992,767)	19,023,616	(4,385,741)	(1,159,909)	-	-	(40,850)	36,100
Swap agreements	(837,736)	669,097	(42,658,530)	19,072,783	-	-	-	-	-	-
Forward agreements	-	-	-	-	-	-	11,758,723	(6,537,543)	(19,041,599)	(494,430)
Foreign currency forward contracts	-	-	-	-	-	-	-	-	-	-
Short-term U.S. government and agency obligations	-	50	2,199	1,921	599	81	20	559	882	(623)
Net realized gain (loss)	(837,736)	669,147	(87,649,098)	38,098,320	(4,385,142)	(1,159,828)	11,758,743	(6,536,984)	(19,081,567)	(458,953)
Change in net unrealized appreciation/depreciation on										
Futures contracts	-	-	47,217,750	(17,849,180)	16,530,440	(3,729,450)	9,080	(9,080)	31,470	(31,370)
Swap agreements	1,643,882	(1,118,649)	41,347,668	(15,941,539)	-	-	-	-	-	-
Forward agreements	-	-	-	-	-	-	3,073,866	(2,416,414)	(37,948,938)	5,407,610
Foreign currency forward contracts	-	-	-	-	-	-	-	-	-	-
Short-term U.S. government and agency obligations	37	92	13,590	2,671	1,894	253	7,077	2,669	15,705	3,633
Change in net unrealized appreciation/depreciation	1,643,919	(1,118,557)	88,579,008	(33,788,048)	16,532,334	(3,729,197)	3,090,023	(2,422,825)	(37,901,763)	5,379,873
Net realized and unrealized gain (loss)	806,183	(449,410)	929,910	4,310,272	12,147,192	(4,889,025)	14,848,766	(8,959,809)	(56,983,330)	4,920,920
Net income (loss)	\$ 800,740	\$ (454,026)	\$ 654,539	\$ 4,243,490	\$ 12,088,441	\$ (4,910,162)	\$ 14,611,260	\$ (9,054,991)	\$ (57,470,307)	\$ 4,810,958

Statements of Operations	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	\$ 302	\$ -	\$ 52,141	\$ 287	\$ 13,421	\$ 5,191	\$ 6,463	\$ 1,068	\$ 4,454
Expenses									
Management fee	4,328	-	689,674	3,983	177,156	176,847	107,469	-	66,834
Brokerage commissions	-	63	-	-	-	192,388	-	20,708	-
Offering costs	-	562	-	-	-	38,082	-	38,082	-
Limitation by Sponsor	-	(148)	-	-	-	-	-	(20,109)	-
Total expenses	4,328	477	689,674	3,983	177,156	407,317	107,469	38,681	66,834
Net investment income (loss)	(4,026)	(477)	(637,533)	(3,696)	(163,735)	(402,126)	(101,006)	(37,613)	(62,380)
Realized and unrealized gain (loss) on investment activity									
Net realized gain (loss) on									
Futures contracts	-	(2,000)	-	-	-	(83,796,683)	(16,382,749)	3,989,951	1,868,109
Swap agreements	-	-	-	-	-	4,257,051	-	-	-
Forward agreements	-	-	-	-	-	-	-	-	-
Foreign currency forward contracts	(455,296)	-	62,095,006	51,770	(3,238,475)	-	-	-	-
Short-term U.S. government and agency obligations	-	-	941	1	173	2,783	206	587	296
Net realized gain (loss)	(455,296)	(2,000)	62,095,947	51,771	(3,238,302)	(79,536,849)	(16,382,543)	3,990,538	1,868,405
Change in net unrealized appreciation/depreciation on									
Futures contracts	-	(50,313)	-	-	-	(83,090,299)	(34,793,149)	2,220,228	(13,196,378)
Swap agreements	-	-	-	-	-	(14,939,303)	-	-	-
Forward agreements	-	-	-	-	-	-	-	-	-
Foreign currency forward contracts	707,724	-	(108,694,091)	(259,148)	11,815,394	-	-	-	-
Short-term U.S. government and agency obligations	191	-	25,353	165	4,593	3,341	2,345	424	2,599
Change in net unrealized appreciation/depreciation	707,915	(50,313)	(108,668,738)	(258,983)	11,819,987	(98,026,261)	(34,790,804)	2,220,652	(13,193,779)
Net realized and unrealized gain (loss)	252,619	(52,313)	(46,572,791)	(207,212)	8,581,685	(177,563,110)	(51,173,347)	6,211,190	(11,325,374)
Net income (loss)	\$ 248,593	\$ (52,790)	\$ (47,210,324)	\$ (210,908)	\$ 8,417,950	\$ (177,965,236)	\$ (51,274,353)	\$ 6,173,577	\$ (11,387,754)

See notes to Monthly Account Statements on the last page.

ProShares Trust II
Monthly Account Statements (continued)
For the Month Ended June 30, 2012
(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 May 31, 2012	\$ 7,430,990	\$ 7,308,595	\$ 284,373,691	\$ 110,211,391	\$ 49,480,840	\$ 14,935,407	\$ 316,401,422	\$ 143,561,395	\$ 683,664,808	\$ 138,699,687
Addition of shares	-	-	217,831,204	42,558,089	3,310,561	3,618,442	-	-	34,814,689	54,991,097
Redemption of shares	-	(3,311,034)	(13,747,470)	(74,801,029)	(2,284,401)	-	-	(5,129,813)	-	(37,080,642)
Net addition (redemption) of shares	-	(3,311,034)	204,083,734	(32,242,940)	1,026,160	3,618,442	-	(5,129,813)	34,814,689	17,910,455
Net investment income (loss)	(5,443)	(4,616)	(275,371)	(66,782)	(58,751)	(21,137)	(237,506)	(95,182)	(486,977)	(109,962)
Net realized gain (loss)	(837,736)	669,147	(87,649,098)	38,098,320	(4,385,142)	(1,159,828)	11,758,743	(6,536,984)	(19,081,567)	(458,953)
Change in net unrealized appreciation/depreciation	1,643,919	(1,118,557)	88,579,008	(33,788,048)	16,532,334	(3,729,197)	3,090,023	(2,422,825)	(37,901,763)	5,379,873
Net income (loss)	800,740	(454,026)	654,539	4,243,490	12,088,441	(4,910,162)	14,611,260	(9,054,991)	(57,470,307)	4,810,958
Shareholders' equity, at June 30, 2012	\$ 8,231,730	\$ 3,543,535	\$ 489,111,964	\$ 82,211,941	\$ 62,595,441	\$ 13,643,687	\$ 331,012,682	\$ 129,376,591	\$ 661,009,190	\$ 161,421,100
Net asset value per share*	\$ 23.52	\$ 59.06	\$ 27.71	\$ 49.23	\$ 45.69	\$ 30.32	\$ 79.76	\$ 17.75	\$ 37.03	\$ 69.93
Share transactions										
Shares added	-	-	8,450,000	800,000	100,000	100,000	-	-	950,000	800,000
Shares redeemed	-	(50,000)	(500,000)	(1,350,000)	(50,000)	-	-	(300,000)	-	(550,000)
Net shares added (redeemed)	-	(50,000)	7,950,000	(550,000)	50,000	100,000	-	(300,000)	950,000	250,000

Statements of Changes in Shareholders' Equity

	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 May 31, 2012	\$ 5,410,563	\$ 200	\$ 1,017,490,424	\$ 5,235,176	\$ 232,713,421	\$ 227,293,050	\$ 167,360,123	\$ 24,477,756	\$ 109,812,784
Addition of shares	-	4,000,000	63,870,696	-	-	335,987,480	119,538,035	60,365,575	1,458,074
Redemption of shares	-	-	(137,235,448)	-	(10,427,772)	(86,182,219)	(97,985,738)	(77,431,502)	(14,577,243)
Net addition (redemption) of shares	-	4,000,000	(73,364,752)	-	(10,427,772)	249,805,261	21,552,297	(17,065,927)	(13,119,169)
Net investment income (loss)	(4,026)	(477)	(637,533)	(3,696)	(163,735)	(402,126)	(101,006)	(37,613)	(62,380)
Net realized gain (loss)	(455,296)	(2,000)	62,095,947	51,771	(3,238,302)	(79,536,849)	(16,382,543)	3,990,538	1,868,405
Change in net unrealized appreciation/depreciation	707,915	(50,313)	(108,668,738)	(258,983)	11,819,987	(98,026,261)	(34,790,804)	2,220,652	(13,193,779)
Net income (loss)	248,593	(52,790)	(47,210,324)	(210,908)	8,417,950	(177,965,236)	(51,274,353)	6,173,577	(11,387,754)
Shareholders' equity, at June 30, 2012	\$ 5,659,156	\$ 3,947,410	\$ 896,915,348	\$ 5,024,268	\$ 230,703,599	\$ 299,133,075	\$ 137,638,067	\$ 13,585,406	\$ 85,305,861
Net asset value per share*	\$ 22.64	\$ 39.47	\$ 20.91	\$ 33.49	\$ 43.53	\$ 9.62	\$ 32.01	\$ 90.56	\$ 55.04
Share transactions									
Shares added	-	100,000	3,000,000	-	-	25,550,000	3,150,000	750,000	25,000
Shares redeemed	-	-	(6,400,000)	-	(250,000)	(5,400,000)	(2,550,000)	(950,000)	(225,000)
Net shares added (redeemed)	-	100,000	(3,400,000)	-	(250,000)	20,150,000	600,000	(200,000)	(200,000)

* 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 nineteen 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") 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 or 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"). The Trust has also registered shares for thirty-four additional series: ProShares Short DJ-UBS Natural Gas and ProShares Short Gold (each, a "Short Fund" and collectively, the "Short Funds"), ProShares UltraPro Australian Dollar, ProShares Ultra Australian Dollar, ProShares Short Australian Dollar, ProShares UltraShort Australian Dollar, ProShares UltraPro Short Australian Dollar, ProShares UltraPro Canadian Dollar, ProShares Ultra Canadian Dollar, ProShares Short Canadian Dollar, ProShares UltraShort Canadian Dollar, ProShares UltraPro Short Canadian Dollar, ProShares UltraPro Euro, ProShares UltraPro Short Euro, ProShares UltraPro Swiss Franc, ProShares Ultra Swiss Franc, ProShares Short Swiss Franc, ProShares UltraShort Swiss Franc, ProShares UltraPro Short Swiss Franc, ProShares UltraPro Yen, ProShares Short Yen, and ProShares UltraPro Short Yen (each, a "New Currency Fund" and together with the "Currency Index Funds", the "New Currency Funds"), ProShares UltraPro U.S. Dollar, ProShares Ultra U.S. Dollar, ProShares Short U.S. Dollar, ProShares UltraShort U.S. Dollar, ProShares UltraPro Short U.S. Dollar (each, a "Currency Index Fund" and collectively, the "Currency Index Funds"), ProShares Managed Futures Strategy, ProShares Commodity Managed Futures Strategy and ProShares Financial Managed Futures Strategy (each, a "Managed Futures Fund" and collectively, the "Managed Futures Funds"), ProShares UltraShort VIX Short-Term Futures ETF, ProShares Ultra VIX Mid-Term Futures ETF, ProShares Short VIX Mid-Term Futures ETF and ProShares UltraShort VIX Mid-Term Futures ETF (each, a "New Geared VIX Fund" and collectively, the "New Geared VIX Funds"). The Short Funds, the New Geared VIX Funds, the New Currency Funds and the Managed Futures Funds are collectively referred to herein as the "New Funds". As of December 31, 2011, each of the Short Funds had seed capital of \$200, each of the New Geared VIX Funds had seed capital of \$400, each of the New Currency Funds had seed capital of \$200 and each of the Managed Futures Funds had seed capital of \$200, but none of the New Funds had commenced investment operations; therefore, these Monthly Account Statements do not include Statements of Operations or Statements of Changes in Shareholders' Equity for the New Funds. You can find Statements of Financial Condition for the Short Funds and New Geared VIX Funds in the March 31, 2011 10-Q filing located on the Securities and Exchange Commission website (<http://www.sec.gov>).

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 DJ-UBS Natural Gas, ProShares UltraShort DJ-UBS Natural Gas, ProShares Short Euro Fund, the and the Geared VIX Funds 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 427(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.

July 30, 2012

Edward J. Karpowicz
Principal Financial Officer
ProShares Trust II