

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  <b>ProShares Ultra Oil &amp; Gas Exploration &amp; Production</b>		2 Issuer's employer identification number (EIN)  <b>47-3931402</b>	
3 Name of contact for additional information  <b>Ed Karpowicz</b>		4 Telephone No. of contact  <b>240-497-6487</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>7501 Wisconsin Avenue, Suite 1000E</b>		5 Email address of contact  <b>ekarpowicz@proshares.com</b>	
8 Date of action  <b>10/31/15</b>		9 Classification and description  <b>Common Stock - Regulated Investment Company</b>	
10 CUSIP number  <b>74347B672</b>	11 Serial number(s)  <b>N/A</b>	12 Ticker symbol  <b>UOP</b>	13 Account number(s)  <b>N/A</b>

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On October 1, 2015, ProShares Ultra Oil & Gas Exploration & Production paid a distribution to common shareholders of record on September 25, 2015. This distribution constitutes a non-taxable return of capital.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **This distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of ProShares Ultra Oil & Gas Exploration & Production. The non-taxable return of capital is as follows:**

Distribution Payable On:	Per Share Reduction of Basis in Common Stock
<b>October 01, 2015</b>	<b>\$0.003674</b>

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **ProShares Ultra Oil & Gas Exploration & Production's current and accumulated earnings were compared to distributions paid during the year ended October 31, 2015. The non-taxable return of capital represents the amount of distributions paid during the taxable year ended October 31, 2015 in excess of ProShares Ultra Oil & Gas Exploration & Production's current and accumulated earnings and profits under IRC Section 316.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
**Internal Revenue Code Sections 301, 316, 852.**

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18 Can any resulting loss be recognized? ▶ **No.**


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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
**See Part II, Item 15 of this form for the per share amounts and dates of distributions impacted by this organizational action.**  
**This organizational action is reportable with respect to calendar year 2015.**

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ 1-14-2016

Print your name ▶ **Charles S. Todd** Title ▶ **Treasurer**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			