

Stock Split

May 10, 2012

Exchange/Memo ID: 202739



PROSHARES ULTRAPRO QQQ (TQQQ) - 2 FOR 1 STOCK SPLIT

Ex - Distribution Date: 05/11/2012

DESCRIPTION:

ProShares UltraPro QQQ (TQQQ) has announced a **2 for 1 stock split**. The payable date is Thursday, May 10, 2012. The Record Date is Monday, May 8, 2012. **The ex-distribution date for this stock split is Friday, May 11, 2012.**

Contract Adjustments:

Pursuant to the By-Laws of the Options Clearing Corporation ("OCC"), the below ProShares UltraPro QQQ options will be adjusted as follows.

Adjustment Date: Friday, May 11, 2012

Option Symbol: TQQQ remains TQQQ

Underlying Security: TQQQ remains TQQQ

CUSIP: 74347X831

Contract Multiplier: 2

Strike Prices: Reduced by dividing the existing strikes by 2

New Multiplier: 100 (e.g. Premium of 1.00 = \$100)

New Deliverable: 100 ProShares UltraPro QQQ (TQQQ) Shares

GTC Order Cancellation:

On Thursday, May 10, 2012, immediately after the BOX close, all resting orders for TQQQ in the order book will be canceled by the BOX Market Operations Center. If a BOX Participant wishes to enter orders for the adjusted TQQQ series, the BOX Participant will need to reenter the orders before the open on Friday, May 11, 2012.

Additional Exchange Info:

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
TQQQ	C/P	55.00	05/19/2012	TQQQ	C/P	27.50	05/19/2012
TQQQ	C/P	60.00	05/19/2012	TQQQ	C/P	30.00	05/19/2012
TQQQ	C/P	65.00	05/19/2012	TQQQ	C/P	32.50	05/19/2012
TQQQ	C/P	70.00	05/19/2012	TQQQ	C/P	35.00	05/19/2012
TQQQ	C/P	75.00	05/19/2012	TQQQ	C/P	37.50	05/19/2012
TQQQ	C/P	80.00	05/19/2012	TQQQ	C/P	40.00	05/19/2012
TQQQ	C/P	85.00	05/19/2012	TQQQ	C/P	42.50	05/19/2012
TQQQ	C/P	90.00	05/19/2012	TQQQ	C/P	45.00	05/19/2012
TQQQ	C/P	95.00	05/19/2012	TQQQ	C/P	47.50	05/19/2012
TQQQ	C/P	100.00	05/19/2012	TQQQ	C/P	50.00	05/19/2012
TQQQ	C/P	103.00	05/19/2012	TQQQ	C/P	51.50	05/19/2012
TQQQ	C/P	104.00	05/19/2012	TQQQ	C/P	52.00	05/19/2012
TQQQ	C/P	105.00	05/19/2012	TQQQ	C/P	52.50	05/19/2012

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
TQQQ	C/P	106.00	05/19/2012	TQQQ	C/P	53.00	05/19/2012
TQQQ	C/P	107.00	05/19/2012	TQQQ	C/P	53.50	05/19/2012
TQQQ	C/P	108.00	05/19/2012	TQQQ	C/P	54.00	05/19/2012
TQQQ	C/P	109.00	05/19/2012	TQQQ	C/P	54.50	05/19/2012
TQQQ	C/P	110.00	05/19/2012	TQQQ	C/P	55.00	05/19/2012
TQQQ	C/P	111.00	05/19/2012	TQQQ	C/P	55.50	05/19/2012
TQQQ	C/P	112.00	05/19/2012	TQQQ	C/P	56.00	05/19/2012
TQQQ	C/P	113.00	05/19/2012	TQQQ	C/P	56.50	05/19/2012
TQQQ	C/P	114.00	05/19/2012	TQQQ	C/P	57.00	05/19/2012
TQQQ	C/P	115.00	05/19/2012	TQQQ	C/P	57.50	05/19/2012
TQQQ	C/P	116.00	05/19/2012	TQQQ	C/P	58.00	05/19/2012
TQQQ	C/P	117.00	05/19/2012	TQQQ	C/P	58.50	05/19/2012
TQQQ	C/P	118.00	05/19/2012	TQQQ	C/P	59.00	05/19/2012
TQQQ	C/P	119.00	05/19/2012	TQQQ	C/P	59.50	05/19/2012
TQQQ	C/P	120.00	05/19/2012	TQQQ	C/P	60.00	05/19/2012
TQQQ	C/P	121.00	05/19/2012	TQQQ	C/P	60.50	05/19/2012
TQQQ	C/P	122.00	05/19/2012	TQQQ	C/P	61.00	05/19/2012
TQQQ	C/P	123.00	05/19/2012	TQQQ	C/P	61.50	05/19/2012
TQQQ	C/P	124.00	05/19/2012	TQQQ	C/P	62.00	05/19/2012
TQQQ	C/P	125.00	05/19/2012	TQQQ	C/P	62.50	05/19/2012
TQQQ	C/P	126.00	05/19/2012	TQQQ	C/P	63.00	05/19/2012
TQQQ	C/P	127.00	05/19/2012	TQQQ	C/P	63.50	05/19/2012
TQQQ	C/P	128.00	05/19/2012	TQQQ	C/P	64.00	05/19/2012
TQQQ	C/P	129.00	05/19/2012	TQQQ	C/P	64.50	05/19/2012
TQQQ	C/P	130.00	05/19/2012	TQQQ	C/P	65.00	05/19/2012
TQQQ	C/P	131.00	05/19/2012	TQQQ	C/P	65.50	05/19/2012
TQQQ	C/P	132.00	05/19/2012	TQQQ	C/P	66.00	05/19/2012
TQQQ	C/P	133.00	05/19/2012	TQQQ	C/P	66.50	05/19/2012
TQQQ	C/P	134.00	05/19/2012	TQQQ	C/P	67.00	05/19/2012
TQQQ	C/P	135.00	05/19/2012	TQQQ	C/P	67.50	05/19/2012
TQQQ	C/P	136.00	05/19/2012	TQQQ	C/P	68.00	05/19/2012
TQQQ	C/P	137.00	05/19/2012	TQQQ	C/P	68.50	05/19/2012
TQQQ	C/P	138.00	05/19/2012	TQQQ	C/P	69.00	05/19/2012
TQQQ	C/P	139.00	05/19/2012	TQQQ	C/P	69.50	05/19/2012
TQQQ	C/P	140.00	05/19/2012	TQQQ	C/P	70.00	05/19/2012
TQQQ	C/P	141.00	05/19/2012	TQQQ	C/P	70.50	05/19/2012
TQQQ	C/P	142.00	05/19/2012	TQQQ	C/P	71.00	05/19/2012
TQQQ	C/P	143.00	05/19/2012	TQQQ	C/P	71.50	05/19/2012
TQQQ	C/P	144.00	05/19/2012	TQQQ	C/P	72.00	05/19/2012
TQQQ	C/P	145.00	05/19/2012	TQQQ	C/P	72.50	05/19/2012
TQQQ	C/P	146.00	05/19/2012	TQQQ	C/P	73.00	05/19/2012
TQQQ	C/P	147.00	05/19/2012	TQQQ	C/P	73.50	05/19/2012
TQQQ	C/P	148.00	05/19/2012	TQQQ	C/P	74.00	05/19/2012
TQQQ	C/P	149.00	05/19/2012	TQQQ	C/P	74.50	05/19/2012
TQQQ	C/P	150.00	05/19/2012	TQQQ	C/P	75.00	05/19/2012

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
TQQQ	C/P	155.00	05/19/2012	TQQQ	C/P	77.50	05/19/2012
TQQQ	C/P	160.00	05/19/2012	TQQQ	C/P	80.00	05/19/2012
TQQQ	C/P	165.00	05/19/2012	TQQQ	C/P	82.50	05/19/2012
TQQQ	C/P	30.00	06/16/2012	TQQQ	C/P	15.00	06/16/2012
TQQQ	C/P	35.00	06/16/2012	TQQQ	C/P	17.50	06/16/2012
TQQQ	C/P	40.00	06/16/2012	TQQQ	C/P	20.00	06/16/2012
TQQQ	C/P	45.00	06/16/2012	TQQQ	C/P	22.50	06/16/2012
TQQQ	C/P	50.00	06/16/2012	TQQQ	C/P	25.00	06/16/2012
TQQQ	C/P	55.00	06/16/2012	TQQQ	C/P	27.50	06/16/2012
TQQQ	C/P	60.00	06/16/2012	TQQQ	C/P	30.00	06/16/2012
TQQQ	C/P	62.00	06/16/2012	TQQQ	C/P	31.00	06/16/2012
TQQQ	C/P	63.00	06/16/2012	TQQQ	C/P	31.50	06/16/2012
TQQQ	C/P	64.00	06/16/2012	TQQQ	C/P	32.00	06/16/2012
TQQQ	C/P	65.00	06/16/2012	TQQQ	C/P	32.50	06/16/2012
TQQQ	C/P	66.00	06/16/2012	TQQQ	C/P	33.00	06/16/2012
TQQQ	C/P	67.00	06/16/2012	TQQQ	C/P	33.50	06/16/2012
TQQQ	C/P	68.00	06/16/2012	TQQQ	C/P	34.00	06/16/2012
TQQQ	C/P	69.00	06/16/2012	TQQQ	C/P	34.50	06/16/2012
TQQQ	C/P	70.00	06/16/2012	TQQQ	C/P	35.00	06/16/2012
TQQQ	C/P	71.00	06/16/2012	TQQQ	C/P	35.50	06/16/2012
TQQQ	C/P	72.00	06/16/2012	TQQQ	C/P	36.00	06/16/2012
TQQQ	C/P	73.00	06/16/2012	TQQQ	C/P	36.50	06/16/2012
TQQQ	C/P	74.00	06/16/2012	TQQQ	C/P	37.00	06/16/2012
TQQQ	C/P	75.00	06/16/2012	TQQQ	C/P	37.50	06/16/2012
TQQQ	C/P	76.00	06/16/2012	TQQQ	C/P	38.00	06/16/2012
TQQQ	C/P	77.00	06/16/2012	TQQQ	C/P	38.50	06/16/2012
TQQQ	C/P	78.00	06/16/2012	TQQQ	C/P	39.00	06/16/2012
TQQQ	C/P	79.00	06/16/2012	TQQQ	C/P	39.50	06/16/2012
TQQQ	C/P	80.00	06/16/2012	TQQQ	C/P	40.00	06/16/2012
TQQQ	C/P	81.00	06/16/2012	TQQQ	C/P	40.50	06/16/2012
TQQQ	C/P	82.00	06/16/2012	TQQQ	C/P	41.00	06/16/2012
TQQQ	C/P	83.00	06/16/2012	TQQQ	C/P	41.50	06/16/2012
TQQQ	C/P	84.00	06/16/2012	TQQQ	C/P	42.00	06/16/2012
TQQQ	C/P	85.00	06/16/2012	TQQQ	C/P	42.50	06/16/2012
TQQQ	C/P	90.00	06/16/2012	TQQQ	C/P	45.00	06/16/2012
TQQQ	C/P	95.00	06/16/2012	TQQQ	C/P	47.50	06/16/2012
TQQQ	C/P	100.00	06/16/2012	TQQQ	C/P	50.00	06/16/2012
TQQQ	C/P	105.00	06/16/2012	TQQQ	C/P	52.50	06/16/2012
TQQQ	C/P	110.00	06/16/2012	TQQQ	C/P	55.00	06/16/2012
TQQQ	C/P	115.00	06/16/2012	TQQQ	C/P	57.50	06/16/2012
TQQQ	C/P	120.00	06/16/2012	TQQQ	C/P	60.00	06/16/2012
TQQQ	C/P	125.00	06/16/2012	TQQQ	C/P	62.50	06/16/2012
TQQQ	C/P	130.00	06/16/2012	TQQQ	C/P	65.00	06/16/2012
TQQQ	C/P	135.00	06/16/2012	TQQQ	C/P	67.50	06/16/2012
TQQQ	C/P	140.00	06/16/2012	TQQQ	C/P	70.00	06/16/2012

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
TQQQ	C/P	145.00	06/16/2012	TQQQ	C/P	72.50	06/16/2012
TQQQ	C/P	150.00	06/16/2012	TQQQ	C/P	75.00	06/16/2012
TQQQ	C/P	155.00	06/16/2012	TQQQ	C/P	77.50	06/16/2012
TQQQ	C/P	160.00	06/16/2012	TQQQ	C/P	80.00	06/16/2012
TQQQ	C/P	165.00	06/16/2012	TQQQ	C/P	82.50	06/16/2012
TQQQ	C/P	170.00	06/16/2012	TQQQ	C/P	85.00	06/16/2012
TQQQ	C/P	175.00	06/16/2012	TQQQ	C/P	87.50	06/16/2012
TQQQ	C/P	180.00	06/16/2012	TQQQ	C/P	90.00	06/16/2012
TQQQ	C/P	45.00	09/22/2012	TQQQ	C/P	22.50	09/22/2012
TQQQ	C/P	50.00	09/22/2012	TQQQ	C/P	25.00	09/22/2012
TQQQ	C/P	55.00	09/22/2012	TQQQ	C/P	27.50	09/22/2012
TQQQ	C/P	60.00	09/22/2012	TQQQ	C/P	30.00	09/22/2012
TQQQ	C/P	65.00	09/22/2012	TQQQ	C/P	32.50	09/22/2012
TQQQ	C/P	70.00	09/22/2012	TQQQ	C/P	35.00	09/22/2012
TQQQ	C/P	72.00	09/22/2012	TQQQ	C/P	36.00	09/22/2012
TQQQ	C/P	73.00	09/22/2012	TQQQ	C/P	36.50	09/22/2012
TQQQ	C/P	74.00	09/22/2012	TQQQ	C/P	37.00	09/22/2012
TQQQ	C/P	75.00	09/22/2012	TQQQ	C/P	37.50	09/22/2012
TQQQ	C/P	76.00	09/22/2012	TQQQ	C/P	38.00	09/22/2012
TQQQ	C/P	77.00	09/22/2012	TQQQ	C/P	38.50	09/22/2012
TQQQ	C/P	78.00	09/22/2012	TQQQ	C/P	39.00	09/22/2012
TQQQ	C/P	79.00	09/22/2012	TQQQ	C/P	39.50	09/22/2012
TQQQ	C/P	80.00	09/22/2012	TQQQ	C/P	40.00	09/22/2012
TQQQ	C/P	81.00	09/22/2012	TQQQ	C/P	40.50	09/22/2012
TQQQ	C/P	82.00	09/22/2012	TQQQ	C/P	41.00	09/22/2012
TQQQ	C/P	83.00	09/22/2012	TQQQ	C/P	41.50	09/22/2012
TQQQ	C/P	84.00	09/22/2012	TQQQ	C/P	42.00	09/22/2012
TQQQ	C/P	85.00	09/22/2012	TQQQ	C/P	42.50	09/22/2012
TQQQ	C/P	86.00	09/22/2012	TQQQ	C/P	43.00	09/22/2012
TQQQ	C/P	87.00	09/22/2012	TQQQ	C/P	43.50	09/22/2012
TQQQ	C/P	88.00	09/22/2012	TQQQ	C/P	44.00	09/22/2012
TQQQ	C/P	89.00	09/22/2012	TQQQ	C/P	44.50	09/22/2012
TQQQ	C/P	90.00	09/22/2012	TQQQ	C/P	45.00	09/22/2012
TQQQ	C/P	91.00	09/22/2012	TQQQ	C/P	45.50	09/22/2012
TQQQ	C/P	92.00	09/22/2012	TQQQ	C/P	46.00	09/22/2012
TQQQ	C/P	93.00	09/22/2012	TQQQ	C/P	46.50	09/22/2012
TQQQ	C/P	94.00	09/22/2012	TQQQ	C/P	47.00	09/22/2012
TQQQ	C/P	95.00	09/22/2012	TQQQ	C/P	47.50	09/22/2012
TQQQ	C/P	100.00	09/22/2012	TQQQ	C/P	50.00	09/22/2012
TQQQ	C/P	105.00	09/22/2012	TQQQ	C/P	52.50	09/22/2012
TQQQ	C/P	110.00	09/22/2012	TQQQ	C/P	55.00	09/22/2012
TQQQ	C/P	115.00	09/22/2012	TQQQ	C/P	57.50	09/22/2012
TQQQ	C/P	120.00	09/22/2012	TQQQ	C/P	60.00	09/22/2012
TQQQ	C/P	125.00	09/22/2012	TQQQ	C/P	62.50	09/22/2012
TQQQ	C/P	130.00	09/22/2012	TQQQ	C/P	65.00	09/22/2012

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
TQQQ	C/P	135.00	09/22/2012	TQQQ	C/P	67.50	09/22/2012
TQQQ	C/P	140.00	09/22/2012	TQQQ	C/P	70.00	09/22/2012
TQQQ	C/P	145.00	09/22/2012	TQQQ	C/P	72.50	09/22/2012
TQQQ	C/P	150.00	09/22/2012	TQQQ	C/P	75.00	09/22/2012
TQQQ	C/P	155.00	09/22/2012	TQQQ	C/P	77.50	09/22/2012
TQQQ	C/P	160.00	09/22/2012	TQQQ	C/P	80.00	09/22/2012
TQQQ	C/P	165.00	09/22/2012	TQQQ	C/P	82.50	09/22/2012
TQQQ	C/P	170.00	09/22/2012	TQQQ	C/P	85.00	09/22/2012
TQQQ	C/P	175.00	09/22/2012	TQQQ	C/P	87.50	09/22/2012
TQQQ	C/P	180.00	09/22/2012	TQQQ	C/P	90.00	09/22/2012
TQQQ	C/P	185.00	09/22/2012	TQQQ	C/P	92.50	09/22/2012
TQQQ	C/P	60.00	12/22/2012	TQQQ	C/P	30.00	12/22/2012
TQQQ	C/P	65.00	12/22/2012	TQQQ	C/P	32.50	12/22/2012
TQQQ	C/P	70.00	12/22/2012	TQQQ	C/P	35.00	12/22/2012
TQQQ	C/P	75.00	12/22/2012	TQQQ	C/P	37.50	12/22/2012
TQQQ	C/P	80.00	12/22/2012	TQQQ	C/P	40.00	12/22/2012
TQQQ	C/P	85.00	12/22/2012	TQQQ	C/P	42.50	12/22/2012
TQQQ	C/P	90.00	12/22/2012	TQQQ	C/P	45.00	12/22/2012
TQQQ	C/P	95.00	12/22/2012	TQQQ	C/P	47.50	12/22/2012
TQQQ	C/P	100.00	12/22/2012	TQQQ	C/P	50.00	12/22/2012
TQQQ	C/P	101.00	12/22/2012	TQQQ	C/P	50.50	12/22/2012
TQQQ	C/P	102.00	12/22/2012	TQQQ	C/P	51.00	12/22/2012
TQQQ	C/P	103.00	12/22/2012	TQQQ	C/P	51.50	12/22/2012
TQQQ	C/P	104.00	12/22/2012	TQQQ	C/P	52.00	12/22/2012
TQQQ	C/P	105.00	12/22/2012	TQQQ	C/P	52.50	12/22/2012
TQQQ	C/P	106.00	12/22/2012	TQQQ	C/P	53.00	12/22/2012
TQQQ	C/P	107.00	12/22/2012	TQQQ	C/P	53.50	12/22/2012
TQQQ	C/P	108.00	12/22/2012	TQQQ	C/P	54.00	12/22/2012
TQQQ	C/P	109.00	12/22/2012	TQQQ	C/P	54.50	12/22/2012
TQQQ	C/P	110.00	12/22/2012	TQQQ	C/P	55.00	12/22/2012
TQQQ	C/P	111.00	12/22/2012	TQQQ	C/P	55.50	12/22/2012
TQQQ	C/P	112.00	12/22/2012	TQQQ	C/P	56.00	12/22/2012
TQQQ	C/P	113.00	12/22/2012	TQQQ	C/P	56.50	12/22/2012
TQQQ	C/P	114.00	12/22/2012	TQQQ	C/P	57.00	12/22/2012
TQQQ	C/P	115.00	12/22/2012	TQQQ	C/P	57.50	12/22/2012
TQQQ	C/P	116.00	12/22/2012	TQQQ	C/P	58.00	12/22/2012
TQQQ	C/P	117.00	12/22/2012	TQQQ	C/P	58.50	12/22/2012
TQQQ	C/P	118.00	12/22/2012	TQQQ	C/P	59.00	12/22/2012
TQQQ	C/P	119.00	12/22/2012	TQQQ	C/P	59.50	12/22/2012
TQQQ	C/P	120.00	12/22/2012	TQQQ	C/P	60.00	12/22/2012
TQQQ	C/P	121.00	12/22/2012	TQQQ	C/P	60.50	12/22/2012
TQQQ	C/P	122.00	12/22/2012	TQQQ	C/P	61.00	12/22/2012
TQQQ	C/P	123.00	12/22/2012	TQQQ	C/P	61.50	12/22/2012
TQQQ	C/P	124.00	12/22/2012	TQQQ	C/P	62.00	12/22/2012
TQQQ	C/P	125.00	12/22/2012	TQQQ	C/P	62.50	12/22/2012

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
TQQQ	C/P	126.00	12/22/2012	TQQQ	C/P	63.00	12/22/2012
TQQQ	C/P	130.00	12/22/2012	TQQQ	C/P	65.00	12/22/2012
TQQQ	C/P	135.00	12/22/2012	TQQQ	C/P	67.50	12/22/2012
TQQQ	C/P	140.00	12/22/2012	TQQQ	C/P	70.00	12/22/2012
TQQQ	C/P	145.00	12/22/2012	TQQQ	C/P	72.50	12/22/2012
TQQQ	C/P	150.00	12/22/2012	TQQQ	C/P	75.00	12/22/2012
TQQQ	C/P	155.00	12/22/2012	TQQQ	C/P	77.50	12/22/2012
TQQQ	C/P	160.00	12/22/2012	TQQQ	C/P	80.00	12/22/2012
TQQQ	C/P	165.00	12/22/2012	TQQQ	C/P	82.50	12/22/2012
TQQQ	C/P	170.00	12/22/2012	TQQQ	C/P	85.00	12/22/2012

Questions regarding this memo can be addressed to the BOX Market Operations Center at 617-235-2291 or toll free at 1-866-768-8845.