

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 27609; 812-13329]

ProShares Trust, et al.; Notice of Application

December 22, 2006

Agency: Securities and Exchange Commission (“Commission”).

Action: Notice of an application to amend a prior order under section 6(c) of the Investment Company Act of 1940 (“Act”) granting an exemption from sections 2(a)(32), 5(a)(1), 22(d) and 24(d) of the Act and rule 22c-1 under the Act, and under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and (a)(2) of the Act.

Applicants: ProShares Trust (“Trust”), ProShare Advisors LLC (“Adviser”), and SEI Investments Distribution Company (“Distributor”).

Summary of Application: Applicants request an order to amend a prior order that permits: (a) series of an open-end management investment company to issue shares of limited redeemability; (b) secondary market transactions in the shares of the series to occur at negotiated prices; (c) dealers to sell shares of the series to purchasers in the secondary market unaccompanied by a prospectus, when prospectus delivery is not required by the Securities Act of 1933; and (d) affiliated persons of a series to deposit securities into, and receive securities from, the series in connection with the purchase and redemption of aggregations of the series’ shares (“Prior Order”).¹ Applicants seek to amend the Prior Order to permit the series described in the application for the Prior Order (“Initial Funds”) as well as certain new series (“Additional Funds,” and together with the Initial Funds, “Funds”) to be offered using equity securities indices different than those permitted under the Prior Order (“New Underlying Indices”).

¹ ProShares Trust, et al., Investment Company Act Release Nos. 27323 (May 18, 2006) (notice) and 27394 (June 13, 2006) (order).

Filing Dates: The application was filed on September 15, 2006, and amended on December 20, 2006.

Hearing or Notification of Hearing: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on January 17, 2007, and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

Addresses: Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090. Applicants: ProShares Trust and Adviser, 7501 Wisconsin Avenue, Suite 1000, Bethesda, MD 20814; SEI Investments Distribution Company, One Freedom Valley Drive, Oaks, PA 19456.

For Further Information Contact: John Yoder, Senior Counsel, at (202) 551-6878, or Julia Kim Gilmer, Branch Chief, at (202) 551-6821 (Division of Investment Management, Office of Investment Company Regulation).

Supplementary Information: The following is a summary of the application. The complete application may be obtained for a fee at the Commission's Public Reference Desk, 100 F Street, NE, Washington, DC 20549-0102 (tel. 202-551-5850).

Applicants' Representations:

1. The Trust is an open-end management investment company registered under the Act and organized as a Delaware statutory trust. The Trust is authorized to offer an unlimited

number of series. The Adviser is registered as an investment adviser under the Investment Advisers Act of 1940 (“Advisers Act”) and will advise each Fund. The Adviser may enter into subadvisory agreements with additional investment advisers to act as subadviser to the Trust and any Fund. Any subadviser to the Trust or a Fund will be registered under the Advisers Act. The Distributor is registered as a broker-dealer under the Securities Exchange Act of 1934 and will act as the distributor and principal underwriter for each Fund’s shares.

2. The Prior Order permits the Initial Funds to seek daily investment results, before fees and expenses, that correspond to 100%, 125%, 150% or 200% of the performance, or the inverse of the performance, or 125%, 150% or 200% of the inverse multiple of the performance of particular equity securities indices.² Applicants seek to amend the Prior Order to permit both the Initial Funds and Additional Funds to be offered using New Underlying Indices.³ All Additional Funds will operate in a manner identical to the Initial Funds. No creator, provider or

² The Prior Order permits the Trust to offer Initial Funds based on the following underlying indices only: S&P 500 Index, Nasdaq100 Index, Dow Jones Industrial Average, S&P MidCap400 Index, Russell 2000 Index, S&P Small Cap 600 Index, Nasdaq Composite Index, S&P 500/ Citigroup Value Index (formerly S&P 500 BARRA Value Index), S&P 500/ Citigroup Growth Index (formerly S&P 500 BARRA Growth Index), S&P MidCap400/ Citigroup Value Index (formerly S&P MidCap400 BARRA Value Index), S&P MidCap 400/ Citigroup Growth Index (formerly S&P MidCap 400/BARRA Growth Index), S&P SmallCap 600/ Citigroup Value Index (formerly S&P SmallCap 600/Barra Value Index), S&P SmallCap 600/ Citigroup Growth Index (formerly S&P SmallCap 600/BARRA Growth Index), Dow Jones U.S. Airlines Index, Dow Jones U.S. Banks Index, Dow Jones U.S. Basic Materials Sector Index, Dow Jones U.S. Biotechnology Index, Dow Jones U.S. Composite Internet Index, Dow Jones U.S. Consumer Services Index, Dow Jones U.S. Consumer Goods Index, Dow Jones U.S. Oil & Gas Index, Dow Jones U.S. Financials Index, Dow Jones U.S. Health Care Index, Dow Jones U.S. Industrials Index, Dow Jones U.S. Leisure Goods Index, Dow Jones U.S. Oil Equipment, Services & Distribution Index, Dow Jones U.S. Pharmaceuticals Index, Dow Jones U.S. Precious Metals Index, Dow Jones U.S. Real Estate Index, Dow Jones U.S. Semiconductors Index, Dow Jones U.S. Technology Index, Dow Jones U.S. Telecommunications Index, Dow Jones U.S. Utilities Index and Dow Jones U.S. Mobile Communications Index.

³ The New Underlying Indices are the S&P 500 Energy Sector Index, S&P 500 Materials Sector Index, S&P 500 Industrials Sector Index, S&P 500 Consumer Discretionary Sector Index, S&P 500 Consumer Staples Sector Index, S&P 500 Health Care Sector Index, S&P 500 Financials Sector Index, S&P 500 Information Technology Sector Index, S&P 500 Telecommunication Services Sector Index, S&P 500 Utilities Sector Index, Russell 1000 Value Index, Russell 1000 Growth Index, Russell MidCap Value Index, Russell MidCap Growth Index, Russell 2000 Value Index, Russell 2000 Growth Index, Russell 3000 Value Index and Russell 3000 Growth Index.

compiler of a New Underlying Index is or will be an affiliated person, as defined in section 2(a)(3) of the Act, or an affiliated person of an affiliated person, of the Trust, a promoter, the Adviser, any subadviser to any Fund, or the Distributor.

3. Applicants state that the Funds will be offered pursuant to the same terms and provisions contained in the application for the Prior Order. Applicants agree that the amended order will subject applicants to the same conditions as imposed by the Prior Order. Applicants believe that the requested relief continues to meet the necessary exemptive standards.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Nancy M. Morris
Secretary