

ProShares Trust II
Monthly Account Statements
For the Month Ended November 30, 2014
(unaudited)

Statements of Operations	Managed Futures Strategy ETF	VIX Short-Term Futures ETF	VIX Mid-Term Futures ETF	Ultra VIX Short-Term Futures ETF	Short VIX Short-Term Futures ETF	UltraShort Bloomberg Commodity	UltraShort Bloomberg Crude Oil	UltraShort Bloomberg Natural Gas	UltraShort Gold	UltraShort Silver	Short Euro
Investment Income											
Interest	\$ -	\$ 1,392	\$ 853	\$ 4,677	\$ 6,177	\$ 75	\$ 2,006	\$ 191	\$ 1,710	\$ 1,430	\$ 312
Expenses											
Management fee	-	68,227	26,799	294,111	405,272	3,311	85,921	8,573	72,046	48,770	12,359
Brokerage commissions	137	8,257	1,787	287,005	190,862	-	2,015	3,929	7	6	95
Offering costs	5,407	-	-	-	-	-	-	-	-	-	-
Limitation by Sponsor	(3,526)	-	-	-	-	-	-	-	-	-	-
Total expenses	2,018	76,484	28,586	581,116	596,134	3,311	87,936	12,502	72,053	48,776	12,454
Net investment income (loss)	(2,018)	(75,092)	(27,733)	(576,439)	(589,957)	(3,236)	(85,930)	(12,311)	(70,343)	(47,346)	(12,142)
Realized and unrealized gain (loss) on investment activity											
Net realized gain (loss) on											
Futures contracts	29,407	(15,953,846)	(359,810)	(115,346,556)	98,291,592	-	3,243,703	(382,637)	29,640	21,400	194,763
Swap agreements	-	-	-	-	-	167,317	23,072,332	-	-	-	-
Forward agreements	-	-	-	-	-	-	-	-	6,934,968	12,766,995	-
Short-term U.S. government and agency obligations	-	68	(95)	1,629	(342)	-	412	46	-	270	143
Net realized gain (loss)	29,407	(15,953,778)	(359,905)	(115,344,927)	98,291,250	167,317	26,316,447	(382,591)	6,964,608	12,788,665	194,906
Change in net unrealized appreciation/depreciation on											
Futures contracts	67,915	6,851,599	(672,940)	49,383,794	(47,737,975)	-	13,055,664	1,323,590	(30,200)	(17,455)	(75,700)
Swap agreements	-	-	-	-	-	163,873	(911,038)	-	-	-	-
Forward agreements	-	-	-	-	-	-	-	-	(10,251,634)	(12,423,510)	-
Short-term U.S. government and agency obligations	-	(214)	(333)	435	13,265	(19)	(156)	(255)	824	(183)	(123)
Change in net unrealized appreciation/depreciation	67,915	6,851,385	(673,273)	49,384,229	(47,724,710)	163,854	12,144,470	1,323,335	(10,281,010)	(12,441,148)	(75,823)
Net realized and unrealized gain (loss)	97,322	(9,102,393)	(1,033,178)	(65,960,698)	50,566,540	331,171	38,460,917	940,744	(3,316,402)	347,517	119,083
Net income (loss)	\$ 95,304	\$ (9,177,485)	\$ (1,060,911)	\$ (66,537,137)	\$ 49,976,583	\$ 327,935	\$ 38,374,987	\$ 928,433	\$ (3,386,745)	\$ 300,171	\$ 106,941

Statements of Operations	UltraShort Australian Dollar	UltraShort Euro	UltraShort Yen	Ultra Bloomberg Commodity	Ultra Bloomberg Crude Oil	Ultra Bloomberg Natural Gas	Ultra Gold	Ultra Silver	Ultra Australian Dollar	Ultra Euro	Ultra Yen
Investment Income											
Interest	\$ 242	\$ 7,101	\$ 10,354	\$ 90	\$ 6,575	\$ 1,309	\$ 2,653	\$ 6,098	\$ 93	\$ 47	\$ 27
Expenses											
Management fee	16,223	355,746	380,742	2,577	308,733	68,239	81,037	247,249	2,398	1,654	1,181
Brokerage commissions	375	-	-	-	3,000	5,854	7	8	23	-	-
Total expenses	16,598	355,746	380,742	2,577	311,733	74,093	81,044	247,257	2,421	1,654	1,181
Net investment income (loss)	(16,356)	(348,645)	(370,388)	(2,487)	(305,158)	(72,784)	(78,391)	(241,159)	(2,328)	(1,607)	(1,154)
Realized and unrealized gain (loss) on investment activity											
Net realized gain (loss) on											
Futures contracts	281,924	-	-	-	(4,624,253)	7,063,845	(29,580)	(42,900)	(32,588)	-	-
Swap agreements	-	-	-	(153,119)	(42,305,131)	-	-	-	-	-	-
Forward agreements	-	-	-	-	-	-	(9,180,342)	(73,415,203)	-	-	-
Foreign currency forward contracts	-	8,139,274	36,701,573	-	-	-	-	-	-	(50,136)	(158,069)
Short-term U.S. government and agency obligations	-	-	-	24	(882)	1,120	167	(98)	-	-	-
Net realized gain (loss)	281,924	8,139,274	36,701,573	(153,095)	(46,930,266)	7,064,965	(9,209,755)	(73,458,201)	(32,588)	(50,136)	(158,069)
Change in net unrealized appreciation/depreciation on											
Futures contracts	961,860	-	-	-	(59,105,089)	2,713,281	30,260	36,900	(164,147)	-	-
Swap agreements	-	-	-	(122,059)	(45,309,045)	-	-	-	-	-	-
Forward agreements	-	-	-	-	-	-	12,188,833	61,238,223	-	-	-
Foreign currency forward contracts	-	(1,860,745)	15,241,839	-	-	-	-	-	-	16,173	(11,970)
Short-term U.S. government and agency obligations	550	1,414	9,417	5	6,851	(335)	(1,860)	(2,703)	(165)	(9)	4
Change in net unrealized appreciation/depreciation	962,410	(1,859,331)	15,251,256	(122,054)	(104,407,283)	2,712,946	12,217,233	61,272,420	(164,312)	16,164	(11,966)
Net realized and unrealized gain (loss)	1,244,334	6,279,943	51,952,829	(275,149)	(151,337,549)	9,777,911	3,007,478	(12,185,781)	(196,900)	(33,972)	(170,035)
Net income (loss)	\$ 1,227,978	\$ 5,931,298	\$ 51,582,441	\$ (277,636)	\$ (151,642,707)	\$ 9,705,127	\$ 2,929,087	\$ (12,426,940)	\$ (199,228)	\$ (35,579)	\$ (171,189)

See notes to Monthly Account Statements on the last page.

ProShares Trust II
Monthly Account Statements (continued)
For the Month Ended November 30, 2014
(unaudited)

Statements of Changes in Shareholders' Equity

	Managed Futures Strategy ETF	VIX Short-Term Futures ETF	VIX Mid-Term Futures ETF *	Ultra VIX Short-Term Futures ETF	Short VIX Short-Term Futures ETF	UltraShort Bloomberg Commodity	UltraShort Bloomberg Crude Oil	UltraShort Bloomberg Natural Gas	UltraShort Gold	UltraShort Silver	Short Euro
Shareholders' equity, at October 31, 2014	\$ 3,017,646	\$ 94,837,160	\$ 39,877,352	\$ 264,401,614	\$ 530,629,865	\$ 4,197,804	\$ 114,484,310	\$ 9,378,022	\$ 94,212,616	\$ 65,700,407	\$ 17,455,286
Addition of shares	-	22,121,755	-	277,754,243	30,590,858	-	-	18,583,491	-	-	-
Redemption of shares	-	-	(3,042,633)	(18,936,172)	(116,380,619)	-	(39,352,656)	(18,411,886)	-	(11,940,590)	(3,900,029)
Net addition (redemption) of shares	-	22,121,755	(3,042,633)	258,818,071	(85,789,761)	-	(39,352,656)	171,605	-	(11,940,590)	(3,900,029)
Net investment income (loss)	(2,018)	(75,092)	(27,733)	(576,439)	(589,957)	(3,236)	(85,930)	(12,311)	(70,343)	(47,346)	(12,142)
Net realized gain (loss)	29,407	(15,953,778)	(359,905)	(115,344,927)	98,291,250	167,317	26,316,447	(382,591)	6,964,608	12,788,665	194,906
Change in net unrealized appreciation/depreciation	67,915	6,851,385	(673,273)	49,384,229	(47,724,710)	163,854	12,144,470	1,323,335	(10,281,010)	(12,441,148)	(75,823)
Net income (loss)	95,304	(9,177,485)	(1,060,911)	(66,537,137)	49,976,583	327,935	38,374,987	928,433	(3,386,745)	300,171	106,941
Shareholders' equity, at November 30, 2014	\$ 3,112,950	\$ 107,781,430	\$ 35,773,808	\$ 456,682,548	\$ 494,816,687	\$ 4,525,739	\$ 113,506,641	\$ 10,478,060	\$ 90,825,871	\$ 54,059,988	\$ 13,662,198
Net asset value per share **	\$ 20.75	\$ 18.35	\$ 60.90	\$ 20.60	\$ 74.97	\$ 75.43	\$ 53.54	\$ 46.58	\$ 101.26	\$ 117.91	\$ 39.03
Share transaction											
Shares added	-	1,200,000	-	12,600,000	450,000	-	-	450,000	-	-	-
Shares redeemed	-	-	(50,097)	(850,000)	(1,600,000)	-	(900,000)	(400,000)	-	(100,000)	(100,000)
Net shares added (redeemed)	-	1,200,000	(50,097)	11,750,000	(1,150,000)	-	(900,000)	50,000	-	(100,000)	(100,000)

Statements of Changes in Shareholders' Equity

	UltraShort Australian Dollar	UltraShort Euro	UltraShort Yen	Ultra Bloomberg Commodity	Ultra Bloomberg Crude Oil	Ultra Bloomberg Natural Gas	Ultra Gold	Ultra Silver	Ultra Australian Dollar	Ultra Euro	Ultra Yen
Shareholders' equity, at October 31, 2014	\$ 20,226,781	\$ 445,129,548	\$ 430,783,532	\$ 3,343,313	\$ 356,776,957	\$ 90,061,284	\$ 101,243,465	\$ 328,215,470	\$ 3,164,063	\$ 2,137,883	\$ 1,613,686
Addition of shares	-	11,215,184	59,335,523	-	163,841,573	11,426,583	1,975,508	2,049,018	-	-	-
Redemption of shares	-	-	-	-	(9,769,199)	(39,602,235)	-	(4,327,934)	-	-	-
Net addition (redemption) of shares	-	11,215,184	59,335,523	-	154,072,374	(28,175,652)	1,975,508	(2,278,916)	-	-	-
Net investment income (loss)	(16,356)	(348,645)	(370,388)	(2,487)	(305,158)	(72,784)	(78,391)	(241,159)	(2,328)	(1,607)	(1,154)
Net realized gain (loss)	281,924	8,139,274	36,701,573	(153,095)	(46,930,266)	7,064,965	(9,209,755)	(73,458,201)	(32,588)	(50,136)	(158,069)
Change in net unrealized appreciation/depreciation	962,410	(1,859,331)	15,251,256	(122,054)	(104,407,283)	2,712,946	12,217,233	61,272,420	(164,312)	16,164	(11,966)
Net income (loss)	1,227,978	5,931,298	51,582,441	(277,636)	(151,642,707)	9,705,127	2,929,087	(12,426,940)	(199,228)	(35,579)	(171,189)
Shareholders' equity, at November 30, 2014	\$ 21,454,759	\$ 462,276,030	\$ 541,701,496	\$ 3,065,677	\$ 359,206,624	\$ 71,590,759	\$ 106,148,060	\$ 313,509,614	\$ 2,964,835	\$ 2,102,304	\$ 1,442,497
Net asset value per share **	\$ 47.68	\$ 20.50	\$ 88.09	\$ 15.33	\$ 15.89	\$ 31.54	\$ 38.60	\$ 39.70	\$ 29.65	\$ 21.02	\$ 14.42
Share transaction											
Shares added	-	550,000	700,000	-	8,150,000	350,000	50,000	50,000	-	-	-
Shares redeemed	-	-	-	-	(450,000)	(1,050,000)	-	(100,000)	-	-	-
Net shares added (redeemed)	-	550,000	700,000	-	7,700,000	(700,000)	50,000	(50,000)	-	-	-

* On November 6, 2014, ProShares VIX Mid-Term Futures ETF executed a 1-for-4 reverse stock split

** 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 twenty-one separate series (each, a "Fund" and collectively, the "Funds"). Each of the Funds issue common units of beneficial interest ("Shares"), which represent units of fractional undivided beneficial interest in and ownership of only that Fund. The Shares of each 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: In seeking to achieve each Fund's investment objective, ProShare Capital Management LLC (the "Sponsor") uses a mathematical approach to investing. Using this approach, the Sponsor determines the type, quantity and mix of investment positions, including the derivative positions such as futures, forwards and swaps, which the sponsor believes in combination should produce returns consistent with a Fund's objective.

The Funds may also 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.

Investment transactions are recorded on trade date and marked to market daily. Derivatives are generally valued using independent sources and/or agreements with counterparties or other procedures as determined by the Sponsor. Changes in the unrealized

appreciation/depreciation between periods are reflected in the Statements of Operations. Discounts on short-term securities purchased are amortized and reflected as Interest Income in the Statement of Operations.

Please see the Trust's Annual Report on Form 10-K for more information on investments.

Brokerage commissions and fees: Each Fund pays or will pay 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 ("CFTC") regulated investments. The effects of trading spreads, financing costs/fees associated with Financial Instruments, and costs relating to the purchase of U.S. Treasury securities or similar high credit quality short-term fixed-income or similar securities would also be borne by the Funds. Brokerage commissions on futures contracts are recognized on a half-turn basis (e.g., the first half is recognized when the contract is purchased (opened) and the second half is recognized when the transaction is closed). On July 31, 2014, the Sponsor began paying, and is currently paying, brokerage commissions on VIX futures contracts for the Matching VIX Funds that exceed variable create/redeem fees collected by more than 0.02% of the Matching VIX Fund's average net assets annually.

Management fee: Each Leveraged Fund, the Short Euro Fund and each Geared YIX Fund pays the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.95% per annum of its average daily NAY of such Fund. Each Matching YIX Fund pays the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.85% per annum of its average daily NAY of such Fund. The Managed Futures Fund will pay the Sponsor a Management Fee, monthly in arrears, in an amount equal to 0.75% per annum of its average daily net assets. The Sponsor did not and will not charge its fee in the first year of operation of each Fund in an amount equal to the offering costs. The Sponsor reimbursed each Fund to the extent that its offering costs exceed the Management Fee for the first year of operations. The Management Fee is paid in consideration of the Sponsor's services as commodity pool operator, and for managing the business and affairs of the Funds. From the Management Fee, the Sponsor pays the fees and expenses of the Administrator, Custodian, Distributor, ProFunds Distributors, Inc. ("PDI"), an affiliated broker-dealer of the Sponsor, Transfer Agent and any index licensors for the Funds, 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, including, but not limited to, expenses such as tax preparation expenses, legal fees not in excess of \$100,000 per annum, ongoing SEC registration fees not exceeding 0.021% per annum of the NAY of a Fund and Financial Industry Regulatory Authority ("FINRA") filing fees, individual Schedule K-1 preparation and mailing fees not exceeding 0.10% per annum of the net assets of a Fund, and report preparation and mailing expenses.

Offering costs: Offering costs will be amortized by ProShares Managed Futures Strategy 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 costs. The Sponsor has agreed to reimburse each of these Funds to the extent that its offering costs exceed 0.75% of its average daily NAV for the first year of 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.

December 31, 2014

Edward Karpowicz

Principal

ProShare Capital Management LLC, as Sponsor of ProShares Trust II

ProShare Capital Management LLC

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