



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$50.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2009

1. Corporate ID No. 000151360

2. Name of Corporation PROSPER MARKETPLACE, INC.

3. Street Address Principal Business Office:

No. and Street: 111 SUTTER STREET, 22ND FLOOR

City or Town: SAN FRANCISCO

State: CA Zip: 94104 Country: USA

4. Business Phone No.

415-593-5400

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

ANY LAWFUL ACTIVITY

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|--------------|---|---|
| TREASURER | KIRK THOMAS INGLIS | 111 SUTTER STREET, 22ND FLOOR SAN FRANCISCO, CA 94104 USA |
| SECRETARY | EDWARD ALBERT GIEDGOWD | 111 SUTTER STREET, 22ND FLOOR SAN FRANCISCO, CA 94104 USA |
| PRESIDENT | CHRISTIAN A LARSEN | 111 SUTTER STREET, 22ND FLOOR SAN FRANCISCO, CA 94109- USA |
| DIRECTOR | JAMES W. BREYER | 428 UNIVERSITY AVE. PALO ALTO, CA 94301 USA |
| DIRECTOR | ROBERT C. KAGLE | 2480 SAND HILL ROAD MENLO PARK, CA 94025 USA |
| DIRECTOR | LAWRENCE W. CHENG | 82 DEVONSHIRE ST., E16B BOSTON, MA 02109 USA |
| DIRECTOR | RAJEEV V. DATE | 60 WALL STREET NEW YORK, NY 10005 USA |

8. Shares Authorized and Issued

| Class of Stock | Series of Stock | Par Value Per Share | Total Authorized Shares <i>Number of Shares</i> | Total Issued and Outstanding <i>Num of Shares</i> |
|----------------|-----------------|---------------------|--|--|
| PWP | B | \$0.01 | 3,310,382.00 | 3310382 |
| CWP | | \$0.01 | 16,000,000.00 | 4384580 |
| PWP | A | \$0.01 | 4,023,999.00 | 4023999 |
| PWP | C | \$0.01 | 2,063,558.00 | 2063558 |

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 11 Day of February, 2009 at 7:29:50 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By EDWARD A. GIEDGOWD
Signature of Authorized Representative of the Corporation

SECRETARY AND GENERAL COUNSEL
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

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