

1.) CORPORATION NAME:

Prosper Marketplace, Inc.

DUE DATE: **10/31/2011**

SCC ID NO: **F1644915**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: **B.E.**

**AUTH IN VI
NATIONAL CORPORATE RESEARCH LTD
250 BROWNS HILL CT
MIDLOTHIAN, VA 23114**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	43,563,435
PREFER	33,051,946

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

CHESTERFIELD COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 111 SUTTER ST 22ND FLOOR

CITY/ST/ZIP: SAN FRANCISCO, CA 94104-

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: CHRISTIAN A LARSEN
TITLE: PRES, DIR
ADDRESS: 111 SUTTER ST 22ND FLOOR
CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94104-

OFFICER

DIRECTOR

NAME: KIRK T INGLIS
TITLE: TREASURER
ADDRESS: 111 SUTTER ST 22ND FLOOR
CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94104-

OFFICER

DIRECTOR

NAME: SACHIN D ADARKAR
TITLE: SECRETARY
ADDRESS: 111 SUTTER ST 22ND FLOOR
CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94104-

OFFICER

DIRECTOR

NAME: LAWRENCE W CHENG
TITLE: DIRECTOR
ADDRESS: 82 DEVONSHIRE ST E16B
CITY/ST/ZIP/CO: BOSTON, MA 02109-

OFFICER

DIRECTOR

NAME: COURT COURSEY
TITLE: DIRECTOR
ADDRESS: 505 HAMILTON AVENUE 2ND FLOOR
CITY/ST/ZIP/CO: PALO ALTO, CA 94301-

OFFICER

DIRECTOR

NAME: JAMES WILLIAM BREYER TITLE: DIRECTOR ADDRESS: ACCEL PARTNERS 428 UNIVERSITY AVENUE CITY/ST/ZIP/CO: PALO ALTO, CA 94301-	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
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NAME: NIGEL W MORRIS TITLE: DIRECTOR ADDRESS: QED INVESTORS 311 CAMERON STREET CITY/ST/ZIP/CO: ALEXANDRIA, VA 22314-	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
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NAME: TIM DRAPER TITLE: DIRECTOR ADDRESS: DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 CITY/ST/ZIP/CO: MENLO PARK, CA 94025-	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
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NAME: JEROME CONTRO TITLE: DIRECTOR ADDRESS: CROSSLINK CAPITAL 2 EMBARCADERO CENTER, 22ND FLOOR CITY/ST/ZIP/CO: SAN FRANCISCO, CA 94111-	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR
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I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

<u>/s/ SACHIN D ADARKAR</u> SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	<u>SACHIN D ADARKAR,</u> <u>SECRETARY</u> PRINTED NAME AND CORPORATE TITLE	<u>9/30/2011</u> DATE
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It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.