

1.) CORPORATION NAME:

Prosper Marketplace, Inc.

DUE DATE: **10/31/2014**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**NATIONAL CORPORATE RESEARCH LTD
250 BROWNS HILL CT
MIDLOTHIAN, VA**

SCC ID NO: **F1644915**

5.) STOCK INFORMATION

| CLASS | AUTHORIZED |
|--------|------------|
| COMMON | 71,417,830 |
| PREFER | 62,961,391 |

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

CHESTERFIELD COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 101 SECOND STREET, 15TH FLOOR

CITY/ST/ZIP: SAN FRANCISCO, CA 94105

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.

| | | |
|-----------------|---|-----------------------------------|
| | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME: | AARON VERMUT | |
| TITLE: | PRESIDENT | |
| ADDRESS: | 101 SECOND STREET, 15TH FLOOR | |
| CITY/ST/ZIP/CO: | SAN FRANCISCO, CA 94105 | |

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| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | STEPHAN VERMUT | |
| TITLE: | CEO | |
| ADDRESS: | 101 SECOND STREET, 15TH FLOOR | |
| CITY/ST/ZIP/CO: | SAN FRANCISCO, CA 94105 | |

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| | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME: | SACHIN D. ADARKAR | |
| TITLE: | GENERAL COUNSEL | |
| ADDRESS: | 101 SECOND STREET, 15TH FLOOR | |
| CITY/ST/ZIP/CO: | SAN FRANCISCO, CA 94105 | |

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| | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME: | SACHIN D. ADARKAR | |
| TITLE: | SECRETARY | |
| ADDRESS: | 101 SECOND STREET, 15TH FLOOR | |
| CITY/ST/ZIP/CO: | SAN FRANCISCO, CA 94105 | |

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| | <input type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | CHRISTOPHER BISHKO | |
| TITLE: | DIRECTOR | |
| ADDRESS: | C/O OMIKYAR NETWORK | |
| CITY/ST/ZIP/CO: | 1991 BROADWAY STREET, SUITE 200 REDWOOD CITY, CA 94063 | |

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| | <input type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | RAJEEV V. DATE | |
| TITLE: | DIRECTOR | |
| ADDRESS: | C/O FENWAY SUMMER LLC | |
| CITY/ST/ZIP/CO: | 3100 FOXHALL ROAD NW WASHINGTON, DC 20016 | |

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|-----------------|----------------------------|----------------------------------|--|
| NAME: | PAT GRADY | <input type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| TITLE: | DIRECTOR | | |
| ADDRESS: | C/O SEQUOIA CAPITAL | | |
| | 3000 SAND HILL ROAD, 4-250 | | |
| CITY/ST/ZIP/CO: | MENLO PARK, CA 94025 | | |

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.

| | | |
|---|----------------------------------|------------|
| /s/ AARON VERMUT | AARON VERMUT, PRESIDENT | 10/31/2014 |
| SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT | PRINTED NAME AND CORPORATE TITLE | DATE |

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.