

2008 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F05000005358

FILED
Apr 29, 2008
Secretary of State

Entity Name: PROSPER MARKETPLACE, INC.

Current Principal Place of Business:

111 SUTTER STREET, 22ND FLOOR
SAN FRANCISCO, CA 94104

New Principal Place of Business:

Current Mailing Address:

111 SUTTER STREET, 22ND FLOOR
SAN FRANCISCO, CA 94104

New Mailing Address:

FEI Number: 73-1733867 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired (X)

Name and Address of Current Registered Agent:

NATIONAL CORPORATE RESEARCH, LTD., INC.
515 EAST PARK AVE.
TALLAHASSEE, FL 32301 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: P,D () Delete
Name: LARSEN, CHRISTIAN A
Address: 111 SUTTER STREET, 22ND FLOOR
City-St-Zip: SAN FRANCISCO, CA 94104

Title: ST,D () Delete
Name: WITCHEL, JOHN B
Address: 111 SUTTER STREET, 22ND FLOOR
City-St-Zip: SAN FRANCISCO, CA 94104

Title: D () Delete
Name: BREYER, JAMES W
Address: 428 UNIVERSITY AVENUE
City-St-Zip: PALO ALTO, CA 94301

Title: D () Delete
Name: KAGLE, ROBERT C
Address: 2480 SAND HILL ROAD, SUITE 200
City-St-Zip: MENLO PARK, CA 94025

Title: D () Delete
Name: CHENG, LAWRENCE W
Address: 82 DEVONSHIRE STREET E16B
City-St-Zip: BOSTON, MA 02109

Title: D () Delete
Name: HAZEN, PAUL M
Address: 8 CARMEL WAY
City-St-Zip: CARMEL, CA 93921

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
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Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: CHRISTIAN A. LARSEN

P,D

04/29/2008

Electronic Signature of Signing Officer or Director

_____ Date