

**COMMONWEALTH OF KENTUCKY
ENVIRONMENTAL & PUBLIC PROTECTIN CABINET
OFFICE OF FINANCIAL INSTITUTIONS
AGENCY CASE NO. 2008-AH-210**

THE EXECUTIVE DIRECTOR OF THE
OFFICE OF FINANCIAL INSTITUTIONS

PETITIONER

vs.

AGREED ORDER

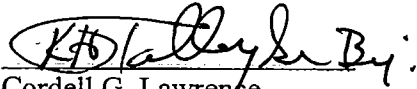
PROSPER MARKETPLACE, INC.

RESPONDENT

On October 30, 2007, Prosper filed a Form S-1 Registration Statement with the United States Securities And Exchange Commission (the "SEC") under the Securities Act of 1933. On November 7, 2007, the Office of Financial Institutions, Division of Securities (the "Division") received a Form U-1 Uniform Application to Register Securities (the "Application") from Prosper by coordination pursuant to KRS 292.360. Pursuant to KRS 292.390, the Executive Director of the Office of Financial Institutions entered a Stop Order on May 28, 2008 suspending the effectiveness of the registration statement submitted to the Division on November 7, 2007 on the basis of certain enumerated deficiencies and the failure to supply certain requested information. Subsequent to the filing of the Application, the Division was advised that the SEC had determined to take no action on Prosper's federal Form S-1 filing, and so accordingly, a registration by coordination in Kentucky pursuant to KRS 292.360 could not be accomplished. Prosper has now requested permission from the Division to withdraw its Form U-1 Application in Kentucky, and the Division has informed Prosper that it has no objection to this request. Accordingly, IT IS HEREBY ORDERED that the Form U-1 Uniform Application to Register Securities pursuant to KRS 292.360, which was

submitted to the Office of Financial Institutions by or on behalf of Prosper Marketplace, Inc. on November 7, 2007, is WITHDRAWN, without prejudice to the right of Prosper to submit another application for registration in the future. Also accordingly, the above-styled agency case is DISMISSED with prejudice. This is a final order.

Entered this 20th day of June, 2008.



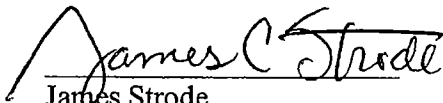
Cordell G. Lawrence
Executive Director
Office of Financial Institutions
1025 Capital Center Drive
Suite 200
Frankfort, KY 40601
(502) 573-3390

Consented to:

Prosper Marketplace, Inc.

By:  Christian A. Larsen

Its: CEO + President



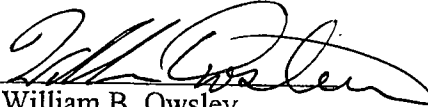
James Strode
Director
Division of Securities

Certificate of Service

I, William Owsley, Counsel for the Office of Financial Institutions, certify that a copy of the foregoing Order of the Executive Director was sent by U.S. mail, postage prepaid to the following on this 20th day of June, 2008.

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