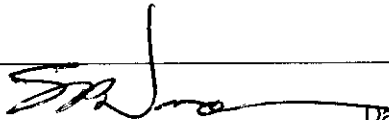


<b>No. C 135011</b>  Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	<b>Due no later than Aug 31, 2001</b>  <b>Annual Report Form</b>  1. Mailing Address - Correct in this box, if applicable <b>ROSPER INC.</b>  c/o American Express Company 90 Hudson Street, 7th Floor Mail Code 32-07-08 Jersey City, New Jersey 07302-3996	2. Registered Agent and Office <b>NO PO BOX</b> <b>CT CORPORATION SYSTEM</b> <b>300 N 6TH ST</b>  <b>BOISE, ID 83701</b>  3. <u>New</u> Registered Agent Signature
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4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	Kenneth I. Chenault	200 Vesey St,	NY, NY		10285
Secretary	Stephen P. Norman	200 Vesey St.,	NY, NY		10285
Director	Kenneth I. Chenault	200 Vesey St.,	NY, NY		10285
Director	Louise Parent	200 Vesey St.,	NY, NY		10285

5. Organized Under the Laws of:  <div style="text-align: center;"> <b>DELAWARE</b>  <b>C 135011</b> </div>	6.  Signature _____ Date <u>8/10/01</u>  Name <small>(Typed or Printed)</small> <u>Stephen P. Norman</u> Title <u>Secretary</u>
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