

September 24, 2015

FINANCIAL TECHNOLOGY PARTNERS
FTP Securities LLC

*is pleased to announce its exclusive role
as sole strategic and financial advisor to*

BILLGUARD

in its sale to

PROSPER[®]
Prosper Marketplace

Courtesy of:

FINANCIAL
TECHNOLOGY
PARTNERS

***The Only Investment Bank
Focused Exclusively on Financial Technology***

www.ftpartners.com



Financial Technology Partners
555 Mission St., 23rd Floor
San Francisco, CA 94105

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BillGuard Sale to Prosper Marketplace

FT Partners Advises BillGuard on its Sale to Prosper Marketplace

Transaction Overview and Rationale

Overview of Transaction

- On September 24, 2015 BillGuard (the “Company”) announced its sale to Prosper Marketplace
- Headquartered in New York, BillGuard is a leading personal finance analytics company that offers award-winning mobile consumer apps to manage, protect and do more with money and credit; to date, BillGuard has flagged over \$70 million in unauthorized charges for its mobile users
- Prosper Marketplace operates a leading online marketplace for consumer credit that connects borrowers with investors
- The transaction is expected to close by the end of calendar year 2015 and is subject to applicable regulatory approvals and other conditions

Significance of Transaction

- Enables Prosper Marketplace to offer consumers a comprehensive financial management package, which will help them make smarter financial decisions
- BillGuard’s world-class technology team will accelerate Prosper Marketplace’s product development while providing ongoing access to the strong engineering and product talent pool in Israel

FT Partners’ Role

- FT Partners served as exclusive strategic and financial advisor to BillGuard and its Board of Directors
- Developed extensive marketing materials and data analyses to highlight the unique aspects of the business, and led all aspects of transaction execution
- Transaction highlights FT Partners’ continued success advising leading financial technology companies and generating highly successful outcomes across the sector

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BillGuard Sale to Prosper Marketplace

BillGuard Overview

BILLGUARD

Company Overview

CEO: Yaron Samid

Headquarters: New York, NY

Founded: 2010

- BillGuard provides personal finance security from unwanted charges including hidden fees, billing errors, scams and fraud on credit card bills
- BillGuard's specialties include personal finance security, credit monitoring, market data analytics and surveillance
- Has partnerships with world-class identity theft and fraud analytics firms to boost security for added protection.
- BillGuard has raised approximately \$16.5 mm through three rounds of funding

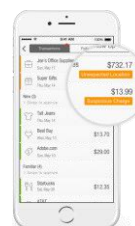
Selected Financing / M&A Transactions

Date	\$ mm	Type	Commentary
08/10/14	\$3	Financing	Secured financing from undisclosed investors
10/18/11	10	Financing	Secured financing from Bessemer Venture Partners, IA Ventures, Innovation Endeavors, Khosla Ventures and The Founders Fund
02/02/11	3	Financing	Secured financing from Bessemer Venture Partners and IA Ventures

Products & Services Overview

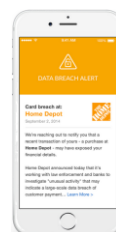


BillGuard uses crowdsourcing to detect fraud and overspending patterns that banks and consumers regularly miss and has become the world's #1 transaction monitoring app



Track

- Tracks charges, showing consumers where they've shopped
- Alerts the cardholder when a card is used away from normal patterns
- Allows consumers to manage all of their accounts in one place



Protect

- Sends suspicious charge alerts and provides details on merchants when they do not recognize a charge
- BillGuard has also discovered over \$70 mm in wrongful charges



Save

- Tracks spending patterns to search for coupons that can lower monthly bills
- The platform also introduces consumers to new products and services that are complementary to their spending habits

BillGuard Sale to Prosper Marketplace

BillGuard Overview (cont.)

Protects Consumers

Key Metrics



1

Track and manage personal finances

BillGuard harnesses the power of crowdsourcing to detect fraud and overspending patterns that banks and consumers often miss

100M

U.S. Data Breach Victims in 2014

2

Protect against unwanted charges and ID theft

BillGuard Pro and Ultimate use world-class IDT security platforms to make you safer and more secure

85%

Percentage of ID Theft Involves Card Fraud



3

Intelligent design makes users more efficient

The simple, clean design drives growth in user rates, as anyone can harness the full power of the app in a short period of time

\$70M+

Wrongful Charges Found by BillGuard Users

\$17M

Saved by Data Breach Victims Using BillGuard in 2014

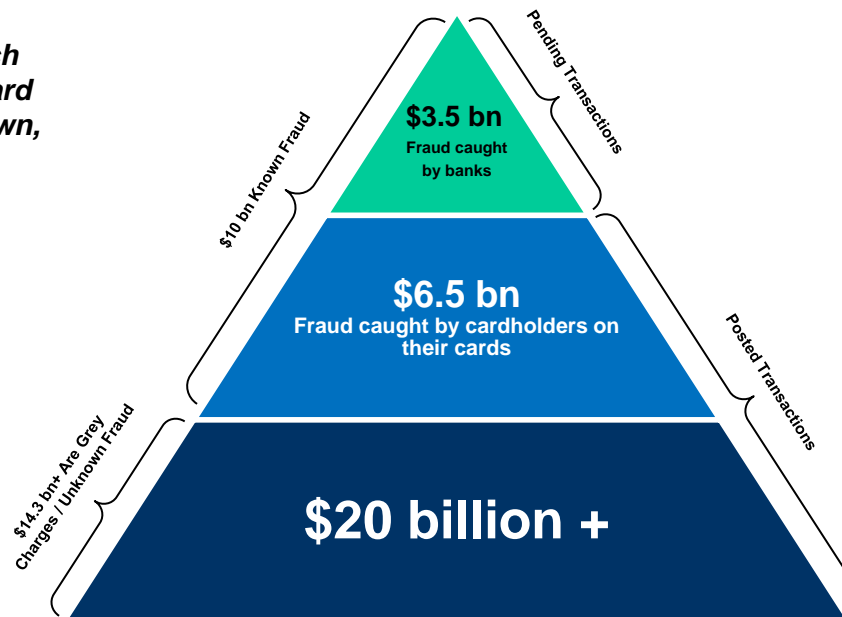
BillGuard Sale to Prosper Marketplace

BillGuard Overview (cont.)

Monitoring and Alerts

- Consumers can protect themselves from fraudulent charges using BillGuard's mobile app
- BillGuard's mobile app consolidates a user's credit and debit cards in one place, providing quick access to their balances, spending, transactions, recurring charges, fees, bill due dates and more
- BillGuard deploys visual spending analytics to help users see and control exactly where their money is going at all times
- Self-learning algorithms are also used to solicit and incorporate user inputs to validate fraudulent activity, triggering alerts to all affected cardholders and merchants

Banks and consumers catch only 1/3 of all card fraud on their own, thus leaving an enormous opportunity for BillGuard



"Grey charges" are deceptive or unknown card charges resulting from misleading sales and billing practices costing American cardholders \$14.3 billion annually

BillGuard Sale to Prosper Marketplace

Prosper Marketplace Overview



Company Overview

CEO:	Aaron Vermut
Headquarters:	San Francisco, CA
Other Locations:	Salt Lake City, UT & Phoenix, AZ
Founded:	2005
Employees:	500+

Selected Recent Financing / M&A Transactions

Date	\$ mm	Type	Commentary
04/07/15	\$165	Financing	Secured financing from CS NEXT Investors; JP Morgan; SunTrust Bank; BBVA Ventures; Neuberger Berman Private Equity Partners; Passport Capital; Breyer Capital
05/01/14	70	Financing	Secured financing from Francisco Partners; IVP; Phenomen Ventures
09/23/13	25	Financing	Secured financing from Sequoia Capital; BlackRock
01/14/13	20	Financing	Secured financing from Accel Partners; Benchmark Capital; Atlanticus Holdings; DAG Ventures; Draper Fisher Jurvetson; Meritech Capital Partners; Omidyar Network; QED Investors; Sequoia Capital; TomorrowVentures; Victory Park Securities; Volition Capital

Products & Services Overview



- Prosper Marketplace is a pioneer of online marketplace lending that connects borrowers with investors
- The Prosper platform enables borrowers to access credit at affordable rates and provides investors with attractive risk-adjusted rates of return
- Prosper has originated more than \$4 billion in loans through its platform since it first launched in 2006

Platform Overview

- Innovative marketplace model that efficiently connects qualified supply and demand of capital
- Online operations that substantially reduce the need for physical infrastructure and improve convenience
- Data and technology driven automation that increases efficiency, and improves the borrower and investor experience



Create Loan Listing



Investors Commit Funds to the Loan



Receive Money



Make Monthly Payments

Overview of FT Partners

Strong Domain Expertise Across Alternative Lending / Consumer Finance Landscape

Digital Media-Focused Financing

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as sole strategic and financial advisor to

**FST
PAY**

in its growth financing with

**OAK
HC/FT**

for total consideration of approximately

\$ 15,000,000

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Consumer Home Improvement Financing

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to

GreenSky™

in its minority investment from

**TPG DST ICONIQ WILKINSON
MANAGEMENT**

for total consideration of approximately

\$ 300,000,000 +

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Consumer Marketing / Credit Lead Generation

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as advisor to

**Google
capital**

in its lead investment in

Credit Karma™

with additional participation from

TIGER SIG Ribbit Capital

for approximately

\$ 85,000,000

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Contractor Financing

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as sole strategic and financial advisor to

**BlueTarp
Financial**

in its financing, including investment from

**HIGHLAND
CAPITAL PARTNERS longridge TRINITY
FLYBRIDGE VENTURES**

for approximately

\$ 15,000,000

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Asset Backed Loans Financing

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as financial advisor to

borro®

in its growth financing for total consideration of

\$ 19,500,000

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SaaS-based Loan Origination

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as sole strategic and financial advisor to

**WebEquity
solutions™**

in its sale to

MOODY'S

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Alternative Score Provider

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as sole strategic and financial advisor to

L2C inc

in its sale to

TransUnion.

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Personal Loans

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as sole strategic and financial advisor to

Upstart

in its financing, with investment from

**THIRD POINT
VENTURES**

for approximately

\$ 35,000,000

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Overview of FT Partners

FT Partners Advises GreenSky in its Minority Investment

Transaction Overview and Rationale

Overview of Transaction

- GreenSky completed a minority \$300 million financing round from TPG, DST, Iconiq and Wellington Management
- The Company provides an online loan platform that allows businesses to offer flexible credit programs to their customers – promoting higher transaction values and driving sales growth
- GreenSky's proprietary, technology-driven platform enables partners to make informed, real-time credit decisions and allows for real-time transaction processing
- The Company has grown to be a leader in the emerging Alternative Lending space, with a particular focus on home improvement financing

Significance of Transaction

- Represents the largest private equity financing in the Alternative Lending space to date
- Demonstrates a fundamental shift in lending customer acquisition models away from traditional banks and towards specialists like GreenSky
- This transaction positions GreenSky as a clear leader in Alternative Lending and enables the company to continue to innovate and bring additional products to market

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to GreenSky and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve a highly favorable outcome for the Company
- Transaction demonstrates FT Partners' continued success advising top-tier financial technology companies

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its
exclusive role as financial advisor to*



in its minority investment from

DST **ICONIQ**



for total consideration of

\$ 300,000,000

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Overview of FT Partners

FT Partners Advises FastPay on its Growth Financing

Transaction Overview and Rationale

Overview of Transaction

- On November 20, 2014, FastPay closed a \$15mm growth financing with Oak HC/FT
- FastPay is the market-leading provider of liquidity and financial workflow solutions to the global digital media industry and has originated and funded nearly \$500mm since inception
- The Company, headquartered in Los Angeles with offices in New York, was founded in 2009 and has experienced tremendous growth over the last several years
- The investment is from Oak HC/FT, a new \$500mm sector-specific fund focusing on Healthcare Information & Services ("HC") and Financial Services Technology ("FT"), growing out of a series of Oak Investment Partners' multi-sector venture capital funds
- Oak Investment Partners is a leading venture capital and growth equity firm that focuses on high-growth opportunities

Significance of Transaction

- The transaction demonstrates the increasing importance of invoice financing and payable automation in the global media industry
- The additional investment capital allows the Company to pursue additional growth opportunities by leveraging Oak's strategic relationships and expertise in technology and lending / workflow businesses

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to FastPay and its Board of Directors
- Transaction demonstrates FT Partners' continued strength in the Payments and Banking Technology sector, with a growing focus on alternative lending platforms

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its exclusive role as
sole strategic and financial advisor to*



in its growth financing with



for total consideration of approximately

\$ 15,000,000



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Overview of FT Partners

FT Partners Advises Borro on its Growth Financing

Transaction Overview and Rationale

Overview of Transaction

- In February 2015, Borro closed a growth financing round with OurCrowd
- Borro is a leader in personal asset lending in the US and UK
 - Its award winning lending platform enables individuals and business owners to obtain funding quickly and effectively at low cost to alternative sources
 - Proprietary technology revolutionizes the traditional personal asset-backed lending model
- OurCrowd is an equity-based crowdfunding platform focused in Israel. It is composed of select accredited investors and provides alternative means to venture capital and growth financing for early stage companies
- The investment will allow Borro to continue its expansion into the United States and build on its record of success

Significance of Transaction

- Individuals and small businesses are having difficulty finding fast and affordable credit through traditional channels, with slow processes or unattractive terms creating a barrier to liquidity
- Additional funding will help Borro to continue addressing this underserved market, while allowing the Company to aggressively pursue new territories and refine its existing service

FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to Borro and its Board of Directors
- Transaction demonstrates FT Partners' continued strength in the Banking sector, with a growing focus on tech-enabled lending

Financial Technology Partners LP FTP Securities LLC

*is pleased to announce its exclusive role as
sole strategic and financial advisor to*

borro®

*in its growth financing for
total consideration of*

\$ 19,500,000

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Overview of FT Partners

FT Partners Advises Google Capital on its Lead Role in Credit Karma's \$85,000,000 Capital Raise

Transaction Overview and Rationale

Overview of Transaction

- On March 12, 2014, Credit Karma announced it closed an \$85 mm equity round led by new investor Google Capital
- David Lawee, Partner at Google Capital, will join Credit Karma's Board
- Credit Karma's existing investors, Ribbit Capital and Susquehanna Growth Equity, also participated in the round, as well as new investor, Tiger Global Management
- The investment follows a year of exponential growth for Credit Karma, including triple-digit percentage growth in site membership, revenue and headcount
- Credit Karma is a consumer finance and technology company that provides more than 20 million consumers with free access to their credit scores and free monitoring of their credit and financial accounts
- Google Capital is a growth equity fund backed by Google that invests in companies that use technology to change the way people experience the world

Significance of Transaction

- Credit Karma will use the new capital to invest heavily in new, free services to help consumers understand and manage their finances
- Additional capital also supports continued efforts to make finding and applying for new financial services products intelligent and seamless
- Credit Karma also plans on accelerating employee hiring in order to meet these goals

FT Partners' Role

- FT Partners served as the advisor to Google Capital on its lead role in the investment
- Highlights FT Partners' continued success in advising a broad range of top-tier financial investors

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is pleased to announce its role as advisor to



in its lead investment in



with additional participation from



for approximately

\$ 85,000,000



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Overview of FT Partners


FT Partners Alt. Lending / Consumer Finance Research – (click to view)

February 19, 2015

**Financial Technology Partners LP
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Transaction Profile:
Lending Club IPO: Post Quiet Period Review




NYSE: LC

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**LendingClub IPO: Post Quiet
Period Review**

February 19, 2015

**Financial Technology Partners LP
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Transaction Profile:
OnDeck IPO: Post Quiet Period Review




NYSE: ONDK

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**OnDeck IPO: Post Quiet
Period Review**

May 1, 2015

**Financial Technology Partners LP
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Transaction Profile:
Prosper Marketplace Secures \$165 Million
in Series D Financing





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**Prosper Secures \$165 million in
Series D Financing**

June 26, 2015

**Financial Technology Partners LP
FTP Securities LLC**

Transaction Profile:
Credit Karma[®]
raises
\$175,000,000
in Series D financing from
  

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**Credit Karma Raises \$175 million from
Tiger, Valinor and Viking**

Overview of FT Partners

Award-Winning Investment Banking Franchise Focused on Superior Client Results

FT Partners has been recognized as Investment Banking Firm of the Year and regularly achieves Merger and Financing Deal of the Year recognition



M&A Advisor Awards

- | | |
|------|--|
| 2014 | <ul style="list-style-type: none"> ■ Equity Financing Deal of the Year ■ Professional Services Deal of the Year, Above \$100mm |
| 2012 | <ul style="list-style-type: none"> ■ Dealmaker of the Year ■ Professional Services Deal of the Year, Above \$100 mm |
| 2011 | <ul style="list-style-type: none"> ■ Boutique Investment Bank of the Year ■ Deal of the Decade ■ 10 Deal of the Year Nominations Across 9 Categories |
| 2010 | <ul style="list-style-type: none"> ■ Upper Middle Market Deal of the Year, Above \$500mm ■ IT Services Deal of the Year, Below \$500mm ■ Cross-Border Deal of the Year, Below \$500mm |
| 2007 | <ul style="list-style-type: none"> ■ Dealmaker of the Year – Steve McLaughlin ■ Business to Business Services Deal of the Year ■ Computer and Information Technology Deal of the Year, Above \$100mm ■ Financial Services Deal of the Year, Above \$100mm |



- | | |
|-----------|---|
| 2006-2008 | <ul style="list-style-type: none"> ■ Steve McLaughlin consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology |
|-----------|---|



Middle Market Financing Awards

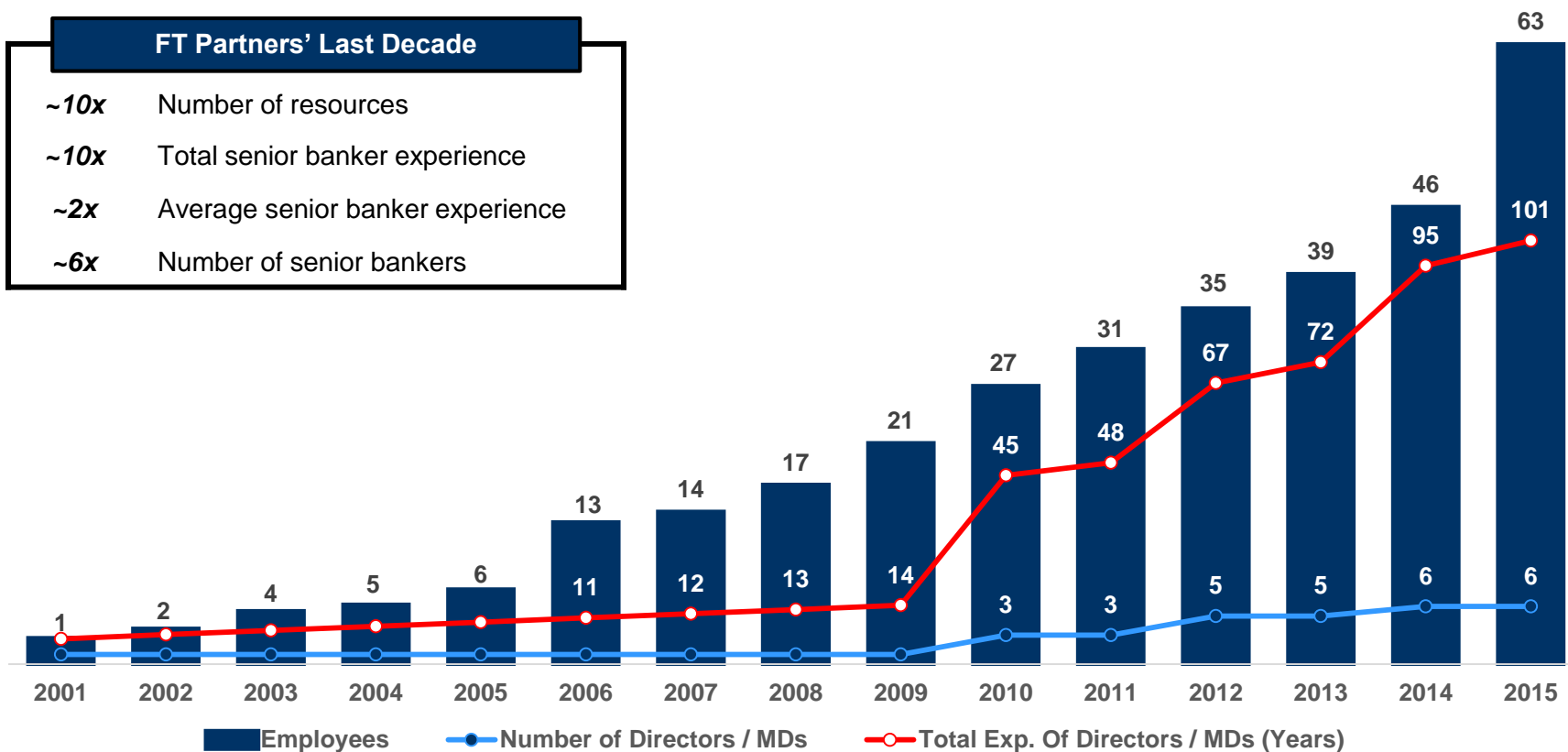
- | | |
|------|--|
| 2008 | <ul style="list-style-type: none"> ■ Equity Financing Dealmaker of the Year – Steve McLaughlin ■ Information Technology Deal of the Year ■ Financial Services Deal of the Year |
| 2006 | <ul style="list-style-type: none"> ■ Financing Professional of the Year – Steve McLaughlin ■ Financing Deal of the Year - Equity ■ Financing Deal of the Year - Debt |

Overview of FT Partners

Platform of Choice for Clients and Bankers Alike

FT Partners' Last Decade

- ~10x Number of resources
- ~10x Total senior banker experience
- ~2x Average senior banker experience
- ~6x Number of senior bankers








Avg Years of Director / MD Experience



Overview of FT Partners

The FT Partners Senior Banking Team

Name / Position	Prior Background	Experience / Education	Years of Experience
Steve McLaughlin <i>Founder, CEO and Managing Partner</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York and San Francisco from 1995-2002 Formerly Co-Head of Goldman Sachs' Financial Technology Group (#1 market share) Wharton M.B.A. 	20
Larry Furlong <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. in New York, London and Los Angeles beginning in 1995 Wharton M.B.A. 	20
Greg Smith <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly award winning Equity Research Analyst at Merrill Lynch / J.P. Morgan / Sterne Agee Recent coverage included V, MA, DFS, WU, EEFT, DST, ENV, FISV, FIS, GPN & HPY among others 	19
Tim Wolfe <i>Managing Director</i>		<ul style="list-style-type: none"> Formerly with Goldman, Sachs & Co. beginning in 2000 40 Under 40 M&A Advisor Award Winner 2013 Harvard M.B.A. 	13
Andrew McLaughlin <i>Managing Director, Research & Business Development</i>		<ul style="list-style-type: none"> Leads FT Partners' Research and Business Development Team Formerly with Deloitte Consulting 	9