



DIVISION OF  
CORPORATION FINANCE  
Mail Stop 7010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
100 F Street, N.E.  
WASHINGTON, D.C. 20549-0405

July 21, 2006

Mr. Chris Roth  
Chief Executive Officer and President  
Prospero Minerals Corp.  
575 Madison Avenue, 10<sup>th</sup> Floor  
New York, New York 10022-2511

**Re: Prospero Minerals Corp.  
Item 4.02 Form 8-K/A  
Filed July 14, 2006  
File No. 0-50429**

Dear Mr. Roth:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with more information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 8-K/A Filed July 14, 2006

1. Your filing indicates that no financial statements for the acquisition of Lobaye Gold SARL (Lobaye) are required because Lobaye was not conducting a business on the date the assets were acquired. We note you have provided the financial statements of Lobaye Gold SARL as of December 31, 2005 in your Form 8-K/A filed April 6, 2005, in which you state you have acquired 100% ownership of Lobaye. The transaction to purchase 100% ownership of Lobaye appears to be a recapitalization transaction whereby the shareholders of RCA received 80 million shares, which represented an 89.6% controlling interest of your issued and outstanding shares, in exchange for Lobaye Gold SARL. As such, Lobaye Gold SARL appears to be your predecessor; therefore, we believe the financial statements of Lobaye Gold SARL should be provided. If you continue to disagree, please support your conclusion.
2. Please tell us how, and when, you will file the restated financial statements for Lobaye Gold SARL.
3. When you file the resated financial statements for Lobaye Gold SARL, include the audit opinion on such statements, as required by Regulation S-B Item 310(3). We further note these financial statements should be prepared under accounting principles generally accepted in the United States.

As appropriate, please amend your filing and respond to these comments within five business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

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In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

If you have any questions, please call Gary Newberry at (202) 551-3761.

Sincerely,

April Sifford  
Branch Chief