



DIVISION OF  
CORPORATION FINANCE  
MAIL STOP 7010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
100 F Street, N.E.  
WASHINGTON, D.C. 20549-7010

September 14, 2006

Mr. Darvie Fenison  
Director and Secretary  
Prospero Minerals Corp.  
345 Pumphouse Road  
Somerset, Kentucky 42503

**Re: Prospero Minerals Corp.**  
**Form 10-KSB for Fiscal Year Ended March 31, 2006**  
**Filed August 17, 2006**  
**Forms 10-QSB for Fiscal Quarter Ended June 30, 2006**  
**Filed August 22, 2006**  
**File No. 0-50429**

Dear Mr. Fenison:

We have reviewed your filing and have the following comments. We have limited our review to only your financial statements and related disclosures and do not intend to expand our review to other portions of your documents. 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 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 10-KSB for the Fiscal Year Ended March 31, 2006

General

1. We note you have not filed your response to our comment letter dated July 21, 2006 with regard to your Form 8-K/A filed July 14, 2006. We may raise additional comments based on your response to these comments.
2. We noted that your EDGAR filing does not include page numbers. Please paginate all future filings.

Controls and Procedures and Internal Control over Financial Reporting

3. Provide the disclosures required by Regulation S-B Item 307 for Controls and Procedures and Item 308 for Internal Control over Financial Reporting in an amended filing.

Exhibits

4. Provide or incorporate by reference all of the exhibits required for Form 10-KSB as specified by Regulation S-B Item 601(a)-(b).

Exhibit 31

5. Provide in an amended filing the certifications which are worded exactly as set forth in Regulation S-B Item 601(b)(31).

Form 10-QSB for the Fiscal Quarter Ended June 30, 2006

6. Please address each of the above comments two through five in an amended filing for your first fiscal quarter.

Engineering Comments

Lobaye Gold SURL Operations

CMC Exploration corporation Operations

7. Insert a small-scale map showing the location and access to each property, as required by Instruction 3(B) to Item 102 of Regulation S-K. Note that SEC's EDGAR program now accepts Adobe PDF files and digital maps, so please include these maps in any amendments that are uploaded to EDGAR. It is relatively easy to include automatic links at the appropriate locations within the document to GIF or JPEG files, which will allow the figures and/or diagrams to

appear in the right location when the document is viewed on the Internet. For more information, please consult the EDGAR manual, and if additional assistance is required, please call Filer Support at 202-942-8900.

8. We believe the guidance in Instruction 3(B) of Rule 102 of Regulation S-K would generally require maps and drawings with the following features:

- A legend or explanation showing, by means of pattern or symbol, every pattern or symbol used on the map or drawing.
- A graphical bar scale should be included. Additional representations of scale such as "one inch equals one mile" may be utilized provided the original scale of the map has not been altered.
- A north arrow.
- An index map showing where the property is situated in relationship to the state or province, etc., in which it was located.
- A title of the map or drawing, and the date on which it was drawn.
- In the event interpretive data is submitted in conjunction with any map, the identity of the geologist or engineer that prepared such data.

Any drawing should be simple enough or of sufficiently large scale to clearly show all features on the drawing.

#### Plan of operations for the next twelve months- Lobaye Claims and Thor Claims

9. We recommend that a brief description of the QA/QC protocols be provided to reassure the investors regarding sample preparation, controls, custody, assay precision and accuracy. This would apply to all exploration and operational analytical procedures.

#### Identify Director and Executive Officers

10. Unless you can substantiate significant technical training and/or experience in minerals exploration or mining by members of your management, you should include a risk factor explaining that your management lacks technical training and experience with exploring for, starting, and/or operating a mine; and that with no direct training or experience in these areas, your management may not be fully

aware of many of the specific requirements related to working within this industry. In this instance, please also explain that their decisions and choices may not take into account standard engineering or managerial approaches mineral exploration companies commonly use; and that your operations, earnings, and ultimate financial success could suffer due to management's lack of experience in this industry.

#### Financial Statements

11. This filing states this company is a "development stage company" which is a phrase commonly used in financial statements in other industries. Under Industry Guide 7, mineral exploration companies may not call themselves "development stage companies." See [www.sec.gov/divisions/corpfin/guidance/cfactfaq.htm](http://www.sec.gov/divisions/corpfin/guidance/cfactfaq.htm) under section II.F.(10) titled "Issues in the Extractive Industry."

#### Closing Comments

As appropriate, please amend your filing and respond to these comments within 10 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

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States.

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.

You may contact Gary Newberry at (202) 551-3761, if you have questions regarding comments on the financial statements and related matters. You may contact George Schuler, Mining Engineer, at (202) 551-3718 with questions about engineering comments. Please contact me at (202) 551-3684 with any other questions.

Sincerely,

April Sifford  
Branch Chief