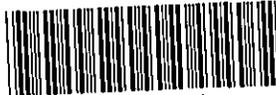


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MISSION

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	February 28, 2007
Estimated average burden hours per response.....	12.00

**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8- 52440

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the SEC Mail Processing Section
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/08 AND ENDING 12/31/08 FEB 17 2009
MM/DD/YY MM/DD/YY Washington, DC

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Prospero Capital, LLC

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)
20 Marshall Street - Suite 300

OFFICIAL USE ONLY
FIRM I.D. NO.

Norwalk, CT 06854
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Daniel J. Donovan 203-354-1529
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Schwartz & Hofflich LLP

37 North Avenue - 3rd Floor Norwalk CT 06851-3832
(Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

PROCESSED
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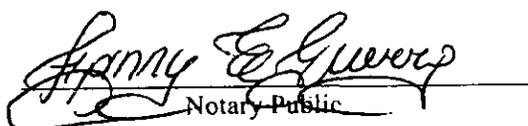
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(3)

OATH OR AFFIRMATION

I, Daniel J. Donovan, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Prospero Capital, LLC as of December 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Fanny E Guerra Z
Notary Public, Connecticut
My Commission Expires Mar. 31, 2013


Signature
Managing Member
Title


Notary Public

This report ** contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

SEC Mail Processing
Section

FEB 17 2009

Washington, DC
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PROSPERO CAPITAL, LLC

FINANCIAL STATEMENTS

Years Ended December 31, 2008 and 2007

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CERTIFIED PUBLIC ACCOUNTANTS
FINANCIAL ADVISORS

LAWRENCE FELDMAN, CPA
NEIL BAYER, CPA
GILBERT K. WATKINS, CPA
BARRY R. NEWMAN, CPA
ANN D. JEVNE, CPA, PFS
PASQUALINO P. SPAGNOLI, CPA
ERIC J. PRESCOTT, CPA

IRVING SCHWARTZ, CPA (1919-2001)
HENRY HOFFLICH, CPA

Independent Auditor's Report

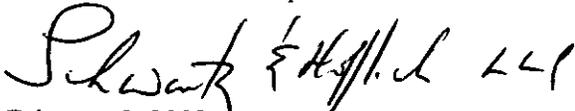
To the Member
Prospero Capital, LLC
Norwalk, Connecticut

We have audited the accompanying statement of financial condition of Prospero Capital, LLC (the Company) as of December 31, 2008 and 2007, and the related statements of income (loss) and changes in member's equity, and cash flows for the years then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Prospero Capital, LLC as of December 31, 2008 and 2007, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule I is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.


February 2, 2009

PROSPERO CAPITAL, LLC

STATEMENTS OF FINANCIAL CONDITION

As of December 31,

	<u>2008</u>	<u>2007</u>
Assets		
Cash	\$ 11,012	\$ 10,585
Accounts receivable	380,491	536,687
Prepaid expenses	<u>412</u>	<u>152</u>
Total assets	<u>\$ 391,915</u>	<u>\$ 547,424</u>
Liabilities and member's equity		
Liabilities		
Accrued expenses	\$ 4,500	\$ 4,500
Member's equity		
Capital	<u>387,415</u>	<u>542,924</u>
Total liabilities and member's equity	<u>\$ 391,915</u>	<u>\$ 547,424</u>

See accompanying notes to financial statements.

PROSPERO CAPITAL, LLC

STATEMENTS OF INCOME (LOSS) AND CHANGES IN MEMBER'S EQUITY

For the years ended December 31,

	<u>2008</u>	<u>2007</u>
Revenues		
Fees	\$ 74,745	\$ 1,002,500
Interest income	<u>11,301</u>	<u>1,426</u>
	<u>86,046</u>	<u>1,003,926</u>
Expenses		
Commissions and fees paid	236,273	469,848
Dues and fees	216	20
Insurance	516	824
Professional fees	<u>4,500</u>	<u>5,600</u>
	<u>241,505</u>	<u>476,292</u>
Net income/(loss)	(155,459)	527,634
Member's equity, January 1,	542,924	7,471
Capital contributed (withdrawn) during the year	<u>(50)</u>	<u>7,819</u>
Member's equity, December 31,	<u>\$ 387,415</u>	<u>\$ 542,924</u>

See accompanying notes to financial statements.

PROSPERO CAPITAL, LLC

STATEMENTS OF CASH FLOWS

For the years ended December 31,

	<u>2008</u>	<u>2007</u>
Cash flows from operating activities		
Net income/ (loss)	\$ (155,459)	\$ 527,634
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Change in assets and liabilities:		
(Increase) decrease in accounts receivable	156,196	(536,687)
Decrease (increase) in prepaid expenses	(260)	310
Increase in accrued expenses	<u>0</u>	<u>1,009</u>
Net cash provided by (used in) operating activities	<u>477</u>	<u>(7,734)</u>
Cash flows from financing activities		
(Withdrawals) proceeds from capital contributions	<u>(50)</u>	<u>7,819</u>
Net cash provided by (used in) financing activities	<u>(50)</u>	<u>7,819</u>
Net increase in cash and cash equivalents	427	85
Cash and cash equivalents at beginning of year	<u>10,585</u>	<u>10,500</u>
Cash and cash equivalents at end of year	<u>\$ 11,012</u>	<u>\$ 10,585</u>

See accompanying notes to financial statements.

PROSPERO CAPITAL, LLC

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2008 and 2007

NOTE 1 - NATURE OF ORGANIZATION AND NATURE OF BUSINESS

Prospero Capital, LLC (a single member Limited Liability Company) was organized in the State of Connecticut on January 11, 2000. The Company is a broker-dealer registered with the Securities and Exchange Commission and is a member of the National Association of Security Dealers.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid investments with a maturity of six months or less when purchased to be cash equivalents.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Income taxes

The Company is a single member Limited Liability Company. Therefore, no provisions for federal or Connecticut state income taxes are made by the Company. The single member of a Limited Liability Company is individually taxed on the Company's earnings.

As permitted by the Financial Accounting Standards Board FSP FIN48-3, Prospero Capital, LLC has delayed the implementation of FIN 48, "Accounting for Uncertainty in Income Taxes", until such time as the impact of the pronouncement can be determined.

NOTE 3 - RELATED PARTY TRANSACTIONS

In 2007, certain of the Company's expenses were paid directly by its member. The transactions were recorded as capital contributions and were \$7,819.

The Company paid fees of approximately \$236,300 and \$469,800 for the years ended December 31, 2008 and 2007, respectively, to an entity controlled by the Company's member. The fees are recognized when paid as there is no contractual obligation for the Company to make the payments.

SUPPLEMENTARY INFORMATION

PROSPERO CAPITAL, LLC
RECONCILIATION, INCLUDING APPROPRIATE EXPLANATION, OF THE
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE
SECURITIES AND EXCHANGE COMMISSION

As of December 31, 2008

Net capital

Member's equity from Focus report (10/1/08 - 12/31/08)	\$ 369,326
Increase in cash	322
Increase in accounts receivable	18,826
Reduction of prepaid expenses	(50)
Increase in accrued expenses	<u>(1,009)</u>
Total member's equity per audit	387,415
Deduct member's equity not allowable for net capital	<u>0</u>
Total member's equity qualified for net capital	387,415
Add:	
Subordinated borrowings allowable in computation of net capital	0
Other deductions or allowable credits	<u>0</u>
Total capital and allowable subordinated borrowings	387,415
Deduction and/or charges:	
Non-allowable assets: Prepaid expenses	<u>(412)</u>
Net capital	<u><u>\$ 387,003</u></u>

Aggregate indebtedness

Items included in statement of financial condition	
Accrued expenses	\$ 4,500
Items not included in statement of financial condition:	<u>0</u>
Total aggregate indebtedness	<u><u>\$ 4,500</u></u>

Computation of basic net capital requirement

Minimum net capital required - 6-2/3% of aggregate indebtedness	\$ 300
Minimum net capital required	\$ 5,000
Net capital requirement, greater of the above	<u>5,000</u>
Excess net capital	<u><u>\$ 382,003</u></u>

See independent auditor's report.

**Independent Auditor's report on
Internal Accounting Control Required by SEC Rule 17a-5**

Managing Member
Prospero Capital, LLC

In planning and performing our audit of the financial statements and supplemental schedule of Prospero Capital, LLC (the Company) for the year ended December 31, 2008, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by rule 17a-13
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2008, to meet the SEC's objectives.

This report is intended solely for the information and use of the managing member, the SEC, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Schwartz & Hofflich LLP
February 2, 2009

END