

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NBGE Manager, LLC</u> (Last) (First) (Middle) C/O NORTH BRIDGE GROWTH EQUITY 950 WINTER STREET, SUITE 4600 (Street) WALTHAM MA 02454 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/23/2012	3. Issuer Name and Ticker or Trading Symbol <u>Proto Labs Inc [PRLB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(2)	Common Stock	5,991,790	(1)	I	By North Bridge Growth Equity I, L.P. ⁽³⁾

1. Name and Address of Reporting Person*
NBGE Manager, LLC
 (Last) (First) (Middle)
 C/O NORTH BRIDGE GROWTH EQUITY
 950 WINTER STREET, SUITE 4600
 (Street)
 WALTHAM MA 02454
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ANDERSON EDWARD T
 (Last) (First) (Middle)
 C/O NORTH BRIDGE GROWTH EQUITY
 950 WINTER STREET, SUITE 4600
 (Street)
 WALTHAM MA 02454
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
DAMORE RICHARD A
 (Last) (First) (Middle)
 C/O NORTH BRIDGE GROWTH EQUITY
 950 WINTER STREET, SUITE 4600
 (Street)

WALTHAM MA 02454

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NBGE GP, LLC

(Last) (First) (Middle)

C/O NORTH BRIDGE GROWTH EQUITY
950 WINTER STREET, SUITE 4600

(Street)

WALTHAM MA 02454

(City) (State) (Zip)

1. Name and Address of Reporting Person*

North Bridge Growth Management, L.P.

(Last) (First) (Middle)

C/O NORTH BRIDGE GROWTH EQUITY
950 WINTER STREET, SUITE 4600

(Street)

WALTHAM MA 02454

(City) (State) (Zip)

1. Name and Address of Reporting Person*

NORTH BRIDGE GROWTH EQUITY I LP

(Last) (First) (Middle)

C/O NORTH BRIDGE GROWTH EQUITY
950 WINTER STREET, SUITE 4600

(Street)

WALTHAM MA 02454

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KINGSLEY DOUGLAS A

(Last) (First) (Middle)

C/O NORTH BRIDGE GROWTH EQUITY
950 WINTER STREET, SUITE 4600

(Street)

WALTHAM MA 02454

(City) (State) (Zip)

Explanation of Responses:

- Each of the 427,985 shares of Series A Preferred Stock is convertible at any time at the option of the holder, and will automatically convert into shares of the Issuer's Common Stock on a 14-for-1 basis in connection with the closing of the Issuer's initial public offering. The number of shares of Common Stock reported on this Form 3 reflects the conversion of all shares of Series A Preferred Stock into shares of Common Stock on a 14-for-1 basis.
- The security does not have an expiration date.
- Represents shares held directly by North Bridge Growth Equity I, L.P. NBGE Manager, LLC ("NBGE") is the managing manager of NBGE GP, LLC, which is the sole general partner of North Bridge Growth Management, L.P., which is the sole general partner of North Bridge Growth Equity I, L.P. NBGE has sole vesting and dispositive power over such shares. Douglas Kingsley, a director of the Issuer, is a founding managing director of NBGE GP, LLC. Shared voting and investment power over such shares is vested in the managers of NBGE, Edward Anderson and Richard D'Amore. Mr. Kingsley, Mr. Anderson and Mr. D'Amore each disclaim any beneficial ownership of such shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that any of the reporting persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Catherine M. Verschelden,
Attorney-in-Fact for NBGE 02/23/2012
Manager, LLC

/s/ Catherine M. Verschelden,
Attorney-in-Fact for Edward 02/23/2012
Anderson

/s/ Catherine M. Verschelden,
Attorney-in-Fact for Richard 02/23/2012
D'Amore

/s/ Catherine M. Verschelden, Attorney-in-Fact for NBGE GP, LLC 02/23/2012
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Management, L.P. 02/23/2012
/s/ Catherine M. Verschelden, Attorney-in-Fact for North Bridge Growth Equity I, L.P. 02/23/2012
/s/ Catherine M. Verschelden, Attorney-in-Fact for Douglas Kingsley 02/23/2012

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY OF NBGE MANAGER, LLC

The undersigned hereby authorizes and designates each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden, Samuel A. Rosenbaum and Julie M. Regnier signing singly, as the undersigned's true and lawful attorney in fact to:

(1) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 10% shareholder of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on the undersigned's behalf as may be required to file in connection with its ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 5% shareholder of the Company, any Schedule 13G or Schedule 13D in accordance with Section 13 of the Exchange Act and the rules and regulations promulgated thereunder;

(3) do and perform any and all acts for and on the undersigned's behalf that may be necessary or desirable to complete and execute any such Form ID, Schedule 13G, Schedule 13D or any Forms 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be in the undersigned's best interest, or legally required of the undersigned, it being understood that the statements executed by such attorney in fact on the undersigned's behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned's is no longer required to file Form ID, Schedule 13G, Schedule 13D, and/or Forms 3, 4 and 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned's in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on the undersigned's part.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 16th day of February, 2012.

NBGE Manager, LLC

By: /s/ Edward T. Anderson, Manager

POWER OF ATTORNEY OF NBGE GP, LLC

The undersigned hereby authorizes and designates each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden, Samuel A. Rosenbaum and Julie M. Regnier signing singly, as the undersigned's true and lawful attorney in fact to:

(1) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 10% shareholder of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on the undersigned's behalf as may be required to file in connection with its ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 5% shareholder of the Company, any Schedule 13G or Schedule 13D in accordance with Section 13 of the Exchange Act and the rules and regulations promulgated thereunder;

(3) do and perform any and all acts for and on the undersigned's behalf that may be necessary or desirable to complete and execute any such Form ID, Schedule 13G, Schedule 13D or any Forms 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be in the undersigned's best interest, or legally required of the undersigned, it being understood that the statements executed by such attorney in fact on the undersigned's behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned's is no longer required to file Form ID, Schedule 13G, Schedule 13D, and/or Forms 3, 4 and 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned's in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on the undersigned's part.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 17th day of February, 2012.

NBGE GP, LLC

By: /s/ Douglas Kinglsey, Manager

POWER OF ATTORNEY OF NORTH BRIDGE GROWTH MANAGEMENT, L.P.

The undersigned hereby authorizes and designates each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden, Samuel A. Rosenbaum and Julie M. Regnier signing singly, as the undersigned's true and lawful attorney in fact to:

(1) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 10% shareholder of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on the undersigned's behalf as may be required to file in connection with its ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 5% shareholder of the Company, any Schedule 13G or Schedule 13D in accordance with Section 13 of the Exchange Act and the rules and regulations promulgated thereunder;

(3) do and perform any and all acts for and on the undersigned's behalf that may be necessary or desirable to complete and execute any such Form ID, Schedule 13G, Schedule 13D or any Forms 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be in the

undersigned's best interest, or legally required of the undersigned, it being understood that the statements executed by such attorney in fact on the undersigned's behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned's is no longer required to file Form ID, Schedule 13G, Schedule 13D, and/or Forms 3, 4 and 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned's in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on the undersigned's part.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 17th day of February, 2012.

NORTH BRIDGE GROWTH MANAGEMENT, L.P.

By: NBGE GP, LLC, its sole general partner

By: /s/ Douglas Kingsley, Manager

POWER OF ATTORNEY OF NORTH BRIDGE GROWTH EQUITY I, L.P.

The undersigned hereby authorizes and designates each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden, Samuel A. Rosenbaum and Julie M. Regnier signing singly, as the undersigned's true and lawful attorney in fact to:

(1) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 10% shareholder of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on the undersigned's behalf as may be required to file in connection with its ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 5% shareholder of the Company, any Schedule 13G or Schedule 13D in accordance with Section 13 of the Exchange Act and the rules and regulations promulgated thereunder;

(3) do and perform any and all acts for and on the undersigned's behalf that may be necessary or desirable to complete and execute any such Form ID, Schedule 13G, Schedule 13D or any Forms 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be in the undersigned's best interest, or legally required of the undersigned, it being understood that the statements executed by such attorney in fact on the undersigned's behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in

fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned's is no longer required to file Form ID, Schedule 13G, Schedule 13D, and/or Forms 3, 4 and 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned's in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on the undersigned's part.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 21st day of February, 2012.

NORTH BRIDGE GROWTH EQUITY I, L.P.

By: North Bridge Growth Management, L.P., its General Partner
By: NBGE GP, LLC, its General Partner

By: /s/ Douglas Kingsley, Manager

POWER OF ATTORNEY OF DOUGLAS A. KINGSLEY

I, Douglas A. Kingsley, hereby authorize and designate each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden and Julie M. Regnier signing singly, as my true and lawful attorney in fact to:

(1) execute for and on my behalf, in my capacity as an officer and/or director of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on my behalf as may be required to file in connection with my ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be to my benefit, in my best interest, or legally required of me, it being understood that the statements executed by such attorney in fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Form ID or Forms 3, 4 and 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on my part.

I hereby revoke all previous Powers of Attorney that have been granted by me in

connection with my reporting obligations, if any, under Section 16 of the Exchange Act with respect to my holdings of and transactions in securities issued by the Company.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 6th day of February, 2012.

/s/ Douglas A. Kingsley

POWER OF ATTORNEY OF RICHARD A. D'AMORE

The undersigned hereby authorizes and designates each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden, Samuel A. Rosenbaum and Julie M. Regnier signing singly, as the undersigned's true and lawful attorney in fact to:

(1) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 10% shareholder of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on the undersigned's behalf as may be required to file in connection with its ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 5% shareholder of the Company, any Schedule 13G or Schedule 13D in accordance with Section 13 of the Exchange Act and the rules and regulations promulgated thereunder;

(3) do and perform any and all acts for and on the undersigned's behalf that may be necessary or desirable to complete and execute any such Form ID, Schedule 13G, Schedule 13D or any Forms 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be in the undersigned's best interest, or legally required of the undersigned, it being understood that the statements executed by such attorney in fact on the undersigned's behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned's is no longer required to file Form ID, Schedule 13G, Schedule 13D, and/or Forms 3, 4 and 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned's in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on the undersigned's part.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 23rd day of February, 2012.

/s/ Richard A. D'Amore

POWER OF ATTORNEY OF EDWARD T. ANDERSON

The undersigned hereby authorizes and designates each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M.

Verschelden, Samuel A. Rosenbaum and Julie M. Regnier signing singly, as the undersigned's true and lawful attorney in fact to:

(1) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 10% shareholder of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on the undersigned's behalf as may be required to file in connection with its ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 5% shareholder of the Company, any Schedule 13G or Schedule 13D in accordance with Section 13 of the Exchange Act and the rules and regulations promulgated thereunder;

(3) do and perform any and all acts for and on the undersigned's behalf that may be necessary or desirable to complete and execute any such Form ID, Schedule 13G, Schedule 13D or any Forms 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be in the undersigned's best interest, or legally required of the undersigned, it being understood that the statements executed by such attorney in fact on the undersigned's behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned's is no longer required to file Form ID, Schedule 13G, Schedule 13D, and/or Forms 3, 4 and 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned's in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on the undersigned's part.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 23rd day of February, 2012.

/s/ Edward T. Anderson