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TO: JONATHAN ROSENBLATT COMPANY: 651 BRANNAN STREET

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.103/28/2011  
900187698

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/23/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Eventbrite, Inc.	FORMERLY Molyguard Corporation	10/23/2009
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Eventbrite, Inc.		
Street Address:	651 Brannan Street		
Internal Address:	Suite 110		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3680905	EVENTBRITE
CORRESPONDENCE DATA			
Fax Number:	(415)694-7903		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-694-7908		
Email:	legal@eventbrite.com		
Correspondent Name:	Jonathan Rosenblatt		
Address Line 1:	651 Brannan Street		
Address Line 2:	Suite 110		
Address Line 4:	San Francisco, CALIFORNIA 94107		
NAME OF SUBMITTER:	Nels David Gilbreth		
Signature:	/nels/		

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Date:

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**Total Attachments: 9**

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TO: JONATHAN ROSENBLATT COMPANY: 651 BRANNAN STREET

**AGREEMENT AND PLAN OF MERGER  
OF  
EVENTBRITE, INC.,  
a California corporation  
AND  
EVENTBRITE, INC.,  
a Delaware corporation**

This AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger"), dated as of October 23, 2009, between Eventbrite, Inc., a Delaware corporation ("Eventbrite DE"), and Eventbrite, Inc., a California corporation ("Eventbrite CA"), pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Section 1110 of the California General Corporation Law (the "CGCL").

**WITNESSETH**

WHEREAS, Eventbrite CA a corporation duly organized and in good standing under the laws of the State of California;

WHEREAS, Eventbrite DE is a corporation duly organized and in good standing under the laws of the State of Delaware;

WHEREAS, Eventbrite DE is the wholly-owned subsidiary of Eventbrite CA; and

WHEREAS, the Board of Directors of Eventbrite DE and the Board of Directors of Eventbrite CA have determined that it is advisable and in the best interests of each of these corporations that Eventbrite CA merge with and into Eventbrite DE upon the terms and subject to the conditions herein provided.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

**ARTICLE 1  
MERGER**

Upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware and the Agreement of Merger with the Secretary of State of California (the "Effective Time"), Eventbrite CA shall be merged with and into Eventbrite DE (the "Merger"), and Eventbrite DE shall be the corporation surviving the Merger (which may hereinafter also be referred to as, the "Surviving Corporation").

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**ARTICLE 2**  
**DIRECTORS, OFFICERS AND GOVERNING DOCUMENTS**

The directors of the Surviving Corporation from and after the Effective Time shall be Kevin Hartz, Alan Braverman, Andrew Jacobson and Peter Jackson. The officers of the Surviving Corporation from and after the Effective Time shall be as follows:

<u>Name</u>	<u>Position</u>
Kevin Hartz	Chief Executive Officer
Nels Gilbreth	Secretary
Julia Hartz	Chief Financial Officer

These officers and directors shall hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

The Certificate of Incorporation and Bylaws of the Surviving Corporation as in force and effect at the Effective Time of the Merger will be the Certificate of Incorporation and Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

**ARTICLE 3**  
**NAME**

The name of the Surviving Corporation shall be: Eventbrite, Inc..

**ARTICLE 4**  
**EFFECT OF MERGER ON SHARES OF STOCK OF EVENTBRITE CA**

At the Effective Time, every share of Common, Series A and Series B Preferred Stock no par value per share, of Eventbrite CA immediately prior to the Effective Time shall be converted into and become one (1) share of Common, Series A and Series B Preferred Stock, respectively, par value \$0.00001 per share, of the Surviving Corporation. At the Effective Time, each issued and outstanding share of stock of the Surviving Corporation held by Eventbrite CA shall be canceled, without the payment of consideration therefor.

**ARTICLE 5**  
**EFFECT OF THE MERGER**

The Merger shall have the effect set forth in Section 259 of the DGCL.

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**ARTICLE 6**  
**APPROVAL**

This Agreement and Plan of Merger, as made and approved, has been submitted to the shareholders of Eventbrite CA for their approval or rejection in the manner prescribed by the provisions of the CGCL and shall be approved in the manner prescribed by the DGCL.

**ARTICLE 7**  
**AUTHORIZATION**

The Board of Directors and the proper officers of Eventbrite CA and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

**ARTICLE 8**  
**FURTHER ASSURANCES**

From and after the Effective Time of the Merger, all of the estate, property, rights, privileges, powers, and franchises of Eventbrite CA shall become vested in and be held by Eventbrite DE as fully and entirely and without change or diminution as the same were before held and enjoyed by Eventbrite CA, and Eventbrite DE shall assume all of the obligations of this corporation, including, but not limited to, all agreements, stock option grants, stock purchase rights, warrants, promissory notes and stock option plans.

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Eventbrite CA such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of Eventbrite CA, and otherwise to carry out the purposes of this Agreement and Plan of Merger. The officers and directors of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or Eventbrite CA, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

**ARTICLE 9**  
**RESERVATION OF RIGHTS**

The Board of Directors of Eventbrite CA reserves the right, notwithstanding shareholder approval and without further action by the shareholders, to elect not to proceed with the Merger, if at any time prior to consummating such Merger, the Board of Directors, in its sole discretion, determines that it is no longer in the best interests of Eventbrite CA, Eventbrite DE and their shareholders. In addition, the Board of Directors reserves the right to consummate the Merger for up to twelve (12) months following shareholder approval thereof. However, at the present time, the Board of Directors intends to proceed with the Merger, as presented herein without delay.

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**ARTICLE 10**  
**CAPITALIZATION**

At the Effective Time, Eventbrite CA has issued and outstanding 9,576,667 shares of Common Stock, 1,905,052 shares of Series A Preferred Stock and 2,795,811 shares of Series B Preferred Stock. Except as otherwise provided by the CGCL, the holders of all of the foregoing classes and series of stock of Eventbrite CA shall have voting rights as set forth in Eventbrite CA's Third Amended and Restated Articles of Incorporation and any such agreement relating to voting rights by and among Eventbrite CA and its shareholders. None of these shares are subject to change prior to the Effective Time of the Merger.

At the Effective Time, Eventbrite DE has issued and outstanding 100 shares of Common Stock and no shares of Series A, Series B or Series C Preferred Stock issued and outstanding. Except as otherwise provided by the DGCL, at the Effective Time, the holder of Common Stock of the Surviving Corporation shall exclusively possess all voting power of this corporation. None of these shares are subject to change prior to the Effective Time of the Merger.

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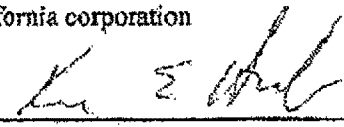
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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date first above written.

EVENTBRITE, INC.,  
a California corporation

By: 

Name: Kevin Hartz

Title: Chief Executive Officer

EVENTBRITE, INC.,  
a Delaware corporation

By: 

Name: Kevin Hartz

Title: Chief Executive Officer

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"EVENTBRITE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "EVENTBRITE, INC." UNDER THE NAME OF "EVENTBRITE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2009, AT 1:57 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7600333

DATE: 10-23-09



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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:15 PM 10/23/2009  
FILED 01:57 PM 10/23/2009  
SRV 090959541 - 4742147 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**EVENTBRITE, INC.**  
(a California corporation)

into

**EVENTBRITE, INC.**  
(a Delaware corporation)

It is hereby certified that:

1. **EVENTBRITE, INC.** (hereinafter called the "Corporation") is a corporation of the State of California the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The Corporation, as the owner of all of the outstanding shares of the stock of **EVENTBRITE, INC.**, a corporation of the State of Delaware, hereby merges itself into **EVENTBRITE, INC.**, a corporation of the State of Delaware.

3. The following is a copy of the resolutions adopted on the 23rd day of October 2009, by the Board of Directors of the Corporation to merge the Corporation into **EVENTBRITE, INC.**:

**RESOLVED** that this Corporation be reincorporated in the State of Delaware by merging itself into **EVENTBRITE, INC.** pursuant to the laws of the State of California and the State of Delaware as hereinafter provided, so that the separate existence of this Corporation shall cease as soon as the merger shall become effective, and thereupon this Corporation and **EVENTBRITE, INC.** will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

**RESOLVED** that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this Corporation shall become vested in and be held by **EVENTBRITE, INC.** as fully and entirely and without change or diminution as the same were before held and enjoyed by this Corporation, and **EVENTBRITE, INC.** shall assume all of the obligations of this Corporation.

(b) Each share of Common, Series A Preferred and Series B Preferred Stock (the "Stock"), without par value, of this Corporation which shall be issued and outstanding immediately prior to the

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effective time of the merger shall be converted into one issued and outstanding share of Stock, \$0.00001 par value, of EVENTBRITE, INC., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of Stock of this Corporation shall automatically be and become holders of shares of EVENTBRITE, INC. upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing Stock of this Corporation may surrender the same to EVENTBRITE, INC. at its office in San Francisco, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of the same class and series of Stock of EVENTBRITE, INC. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of Stock of this Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of Stock of EVENTBRITE, INC.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the Bylaws of EVENTBRITE, INC. shall be the Certificate of Incorporation and the Bylaws of EVENTBRITE, INC. as in effect immediately prior to such effective time and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

(e) The members of the Board of Directors and officers of EVENTBRITE, INC. shall be the members of the Board of Directors and the corresponding officers of EVENTBRITE, INC. immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of this Corporation and of EVENTBRITE, INC. shall be entered on the books of EVENTBRITE, INC. at the amounts at which they shall be carried at such time on the respective books of this Corporation and of EVENTBRITE, INC., subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of EVENTBRITE, INC., in accordance with generally accepted accounting principles, the capital and surplus of EVENTBRITE, INC. shall be equal to the capital and surplus of this Corporation and of EVENTBRITE, INC.

RESOLVED that, in the event that the proposed merger shall not be

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terminated, the proper officers of this Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into EVENTBRITE, INC. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of California and Delaware in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by EVENTBRITE, INC. in accordance with the laws under which it is organized.

Executed on this 23<sup>rd</sup> day October 2009.

EVENTBRITE, INC., a California corporation

By: 

Kevin Hartz, Chief Executive Officer

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