

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pandora Media, Inc.		12/28/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Pandora Media, Inc.
Street Address:	2101 Webster Street, Suite 1650
City:	Oakland
State/Country:	CALIFORNIA
Postal Code:	94612
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	85333493	COMEDY GENOME PROJECT
Serial Number:	85333496	COMEDY GENOME PROJECT
Serial Number:	85333497	COMEDY GENOME PROJECT
Serial Number:	85347337	P
Serial Number:	85347333	P
Serial Number:	85975319	PANDORA
Serial Number:	85975318	PANDORA
Serial Number:	85100570	PANDORA
Serial Number:	85100569	PANDORA
Serial Number:	85100563	P PANDORA
Serial Number:	85100561	P PANDORA
Serial Number:	85100559	P PANDORA
Serial Number:	85100558	P PANDORA

CH \$415.00 85333493

Serial Number:	78683013	PANDORA
Serial Number:	77035196	QUICKMIX
Serial Number:	75980916	MUSIC GENOME PROJECT

CORRESPONDENCE DATA

Fax Number: 2027393001
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-739-3000
 Email: jennifer.evans@morganlewis.com
 Correspondent Name: Morgan, Lewis & Bockius LLP
 Address Line 1: 1111 Pennsylvania Avenue, NW
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	016336-01-2001
NAME OF SUBMITTER:	Jennifer C. Evans
Signature:	/jce/
Date:	10/10/2013

Total Attachments: 4
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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 MERGER, WHICH MERGES:

"PANDORA MEDIA, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PANDORA MEDIA, INC." UNDER THE NAME OF
"PANDORA MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2010, AT
4:32 O'CLOCK P.M.

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

4886734 8100M

101240109




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8456597

DATE: 12-28-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005128 FRAME: 0893

CERTIFICATE OF MERGER

MERGING

Pandora Media, Inc., a California Corporation

INTO

Pandora Media, Inc., a Delaware Corporation

**Pursuant to the provisions of § 252 of the
Delaware General Corporation Law**

Pandora Media, Inc., a Delaware corporation (the "**Company**"), which desires to merge with Pandora Media, Inc., a California corporation ("**Pandora California**"), hereby certifies that:

FIRST: The constituent corporations of the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Pandora Media, Inc.	Delaware
Pandora Media, Inc.	California

SECOND: An Agreement and Plan of Merger dated as of December 28, 2010 (the "**Merger Agreement**") between the Company and Pandora California has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law (the "**DGCL**"), to wit, by the Company in the same manner as is provided in Section 251 of the DGCL and by Pandora California in accordance with the laws of the state of its incorporation.

THIRD: The surviving corporation in the merger herein certified is the Company, which will continue its existence as said surviving corporation under its present name of "Pandora Media, Inc." upon the effective date of said merger pursuant to the provisions of the DGCL.

FOURTH: The merger shall become effective upon the filing of this Certificate of Merger.

FIFTH: The Certificate of Incorporation of the Company, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the DGCL and such Certificate of Incorporation.

SIXTH: The Bylaws of the Company, as now in force and effect, shall continue to be the Bylaws of the surviving corporation until amended and changed pursuant to the provisions of the DGCL and such Bylaws.

SEVENTH: The executed Merger Agreement is on file at the office of the surviving corporation at 2101 Webster Street, Suite 1650, Oakland, California 94612.

EIGHTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

NINTH: The authorized capital stock of Pandora California consists of 220,000,000 shares of Common Stock, \$0.0001 par value, and 134,113,117 shares of Preferred Stock, \$0.0001 par value, of which 375,000 shares are designated as Series A Preferred Stock, 24,921,303 shares are designated as Series B Preferred Stock, 24,060,786 shares are designated as Series C Preferred Stock, 21,878,271 shares are designated Series D Preferred Stock, 8,639,737 are designated Series E Preferred Stock, 45,988,020 shares are designated Series F Preferred Stock and 8,250,000 shares are designated Series G Preferred Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger this 28th day of December, 2010.

PANDORA MEDIA, INC.
a Delaware corporation

By: _____
Name: Joseph Kennedy
Title: Chief Executive Officer and
President

(MP) 16248/003/REINCORPORATION/APPROVALS/DE cert.merger.doc