

PENDRELL CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Pendrell Corporation (the “Company”) exists to assist the Board in defining and assessing criteria for Board membership, identifying qualified Board candidates, recommending director nominees, and monitoring and overseeing matters of corporate governance applicable to the Company and its subsidiaries.

Membership

The Committee will be composed of not less than two members of the Board. Each Committee member shall be independent, as determined by the Board in a manner consistent with the independence requirements of the Nasdaq Stock Market (“Nasdaq”) and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including rules enacted pursuant to the Exchange Act. Committee members shall be appointed by the Board and serve for such terms as the Board may determine or until their earlier resignation, death or removal by the Board.

Powers

In performing its duties and carrying out its responsibilities, the Committee shall possess the power and authority to:

- retain and terminate search firms to assist in the identification of director candidates;
- engage professionals, including legal counsel, to assist the Committee’s review of director candidates or the Committee’s analysis of corporate governance issues;
- approve, in its sole discretion, the fees and retention terms of the search firms and professionals engaged by the Committee;
- delegate its responsibilities to one or more sub-committees, so long as the sub-committees consist of at least two directors, and so long as all members of the sub-committees satisfy the independence requirements described above; and
- exercise other powers of the Board in furtherance of the Committee’s purpose that are necessary to carry out the duties and responsibilities of the Committee.

Duties and Responsibilities

The Committee shall:

- develop qualification criteria for selecting director candidates;
- identify and screen potential director candidates;
- consult with the Board Chair regarding potential director candidates;

- after consultation with the Board Chair, recommend to the Board nominees for election or re-election at each annual stockholder meeting, or to fill Board vacancies;
- periodically review and make recommendations to the Board regarding the Company's charter or bylaws, or the governing documents of Company subsidiaries;
- establish procedures for, and periodically conduct performance evaluations of Board members and members of Board committees;
- identify, monitor and evaluate emerging corporate governance issues and trends and make related recommendations to the Board as appropriate;
- monitor compliance with the Company's Code of Conduct and Ethics;
- periodically review and assess the adequacy of this charter; and
- perform such other duties and fulfill such other responsibilities as the Board delegates to the Committee from time to time.

Operation

The Board will designate one member of the Committee to serve as chair of the Committee. The Committee will meet at such times as determined by the chair or as requested by any two members of the Committee, the Board or the Company's chief executive officer. The Committee, by resolution, may establish its own rules and regulations for the calling, notice and holding of meetings of the Committee. In the absence of rules and regulations, the provisions of the Company's bylaws that are generally applicable to committees of the Board will apply. The Committee will meet as often as it deems necessary but not less than two times per year, and will maintain minutes of all meetings held. The Committee will make reports to the Board when the Committee deems appropriate, or when requested by the Board.

This charter of the Nominating and Governance Committee was adopted at a meeting of the Board on December 8, 2011.