

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

09/10/2015
 900337348

ETAS ID: TM354672

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/23/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Athy Inc.		02/23/2015	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Aquarius Survivor LLC
Street Address:	645 Harrison Street, Third Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94107
Entity Type:	Limited Liability Company: Delaware

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	86489663	UU
Serial Number:	86489618	AUTHY

CORRESPONDENCE DATA

Fax Number: 5102952401

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 510-841-9800

Email: trademarks@coballlaw.com

Correspondent Name: Nate A. Garhart

Address Line 1: 918 Parker Street, Building A21

Address Line 4: Berkeley, CALIFORNIA 94710

ATTORNEY DOCKET NUMBER:	AUTHY FIRST ASSIGNMENTS
NAME OF SUBMITTER:	Gregory Soltys
SIGNATURE:	/Gregory Soltys/
DATE SIGNED:	09/10/2015

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:

"AUTHY INC.", A DELAWARE CORPORATION,
WITH AND INTO "AQUARIUS SURVIVOR LLC" UNDER THE NAME OF "AQUARIUS SURVIVOR LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2015, AT 9 O'CLOCK A.M.


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

5684459 8100M

150237531



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2139710

DATE: 02-23-15

TRADEMARK
REEL: 005622 FRAME: 0520

CERTIFICATE OF MERGER

OF

AUTHY INC.

WITH AND INTO

AQUARIUS SURVIVOR LLC

February 23, 2015

Pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 209 of the Limited Liability Company Act of the State of Delaware (the "LLC Act"), Aquarius Survivor LLC, a Delaware limited liability company (the "LLC") hereby certifies as follows:

FIRST: The name and state of incorporation or formation of each of the constituent entities of the merger (the "Constituent Entities") are as follows:

<u>Name of Entity</u>	<u>State of Incorporation or Formation</u>
Authy Inc.	Delaware
Aquarius Survivor LLC	Delaware

SECOND: An Agreement and Plan of Merger, dated as of February 23, 2015, by and among Twilio Inc., a Delaware corporation ("Parent"), Aquarius Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent, the LLC, Authy Inc., a Delaware corporation (the "Corporation"), the Pre-Closing Stockholders (as defined therein) of the Corporation and Daniel Palacio, an individual, as the Stockholders' Agent (the "Merger Agreement"), pursuant to which the Corporation will merge with and into the LLC with the LLC continuing as the surviving entity (the "Merger"), has been approved, adopted, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 264 of the DGCL and Section 209 of the LLC Act.

THIRD: The LLC shall be the surviving entity of the Merger (the "Surviving Entity"). The name of the Surviving Entity is "Aquarius Survivor LLC."

FOURTH: Upon the filing of this Certificate of Merger, the Certificate of Formation of the Surviving Entity shall be the Certificate of Formation of the LLC.

FIFTH An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity. The address of such principal place of business is:

Aquarius Survivor LLC
c/o Twilio Inc.
645 Harrison Street
San Francisco, CA 94107

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Entity upon request and without cost to any stockholder or member of either of the Constituent Entities.

SEVENTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the date first written above.

AQUARIUS SURVIVOR LLC

By: /s/ Jeff Lawson
Name: Jeff Lawson
Title: Manager

SIGNATURE PAGE TO CERTIFICATE OF MERGER