

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM466295

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	02/23/2018

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Poseidon Merger Sub 2, Inc.		02/23/2018	Corporation: DELAWARE
PhishMe Inc.		02/23/2018	Corporation: DELAWARE

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
PhishMe Inc.	02/23/2018	Corporation: DELAWARE

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	Cofense Inc.
<b>Street Address:</b>	1608 Village Market Blvd., SE, #B-200
<b>City:</b>	Leesburg
<b>State/Country:</b>	VIRGINIA
<b>Postal Code:</b>	20175
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
<b>Registration Number:</b>	4794642	THREATHQ
<b>Registration Number:</b>	4793446	PROTECT YOUR NETWORK
<b>Registration Number:</b>	4793445	PROTECT YOUR BRAND
<b>Registration Number:</b>	4492471	MALCOVERY
<b>Registration Number:</b>	4428503	MALCOVERY
<b>Registration Number:</b>	5231792	PHISHME
<b>Registration Number:</b>	5334954	PHISHME SIMULATOR
<b>Registration Number:</b>	4780220	PHISHME
<b>Registration Number:</b>	3477730	PHISHME
<b>Registration Number:</b>	4780219	PHISHME REPORTER
<b>Serial Number:</b>	87697407	COFENSE
<b>Serial Number:</b>	87734215	COFENSE

OP \$315.00 4794642

**CORRESPONDENCE DATA****Fax Number:** 3172317433

*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:** 317-236-1313**Email:** dwong@btlaw.com**Correspondent Name:** David A.W. Wong**Address Line 1:** 11 South Meridian Street**Address Line 4:** Indianapolis, INDIANA 46204-3535

<b>ATTORNEY DOCKET NUMBER:</b>	67018-100
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<b>NAME OF SUBMITTER:</b>	David A.W. Wong
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<b>SIGNATURE:</b>	/dwong/
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<b>DATE SIGNED:</b>	03/20/2018
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**Total Attachments: 6**

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# Delaware

The First State

Page 1

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:

"POSEIDON MERGER SUB 2, INC.", A DELAWARE CORPORATION, WITH AND INTO "PHISHME INC." UNDER THE NAME OF "COFENSE", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2018, AT 8:50 O`CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

4921466 8100M  
SR# 20181269268

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

Authentication: 202201542  
Date: 02-23-18

**TRADEMARK**  
**REEL: 006295 FRAME: 0034**

CERTIFICATE OF MERGER

MERGING

**POSEIDON MERGER SUB 2, INC.**  
**A DELAWARE CORPORATION**  
(merging corporation)

WITH AND INTO

**PHISHME INC.**  
**A DELAWARE CORPORATION**  
(surviving corporation)

February 23, 2018

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law (“*DGCL*”), the undersigned corporation, duly organized and existing under and by virtue of the *DGCL*, **DOES HEREBY CERTIFY AS FOLLOWS:**

**FIRST:** The name and state of incorporation of each of the constituent corporations to the Merger (as defined below) (each, a “*Constituent Corporation*”) is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Poseidon Merger Sub 2, Inc.	Delaware
PhishMe Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger entered into as of January 5, 2018 (the “*Merger Agreement*”), by and among Poseidon Holdco LP, a Delaware limited partnership (“*Parent*”), Poseidon Merger Sub 1, LLC, a Delaware limited liability company and wholly owned subsidiary of Parent (“*Merger Sub 1*”), Poseidon Merger Sub 2, Inc., a Delaware corporation and wholly owned subsidiary of Parent (“*Merger Sub 2*”), Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as the representative of the Securityholders (“*Securityholders’ Representative*”), and PhishMe Inc., a Delaware corporation (the “*Company*”), setting forth the terms and conditions of the merger of Merger Sub 2 with and into the Company (the “*Merger*”), has been approved, adopted, certified, executed and acknowledged by each of Parent, Merger Sub and the Company in accordance with Section 251 of the *DGCL*.

**THIRD:** The surviving corporation of the Merger shall be PhishMe Inc., whose name shall become Cofense Inc. after the Merger (the “*Surviving Entity*”).

**FOURTH:** That the Certificate of Incorporation of the Surviving Entity shall be amended and restated in full to be and to read as set forth in **EXHIBIT A** to this Certificate of Merger.

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

**SIXTH:** An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity at the following address: 1602 Village Market Boulevard, Suite #400, Leesburg, VA 20175.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder of a Constituent Corporation.

**IN WITNESS WHEREOF**, the Surviving Entity has caused this **CERTIFICATE OF MERGER** to be executed by its duly authorized officer as of the date first written above.

**PHISHME INC.**

A handwritten signature in black ink, appearing to read "Rohyt Belani", written over a horizontal line.

By: \_\_\_\_\_

Rohyt Belani  
Chief Executive Officer

**EXHIBIT A**

**CERTIFICATE OF INCORPORATION**

**SEVENTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**COFENSE INC.**

**ARTICLE I**

The name of the corporation is Cofense Inc. (hereinafter called the "Corporation").

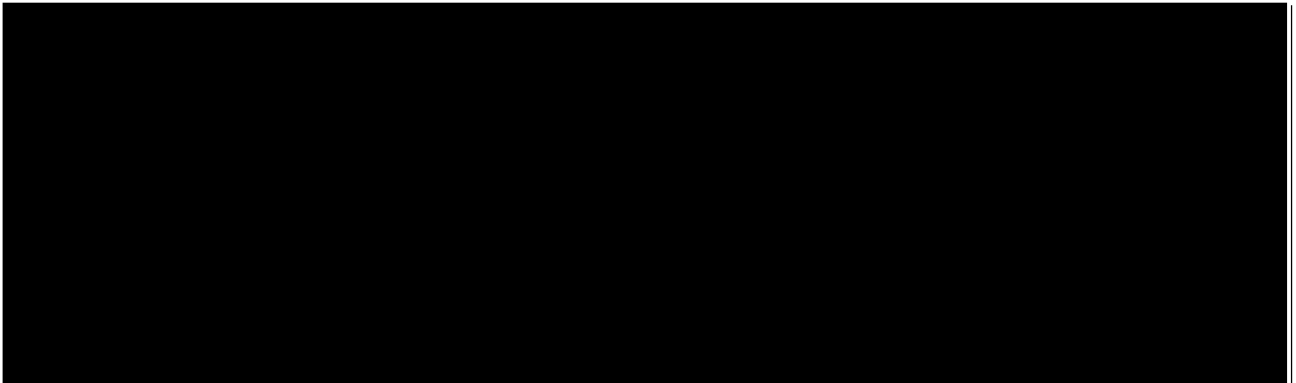
**ARTICLE II**

The registered office of the Corporation in the State of Delaware shall be Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801 and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

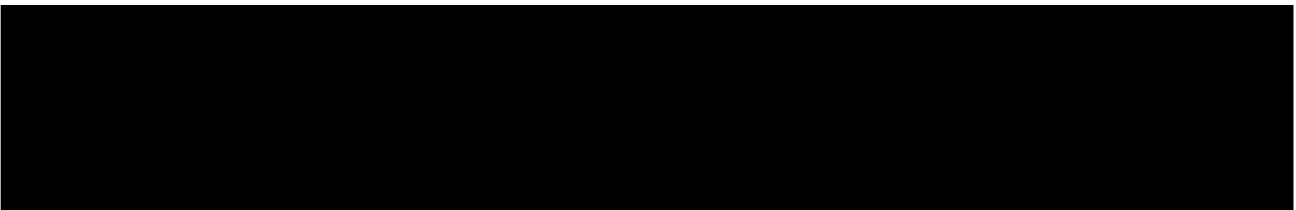
**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as it now exists or may hereafter be amended and/or supplemented from time to time (the "DGCL").

**ARTICLE IV**



**ARTICLE V**



**ARTICLE VI**



# Delaware

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COFENSE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COFENSE INC." WAS INCORPORATED ON THE THIRD DAY OF JANUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4921466 8300

SR# 20181514662

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202228802

Date: 02-28-18