

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM T-1**

**STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY  
OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

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**THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

**N/A**  
(State of incorporation  
if not a U.S. national bank)

**95-3571558**  
(I.R.S. employer  
identification no.)

**400 South Hope Street, Suite 500**  
**Los Angeles, California**  
(Address of principal executive offices)

**90071**  
(Zip code)

**Legal Department**  
**The Bank of New York Mellon Trust Company, N.A.**  
**240 Greenwich Street**  
**New York, NY 10286**  
**(212) 635-1270**  
(Name, address and telephone number of agent for service)

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**Synchronoss Technologies, Inc.**

(Exact name of obligor as specified in charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**06-1594540**  
(I.R.S. Employer  
Identification No.)

**200 Crossing Blvd., 8th Floor**  
**Bridgewater, New Jersey**  
(Address of principal executive offices)

**08807**  
(Zip code)

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**Debt Securities**  
(Title of the indenture securities)

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**Item 1. General information.**

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Comptroller of the Currency – United States Department of the Treasury	Washington, D.C. 20219
Federal Reserve Bank	San Francisco, California 94105
Federal Deposit Insurance Corporation	Washington, D.C. 20429

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

**Item 16. List of Exhibits.**

**Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).**

- [1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A. \(Exhibit 1 to Form T-1 filed pursuant to Section 305\(b\)\(2\) of the Act in connection with Registration Statement No. 333-135006-10\).](#)
  - [2. A copy of certificate of authority of the trustee to commence business. \(Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948\).](#)
  - [3. A copy of the authorization of the trustee to exercise corporate trust powers. \(Exhibit 3 to Form T-1 filed pursuant to Section 305\(b\)\(2\) of the Act in connection with Registration Statement No. 333-135006-10\).](#)
  - [4. A copy of the existing by-laws of the trustee. \(Exhibit 4 to Form T-1 filed pursuant to Section 305\(b\)\(2\) of the Act in connection with Registration Statement No. 333-135006-10\).](#)
  5. Not applicable.
  - [6. The consent of the trustee required by Section 321\(b\) of the Act. \(Exhibit 6 to Form T-1 filed pursuant to Section 305\(b\)\(2\) of the Act in connection with Registration Statement No. 333-135006-10\).](#)
  - [7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.](#)
  8. Not applicable.
  9. Not applicable.
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**SIGNATURE**

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the city of Los Angeles, and State of California, on the 24<sup>th</sup> day of June, 2021.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.**

By: /s/ Mark A. Golder

Name: Mark A. Golder

Title: Vice President

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Consolidated Report of Condition of  
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.  
of 400 South Hope Street, Suite 500, Los Angeles, CA 90071

At the close of business March 31, 2021, published in accordance with Federal regulatory authority instructions.

	<u>Dollar amounts in thousands</u>
<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	3,196
Interest-bearing balances	364,009
Securities:	
Held-to-maturity securities	0
Available-for-sale debt securities	76,836
Equity securities with readily determinable fair values not held for trading	0
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	0
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, held for investment	0
LESS: Allowance for loan and lease losses	0
Loans and leases held for investment, net of allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	21,614
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets	856,313
Other assets	97,933
<b>Total assets</b>	<b><u>\$ 1,419,901</u></b>
<b>LIABILITIES</b>	
Deposits:	
In domestic offices	1,450
Noninterest-bearing	1,450
Interest-bearing	0
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	0
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	267,635
<b>Total liabilities</b>	<b>269,085</b>
Not applicable	
<b>EQUITY CAPITAL</b>	
Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	324,510
Not available	
Retained earnings	824,290
Accumulated other comprehensive income	1,016
Other equity capital components	0
Not available	
Total bank equity capital	1,150,816
Noncontrolling (minority) interests in consolidated subsidiaries	0
<b>Total equity capital</b>	<b>1,150,816</b>
<b>Total liabilities and equity capital</b>	<b><u>1,419,901</u></b>

I, Matthew J. McNulty, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Matthew J. McNulty                    )       CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Antonio I. Portuondo, President        )  
Michael P. Scott, Managing Director    )       Directors (Trustees)  
Kevin P. Caffrey, Managing Director    )

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