

VCA PLATFORMS LLC

BMV HOLDINGS LLC — LICENSED INTELLECTUAL PROPERTY SCHEDULE

Schedule to VCA-PLAT-010 Umbrella Intellectual Property License Agreement

Document ID: VCA-PLAT-011 | Status: Draft IP Inventory / Chain-of-Title Record

This Schedule identifies the categories of BMV Holdings LLC (“BMV”) pre-existing Governance & Infrastructure intellectual property intended to fall within the umbrella license to VCA Platforms LLC (“VCA Platforms”). It is an inventory and boundary record and does not itself transfer title. Specific repositories, files, versions, hashes, credentials and dependency records may be appended through the controlled technical transfer room and incorporated by reference.

A. LICENSED GOVERNANCE & INFRASTRUCTURE IP CATEGORIES

IP-011-01 — Governance Architecture. Pre-existing governance-system concepts, structures, rules, approval logic, operating-control architecture, governance workflows and related documentation developed or owned by BMV and specifically deployed within the VCA Platforms environment.

IP-011-02 — Orchestration & Workflow Architecture. Pre-existing orchestration logic, workflow structures, agent-routing concepts, task sequencing, handoff logic, automation patterns and reusable operational architecture owned by BMV.

IP-011-03 — Intelligence-Layer Frameworks. Pre-existing system architecture for persistent business intelligence, structured context, reusable knowledge, business-state memory, decision support, prompt-resolution architecture and related implementation frameworks owned by BMV.

IP-011-04 — Business Operating-System Frameworks. Pre-existing operating-system concepts and reusable modules for business planning, governance, operations, growth, opportunity discovery, client/service workflows, resource coordination and related business-management functionality.

IP-011-05 — Prompt, Resolver & Decision Frameworks. Pre-existing prompt structures, resolver logic, intake frameworks, decision trees, opportunity-pathway structures, recommendation logic and reusable business-resolution methodologies owned by BMV.

IP-011-06 — Platform Integration Architecture. Pre-existing architecture and reusable methods for integrating third-party models, APIs, software services, databases, authentication, storage, content systems, research services and other external execution layers.

IP-011-07 — Administrative & Control Interfaces. Pre-existing concepts, specifications, schemas and reusable components for administrative dashboards, access controls, permissions, audit records, governance views, deployment controls and system-management interfaces.

IP-011-08 — Data, Schema & Knowledge Structures. Pre-existing data models, taxonomies, schemas, structured business profiles, knowledge organization, metadata structures and reusable information architectures owned by BMV.

IP-011-09 — Documentation & Technical Specifications. BMV-owned pre-existing technical specifications, architecture notes, diagrams, operating documentation, requirements, implementation instructions, system maps and other materials directly supporting the Licensed IP.

IP-011-10 — Reusable Source Components. Reusable BMV-owned pre-existing source-code components, configuration patterns, templates, utilities and implementation assets specifically identified in the technical inventory as BMV Licensed IP.

B. IDENTIFICATION AND TECHNICAL EVIDENCE

B.1 Repository Mapping. Each material Licensed IP component should, where applicable, be mapped to its repository, directory, file set, branch, release, deployment or other technical location.

B.2 Version Evidence. The transfer room may record version identifiers, commit references, timestamps, release identifiers and cryptographic hashes or comparable integrity evidence for material source artifacts.

B.3 Document IDs. Supporting architecture documents, specifications and exhibits may receive unique document IDs and be cross-referenced to this Schedule.

B.4 Chain-of-Title Record. BMV may include creation records, ownership declarations, prior assignment records or other evidence reasonably supporting BMV’s ownership or authority to license a scheduled component.

C. EXPRESS EXCLUSIONS FROM THIS SCHEDULE

C.1 Education Platform Transfer Assets. Assets sold to VCA Platforms under the separate Education Platform acquisition are not treated as umbrella Licensed IP following closing, except for a specifically identified retained BMV component separately listed as licensed.

C.2 Kayla Transfer Assets. Upon closing of the separate Kayla acquisition, transferred Kayla intellectual property is excluded from the umbrella license and governed by the Kayla acquisition and residual documents.

C.3 Third-Party Property. Third-party models, APIs, libraries, frameworks, hosting platforms, SaaS products, data, fonts, media, open-source components and other third-party property are not represented as BMV-owned IP.

C.4 Unscheduled BMV IP. BMV intellectual property not expressly included in this Schedule or a subsequently executed amendment remains BMV property and is not licensed merely by implication.

C.5 Personal or Unrelated Assets. BMV assets unrelated to the VCA Platforms licensed technology scope remain excluded.

D. THIRD-PARTY DEPENDENCIES

D.1 Dependency Register. Material third-party dependencies supporting Licensed IP will be identified in a separate Source & Dependency Register, including provider/product, purpose, licensing model, account ownership, renewal responsibility and transferability where applicable.

D.2 No Ownership Representation. Inclusion of a third-party dependency in the technical environment does not convert that dependency into BMV-owned or VCA-owned intellectual property.

D.3 Credentials. API keys, passwords, tokens and secrets are not to be printed in this Schedule. They will be handled through controlled credential-transfer procedures.

E. IMPROVEMENTS, DERIVATIVES AND NEW COMPANY IP

E.1 Underlying BMV IP. BMV retains title to scheduled underlying pre-existing Licensed IP unless separately sold or assigned in writing.

E.2 VCA-Funded Improvements. VCA Platforms receives the durable commercialization and use rights for approved VCA-funded improvements contemplated by the umbrella license, subject to the definitive derivative-work boundaries.

E.3 New Standalone Company IP. Genuinely new standalone IP created by or for VCA Platforms that is not derived from scheduled BMV pre-existing or excluded IP is Company-owned unless otherwise agreed in writing before development.

E.4 Classification Record. Where classification is reasonably uncertain, the parties may record the applicable asset as BMV Underlying IP, VCA-Funded Improvement, New Standalone VCA IP, Transferred IP, Excluded IP or Third-Party Dependency in the master IP register.

F. MASTER TECHNICAL INVENTORY FIELDS

Asset ID	Asset / Component	Classification	Repository / Location	Version / Hash	Dependency	Status

G. STATUS / ACTIVATION CONTROL

G.1 Current Status. DRAFT / PRE-CLOSING — inventory subject to technical reconciliation and execution.

G.2 Licensed Status. Upon execution and satisfaction of applicable funding/closing conditions, scheduled assets may be marked ACTIVE — LICENSED TO VCA PLATFORMS LLC in the master transaction index and controlled transfer room.

G.3 No Title Transfer. Activation of the umbrella license changes authorized use status; it does not transfer BMV title to retained Licensed IP.

G.4 Reconciliation. Final activation should be reconciled against the controlling transaction documents, technical inventory and applicable source/dependency records.

H. CERTIFICATION

The undersigned certify that, to their knowledge and subject to the attached technical inventory and disclosed third-party dependencies, this Schedule is intended to identify the BMV pre-existing IP categories licensed under VCA-PLAT-010 without expanding the license beyond the rights expressly agreed in the definitive transaction documents.

BMV HOLDINGS LLC

By: _____

Name: Vince Carol

Title: Authorized Representative

Date: _____

VCA PLATFORMS LLC

By: _____

Name: Vince Carol

Title: Founder / Chief Executive Officer

Date: _____

ACKNOWLEDGED AND APPROVED BY STRATEGIC INVESTMENT SIDE

Acorn Capital Holdings LLC

By: _____

Name: Duane F. Guilford

Title: Authorized Representative

Date: _____