

VCA PLATFORMS LLC

EDUCATION PLATFORM — ACQUIRED ASSET SCHEDULE

Schedule to VCA-PLAT-012 Asset Purchase & Transfer Agreement

Document ID: VCA-PLAT-013 | Status: Draft Asset Inventory / Closing Schedule

This Schedule identifies the Education Platform software/product asset categories intended to be acquired by VCA Platforms LLC at Closing under VCA-PLAT-012. It is designed to be reconciled against the actual repositories, deployments, documentation and dependencies before final execution. Nothing in this Schedule represents third-party property as Seller-owned or transfers an asset before Closing.

A. CORE EDUCATION PLATFORM PRODUCT ASSETS

EDU-013-01 — Core Application Source. Seller-owned source code and application logic comprising the Education Platform, as specifically mapped in the final technical inventory.

EDU-013-02 — Landing & Learner Experience. Seller-owned user-interface code, layouts, navigation, onboarding flows and learner-workspace components specific to the Education Platform.

EDU-013-03 — Learner Profile System. Seller-owned structures, logic and interface components used to create, maintain and use learner profiles and related personalization inputs.

EDU-013-04 — Career Pathway System. Seller-owned pathway structures, matching logic, ranking logic, roadmap presentation and related platform functionality for career-pathway exploration.

EDU-013-05 — Personalized Learning Experience. Seller-owned platform logic, interfaces and workflows supporting personalized learning recommendations and learner progression.

EDU-013-06 — Career Passport™ Functionality. Seller-owned software/product components implementing the Education Platform's Career Passport functionality, subject to final confirmation of any separate trademark or brand ownership.

EDU-013-07 — Digital Credentials & Badges. Seller-owned product logic, interfaces, schemas and workflows supporting digital credentials, badges or comparable achievement records.

EDU-013-08 — Employer Portal. Seller-owned employer-facing application components, workflows and interfaces included in the Education Platform.

EDU-013-09 — Job-Matching Functionality. Seller-owned application logic, schemas, workflows and interfaces supporting job or opportunity matching.

EDU-013-10 — Career Action Plan. Seller-owned functionality supporting generation, presentation, printing or export of learner career action plans.

EDU-013-11 — Career Resource & Program Mapping. Seller-owned structures and presentation logic used to surface training, apprenticeship, certification, workforce, financial-aid or related career resources.

EDU-013-12 — Administrative Components. Seller-owned administrative interfaces, configuration tools and management components specific to operation of the Education Platform.

B. KAYLA INTEGRATION BOUNDARY

B.1 Kayla Excluded. Kayla intellectual property is not transferred under this Schedule. Kayla is governed by the separate Kayla acquisition and residual transaction.

B.2 Integration Components. Education Platform-owned interface code, routing, display components or integration logic used to connect the platform to Kayla may be transferred if specifically identified as Seller-owned Education Platform assets.

B.3 No Duplicate Consideration. The Education Platform purchase price does not purchase Kayla IP, and the Kayla purchase price does not create a second purchase price for Education Platform assets.

C. TECHNICAL AND DOCUMENTATION ASSETS

EDU-013-13 — Database & Schema Materials. Seller-owned Education Platform database schemas, data models, migrations and structural documentation, excluding third-party or personal data.

EDU-013-14 — Configuration Assets. Seller-owned configuration files, environment templates and deployment configuration, excluding secrets and non-transferable third-party credentials.

EDU-013-15 — Architecture Documentation. Seller-owned diagrams, specifications, system maps, implementation notes and architecture documentation specific to the Education Platform.

EDU-013-16 — Product Documentation. Seller-owned requirements, feature documentation, user-flow documentation, operating instructions and product specifications.

EDU-013-17 — Deployment Materials. Seller-owned deployment scripts, infrastructure configuration or deployment instructions that are transferable and specifically used for the Education Platform.

EDU-013-18 — Tests & QA Assets. Seller-owned automated tests, test plans, QA records and validation materials specific to the Education Platform, where they exist.

EDU-013-19 — Design Assets. Seller-owned Education Platform-specific design files, interface assets and visual product materials identified in the final inventory.

D. EXPRESSLY EXCLUDED / SEPARATELY CLASSIFIED

D.1 BMV Governance & Infrastructure IP. BMV-owned pre-existing Governance & Infrastructure IP remains outside this asset sale unless a particular component is expressly classified as a transferred Education Platform asset in the final schedule.

D.2 Kayla. All transferred Kayla identity, personality, model configuration, voice/persona materials and other Kayla-specific IP are governed separately.

D.3 Third-Party Technology. Third-party AI models, APIs, libraries, frameworks, SaaS platforms, hosting, databases, data providers, open-source components and other third-party property are dependencies rather than acquired Seller-owned assets unless legally transferable rights are expressly documented.

D.4 Credentials and Secrets. Passwords, API keys, tokens and other secrets are not printed in this Schedule and will be re-provisioned or securely transferred where permitted.

D.5 Personal / Production Data. Learner, employee, customer or other personal/production data is not intellectual property acquired merely by virtue of this asset purchase and will be handled separately under applicable law and operational requirements.

D.6 Unrelated Assets. Seller assets unrelated to the Education Platform are excluded.

E. MASTER ASSET INVENTORY / CODEX RECONCILIATION TABLE

Asset ID	Component	Owner/Class	Repo/Location	Branch/Version	Commit/Hash	Dependency	Transfer Status

F. SOURCE & DEPENDENCY RECONCILIATION

F.1 Automated Inventory. The parties may use repository-analysis tooling, including Codex-assisted inventory procedures, to identify source files, directories, package manifests, integrations and other technical artifacts for reconciliation against this Schedule.

F.2 Human Confirmation. Automated output is evidentiary/supporting inventory only and must be reviewed before it is treated as a definitive ownership, licensing or transfer classification.

F.3 Dependency Register. Material third-party dependencies will be recorded in the separate Source & Dependency Register with provider/product, purpose, license model, account ownership, transferability and operational responsibility.

F.4 Integrity Evidence. Where practical, final source snapshots may be associated with commit IDs, release IDs, checksums or cryptographic hashes to establish the technical state delivered at Closing.

G. TRANSFER STATUS CONTROL

G.1 Pre-Closing. Current status: DRAFT / PENDING TRANSFER.

G.2 Closing. Upon Closing, satisfaction of the \$100,000 purchase-price condition and confirmed delivery, transferred assets may be marked ACTIVE — ACQUIRED BY VCA PLATFORMS LLC.

G.3 Exceptions. Any asset not delivered, ownership-unconfirmed, non-transferable or otherwise unresolved at Closing will be listed as an exception/open item rather than silently treated as transferred.

G.4 Acceptance Certificate. Final delivery status will be evidenced through the Technical Asset Transfer & Acceptance Certificate and the controlled digital transfer room.

H. CERTIFICATION

The undersigned acknowledge that this Schedule is intended to define and evidence the Education Platform asset boundary for Closing. The final executed Schedule will incorporate the reconciled technical inventory and disclosed dependencies and will become part of the Education Platform chain-of-title package.

SELLER

Entity: _____

By: _____

Name: Vince Carol

Title: Authorized Representative

Date: _____

BUYER — 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: _____