

VCA PLATFORMS LLC

EDUCATION PLATFORM MANAGEMENT AND SERVICES AGREEMENT

Standalone Post-Closing Management Agreement

Document ID: VCA-PLAT-021 | Status: Draft / Transaction Implementation Record

This document is part of the VCA Platforms LLC definitive transaction implementation package and is intended to implement the commercially agreed framework without independently expanding or renegotiating those terms.

1. PURPOSE

This agreement governs post-Closing management, development, implementation and operational services for the Education Platform separately from the \$100,000 asset acquisition under VCA-PLAT-012.

2. OWNERSHIP

VCA Platforms LLC owns the acquired Education Platform assets following Closing. Management or services performed after Closing do not create a second purchase price or reverse the asset transfer.

3. SERVICES

Services may include product management, implementation, platform administration, curriculum/workforce integration, employer and learner workflows, deployment coordination, maintenance planning, enhancements and related operational support.

4. KAYLA SEPARATION

Kayla ownership and residual economics remain governed solely by VCA-PLAT-015 through VCA-PLAT-018. Integration of Kayla into the Education Platform does not merge the two acquisition economics.

5. FEES AND BUDGET

Management/service compensation and approved expenses will be those stated in the controlling transaction documents or a mutually approved operating budget. They are separate from the BMV umbrella IP license and asset purchase prices.

6. NEW WORK PRODUCT

Post-Closing work product will be classified under the definitive IP framework as Company-owned new standalone IP, VCA-funded improvement, retained BMV underlying IP or third-party property, as applicable.

7. TERM AND TERMINATION

The definitive execution copy will state the service term, renewal, termination, transition and handoff obligations without altering ownership of assets already acquired by VCA Platforms.

8. STATUS

DRAFT / POST-CLOSING IMPLEMENTATION DOCUMENT.

ACKNOWLEDGMENT / EXECUTION

VCA PLATFORMS LLC

By: _____

Name: Vince Carol

Title: Founder / Chief Executive Officer

Date: _____

ACORN CAPITAL HOLDINGS LLC

By: _____

Name: Duane F. Guilford

Title: Authorized Representative

Date: _____