

VCA PLATFORMS LLC

MASTER TRANSACTION CLOSING INDEX AND IMPLEMENTATION CERTIFICATE

Master Closing Index / Certification Record

Document ID: VCA-PLAT-024 | 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 document serves as the master index and implementation certificate for the formation, governance, capitalization, IP licensing, Education Platform acquisition, Kayla acquisition, participation, executive/service and technical-transfer documents comprising the VCA Platforms LLC transaction package.

2. CONTROLLING COMMERCIAL FRAMEWORK

The executed Final Agreed Terms Schedule constitutes the controlling commercial framework and supersedes conflicting preliminary term sheets, drafts and correspondence on the matters it addresses. Definitive documents implement rather than renegotiate those agreed terms.

3. FORMATION RECORD

The closing archive will include the New Jersey formation record for VCA Platforms LLC, organizational consents, ownership/governance records and the initial capitalization authorization.

4. PRINCIPAL OWNERSHIP RECORD

Founder Side: Vince Carol - 50%. Strategic Investment Side: Acorn Capital Holdings LLC - 50%, subject to the separately documented 10% economic participation pool structure.

5. IP AND ASSET RECORDS

The index will cross-reference the BMV umbrella IP license and schedule, Education Platform purchase and acquired-asset records, Kayla purchase, acquired-IP and residual records, and all source/dependency/access records.

6. EXECUTIVE AND PARTICIPATION RECORDS

The archive will cross-reference the Founder Commitment Agreement, Executive Services Agreement, Laquan James participation documentation and any other approved participation or service instruments.

7. CAI-RENU / EDUCATION SERVICES RECORDS

The archive will include the applicable CAI-RENU corporate engagement and Education Platform management/services documents once finalized and executed.

8. CLOSING CONDITIONS

Documents may be signed or prepared before Closing while expressly remaining subject to applicable funding, payment, delivery or other closing conditions. No status label will imply a completed transfer before its condition is satisfied.

9. STATUS SYSTEM

Records may use the following controls as applicable: DRAFT / PRE-CLOSING; EXECUTION READY; EFFECTIVE UPON CLOSING; ACTIVE / LICENSED; ACTIVE / ACQUIRED; VERIFIED / TRANSFER COMPLETE; CONDITIONALLY ACCEPTED / OPEN ITEMS; and RESIDUAL SATISFIED / PERMANENTLY TERMINATED.

10. IMPLEMENTATION CERTIFICATION

At Closing, the principals may certify that the indexed documents constitute the transaction implementation package, subject only to specifically listed open items, post-closing deliverables and legally required confirmatory instruments.

ACKNOWLEDGMENT / EXECUTION

VCA PLATFORMS LLC

By: _____

ACORN CAPITAL HOLDINGS LLC

By: _____

Name: Vince Carol
Title: Founder / Chief Executive Officer
Date: _____

Name: Duane F. Guilford
Title: Authorized Representative
Date: _____