LICENSE AGREEMENT  
 This LICENSE AGREEMENT (this "Agreement") is entered into as of May 15, 2020 (the "Effective Date"), by and between UGIV, LLC, a Delaware limited liability company, having a principal place of business at 0000 X. Xxxxxxxx Xxxxxxx, Xxxxx 000, Xxxxxxxxxx, XX 00000 ("UGIV") and Uncommon Charitable Impact, Inc., an Arizona nonprofit corporation, having a principal place of business at 00000 X. Xxxxxxxxxx Xxxx., Xxxxx 000-000, Xxxxxxxxxx, XX 00000 ("UCI") (each referred to individually as a "Party", and collectively as the "Parties").  
 WHEREAS, UGIV has developed (and continues to develop) a digital giving platform which includes both website and mobile applications (the "Platform"), designed to connect Donors and Caregivers (each as defined below) in an efficient and trustworthy manner including digital wallet functionality and the ability to manage DAFs (as defined below);  
 WHEREAS, UCI wishes to receive a license to the Platform and certain other UGIV intellectual property to enable UCI to receive funds paid or deposited by Donors, administer DAFs, and grant funds to Caregivers; and  
 WHEREAS, UGIV is willing to grant such licenses, subject to the licensing fees and other terms and conditions further described herein.  
 NOW, THEREFORE, for and in consideration of the mutual promises set forth herein and for other good and valuable consideration, receipt of which is hereby acknowledged, UGIV and UCI hereby agree as follows: