AI Algorithm Licensing and Registration Certificate

CERTIFICATE OF REGISTRATION AND LICENSE

THIS AI ALGORITHM LICENSING AND REGISTRATION CERTIFICATE (the "Certificate") is issued on January 22, 2024, by Nexus Intelligent Systems, Inc., a Delaware corporation with principal offices at 1200 Innovation Plaza, San Francisco, California 94105 (the "Licensor").

1. DEFINITIONS

1 "Registered Algorithm" shall mean the proprietary artificial intelligence predictive maintenance algorithm developed by Nexus Intelligent Systems, Inc., specifically designated as NIS-PAM-2023-v4.2 (Predictive Asset Management), as more fully described in Exhibit A hereto.

2 "Intellectual Property Rights" shall include all patents, copyrights, trade secrets, technical specifications, source code, and derivative works associated with the Registered Algorithm.

2. CERTIFICATE OF REGISTRATION

1 The Licensor hereby certifies that the Registered Algorithm:

a) Has been developed through original research and development

b) Is free of known third-party encumbrances

c) Has been registered with the United States Patent and Trademark Office

d) Is protected under applicable intellectual property laws

2 Registration Details:

- Registration Number: USPTO-AI-2023-NIS-0042

- Registration Date: September 15, 2023

- Effective Protection Period: Ten (10) years from registration date

3. LICENSING TERMS

1 The Licensor grants a non-exclusive, worldwide license to use the Registered Algorithm subject to the following restrictions:

a) The license is non-transferable

b) Commercial use requires separate written authorization

c) Reverse engineering is strictly prohibited

d) Sublicensing is not permitted without explicit written consent

2 Licensing Scope:

- Permitted Use: Internal research and development

- Restricted Use: Direct commercial application requires additional licensing

- Geographic Limitation: Global, excluding sanctioned territories

4. REPRESENTATIONS AND WARRANTIES

1 The Licensor represents and warrants that:

a) It possesses full legal right to license the Registered Algorithm

b) The algorithm is original and does not infringe existing intellectual property rights

c) To the best of its knowledge, no pending litigation exists challenging the algorithm's originality

2 Limitation of Liability:

- Maximum aggregate liability is limited to the licensing fee

- No warranty is provided for consequential or indirect damages

5. CONFIDENTIALITY

1 The Registered Algorithm contains proprietary trade secrets and shall be treated as confidential information.

2 Any recipient of this certificate agrees to:

a) Maintain strict confidentiality

b) Prevent unauthorized disclosure

c) Implement reasonable security measures

6. EXECUTION

IN WITNESS WHEREOF, the undersigned authorized representative of Nexus Intelligent Systems, Inc. has executed this Certificate of Registration and License.

Authorized Signature:

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Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

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Corporate Seal:

[Nexus Intelligent Systems, Inc. Corporate Seal]

7. DISCLAIMERS

1 This certificate does not constitute a guarantee of commercial success or performance.

2 The Registered Algorithm is provided "AS IS" without any express or implied warranties.

8. GOVERNING LAW

This Certificate shall be governed by and construed in accordance with the laws of the State of Delaware.

End of Certificate