PATENT ASSIGNMENT AND INTELLECTUAL PROPERTY TRANSFER AGREEMENT

PARTIES

This Patent Assignment and Intellectual Property Transfer Agreement (the "Agreement") is executed on January 22, 2024, by and between:

ASSIGNOR: Nexus Intelligent Systems, Inc., a Delaware corporation with principal offices at 1200 Technology Park Drive, San Jose, California 95134 (the "Company")

RECITALS

WHEREAS, the Company has developed certain proprietary technology related to intelligent data extraction and multimodal information processing;

WHEREAS, the Company desires to formally assign and transfer all intellectual property rights associated with its Patent Application No. NIS-2023-AI-001 (the "Patent");

WHEREAS, the Patent represents a critical technological innovation in artificial intelligence-driven information processing systems;

DEFINITIONS

1 "Intellectual Property" shall mean all patents, patent applications, trade secrets, technical documentation, source code, and related intellectual property rights associated with the multimodal information processing technology.

2 "Transfer Date" means the effective date of complete intellectual property assignment, being January 22, 2024.

3 "Confidential Information" includes all technical, financial, and strategic details related to the Patent and underlying technology.

ASSIGNMENT OF INTELLECTUAL PROPERTY

1 Complete Assignment

The Company hereby irrevocably assigns, transfers, and conveys to the assignee all right, title, and

interest in the Patent, including:

a) All worldwide patent rights

b) All continuation, divisional, and derivative patent applications

c) All associated trade secrets and technical documentation

d) All rights to sue for past, present, and future infringements

2 Representations and Warranties

The Company represents and warrants that:

a) It is the sole and exclusive owner of the Patent

b) The Patent is valid and enforceable

c) No third-party claims exist against the Patent

d) All inventive work was performed exclusively by Company employees

TECHNICAL SPECIFICATIONS

1 Patent Description

The Patent covers a novel multimodal information processing system characterized by:

a) Adaptive machine learning algorithms

b) Cross-modal data integration techniques

c) Real-time inference and predictive modeling capabilities

d) Scalable architectural design for enterprise applications

2 Technical Innovations

Key technological innovations include:

- Dynamic feature extraction across heterogeneous data sources

- Probabilistic inference models with >95% accuracy

- Adaptive learning algorithms that minimize computational overhead

- Secure, privacy-preserving data processing mechanisms

FINANCIAL CONSIDERATIONS

1 Consideration

In consideration of this assignment, the assignee shall provide:

-       Immediate cash payment of $1,250,000

-       Potential future royalties based on commercial implementation

2 Payment Terms

Full payment shall be made within 10 business days of execution.

CONFIDENTIALITY AND RESTRICTIONS

1 Confidentiality

Both parties agree to maintain strict confidentiality regarding the Patent's technical details and commercial potential.

2 Non-Disclosure

The Company shall not disclose Patent details to any third party without written consent.

GOVERNING LAW

This Agreement shall be governed by the laws of the State of California, with exclusive jurisdiction in Santa Clara County.

SIGNATURES

EXECUTED by authorized representatives:

Nexus Intelligent Systems, Inc.

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Dr. Elena Rodriguez

Chief Executive Officer

Date: January 22, 2024

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Michael Chen

Chief Technology Officer

Date: January 22, 2024

[Corporate Seal]