

EXHIBIT 1

LEGALIST SPV III, LP
58 West Portal Ave. #747
San Francisco, CA 94127
receivables@legalist.com

April 5, 2024

BY ELECTRONIC MAIL

Attn: Tim McAtee (timothy.mcatee@hii-tds.com)
Mission Technologies Corp, a division of HII (HII)

RE: Cyberlux Corporation

Dear Sir or Madam:

We write to inform you that Legalist SPV III, LP (“**Legalist**”) is providing a revolving credit facility to **Cyberlux Corporation** (the “**Borrower**”) to facilitate its ability to better meet the needs of its customers.

We understand that Borrower is a party to Commercial Subcontract Agreement No. P000043846 (the “**Contract**”) with your organization. This is to confirm that Legalist holds a valid and properly perfected first-priority security interest over certain personal property of the Borrower (collectively, the “**Collateral**”), including (without limitation) all accounts and accounts receivables of, and all other proceeds of the Contract(s) owed to, the Borrower. Copies of (i) Legalist’s current financing statement covering the Collateral and (ii) the Borrower’s assignment of the Collateral to Legalist are attached hereto.

Pursuant to Uniform Commercial Code §§ 9-406 and 9-607, Legalist hereby demand that amounts ordinarily payable to the Borrower under the Contracts shall be payable directly to Legalist at the account stated below. At such time, please contact Legalist for an updated accounting. It is acknowledged that Cyberlux will hold HII harmless if Legalist does not remit all funds to Cyberlux after satisfying all outstanding obligations to Legalist.

No response is necessary to this writing, but Legalist can be contacted at the addresses above.

Payment should be sent in the name of Legalist to:

BY COURIER:

PO Box 22541
14005 Live Oak Ave.
Irwindale, CA 91706-1300

BY US MAIL:

PO Box 22541
Pasadena, CA 91185-2541

Sincerely,

LEGALIST SPV III, LP

By: Legalist, Inc., its investment adviser

By: /s/ Brian T. Rice
Name: Brian T. Rice
Title: Authorized Signatory

Address: 58 West Portal Ave. #747
San Francisco, CA 94127
receivables@legalist.com

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Legalist Inc. 415-570-7878
B. E-MAIL CONTACT AT FILER (optional) info@legalist.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Legalist, Inc. 58 West Portal Ave #747 San Francisco, CA 94127, USA

Filed in the Office of <i>FVAguilar</i> Secretary of State State Of Nevada	Initial Filing Number 2024395945-0
	Filed On April 1, 2024 11:49 AM
	Number of Pages 1

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME CYBERLUX CORPORATION				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 800 PARK OFFICES DR., STE. 3209		CITY RESEARCH TRIANGLE PARK	STATE NC	POSTAL CODE 27709
			COUNTRY USA	

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
			COUNTRY	

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME LEGALIST SPV III, LP				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 58 WEST PORTAL AVE. NO. 747		CITY SAN FRANCISCO	STATE CA	POSTAL CODE 94127
			COUNTRY USA	

4. COLLATERAL: This financing statement covers the following collateral:

ALL ASSETS

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

Exhibit C
Instrument of Assignment

Reference is made to that certain Government Purchase Order Financing Agreement (the “**Agreement**”), dated as of March 27, 2024, between Cyberlux Corporation, as assignor (“**Assignor**”), and Legalist SPV III, LP, as assignee (“**Assignee**”). Capitalized terms used but not defined herein have the meanings assigned to them in the Agreement.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby collaterally assigns to Assignee all right and title to, and interest in, any account(s) indicated in the enclosed Notice of Assignment, all rights to payment therefrom, and all proceeds thereof (all as set forth in greater detail in the Agreement).
2. The parties confirm that this instrument is intended to function as an “*instrument of assignment*” within the meaning of 48 CFR § 32.805.
3. The assignment (a) covers all unpaid amounts; (b) is made only to Assignee; and (c) is not subject to further assignment.
4. Assignor hereby ratifies its irrevocable appointment of Assignee as its agent and true and lawful attorney in fact for purposes hereof, including submitting evidence of this assignment to Assignor’s contract counterparties.
5. Nothing herein shall supersede or change the Agreement, and both the Agreement and this instrument shall be interpreted together as one document.

LENDER:

DocuSigned by:
LEGALIST SPV III, LP
By Brian T. Rice
Name: Brian T. Rice
Title: Authorized Signatory
Address: 58 West Portal Ave. #747
San Francisco, CA 94127
Email: receivables@legalist.com

BORROWER:

DocuSigned by:
CYBERLUX CORPORATION
By Mark D. Schmidt *
Name: Mark D. Schmidt
Title: President and CEO
Address: 800 Park Offices Dr., Ste. 3209
Research Triangle, NC 27709
Email: mschmidt@cyberlux.com

*Authorized representative and corporate secretary