

EXHIBIT D

ASSIGNMENT AND ASSUMPTION OF PROFESSIONAL SERVICES AGREEMENT

CONSENT OF CLIENT

The undersigned, as “Client” under that certain Agreement, as more fully described above, hereby affirms and consents to the assignment and assumption of the Agreement by **S&ME, INC.** (“Assignor”) to **INSPIRE PLACEMAKING COLLECTIVE, INC.** (“Assignee”), pursuant to this Assignment, and further certifies:

1. The Agreement as set forth on Exhibit “A” attached hereto and which is made a part hereof, constitutes the entire agreement between the parties to it and has not been modified or amended.
2. The Agreement, as of the date hereof, is in full force and effect, binding and enforceable in accordance with its terms, and there are no other agreements, whether oral or written, or understandings of any nature between Client and Assignor which modify or amend the Agreement in any respect whatsoever.
3. There exists no default by Assignor or Client under the terms of the Agreement, and there are no claims, actions, suits, or proceedings pending or that have been threatened by Client against Assignor.

The person executing this consent to assignment is duly authorized and empowered in all respects to do so on behalf of the undersigned Client.

[CLIENT NAME]

By: _____

Name: Craig A. Estep

Title: Chairman

Date: February 14, 2023