

ASSIGNMENT AND ASSUMPTION AGREEMENT
between
ACME BUSINESS CONSULTING, LLC
and
EXCELERATE, LLC
for
AS NEEDED PROJECT MANAGEMENT OFFICE (PMO) SERVICES
AGREEMENT NO. 156-2014

ACME BUSINESS CONSULTING, LLC, an Oregon Limited Liability Corporation wishes to assign its interests in the above referenced agreement to EXCELERATE, LLC, a California Limited Liability Corporation.

Recitals:

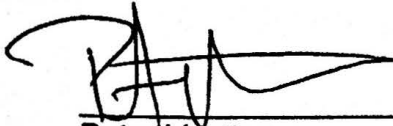
The Agreement is on file in the office of the District Clerk as Document No. 62695 dated December 18, 2014. It is now proposed to assign the Agreement to EXCELERATE, LLC, and have EXCELERATE, LLC assume all of the debts and obligations of the agreement.

The Parties Agree:

1. As of November 8, 2016, the undersigned, ACME BUSINESS CONSULTING, LLC hereby assigns and transfers to EXCELERATE LLC all of ACME BUSINESS CONSULTING, LLC's right, title, and interest in and to the above Agreement.
2. EXCELERATE, LLC, hereby assumes all of the debts and obligations of ACME BUSINESS CONSULTING, LLC, regarding the above Agreement, as of November 8, 2016, and agrees to fully and faithfully perform each and every term, covenant, and condition thereof.
3. This assignment and assumption is subject to the consent of San Diego Unified Port District.

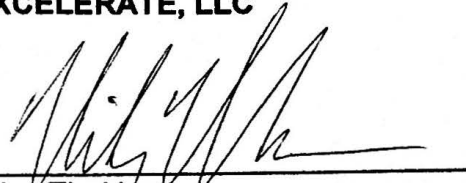
4. All other terms, covenants, and conditions in the original Agreement shall remain in full force and effect and shall be applicable to this Agreement.

**ACME BUSINESS
CONSULTING, LLC**



Peter Lizotte
Founder/Principal

EXCELERATE, LLC



Nilay Thakkar
President

A manually signed copy of this Agreement transmitted by email or any other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.