

## EXHIBIT D

### **FORM OF LEASE COMMENCEMENT DATE CERTIFICATE**

This Lease Commencement Date Certificate is being provided pursuant to that certain Lease Agreement dated as of July 25, 2017 (the "**Lease**"), by and between **PRII SUNSET HILLS VIRGINIA LLC**, a Delaware limited liability company ("**Landlord**") and **BELOVED YOGA & WELLNESS, INC.**, a Delaware corporation ("**Tenant**"). The parties to the Lease desire to confirm the following:

1. The Termination Date under Section 1.5 of the Lease is hereby established and confirmed as March 31, 2029.

2. The Lease Commencement Date under Section 1.6 of the Lease is hereby established and confirmed as March 21, 2018.

3. The Base Rent schedule under Section 1.7 of the Lease is hereby established and confirmed as follows:

<b>Period</b>	<b>Rate Per Sq. Ft.</b>	<b>Annual Base Rent</b>	<b>Monthly Installment</b>
March 21, 2018 – March 31, 2019 <sup>[1]</sup>	\$21.75	\$133,414.50	\$11,117.88
April 1, 2019 – March 31, 2020	\$22.29	\$136,726.86	\$11,393.91
April 1, 2020 – March 31, 2021	\$22.85	\$140,161.90	\$11,680.16
April 1, 2021 – March 31, 2022	\$23.42	\$143,658.28	\$11,971.52
April 1, 2022 – March 31, 2023	\$24.01	\$147,277.34	\$12,273.11
April 1, 2023 – March 31, 2024	\$24.61	\$150,957.74	\$12,579.81
April 1, 2024 – March 31, 2025	\$25.22	\$154,699.48	\$12,891.62
April 1, 2025 – March 31, 2026	\$25.85	\$158,563.90	\$13,213.66
April 1, 2026 – March 31, 2027	\$26.50	\$162,551.00	\$13,545.92
April 1, 2027 – March 31, 2028	\$27.16	\$166,599.44	\$13,883.29
April 1, 2028 – March 31, 2029	\$27.84	\$170,770.56	\$14,230.88

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<sup>[1]</sup> The period commencing on the Lease Commencement Date and ending on the last day of the twelfth (12th) month thereafter is subject to the Rent Abatement Period (as hereinafter defined).

4. The Rent Abatement Period under Subsection 4.4 of the Lease is hereby established and confirmed as commencing on March 21, 2018 and ending on March 20, 2019.

5. The First Extended Term under Subsection 29.1 of the Lease is hereby established and confirmed as commencing on April 1, 2029 and ending on March 31, 2034; the First Extension Option Exercise Date under Subsection 29.1 of the Lease is hereby established and confirmed as March 31, 2028.

6. The Second Extended Term under Subsection 29.1 of the Lease is hereby established and confirmed as commencing on April 1, 2034 and ending on March 31, 2039; the Second Extension Option Exercise Date under Subsection 29.1 of the Lease is hereby established and confirmed as March 31, 2033.

7. Landlord has satisfactorily completed its obligations to fund the Test-Fit Allowance, to construct the Tenant Improvement Work, and to apply the Tenant Improvement Allowance pursuant to and in accordance with the Lease and the Work Letter attached thereto, and Tenant hereby accepts possession of the Premises in its current "AS IS" condition, subject only to Landlord's completion of any Punch List items as provided under Section 5 of the Work Letter and the warranty provisions set forth in Subsection 1(d) of the Work Letter.

8. This Lease Commencement Date Certificate is incorporated into and made a part of the Lease.

Attached to this Certificate is evidence of payment of premiums for all insurance required pursuant to the Lease.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Landlord and Tenant have executed this Lease Commencement Date Certificate under seal on May 1, 2018.


WITNESS/ATTEST:

LANDLORD:

**PRIII SUNSET HILLS VIRGINIA LLC**, a Delaware limited liability company

By: Penzance Management LLC, a Delaware limited liability company, property management agent for Landlord

  
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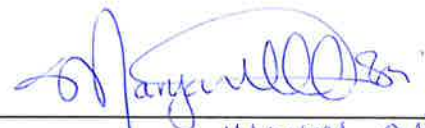
By:   
Name: MICHAEL LEFKOWITZ  
Title: Authorized Agent

WITNESS/ATTEST:

TENANT:

**BELOVED YOGA & WELLNESS INC.**, a Delaware corporation

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By:   
Name: MARYAM OVISI  
Title: CEO