#63 ace

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I verb #1 past tense a race and came in second place.
I could not keep pace.
The Noun/female #1 in first place wore lace over her Noun #2.
She turned around and had a adjective #1 face.
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I said, "We _____modal verb_ embrace."

She replied, "I can never replace you."

I told her, "Embrace yourself.

Will you marry me?"

She verb #2 past tense , "Yes!"