

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
TWO MONTGOMERY STREET, 3rd FL.
JERSEY CITY, NJ 07302**

Date: November 21, 2012

ADDENDUM # 1

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224:

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

The following additional documents are attached hereto for information only:

1. Sign-in Sheets indicating Attendees, LaGuardia Airport Central Terminal Building Information Session/Site Tour, Thursday November 15, 2012.
NOTE: At their option, some attendees provided business cards, which have been scanned and are provided herewith.
2. Power Point Presentation with Speaker Notes from November 15, 2012 Information Session.

In case any Respondent fails to conform to these instructions, its submission will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT'S FIRM NAME: _____

INITIALED: _____

DATE: _____

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LGA Sign-in Sheet

November 15, 2012

Am Van Praag - Post Office

RFQ SIGN-IN SHEET NOVEMBER 15, 2012

10:00 AM SESSION		
Company	First Attendee	Second Attendee
	Serkan Kaptan	
Bermello Ajamil & Partners - Architects, Inc.	Rai Hernandez	Jim Rowe
Sumitomo Mitsui Banking Corporation	Raymond A. DiPrinzio	Adam Sherman
UBS Securities	Alexander Clapp	Alex Greenbaum
BBVA Securities Inc.	Richard Larberg	
Fulbright & Jaworski L.L.P.	Michael E. Pikiel Jr.	
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BMO Capital Markets	Ellen Lawry	Edward Easter
KeyBank NA	Jose Herrera	MaryPat Devine
Johnson Controls, Inc.	Sean Maher	
Ashurst LLP	Paul Angell	
Goldman Sachs Infrastructure Partners	David Cohen	Jonathan Kent
KPMG Corporate Finance LLC	Georgios Spakouris	Tom Mulvihill
HOK	Robert Chicas	Marion White
Heritage Architecture	Summer Alhamash	
RBC Capital Markets, LLC	Tim Bath	Dan Heimowitz
William Blair & Co.	Mark Morehouse	
Kohn Pedersen Fox Associates	Anthony Mosellie	Anita Franchetti
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Parsons	Ronan Byrne	Charles Van Cook
Highstar Capital LP	Andy Vasey	Emmett McCann
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Hogan Lovells US LLP	Gregory Hafkin	
Samsung C&T E&C Americas	Michele Nanna	Andres Trauttmansdorff
Skanska Infrastructure Development	Mark Tenon	Kenneth Schumacher

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The Lane Construction Corporation	Richard McDonough	Michael Johnson	
Ferrovial Aeropuertos	John Brown	Ignacio Castejon	
Torcon, Inc.	Steven Maugh	Richard Estrin	
GRIMSHAW	Mark Hussey	Moss Palmer	
Granite Construction Northeast	Geoff Searle		
Tully Construction Co. Inc.	Tom Tully	Thomas Olesczuk	
China Construction America, Inc.	Jietai Huang	Gaby Antoun	
Accu-Cost Construction Consultants, Inc.	Kathleen Farren		
Savin Engineers, PC	Susan Richter		
Morgan Stanley	Ira Melnikson	Don Devender	
Walsh Construction	Patricia Walsh	Vince Piscopo	
Vantage Airport Group Ltd	Oscar Delgado	John Terpstra	
Turner Construction Company	Kevin Sharkey	Emad Lofalka	
AvAirPros Services, Inc.	Kevin Corrigan	Jeff Crosby	
Star America Infrastructure Partners	Christopher Pettit	Mark Melson	
HAKS Engineers	Robert C. Galun	Francisco Ruela	
Tishman Construction Corporation of New York	Kate Dwyer		
OHL USA	Luis Gallo	Gregorio Ortega	
VRH Construction Corp	Jim Silvester	Jeff Konen	
InfraRed Capital Partners	Chris Jauregui	Harry Seekings	
CH2M HILL	Pete Butler		
Fengate Capital Management	Justin Catalan	George Theodoropoulos	
Foster and Partners Architects	Arthur Debowy	Nikolai Malsch	

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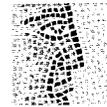
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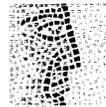
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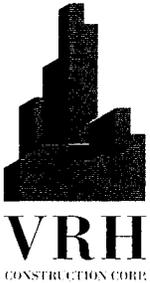
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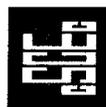


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Jones Lang LaSalle	Patrick Flinn	
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KS Engineers	Richard Hoffmann	Harry Baker
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LCOR Inc	David Sigman	Kurt Eichler
Delta Air Lines	Harry Olsen	
William Nicholas Bodouva Associates	William Bodouva	Simon Bober
Corporacion America S.A.	Sebastian Albas Duval	Gerardo Marjorello
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THE PORT AUTHORITY OF NY & NJ

RFQ #31224

**LaGuardia Airport
Central Terminal Building
Replacement Project**



Information Meeting & Site Tour
November 15, 2012

Disclaimer

This Presentation contains selected information from the Project Briefing Book (PBB) and the Request for Qualifications #31224 (RFQ). If there is a discrepancy between the information contained in this Presentation and the PBB and RFQ, Respondents should rely on the PBB and RFQ.

Questions must be submitted in writing in accordance with the Request for Clarification process as described in Section 2.3 of the RFQ.

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This presentation and the accompanying script as well as sign-in sheets for both today's information meeting and the site tour sessions will be released as an Addendum to the RFQ and made available to prospective Respondents on the Port Authority's website no later than Monday, November 19th.

Welcome to LGA



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We appreciate your interest in this significant, complex and exciting project. We believe there is not another opportunity like this one anywhere else in the world at this time, and are pleased that you joined us today to tour the facilities.

Approaching midnight on Monday, October 29th, LaGuardia Airport experienced an unprecedented storm surge of 8 -12 ft. The airport lies approximately 8 ft above sea level and is surrounded by a dike wall, all of which is served by a series of five pump houses. Unfortunately, this surge level, coupled with the high tide and full moon, topped the airfield's flood defenses. On Tuesday morning, October 30th, the airport had an estimated 100 million gallons of seawater filling the airfield and many of the parking lots. There was no loss of life or serious injuries. The Facility used the preceding days to secure equipment, construction sites, prep the pumphouses, top off vehicles and generators, deploy 1500 sandbags as well as check supplies and staffing plans. In addition, the airlines cleared the field of their aircraft and moved equipment to higher ground. The flood waters never entered the terminals and approximately fifty stranded passengers were safely accommodated in the Central Terminal Building throughout the storm. Pumping of the floodwaters commenced Tuesday afternoon and by Wednesday, most of the water had receded from the airfield. The Airport was officially reopened at 7 am, Thursday, November 1st, with 80% of the airlines schedule restored by Friday, November 2nd. Capital investment has been included in LaGuardia's 5-year Capital Plan for ongoing construction and additional designs that would mitigate future impacts from similar storm events. LGA's importance to the metropolitan area and region was certainly demonstrated during this storm.

The airport is served by 11 airlines (not including regional and affiliate carriers) of which eight are located in the existing CTB. In the most recent calendar year (2011) the airport served over 24 million passengers. The Authority forecasts that by 2030 passenger activity will grow to 34 million passengers, of which 17.5 million will be served by the CTB. With two main runways each 7000 feet long and a relatively small footprint of 680 acres, LGA is busy at most hours of the day. In order to mitigate congestion and flight delays, the FAA has imposed slot restrictions limiting scheduled aircraft operations at the airport to no more than 75 per hour. An Authority imposed perimeter rule restricts Sunday through Friday nonstop flights to a distance of 1,500 miles (as well as flights to and from Denver). In order to accommodate airfield construction and maintenance and in consideration of the residential communities bordering LGA, the Authority requests air carriers to avoid scheduling flights between midnight and 6 am year round.

The PBB documents the many reasons why we need a new CTB to replace the existing one, which was opened to traffic in 1964.

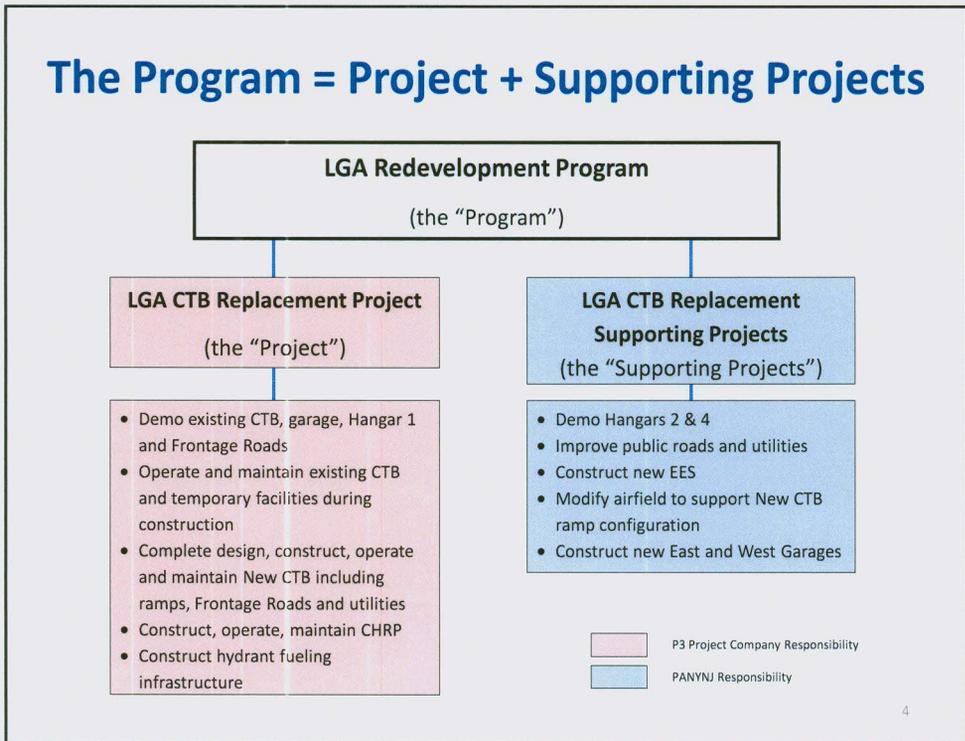
Authority Objectives

- Obtain the best value for money with greatest certainty of Project cost and schedule
- Stage the construction of the Project assets in the CTB area to minimize disruption to patrons and passengers using the existing CTB and the East End Terminals;
- Arrive at an optimal allocation of risks and benefits between the Authority and the Project Company;
- Provide space and facilities in the New CTB at a fair and reasonable cost to the airlines;
- Create an enduring design that:
 - Is innovative and efficient;
 - Can be easily modified as needs and standards change;
 - Will meet current and projected air traffic demand with an appropriate level of service;
 - Will enhance the flexibility and efficiency of aircraft operations; and
- Obtain world class operations expertise that will enable the New CTB to rank at the top of passenger satisfaction surveys.

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Information Source: RFQ Section 1.1

In choosing to partner with the private sector the Authority hopes to accomplish the objectives set forth on this chart.



Information Source: PBB Section 1.2

The Program is divided into facilities that our private sector partner will be responsible for constructing, operating, maintaining, and partially funding (labeled the “Project”), and “Supporting Projects” that the Authority will undertake on its own. I will describe the Project in a little more detail in a moment.

The Authority expects to work on the Supporting Projects concurrently with certain Project elements. The Supporting Projects include demolition of Hangars 2 and 4, improvements to the circulating public roads that interconnect terminals and connect the airport to the Grand Central Parkway, construction of a new Electrical substation, modifications to the airfield to support the configuration of ramps at the New CTB, and two new garages.

Project Elements

Element	Description
Structural Demolition	<ul style="list-style-type: none"> ▪ Abatement, deconstruction and removal of following structures necessary to make way for New CTB: <ul style="list-style-type: none"> • Existing CTB • Hangar 1 • Existing CTB parking garage • Departures level roadway bridge structures • Decommissioned Central Electric Substation
CTB Replacement	<ul style="list-style-type: none"> ▪ 1.3 million square foot terminal with 35 building contact gates, associated aircraft apron and Frontage Roads
CTB Apron Modifications	<ul style="list-style-type: none"> ▪ 35 new aircraft apron gates, supported by taxi lane system with multiple startup positions and overnight parking accommodations for aircraft, ▪ Integrated with the existing taxiway
Frontage Roads	<ul style="list-style-type: none"> ▪ Multilevel bridge for departures and arrivals traffic, adjacent to the New CTB ▪ HOV lane at grade roadway below
Utilities Within the Project Site	<ul style="list-style-type: none"> ▪ Telecommunications, Water, Natural Gas, Sewer, Storm and Electric service connections into New CTB
Central Heating & Refrigeration Plant (CHRP)	<ul style="list-style-type: none"> ▪ Stand-alone structure to house chillers, hot water generators and other equipment ▪ Replaces and upgrades current plant serving existing CTB
Hydrant Fueling	<ul style="list-style-type: none"> ▪ Installation of underground fueling infrastructure within New CTB ramp area to support future hydrant fueling system at LGA

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Information Source: PBB Section 4.5

The Project includes the following elements.

To reiterate, with the exception of hydrant fueling and certain utilities, the Project includes design, construction, operation and maintenance responsibility for the Project elements described on this slide and their partial funding.

As underscored in the RFQ, this opportunity does not include the lease of the airfield or other LGA terminals and facilities. The Authority is not seeking to participate in the Federal Aviation Administration's ("FAA") Airport Privatization Pilot Program.

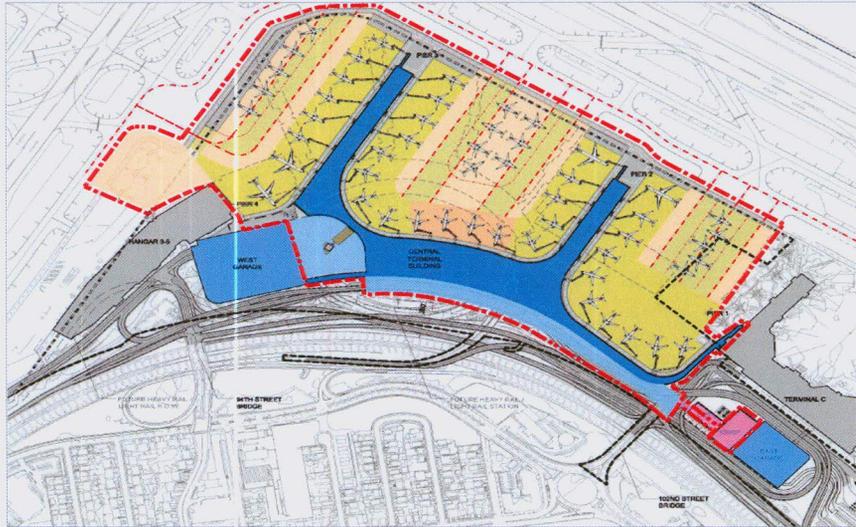
Program Area



Information Source: PBB Section 3.5

The Program area measures approximately 140 acres and extends from the taxiway system to the airport boundary along the Grand Central Parkway (GCP). It includes the area of the existing CTB airside, landside areas, as well as the footprints and aprons of Hangars 1, 2, and 4, and Parking Lots 1, 2, 3, 4, and 5.

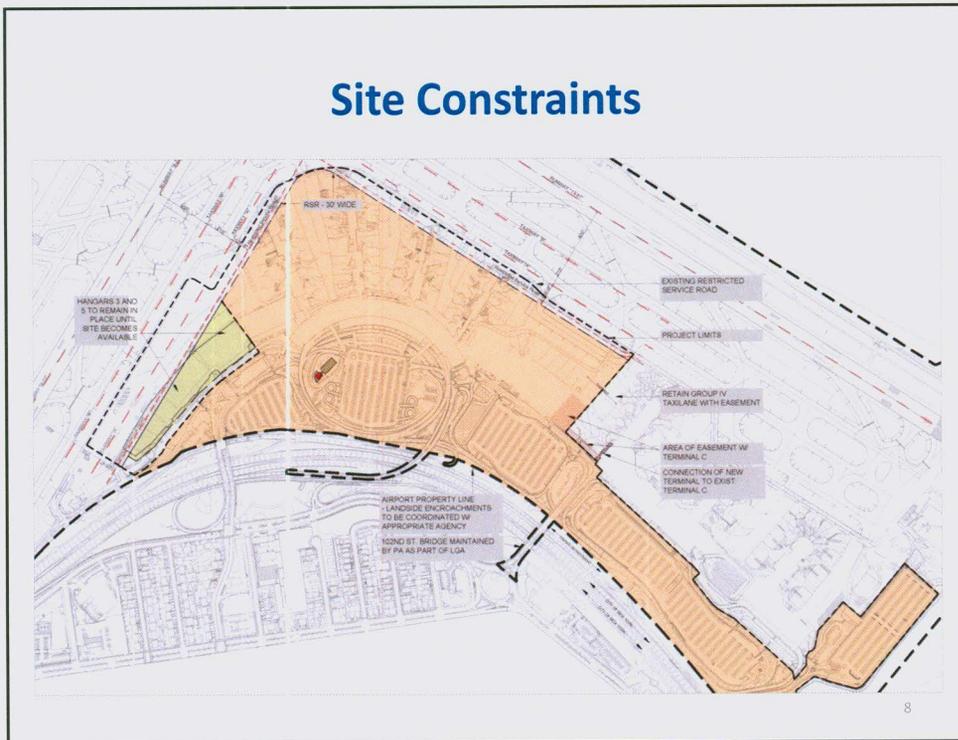
Project Area



Information Source: PBB Section 3.5

The Project area, which is the area encompassing the New CTB and support facilities, measures approximately 97 acres of leasable area. The footprint and apron areas of Hangars 3 and 5 may be considered a part of the Project at a future date.

Site Constraints



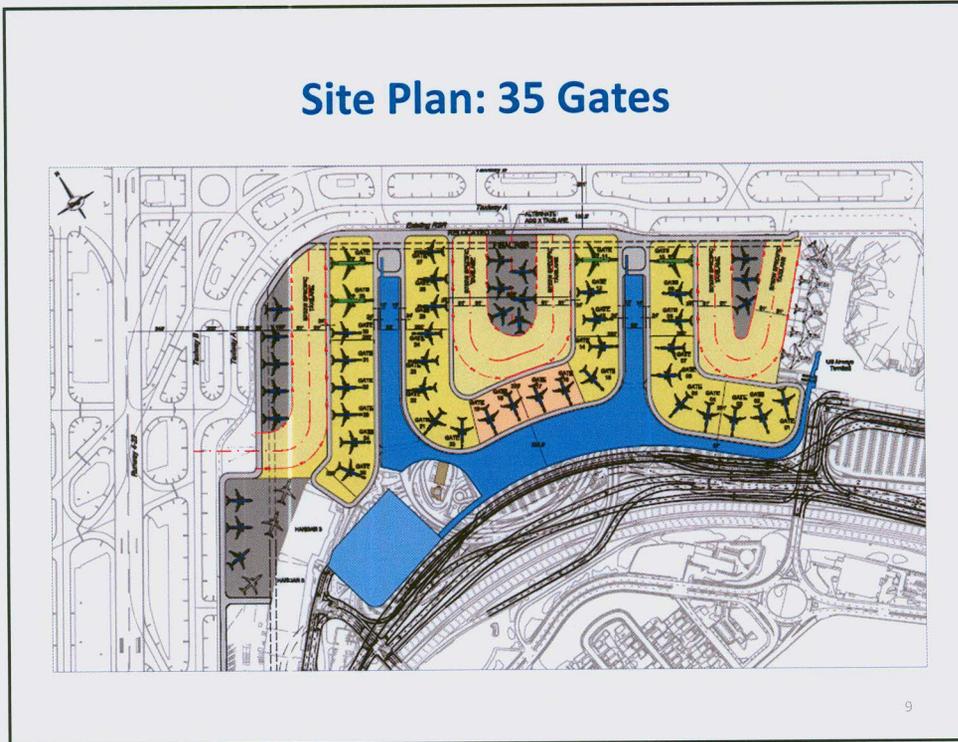
Information Source: PBB Sections 4.4, 4.4.1, 4.4.2

There are several site constraints at the Airport. LGA is constrained from the landside by the airport property line along the GCP, and on the airside by Bowery Bay and Flushing Bay. The airfield is further constrained due to certain Modifications of Standards related to reduced separations between taxiways and other movement areas.

One of the many challenges will be constructing the new terminal and related facilities in very close proximity to the existing terminal which will remain operational during the construction period. Coordinating work among a variety of trades in this limited space and managing the sequencing scheduling and logistics involved with large volumes of construction materials present additional challenges.

The site constraints are described in additional detail in the PBB.

Site Plan: 35 Gates



Information Source: PBB Figure 4-2, Sections 4.3, 5.2, 5.3, 5.5, 6.4, 15.3 and RFQ Section 4.2.2.(f)

Construction of the New CTB is expected to commence no later than 3Q 2014 with a minimum of 20 new gates open to passenger traffic no later than 4Q 2018. Construction of the entire terminal is expected to run through the 4Q 2020 with demolition and construction of all Project elements completed by 4Q 2021.

This diagram illustrates what the site would look like at completion.

On the landside, the Project will include a 1.3 million square foot terminal with:

- 31 Group III and 4 Group IV contact gates;
- 214 equivalent check-in positions (counters and kiosks);
- Checked bag handling system with a centralized in-line baggage screening facility;
- 1,620 linear feet of baggage claim device presentation frontage;
- Two passenger Security Screening Check-Points (SSCP) with a total of 22 lanes;
- Concessions, airline lounges, passenger amenities;
- Operations and support space; and
- Airside holdrooms, secure circulation and bridge gates to serve aircraft stands.

Additionally on the landside, the Project will include Frontage Roads, all utilities and necessary connections required at the CTB, and a new Central Heating & Refrigeration Plant (CHRP) to replace and upgrade the existing plant.

On the airside, the Project will include 35 new apron gates, a taxiway system that includes dual taxilanes or two points of entry for contact gates where possible, the installation of infrastructure for hydrant fueling, Ground Service Equipment storage and other support facilities.

The New CTB is being planned with the underlying assumption that it will be operated on a common use basis, with the possibility of some preferential rights. It is anticipated that common use systems will include airline operational systems such as check-in, gate counters, baggage handling systems, and aircraft boarding bridges and associated airside features. It is also anticipated that tenants (airlines and others) will have exclusive use of – and responsibility for the maintenance of – limited areas of the facility, such as premium passenger lounges, offices and ramp operations spaces, but will not be responsible for public areas, building mechanical, electrical and other systems, and entrance vestibules.

Terminal Operations and Maintenance

- The Authority operates the existing CTB with its own staff and outsourced labor.
- Tenant airlines assume operational and maintenance responsibilities for their exclusive area leaseholds including: airline ticket offices, holdrooms, lounges, office areas, loading bridges, and baggage make-up areas.
- The Authority does not have financial information on the airlines' costs related to their operation and maintenance responsibilities.

O&M Contracts		
CONTRACTOR	SERVICE	EXPIRY DATE
Aviation Safeguards via United*	Secure Access Doors - Alarm Monitoring & Response	Aug. 2013
Guardian	Cleaning	Jul. 2013
Henry Brothers Electronics	Access Control System Maint.	Apr. 2013
Oxford	Baggage Belt Maint., Vehicle Arrest System	Nov. 2012
Aero Snow Removal	Snow Melting and Removal	Oct. 2014
Oxford	Loading Bridge	Nov. 2012
Schindler	Elevator/ Escalator Maint.	Sept. 2014
Signature Technologies	Flight Information Display System Maint.	Oct. 2013

*United is the signatory to a contract with Aviation Safeguards. The Authority reimburses United for its pro-rata share of the CTB.

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Information Source: PBB Section 13.3

The Authority operates portions of the existing CTB with its own staff and outsourced labor. As part of the Project, operations, maintenance and management of the existing CTB would become the responsibility of the Project Company the Authority ultimately selects through the RFQ/RFP process.

Currently, tenant airlines are responsible for the costs associated with operating and maintaining their exclusive leaseholds. The Authority does not have financial information relating to those costs. Services that have been outsourced to private contractors are listed in this chart which can be found in the PBB.

Historical Financial Performance

Existing CTB - Operating Revenues and Direct Expenses (in '000s)

	2007	2008	2009	2010	2011
Operating Revenues:					
Airline Rents & Charges	\$ 28,901	\$ 29,505	\$ 30,797	\$ 34,029	\$ 33,747
Terminal Concessions	8,571	8,564	7,683	8,141	8,743
Advertising & Telecommunications	4,716	3,713	3,076	3,720	3,763
Other	<u>264</u>	<u>298</u>	<u>408</u>	<u>404</u>	<u>324</u>
Total	\$ 42,451	\$ 42,081	\$ 41,964	\$ 46,294	\$ 46,577
Direct Operating Expenses:					
Labor	1,394	1,653	1,536	1,440	1,433
Contractual Services	5,347	5,589	5,886	5,223	5,879
Utilities	2,534	2,468	2,826	2,785	2,745
Other	<u>723</u>	<u>2,234</u>	<u>647</u>	<u>430</u>	<u>516</u>
Total	\$ 9,998	\$ 11,944	\$ 10,895	\$ 9,878	\$ 10,572
Net Operating Income*	\$ 32,453	\$ 30,137	\$ 31,069	\$ 36,416	\$ 36,005

* Excludes indirect operating expenses (e.g., insurance, airport administrative, Authority allocated and other expenses) and capital charges (e.g., amortization and depreciation).

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Information Source: PBB Section 13.4

This table which can be found in the PBB presents operating revenues and direct operating expenses in the existing CTB over the past five years. Indirect operating expenses, capital charges and the airlines' costs of operating and maintaining their exclusive space are not reflected in these numbers.

Construction Cost Estimate Summary*

(\$ in millions)

Program Element	Delivery Responsibility		Total Cost
	Project Company (Project)	Port Authority (Supporting Projects)	
Terminal - 35 gates (Demo. Existing)	1,500		1,500
Aeronautical Ramp within Leasehold	100		100
Airside Utilities	20	10	30
Hydrant Fueling Infrastructure	30		30
Terminal Frontage Roads	100		100
Demolition: Hangar 1, CTB Garage	20		20
Airfield Modifications		60	60
Roads & Parking Garages/Lots		530	530
Central Heating & Refrigeration Plant	95		95
East End Substation		55	55
Landside Utilities		50	50
Demolition: Hangars 2 and 4		25	25
Totals	\$1,865	\$730	\$2,595

* Construction cost estimates only; includes escalation, design & construction contingency, and general conditions

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Information Source: PBB Figure 12-1

The Authority has estimated a total cost for the Program of \$3.6 billion including an estimated construction cost of \$2.595 billion, which is highlighted on this Summary.

The cost estimate was derived using a traditional project delivery method with elements procured via D-B-B format with no fast tracking packaging.

The decision to procure the Project using a P3 approach was made with the expectation that this approach would provide both cost and schedule efficiencies that would ultimately reduce the Authority's cost estimate significantly.

Expected Sources of Program Funding

Source	Preliminary Amount for Program	Notes
Authority funds	Not yet defined	<ul style="list-style-type: none"> Authority funds may be used to fund certain elements of the Program
Passenger Facility Charges (PFCs)	Up to \$1.5 billion	<ul style="list-style-type: none"> For elements of Program meeting statutory and regulatory requirements Approximately \$1 billion to the Project, with balance allocated to Supporting Projects Contingent on FAA approval which has not yet been secured by Authority
Equity from Project Company	At least \$200 million	<ul style="list-style-type: none"> Timing, amount, and conditions associated with this Equity to be set forth in the RFP
Special Project Bonds	Not yet defined	<ul style="list-style-type: none"> Special limited obligations of Authority, secured solely by a mortgage of facility rental from the project financed Prior to the issuance, Authority and Project Company would enter into a lease for the premises Neither full faith and credit of Authority, nor its reserve funds, are pledged to the payment of principal and interest on Special Project Bonds

The Authority will request detailed proposals for the funding of the Project in the RFP process

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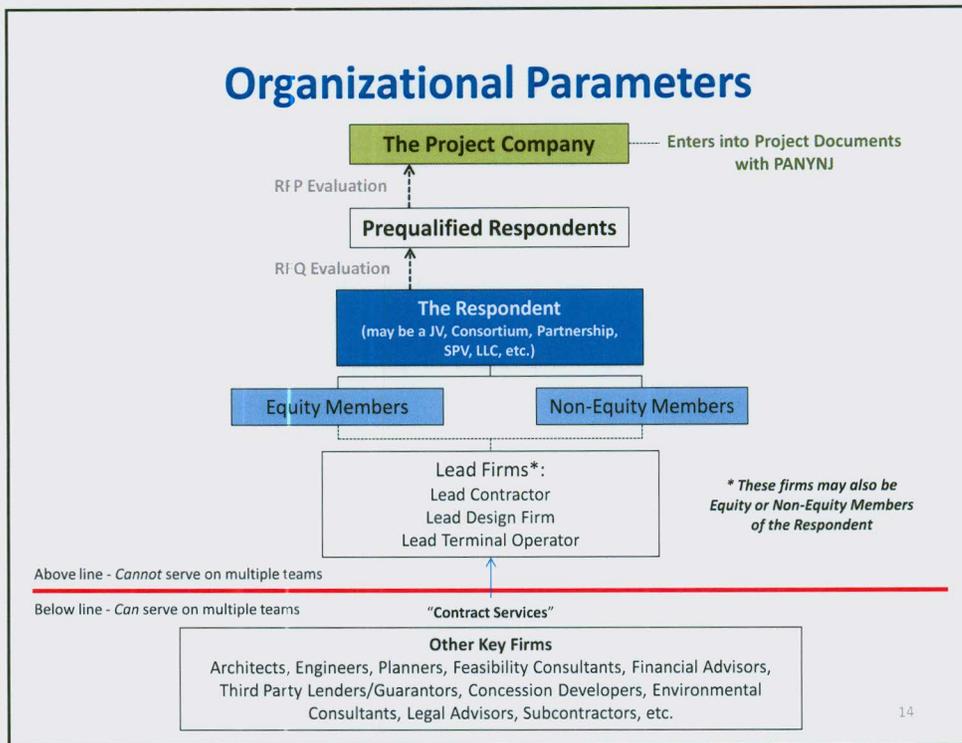
Information Source: PBB Sections 14.2, 14.3.1, 14.3.2, 14.3.3 and RFQ Section 1.1

Funding for the Program would come from a variety of sources, including Authority Funds, PFCs, Project Equity and some form of debt, potentially Special Project Bonds.

The Authority anticipates that a lease for the existing CTB and New CTB would be effective from the date of lease execution through December 30, 2050.

As underscored in the RFQ, the Authority is not seeking an upfront payment in return for the lease of the existing and New CTB. The Authority is instead requiring an Equity contribution to the Project, annual payment of ground rent on a preferential basis, and a share of the net revenues generated by the New CTB in a manner to be negotiated.

The Authority is seeking a contribution of at least \$200 million in equity to the Project from the team we ultimately select.



Information Source: RFQ Section 1.2

We are calling each team submitting an SOQ, in whatever structure it ultimately chooses to legally organize itself, the Respondent.

The Respondent may be composed of members that are providing Equity and members that are not.

Lead Firms are entities that possess the key competencies we are seeking – a lead Contractor, a lead design firm and a lead terminal operator, all of which may or may not be members of the Respondent. These firms and all parties above the red line in this chart cannot serve on multiple bidding teams.

Supporting the Respondent are Other Key Firms providing contract services. These firms may serve on multiple teams if desired.

We expect to choose up to 4 Prequalified Respondents who will be invited to participate in the RFP process.

The entity ultimately selected through the RFP process – The Project Company – will enter into Project Documents with the Authority.

Overview/ Schedule of RFQ Process

Project Action	Date
RFQ Issue Date	October 26, 2012
Registration Cut-Off: Information Meeting & Site Tour	November 9, 2012
Information Meeting & Site Tour	November 15, 2012, 10:00 a.m. EST
Due Date for Submission of Background Qualification Questionnaire	December 3, 2012
Request for Clarification Deadline	December 7, 2012, 2:00 p.m. EST
Receipt of SOQ by the Authority	December 21, 2012, 2:00 p.m. EST
Selection of Prequalified Respondents and Notification of unsuccessful Respondents	1 st Quarter 2013
RFP Issue Date	2 nd Quarter 2013

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Information Source: RFQ Section 2.0

Here is an overview of the schedule taking us through the RFQ process. The next important date is December 3, when the Background Qualification Questionnaire is due per the instructions in the RFQ.

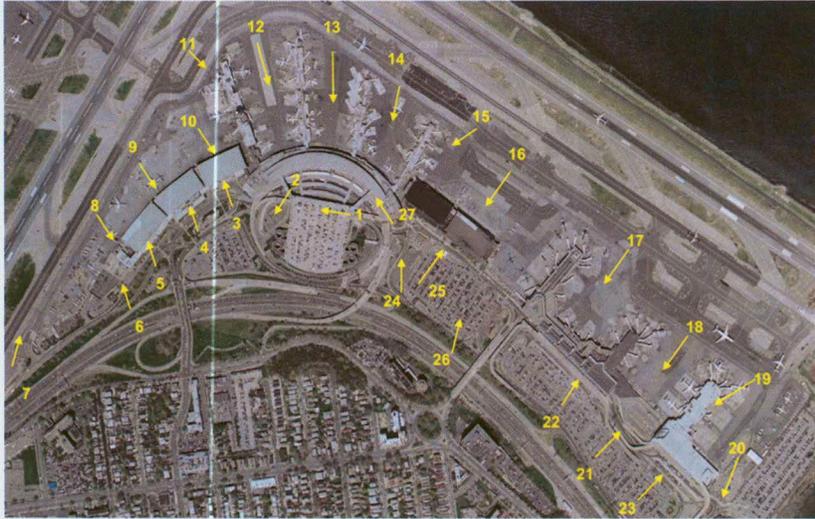
Questions regarding the RFQ are due by 2 pm Eastern Standard Time on December 7.

Your response to the RFQ is due on December 21st at 2 pm Eastern Standard Time.

We expect to notify Respondents of their status some time during the 1st quarter of 2013. Up to 4 Prequalified Respondents will be invited to respond to an RFP which we expect to issue in the second quarter of 2013.

We look forward to your response to this RFQ and wish you the best of luck in this process. We appreciate your interest and your participation. Thank you for coming today.

Site Tour Map and Photo Locations



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