



THE STATE

of **ALASKA**

Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

Corporations Section

State Office Building, 333 Willoughby Avenue, 9th Floor

PO Box 110806, Juneau, AK 99811-0806

Phone: (907) 465-2550 ★ Fax: (907) 465-2974

Email: corporations@alaska.gov

Website: <http://commerce.alaska.gov/cbpl/corp>

STATEMENT OF DOMESTICATION

These instructions and the attached form 08-591 are specifically for

**A Foreign (non-Alaskan) Business Corporation with an AK Entity Number
Domesticating to a Domestic (Alaskan) Business Corporation**

Under the Alaska Entity Transactions Act AS 10.55.501 – AS 10.55.506

\$175.00 filing fee.

- **\$ 25.00 Statement of Domestication (non-refundable)**
- **\$150.00 Articles of Incorporation (non-refundable)**

INSTRUCTIONS FOR STATEMENT OF DOMESTICATION *(Please retain for your records):*

NOTICE: The Statement of Domestication will not be filed if a biennial report is due. Please verify the following for the domesticating entity before completing the application:

- Is the qualified entity (on record with this division) in “Good Standing” status?
- Have all required biennial reports been filed?
- Are the officials on record correct, current and up to date? *(Used to verify signatures for this filing.)*
- Is the Registered Agent information on record correct, current and up to date?

To verify the above information you may search for the entity by going to the above website, click License Search and under Search License Data select Corporations.

- If there is a biennial report due, it may be filed online (for immediate posting) by selecting Biennial Reports on the above website.
- If the officials have changed and there is no biennial report due then please submit a Notice of Change of Officials located on the above website under Forms and Fees. Select the appropriate version based on your entity type.
- If the Registered Agent information needs to be updated please submit a Statement of Change located on the above website under Forms and Fees. Select the appropriate version based on your entity type.

WHAT IS A DOMESTICATION?

Domestication (moving from a different jurisdiction or home state to a new jurisdiction or home state) means a transaction authorized by AS 10.55.501-10.55.506, with the exception of the entities excluded under AS 10.55.110. Under this:

- A foreign (non-Alaskan) business corporation may become a domestic (Alaskan) business corporation in this state if the domestication is authorized by the law of the foreign entity’s jurisdiction of organization.

Statement of Domestication: Foreign Business Corp. with an AK Entity # Domestication to Domestic Business Corp.

ITEM 1: Provide the domesticating (moving from) foreign (non-Alaskan) business corporation name (which is moving from a different jurisdiction to Alaska) and the foreign jurisdiction (the home state from which the business corporation is leaving).

ITEM 2: Provide the domesticated (moving to) domestic (Alaskan) business corporation name (which continues in existence after the domestication).

- A corporate name must contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of these words.
- The corporate name may not contain a word or phrase that indicates or implies that the corporation is organized for a purpose other than the purpose contained in its articles of incorporation.
- A corporate name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website and select Search Corporations Database.
- **NOTE:** The name of the business corporation in Item #2 on the Statement of Domestication must the name in match Article #1 on the Articles of Incorporation attached to this filing.

ITEM 3: (Optional) The future effective date of domestication, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing.

ITEM 4: This statement is required by statute. Please read through and verify.

ITEM 5: The domesticated domestic (Alaskan) entity's Articles of Incorporation must be attached. Choose only one of the options.

- Complete the Articles of Incorporation portion of this form

-OR-

- Provide Articles of Incorporation which satisfy the requirements in AS 10.06.205, .208, and .210, as an attachment.

ITEM 6: The Statement of Domestication must be signed on behalf of the domesticating (moving from) entity (listed in Item #1 above) in the following manner:

- If the domesticating entity is a corporation, it must be signed by an officer of the corporation.
- If the domesticating entity is not a corporation, it must be signed by the person authorized by the entity.
- If the domesticating entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

If the domesticating entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and signature of the individual authorized to sign.

NOTE - Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

NOTE: Plan of Domestication -OR- Statement of Domestication

Do not send both together. Submit either the Statement of Domestication **OR** the plan of domestication that is signed on behalf of all entities and contains all the information required to be in the Statement of Domestication and is delivered to the Division for filing after the plan has been adopted and approved by all merging entities. Sending both the plan of domestication and the Statement of Domestication together may cause delays in processing time.

Statement of Domestication: Foreign Business Corp. with an AK Entity # Domestication to Domestic Business Corp.

IMPORTANT: Changing Officials

If the Statement of Domestication results in the change of an official, officer, director, shareholder, member, manager and/or percent owned then the domesticated (moving to) entity (listed in Item #2 on the Statement of Domestication) must file a notification of changing officials with this division.

- A Notice of Change of Officials must be filed in the manner and time prescribed in AS 10.06.813, 10.20.631, 10.50.765, or AS 32.11.020(d).
- In the case of a Limited Partnership: a domestic Limited Partnership must file an Amended Certificate of Limited Partnership and for a foreign Limited Partnership must file a Certificate of Correction in the manner and time prescribed in AS 32.11.020(d).

The appropriate form can be found online at the above website select Corporation Section, Forms and Fees. The notification form may be filed in conjunction with the Statement of Domestication. The filing fee is \$25.

SUBMITTAL: Please submit forms and payment together.

- If a notification of officials changing is filed in conjunction with the Statement of Domestication; please include the appropriate form and filing fee.
- Mail the Statement of Domestication (form 08-591) and the \$175.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

INSTRUCTIONS FOR ARTICLES OF INCORPORATION: These instructions are specific for the Articles of Incorporation which must be attached to the Statement of Domestication (form 08-591).

ARTICLE 1: Name of Corporation

Provide the name of the domesticated domestic (Alaskan) business corporation provided here:

- A corporate name must contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of these words.
- The corporate name may not contain a word or phrase that indicates or implies that the corporation is organized for a purpose other than the purpose contained in its articles of incorporation.
- A corporate name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website and select Search Corporations Database.
- **NOTE:** The name of the business corporation in Article #1 on the Articles of Incorporation must match the name in Item #2 on the Statement of Domestication portion of this filing.

ARTICLE 2: Disclosure of Corporate Purposes

- The purpose describes activities of the corporation at the time of filing and may include "any lawful."
- In addition to purpose, also include the NAICS code where indicated. NAICS code may not conflict with the purpose listed. For a complete list of NAICS codes go to the above website and select Line of Business/Alaska NAICS Code under General Information.

Statement of Domestication: Foreign Business Corp. with an AK Entity # Domestication to Domestic Business Corp.

ARTICLE 3: Registered agent information:

The registered agent for the domestic (Alaskan) business corporation (listed in Article #1 on the Articles of Incorporation) is the same agent on record for the domesticating (moving from) entity (listed in Item #1 on the Statement of Domestication). Per Alaska Statutes the registered agent information may only be updated via a Statement of Change Registered Agent form. The non-refundable filing fee for a Statement of Change is \$25. The appropriate Statement of Change form, based on entity type, can be found on the above website and select Forms and Fees.

For more information go to the above website and click Registered Agents FAQs.

ARTICLE 4: Alien Affiliate

Defined in AS 10.06.990 as a person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, a corporation subject to this chapter:

1. An individual who is not a citizen or national of the United States, or who is not lawfully admitted to the United States for permanent residence, or paroled into the United States under the Immigration and Nationality Act (8 U.S.C. 1101 - 1525, as amended):
2. A person, other than an individual, that was not created or organized under the laws of the United States or of a state, or whose principal place of business is not located in any state; or
3. A person, other than an individual, that was created or organized under the laws of the United States or of a state, or whose principal place of business is located in a state, and that is controlled by a person described in (1) or (2) of this paragraph.

ARTICLE 5: Shares

All for-profit business corporations must provide the number of authorized shares – the maximum number of shares that a corporation is legally permitted to issue.

- Zero (0) is not an acceptable quantity.
- If there is more than one class or series of authorized shares, please provide this information.
- Par value is the nominal value or dollar value of the original cost of a share and has no relation to market value.

ARTICLE 6: Optional Provisions

The Articles of Incorporation may set out additional provisions authorized by AS 10.06.210:

- (1) any of the following provisions, which are not effective unless expressly provided in the articles:
- (A) a provision granting, with or without limitations, the power to levy assessments upon the shares or class of shares;
 - (B) a provision removing from shareholders preemptive rights to subscribe to any or all issues of shares or securities;
 - (C) special qualifications of persons who may be shareholders;
 - (D) a provision limiting the duration of the corporation's existence to a specified date;
 - (E) a provision restricting or eliminating the power of the board or of the outstanding shares to adopt, amend, or repeal provisions of the bylaws as provided in [AS 10.06.228](#);
 - (F) a provision requiring, for any corporate action except as provided in [AS 10.06.460](#) and [AS 10.06.605](#), the vote of a larger proportion or of all of the shares of a class or series, or the vote or quorum for taking action of a larger proportion or of all of the directors, than is otherwise required by this chapter;
 - (G) a provision limiting or restricting the business in which the corporation may engage or the powers that the corporation may exercise or both;
 - (H) a provision conferring upon the holder of an evidence of indebtedness, issued or to be issued by the corporation, the right to vote in the election of directors and on any other matters on which shareholders may vote;
 - (I) a provision conferring on shareholders the right to determine the consideration for which shares shall be issued;
 - (J) a provision requiring the approval of the shareholders or the approval of the outstanding shares for a corporate action, even though not otherwise required by this chapter;
 - (K) a provision that one or more classes or series of shares are redeemable as provided in [AS 10.06.325](#);
 - (L) *[Repealed, Sec. 59 ch 82 SLA 1989]*.
 - (M) a provision that confers or imposes the powers, duties, privileges, and liabilities of directors upon delegates under [AS 10.06.450](#);

Statement of Domestication: Foreign Business Corp. with an AK Entity # Domestication to Domestic Business Corp.

(N) a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; the articles of incorporation may not eliminate or limit the liability of a director for

(i) a breach of a director's duty of loyalty to the corporation or its stockholders;

(ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(iii) wilful or negligent conduct involved in the payment of dividends or the repurchase of stock from other than lawfully available funds; or

(iv) a transaction from which the director derives an improper personal benefit; the provisions of this paragraph do not eliminate or limit the liability of a director for an act or omission that occurs before the effective date of the articles of incorporation or of an amendment to the articles of incorporation authorized by this paragraph;

(2) reasonable restrictions upon the right to transfer or hypothecate shares of a class or series, but a restriction is not binding on shares issued before the adoption of the restriction unless the holders of those shares voted in favor of the restriction;

(3) the names and addresses of the persons appointed to act as initial directors;

(4) any other provision not in conflict with this chapter for the management of the business and for the conduct of the affairs of the corporation, including any provision that is required or permitted by this chapter to be stated in the bylaws.

OPTIONAL: Provide the corporation's principal office physical or mailing address with this filing.

SIGNATURES:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Domestication (form 08-591) does not need to be signed; the Statement of Domestication portion of this filing must be signed.

IMPORTANT: Changing Officials

If the Statement of Domestication results in the change of an official, officer, director, shareholder, member, manager and/or percent owned then the domesticated (moving to) entity (listed in Item #2 on the Statement of Domestication) must file a notification of changing officials with this division.

- A Notice of Change of Officials must be filed in the manner and time prescribed in AS 10.06.813, 10.20.631, 10.50.765, or AS 32.11.020(d).
- In the case of a Limited Partnership: a domestic Limited Partnership must file an Amended Certificate of Limited Partnership and for a foreign Limited Partnership must file a Certificate of Correction in the manner and time prescribed in AS 32.11.020(d).

The appropriate form can be found online at the above website and select Forms and Fees. The notification form may be filed in conjunction with the Statement of Domestication. The filing fee is \$25.

ADDITIONAL RESOURCES:

Professional Licensing Section:

For information regarding what professions require a professional license, statutes, how to obtain a professional license, and/or the expiration date if you already have a professional license, visit the Professional Licensing website at <http://commerce.alaska.gov/cbpl/pl>.

NOTICE: if a professional license is owned by an entity and there is a change in the entity then the professional license may be impacted. Contact the appropriate professional licensing examiner.

Business Licensing Section:

For the privilege of engaging in a business in the State of Alaska, a business license is required for a new entity. For information regarding business licenses, statutes, and how to obtain a business license, visit the Business Licensing website at <http://commerce.alaska.gov/cbpl/bl>.

NOTE: a change in the ownership of a business license requires a new business license.

Alaska Corporate Net Income Tax:

Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. Contact the Alaska Department of Revenue, Tax Division, PO Box 110420, Juneau, Alaska, 99811-0420, telephone number (907) 465-2320 for more information.



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STATEMENT OF DOMESTICATION

Specifically for

**A Foreign (non-Alaskan) Business Corporation with an AK Entity Number
Domesticating to a Domestic (Alaskan) Business Corporation**

Under the Alaska Entity Transactions Act AS 10.55.505

\$175.00 Filing Fee

- **\$ 25.00 Statement of Domestication Filing Fee (non-refundable)** (\$25 Corp Fee)
- **\$150.00 Articles of Incorporation Filing Fee (non-refundable)** (\$150 Corp Fee)

NOTICE: The Articles of Incorporation must be submitted as an attachment.

Pursuant to the provisions of Alaska Statutes 10.55.505, excluding entities stated in AS 10.55.110, a foreign (non-Alaskan) business corporation may domesticate (move from one jurisdiction to a different jurisdiction) and become a domestic (Alaskan) business corporation of the same entity type in this state by submitting the following statement:

ITEM 1: Name of the domesticating foreign (non-Alaskan) business corporation: Alaska Entity # (mandatory):

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Foreign (non-Alaskan) State of Domicile or Jurisdiction (moving from):

Type of Entity:

	Business Corporation
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ITEM 2: Name of the domesticated (moving to) domestic (Alaskan) business corporation must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words. (Note: the name of the business corporation in Item #2 on the Statement of Domestication must match the name in Article #1 on the Articles of Incorporation attached to this filing.):

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State of Domicile or Jurisdiction (moving to):

Type of Entity:

Alaska	Business Corporation
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Statement of Domestication: Foreign Business Corp. with an AK Entity # Domestication to Domestic Business Corp.

ITEM 3: (Optional) The future effective date of domestication, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing. Future effective date (mm/dd/yyyy format):
____/____/____.

ITEM 4: The domestication has been approved by the domesticating (moving from) foreign (non-Alaskan) business corporation in accordance with the laws of its jurisdiction of organization.

ITEM 5: The domesticated domestic (Alaskan) entity's Articles of Incorporation for a domestic business corporation must be attached to this Statement of Domestication. Choose only one of the options below:

Complete the attached Articles of Incorporation (pages 3-4) portion of this form.

-OR-

Provide Articles of Incorporation, which satisfy the requirements of AS 10.06.205, .208, and .210, as an attachment.

ITEM 6: The Statement of Domestication must be signed on behalf of the domesticating (moving from) entity (listed in Item #1 above) in the following manner:

- If the domesticating entity is a corporation, it must be signed by an officer of the corporation.
- If the domesticating entity is not a corporation, it must be signed by the person authorized by the entity.
- If the domesticating entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

If the domesticating entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and signature of the individual authorized to sign.

Signature	Printed Name	Title and entity that is represented	Date

NOTE - Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

IMPORTANT: Changing Officials

If the Statement of Domestication results in the change of an official, officer, director, shareholder, member, manager and/or percent owned then the domesticated (moving to) entity (listed in Item #2 on the Statement of Domestication) must file a notification of changing officials with this division in the manner and time prescribed in AS 10.06.813. The notification of officials changing maybe filed in conjunction with the Statement of Domestication.

SUBMITTAL: Please submit forms and payment together.

- If a notification of officials changing is filed in conjunction with the Statement of Domestication; please include the appropriate form and filing fee.
- Mail the Statement of Domestication (form 08-591) and the \$175.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

Statement of Domestication: Foreign Business Corp. with an AK Entity # Domestication to Domestic Business Corp.

ARTICLES OF INCORPORATION

Specifically for

A Domestic (Alaskan) Business Corporation with Statement of Domestication

Under AS 10.06.205, .208, .210 and the Alaska Entity Transactions Act AS 10.55.505

Pursuant to AS 10.55.505 the domesticated (Alaskan) entity's public organic document must be submitted as an attachment to this Statement of Domestication.

Pursuant to AS 10.06.205, .208 and .210 the undersigned domestic (Alaskan) business corporation applies for a Certificate of Incorporation and, for that purpose, submits the following:

ARTICLE 1: Name of the business corporation must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words. (Note: the name of the business corporation in Article #1 in the Articles of Incorporation must match Item #2 on Statement of Domestication portion of this filing.):

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ARTICLE 2: Indicate the purpose of the corporation (may include "any lawful") and, separately, the 6 digit NAICS Industry Grouping Code that most clearly describes the initial activities of the company:

Purpose:	NAICS code:						
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ARTICLE 3: Registered agent information:

The registered agent for the domestic (Alaskan) business corporation (listed in Article #1 on the Articles of Incorporation) is the same agent on record for the domesticating (moving from) entity (listed in Item #1 on the Statement of Domestication). Per Alaska Statutes the registered agent information may only be updated via a Statement of Change Registered Agent form. The non-refundable filing fee for a Statement of Change is \$25.

ARTICLE 4: Name and address of each alien affiliate (if there are no alien affiliates, indicate "none"):

Name:		
Mailing address:		
City:	State/Province:	Country:

Attach an additional sheet if more than one alien affiliate.

ARTICLE 5: Authorized Shares: the number of authorized shares, class, series (if applicable) and par value:

	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
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of Authorized shares (zero is not an acceptable #) Class Series Par value

	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
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of Authorized Shares (zero is not an acceptable #) Class Series Par value

Statement of Domestication: Foreign Business Corp. with an AK Entity # Domestication to Domestic Business Corp.

ARTICLE 6: Optional Provisions and Additional Articles

- Attach additional pages for continuation of optional provisions and/or additional articles.
- Please indicate which article you are continuing and/or insert any desired additional provisions authorized by Alaska Statutes.
- Additional articles should be a continuation of the numbering as it appears on these Articles of Incorporation.

ADDRESS: Principal Office Address of the Corporation (wherever located):

Physical address:		
City:	State:	Zip Code:
Mailing address:		
City:	State:	Zip Code:

SIGNATURES:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Domestication (form 08-591) does not need to be signed; the Statement of Domestication portion of this filing must be signed.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.



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Website: <http://commerce.alaska.gov/cbpl/corp>

CONTACT INFORMATION SHEET

Please return this document with your filing. This information may be used by the division to assist with processing the attached filings. (NOTE: this form will not be filed for record or appear online.)

ENTITY NAME as it appears on this filing:

Alaska Entity #:

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QUESTIONS/PROBLEMS - The division may send any problems regarding this filing to:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:
Phone:	Email:	

FILED DOCUMENTS – Documents filed for record pertaining to this filing may be sent to:

Check this box if you want filed for record documents returned to the address listed above.

If you want the filed for record documents sent to a different address, please complete the following:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:

SUBMITTAL: Please submit forms and payment together.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

Contact Information Sheet



THE STATE
of **ALASKA**
Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

FOR DIVISION USE ONLY

State of Alaska
Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing
PO Box 110806, Juneau, AK 99811
Phone: (907) 465-2550

Credit Card Payment Form

All major credit cards are accepted. For security purposes, do not email credit card information. Include this credit card payment form with your application.

Name of Applicant or Licensee: _____

Program Type: _____ License Number (if applicable): _____

I wish to make payment by credit card for the following (check all that apply):

AMOUNT

Application Fee: _____

License or Renewal Fee: _____

Other (name change, wall certificate, fine, duplicate license, exam, etc.):

1. _____

2. _____

TOTAL: _____

Name (as shown on credit card): _____

Mailing Address: _____

Phone Number: _____ Email (optional): _____

Signature of Credit Card Holder: _____

08-4438

Rev 12/26/18

Credit Card Payment Form (all major cards accepted)

CREDIT CARD INFO: Your payment cannot be processed unless all fields are completed!

<p>1. Account Number: _____</p> <p>2. Expiration Date: _____</p> <p>3. Billing ZIP Code: _____</p> <p>4. Security Code: _____</p>	<p>All four fields MUST be completed!</p> <p>This section will be destroyed after the payment is processed.</p>
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