AoA Properties Holding, Inc. FINANCIAL STATEMENTS June 30, 2023 and 2022

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REPORT



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INDEPENDENT AUDITORS' REPORT

His Excellency, the Most Reverend Archbishop of Atlanta And to the Board of Directors AoA Properties Holding, Inc. Atlanta, Georgia

Opinion

We have audited the accompanying financial statements of AoA Properties Holding, Inc. (a nonprofit organization), which comprise the statements of financial position as of June 30, 2023 and 2022, and the related statements of activities, functional expenses, and cash flows, for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of AoA Properties Holding, Inc. (Properties) as of June 30, 2023 and 2022, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Properties and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Properties ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances, but not for the purpose of expressing
 an opinion on the effectiveness of Properties' internal control. Accordingly, no such opinion
 is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Properties' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

CARR, RIGGS, & INGRAM, LLC

arr, Riggs & Ungram, L.L.C.

Atlanta, Georgia December 20, 2023



FINANCIAL STATEMENTS

AoA Properties Holding, Inc. Statements of Financial Position

June 30,	2023	2022
Assets		
Property and equipment, net	\$ 24,557,885	\$ 24,344,763
Other assets	-	3,053,816
		_
Total assets	\$ 24,557,885	\$ 27,398,579
Liabilities and Net Assets		
Liabilities		
Accounts payable	\$ -	\$ 603,336
Note payable, AoA Deposit and Loan Fund Trust	6,000,000	6,000,000
Due to related parties	836,331	3,473,700
Total liabilities	6,836,331	10,077,036
Net assets without donor restrictions	17,721,554	17,321,543
Total liabilities and net assets	\$ 24,557,885	\$ 27,398,579

AoA Properties Holding, Inc. Statements of Activities

For the years ended June 30,	2023	2022
Revenue Contribution revenue Contribution of non-financial assets - rent Rental income	\$ 1,200,000 3,294,700 39,600	\$ 3,238,541 39,600
Total revenue	4,534,300	3,278,141
Expenses Program services General and administrative	4,118,289 16,000	3,918,197 10,296
Total expenses	4,134,289	3,928,493
Change in net assets	400,011	(650,352)
Net assets without donor restrictions at beginning of year	17,321,543	17,971,895
Net assets without donor restrictions at end of year	\$ 17,721,554	\$ 17,321,543

AoA Properties Holding, Inc. Statements of Functional Expenses

For the year ended June 30, 2023

	Program Services	General and Administrative	Total
Contribution of non-financial assets - rent Depreciation Interest Loss on disposal of property and equipment Professional fees	\$ 3,294,700 589,026 230,000 4,563	\$ - - - - 16,000	\$ 3,294,700 589,026 230,000 4,563 16,000
Total expenses	\$ 4,118,289	\$ 16,000	\$ 4,134,289

AoA Properties Holding, Inc. Statements of Functional Expenses (Continued)

For the year ended June 30, 2022

	Program Services			Total
Contribution of non-financial assets - rent Depreciation Interest Professional fees	\$ 3,238,541 563,989 115,667	\$	- - - 10,296	\$ 3,238,541 563,989 115,667 10,296
Total expenses	\$ 3,918,197	\$	10,296	\$ 3,928,493

AoA Properties Holding, Inc. Statements of Cash Flows

For the years ended June 30,	2023	2022
Operating Activities Change in net assets Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities	\$ 400,011	\$ (650,352)
Depreciation Loss on disposal of property and equipment Changes in operating assets and liabilities	589,026 4,563	563,989 -
Other assets Accounts payable	3,053,066 (603,336)	(2,449,730)
Net cash provided by (used in) operating activities	3,443,330	(2,536,093)
Investing Activities Purchases of property and equipment Proceeds from sale of property and equipment Proceeds from sale of assets held for sale	(1,236,634) 429,923 750	(5,055,877) - 461,739
Net cash provided by (used in) investing activities	(805,961)	_
Financing Activities Proceeds from note payable, AoA Deposit and Loan Fund Trust Net advances (to) from related parties	- (2,637,369)	4,000,000 3,130,231
Net cash provided by (used in) financing activities	(2,637,369)	7,130,231
Net change in cash and cash equivalents	-	-
Cash and cash equivalents, at beginning of year		
Cash and cash equivalents, at end of year	\$ -	\$ -
Schedule of Noncash Transactions		
Accounts payable incurred for other assets	\$ -	\$ 603,336
Schedule of Certain Cash Flow Information		
Cash paid for interest	\$ 230,000	\$ 115,667

Note 1: DESCRIPTION OF THE ORGANIZATION

The accompanying financial statements include the accounts and transactions of AoA Properties Holding, Inc. (Properties) which is a Georgia nonprofit corporation with one member, which has been granted exempt status under Section 501(c)(3) of the Internal Revenue Code.

The Archbishop (Archbishop) of the Roman Catholic Archdiocese of Atlanta (Archdiocese) is the sole member of the corporation and exercises control over Properties by appointing and approving the Board of Directors.

Properties was established on July 18, 2007, to support the Archdiocese by carrying on activities that benefit the Archdiocese, including holding and maintaining property, buildings, furniture, fixtures, and equipment for the Archdiocese.

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The Financial Accounting Standards Board (FASB) provides authoritative guidance regarding U.S. GAAP through the Accounting Standards Codification (ASC) and related Accounting Standards Updates (ASUs).

Use of Estimates

The preparation of U.S. GAAP financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Estimates that are particularly susceptible to significant change in the near term are related to contributions in-kind and allocation of functional expenses.

Program Services

Properties' program service consists of supporting the Archdiocese by holding and maintaining property, buildings, furniture, fixtures, and equipment for the Archdiocese.

Cash and Cash Equivalents

Cash and cash equivalents include cash and all highly liquid investments with an original maturity of 90 days or less.

Property and Equipment

All acquisitions of property and equipment in excess of \$5,000 and all expenditures for maintenance, renewals, and betterments that materially prolong the useful lives of assets are capitalized. Repairs and maintenance are expensed as incurred. Property and equipment are carried at cost or, if donated, at the approximate fair value at the date of donation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Long-lived Assets

Properties reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the future undiscounted cash flows expected to result from the use of the asset are less than its carrying amount, an impairment loss is recognized. Long-lived assets and certain intangible assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell. There were no adjustments for impairment during the years ended June 30, 2023 and 2022.

Net Assets

Properties reports information regarding its financial position and activities according to two classes of net assets that are based upon the existence or absence of restrictions on use that are placed by its donors: net assets without donor restrictions and net assets with donor restrictions.

Net assets without donor restrictions are resources available to support operations and not subject to donor restrictions. The only limits on the use of net assets without donor restrictions are the broad limits resulting from the nature of Properties, the environment in which it operates, the purposes specified in its corporate documents and its application for tax-exempt status, and any limits resulting from contractual agreements with creditors and others that are entered into in the course of its operations.

Net assets with donor restrictions are resources that are subject to donor-imposed restrictions. Some restrictions are temporary in nature, such as those that are restricted by a donor for use for a particular purpose or in a particular future period. Other restrictions may be perpetual in nature; such as those that are restricted by a donor that the resources be maintained in perpetuity.

When a donor's restriction is satisfied, either by using the resources in the manner specified by the donor or by the passage of time, the expiration of the restriction is reported in the financial statements by reclassifying the net assets from net assets with donor restrictions to net assets without donor restrictions.

There were no net assets with donor restrictions at June 30, 2023 and 2022.

Revenue Recognition

Rental revenue is recognized on the straight-line basis over the contracted period of the lease agreement (Note 6) in accordance with the provisions of FASB ASC Topic 842, *Leases* (ASC 842). Rent is due monthly from the lessee.

Contributions are recognized when cash, other assets, an unconditional promise to give, or notification of a beneficial interest is received. Conditional promises to give are not recognized until the conditions on which they depend have been substantially met or the donor has explicitly removed the conditions. Contributions received with donor-imposed restrictions that are met in the same year in which the contributions are received are classified as net assets without donor restrictions.

Donated Assets

Donated investments and other noncash donations are recorded as contributions at their fair values at the date of donation.

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Donated Services

Donated services are recognized as contributions if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by Properties. There were no donated services that met the recognition criteria during the years ended June 30, 2023 and 2022.

Functional Allocation of Expenses

Directly identifiable expenses are charged to programs and supporting services. Other expenses that are common to several functions are allocated based on estimates of asset usage.

Income Taxes

Under section 501(c)(3) of the Internal Revenue Code, Properties is exempt from taxes on income other than unrelated business income. Properties considers all of its activities to be directly related to its exempt purpose in 2023 and 2022.

Properties utilizes the accounting requirements associated with uncertainty in income taxes using the provisions of the Financial Accounting Standards Board (FASB) ASC 740, *Income Taxes*. Using that guidance, tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the positions will be sustained upon examination by the tax authorities. It also provides guidance for derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of June 30, 2023 and 2022, Properties has no uncertain tax positions that qualify for recognition or disclosure in the financial statements.

Reclassifications

Certain reclassifications were made to prior year balances to conform with current year presentation.

Subsequent Events

Management has evaluated subsequent events through the date that the financial statements were available to be issued, December 20, 2023. See Note 9 for relevant disclosure. No subsequent events occurring after this date have been evaluated for inclusion in these financial statements.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (FASB) issued guidance (Accounting Standards Codification ASC 842, *Leases*). The guidance supersedes FASB ASC 840. Lessor accounting under the new guidance is aligned with the revenue recognition principles in FASB ASC 606, *Revenue from Contracts with Customers*, and remains largely the same as under FASB ASC 840 for operating leases. Properties recognizes lease income as revenue over the lease term.

Properties adopted the standard effective July 1, 2022. The implementation of this standard did not have a material effect on the financial statements.

Note 3: LIQUIDITY AND FINANCIAL ASSET AVAILABILITY

The following reflects Properties' financial assets as of the statement of financial positon date, reduced by amounts not available for general use within one year of the statement of financial positon date because of contractual or donor-imposed restrictions.

June 30,	2023	2022
Total assets at year end	\$ 24,557,885 \$	27,398,579
Less non-financial assets: Property and equipment, net Other assets	(24,557,885) -	(24,344,763) (3,053,816)
Financial assets available to meet cash needs for general expenditures within one year	\$ - \$	-

Roman Catholic Archdiocese of Atlanta, Inc. (Chancery), a related party, funds Properties' obligations as they come due and has demonstrated the ability and intent to do so, which is represented by due to related parties on the statements of financial position.

Note 4: PROPERTY AND EQUIPMENT

The components of property and equipment consist of the following at June 30, 2023 and 2022:

	Estimated		
	Useful Lives		
	(in years)	2023	2022
			_
Land improvements	20	\$ 1,866,640	\$ 1,866,640
Building	20-40	17,950,261	16,867,385
Furniture and equipment	5-10	348,683	2,638,511
			_
Total depreciable property and equipment		20,165,584	21,372,536
Less: accumulated depreciation		(6,771,184)	(8,510,724)
			_
Total depreciable property and equipment, net		13,394,400	12,861,812
Land		10,919,187	11,341,769
Construction in progress		244,298	141,182
		_	
Total property and equipment, net		\$ 24,557,885	\$ 24,344,763

Depreciation expense for the years ended June 30, 2023 and 2022 amounted to \$589,026 and \$563,989, respectively.

AoA Properties Holding, Inc. Notes to Financial Statements

Note 5: OTHER ASSETS

During the year ended June 30, 2022, Properties commenced the build out of a new unincorporated parish, Divine Mercy Mission Catholic Church. The construction balance related to the building is held by the AoA Parish Real Estate Trust, an irrevocable charitable trust subject to the provisions of Canon Law, the purpose of which is to provide for the administration and management of parish real property for the benefit of the people of the respective parish. Once the project is complete, the total cost will be billed to the parish under the Special Projects Oversight Committee (SPOC). At June 30, 2022, the total project cost incurred was \$3,053,066, which was recorded as an other asset on the statements of financial position. In April 2023, the project was completed at a total cost of \$4,689,942. Upon completion of the project, during the year ended June 30, 2023, Properties transferred the receivable to Chancery.

Note 6: LEASE OF REAL PROPERTY

In 2012, the Archdiocese purchased real property to be used by and leased to a Catholic Mission (the Mission). The original lease agreement was for a term of three years with a monthly payment of \$4,100. The lease agreement ultimately expired and is carried month-to-month at a rate of \$3,300 per month, until the Mission either vacates the property or purchases it outright. The lease payments are designed to cover the carrying cost of the property. All other costs, including but not limited to insurance, legal fees, property taxes and fees, maintenance and utilities, are the responsibility of the Mission.

The original lease agreement was serviced through the Archdiocese. As of July 1, 2019, rental income associated with the property was assigned to Properties, which will service the agreement going forward. Rental income totaled \$39,600 during each of the years ended June 30, 2023 and 2022.

Leased assets primarily relate to buildings and land with carrying amounts of \$801,611 and \$819,479 for the years ended June 30, 2023 and 2022, respectively.

Note 7: CONTRIBUTIONS IN-KIND

Properties allows for various related parties to use its real property (the Chancery offices, its Habersham County property, and its property occupied by St. John the Evangelist), for the purpose of carrying out the general mission of the Archdiocese for no cost to the related parties. The value of contributed real property was approximately \$3,290,000 and \$3,240,000, during the years ended June 30, 2023 and 2022, and is reported as contribution of non-financial assets — rent, on the statements of activities and statements of functional expenses. Contribution of non-financial assets — rent, was not reported on Properties' previously issued financial statements and has been applied retrospectively to the statements of activities and functional expenses for the year ended June 30, 2022. This change did not have an effect on previously reported net assets.

Donated usage of real property is recorded based on estimated fair market value for renting similar property.

Note 8: RELATED PARTY TRANSACTIONS

Contribution Revenue

During the year ended June 30, 2023, Chancery made an unrestricted contribution of \$1,200,000 to Properties.

Note Payable - AoA Deposit and Loan Fund Trust

During the year ended June 30, 2020, Properties signed a promissory note with AoA Deposit and Loan Fund Trust for the purpose of purchasing land bank properties which is land to be used for future development. The unsecured note is dated June 16, 2020, in the maximum principal amount of \$2,000,000 and variable interest initially accruing at 3.50%. Interest on the promissory note was 4.25% as of June 30, 2023. Principal payments are due as Properties receives funds from the sale of land bank properties. At June 30, 2023 and 2022, the outstanding balance totaled \$2,000,000.

During the year ended June 30, 2022, Properties signed an additional promissory note with AoA Deposit and Loan Fund Trust for the purpose of purchasing land bank properties. The unsecured note is dated November 30, 2021, in the maximum principal amount of \$4,000,000 and variable interest initially accruing at 3.5%. Interest on the promissory note was 4.25% as of June 30, 2023. Principal payments are due as Properties receives funds from the sale of land bank properties. At June 30, 2023 and 2022, the outstanding balance totaled \$4,000,000.

For the years ended June 30, 2023 and 2022, interest expense was \$230,000 and \$115,667, respectively.

Note 9: SUBSEQUENT EVENTS

Management evaluated all events or transactions that occurred after June 30, 2023, through December 20, 2023, the date Properties' financial statements were available to be issued. The following items occurred:

On August 30, 2023, Properties entered into a lease with Chancery as the lessee, expiring in August 2043, with monthly rent totaling \$15,000.



ACCOMPANYING INFORMATION



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INDEPENDENT AUDITORS' REPORT ON ACCOMPANYING INFORMATION

His Excellency, the Most Reverend Archbishop of Atlanta And to the Board of Directors AoA Properties Holding, Inc. Atlanta, Georgia

We have audited the financial statements of AoA Properties Holding, Inc. as of and for the years ended June 30, 2023 and 2022, and our report thereon dated December 20, 2023, which expressed an unmodified opinion on those financial statements, appears on pages 1 and 2. Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedule of Property and Equipment on page 15 is presented for the purpose of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Carr, Riggs & Ungram, L.L.C.
CARR, RIGGS, & INGRAM, LLC

Atlanta, Georgia December 20, 2023

For the years ended June 30,		2022	2023				
		Balance	Additions	Reductions	В	Balance	
Land							
Clayton County, Georgia							
San Felipe de Jesus Mission	\$	103,000	\$ -	\$ -	\$ 1	103,000	
San Felipe de Jesus Mission		359,992	-	-	3	359,992	
Cobb County, Georgia							
Catholic Center - Smyrna		1,965,984	-	-		965,984	
St. Francis de Sales		192,049	-	-	1	192,049	
Dekalb County, Georgia							
Divine Mercy Mission		4,033,327	1,748	-	4,0	035,075	
Floyd County, Georgia							
St. Mary Lot		429,923	-	429,923		-	
Forsyth County, Georgia							
St. Brendan		374,043	4,444	-	3	378,487	
Fulton County, Georgia							
Saint Jude the Apostle Church		434,202	-	-	4	134,202	
Gilmer County, Georgia							
Good Samaritan		168,478	-	-	1	168,478	
Gwinnett County, Georgia							
Mission Divino Niño		567,188	-	-	5	567,188	
Our Lady of Americas		920,774	601	-		921,375	
St. Oliver Plunkett		483,424	-	-	4	183,424	
Habersham County, Georgia		190,850	-	-		190,850	
Murray County, Georgia		,				•	
St. Toribo Romo		277,500	-	-	2	277,500	
Polk County, Georgia						,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
St Bernadette		419,113	-	_	4	119,113	
Taliaferro County, Georgia		123,223			•	,	
Locust Grove Cemetery		10,000	_	_		10,000	
Purification Cemetery		10,000	_	_		10,000	
Purification Church		93,800	_	_		93,800	
Upson County, Georgia		33,800		_		33,800	
St. Peter the Rock		10,904	548			11,452	
Whitfield County, Georgia		10,904	340	-		11,432	
· · · · · ·		100 050			1	100 050	
St. Joseph, Dalton Other		189,859	-	-		189,859	
Other		107,359		<u> </u>		L07,359	
Total land		11,341,769	7,341	429,923	10,9	919,187	
Land improvements							
Catholic Center - Smyrna		320,688	-	-	3	320,688	
Our Lady of America		565,506	-	-	5	565,506	
St. Paul Education Building		980,446	-	-	9	980,446	
Total improvements		1,866,640	_	_	1.8	366,640	
		1,000,010			_,c	,00,010	
Buildings		=					
Archbishop's residence		464,741	-	-		164,741	
Bishop's residence		-	668,748	-		568,748	
Ardmore Court Townhomes		760,064	-	-		760,064	
Borromeo House - Sandy Springs		1,176,347	-	-		L76,347	
Catholic Center - Smyrna		6,115,358	29,486	-		L44,844	
Fontana House - Tucker		429,267	94,672		5	523,939	
Mission Del Divino Nino		1,215,513	-	-	1,2	215,513	
Our Lady of Americas		4,755,553	-	-	4,7	755,553	
St. Francis de Sales		169,526	-	-	1	169,526	
St. Mary Toccoa		212,951	289,970	-	5	502,921	
San Felipe de Jesus Mission		853,368	-	-	8	353,368	
St. Toribo Romo		714,697	-	-	7	714,697	
Total buildings		16,867,385	1,082,876	-	17,9	950,261 -	
Furniture, fixtures, and equipment						-	
Archbishop's residence		127,058		35,519		91,539	
•		127,036	27.400	35,519			
Bishop's residence		- E2 202	27,498	14700		27,498	
Ardmore Court Townhomes		53,282	-	14,796		38,486	
Borromeo House - Sandy Springs		12,887		-		12,887	
Chancery Offices Fontana House - Tucker		2,445,284 -	5,628 10,175	2,282,814 -		168,098 10,175	
Total furniture, fixtures and equipment		2,638,511	43,301	2,333,129	3	348,683	
Construction in progress		141,182	168,562	65,446	2	244,298	
Total land, buildings, improvements and equipment	\$	32,855,487	\$ 1,302,080	\$ 2,828,498		329,069	
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