

COPY

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number
Jeffrey N. Pomerantz (CA Bar No. 143717)
Jeffrey W. Dulberg (CA Bar No. 181200)
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10100 Santa Monica Blvd., 11th Floor
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Attys for Debtors and Debtors in Possession

FOR COURT USE ONLY
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04 OCT 29 AM 10:34
CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**

In re: RFB CELLULAR, INC., a Delaware Corporation, et al.,

CASE NO.: _____ DEPUTY

ND 03-12187-RR
(Joint Adm w/ Case No. ND03-10265-RR, Case Nos. ND03-12184-RR thru 12186, Case No. ND03-12188-RR, & ND03-12190-RR)

Debtor(s).

NOTICE OF SALE OF ESTATE PROPERTY

Sale Date: December 14, 2004 **Time:** 10:00 a.m.

Location: Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 10100 Santa Monica Blvd., 11th Floor, Los Angeles, CA 90067

Type of Sale: Public: Private: Last date to file objections: December 2, 2004

Description of Property to be Sold: Please see attached Exhibit "A".

Terms and Conditions of Sale: Please see attached Exhibit "A".

Proposed Sale Price: Please see attached Exhibit "A".

Overbid Procedure (If Any): Please see attached Exhibit "A".

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

Contact Person for Potential Bidders (include name, address, telephone, fax and/or e:mail address):

Please see attached Exhibit "A".

Date: October 28, 2004



1 Jeffrey N. Pomerantz (CA Bar No. 143717)
Jeffrey W. Dulberg (CA Bar No. 181200)
2 PACHULSKI, STANG, ZIEHL, YOUNG, JONES
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3 10100 Santa Monica Blvd., 11th Floor
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5 Attorneys for Debtors and Debtors in Possession
6

7
8 **UNITED STATES BANKRUPTCY COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**
10 **NORTHERN DIVISION**

11 In re:
12 **RFB CELLULAR, INC.**, a Delaware
Corporation, et al.,
13
14 Debtors.
15 Federal Tax I.D. No. 22-3116100

Case No.: ND 03-12187-RR

Chapter 11 Cases

(Jointly Administered with Case No. ND 03-10265-RR, Case Nos. ND 03-12184-RR through ND 03-12186-RR, Case No. ND 03-12188-RR, and Case No. ND 03-12190-RR)

16 **NOTICE OF (A) AUCTION AND SALE HEARING**
17 **AND (B) ASSUMPTION AND ASSIGNMENT OF**
18 **EXECUTORY CONTRACTS AND REAL**
19 **PROPERTY LEASES**

20 Hearing Date: December 16, 2004
Time: 2:00 p.m.
Place: Courtroom "201"
1415 State Street
Santa Barbara, CA
21 Judge: Robin L. Riblet

22 **PLEASE TAKE NOTICE** that on August 5, 2003 (the "Petition Date"), RFB Cellular, Inc.,
23 Alpine-Michigan E, Inc., Alpine-Michigan F, LLC (collectively, the "Michigan Debtors"), Alpine-
24 Fresno C, LLC, Alpine Investments, LLC, and Alpine-Hyannis F, LLC, debtors and debtors in
25 possession herein (collectively, the "Debtors"), filed voluntary petitions for relief under chapter 11

26
27 ¹ The Debtors are RFB Cellular, Inc., a Delaware corporation, Federal Tax Id. #22-3116100, Alpine-California F, LLC, a Michigan Limited Liability
28 Company, Federal Tax Id. #77-0501648, Alpine Investments, LLC, a Michigan Limited Liability Company, Federal Tax Id. #77-0503257, Alpine-
Michigan F, LLC, a Michigan Limited Liability Company, Federal Tax Id. #77-0501645, Alpine-Michigan E, Inc., a Michigan corporation, Federal
Tax Id. #77-0569055, Alpine-Hyannis F, LLC, a Michigan Limited Liability Company, Federal Tax Id. #77-0501643, and Alpine-Fresno C, LLC, a
Michigan Limited Liability Company, Federal Tax Id. #77-0515811.

1 of title 11 of the Bankruptcy Code.

2 **PLEASE TAKE FURTHER NOTICE** that on September 27, 2004, the Michigan Debtors
3 filed their Motion for Order Authorizing (A) Sale of Assets Free and Clear of All Liens, Claims,
4 Rights, Interests and Encumbrances; (B) Assumption and Assignment of Related Executory
5 Contracts and Real Property Leases; and (C) Granting Related Relief (the "Sale Motion"). Pursuant
6 to the Sale Motion, the Michigan Debtors seek authority to sell their FCC Authorizations, Assumed
7 Contracts, Real Property Leases, Deposits, Owned Real Property, furniture, fixtures, equipment,
8 Software, business licenses and permits (collectively, the "Assets"), to Dobson Cellular Systems,
9 Inc. (the "Proposed Purchaser"), or a successful bidder (any such bidder, a "Successful Bidder") at
10 an auction (the "Auction") to be conducted with respect to the sale of the Assets. The terms and
11 conditions of the proposed sale to the Proposed Purchaser are set forth in that certain Asset Purchase
12 Agreement substantially in the form attached to the Sale Motion (the "Agreement"). The Agreement
13 represents the results of extensive marketing efforts conducted by the Debtors together with their
14 investment bankers to obtain the highest and best offer for the Assets. As described in full in the
15 Agreement, the Michigan Debtors seek to sell the Assets to the Proposed Purchaser in exchange for
16 the aggregate purchase price of \$26,000,000 as follows: \$20,800,000 of which will be paid upon
17 satisfaction of the conditions to closing including effectiveness of that certain Spectrum Manager
18 Lease contemplated by the Agreement and the remaining \$5,200,000 of which will be paid upon
19 FCC approval of the transfer of the Licenses to the Proposed Purchaser. Execution of the Spectrum
20 Manager Lease will enable the Proposed Purchaser to use the Michigan Debtors' spectrum promptly
21 following Court approval and result in the release of 80% of the Purchase Price to the Debtors.

22 **PLEASE TAKE FURTHER NOTICE** that on or about October 27, 2004, the Bankruptcy
23 Court entered an Order (A) Approving Sale Procedures And Bid Protections, Including Break-Up
24 Fee, In Connection With Sale Of Assets, Free And Clear Of All Liens, Claims, Encumbrances And
25 Interests; (B) Scheduling An Auction For, And Hearing To Approve The Sale; (C) Approving
26 Notice Of Respective Dates, Times And Places For Auction And For Hearing On Approval Of The
27 Sale, And (D) Granting Related Relief (the "Sale Procedures Order"). The Sale Procedures Order
28 governs the manner in which the Assets are to be sold or otherwise assigned. Any party desiring to

1 obtain a copy of the Sale Motion or the Sale Procedures Order may do so by contacting Debtors'
2 counsel at Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 10100 Santa Monica Boulevard,
3 Suite 1100, Los Angeles, California 90067 Attn: Jeffrey W. Dulberg.

4 **PLEASE TAKE FURTHER NOTICE** that pursuant to the terms and provisions of the Sale
5 Motion, the Michigan Debtors request that the Bankruptcy Court enter an Order approving the Sale
6 Motion which provides, among other things, that (a) pursuant to 11 U.S.C. §§ 105(a) and 363(f), the
7 Assets shall be transferred to the Proposed Purchaser, or any Successful Bidder, free and clear of all
8 Liens, Claims, rights of first refusal, encumbrances and other interests of any kind (collectively, the
9 "Interests"), other than the Permitted Liens and Assumed Liabilities, in accordance with sections 363
10 and 365 of the Bankruptcy Code, with all then-existing Interests to attach to the net proceeds of the
11 sale of the Assets with the same validity and priority as existed prior to the sale, subject to any
12 claims and defenses the Michigan Debtors may possess with respect thereto; (b) the Assigned
13 Contracts/Leases shall be assumed and assigned to the Proposed Purchaser, or any Successful
14 Bidder, pursuant to 11 U.S.C. § 365(a) and (f); and (c) the Proposed Purchaser, or any Successful
15 Bidder, is a good faith purchaser under 11 U.S.C. § 363(m) and, as such, is entitled to all of the
16 protections afforded thereby. The Michigan Debtors believe that the parties asserting lien claims
17 (that are not being assumed or paid in full) against any of the Assets consent to the proposed sale
18 free and clear of all Interests. The Michigan Debtors contemplate that they will satisfy all
19 obligations owing to the FCC from the proceeds of the sale or, if the parties cannot agree on the
20 applicable amounts, such Interests will attach to the proceeds of the sale with the same validity,
21 priority and amount as existed prior to the sale.

22 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Sale Procedures
23 Order, the Auction will be conducted at the offices of Pachulski, Stang, Ziehl, Young, Jones &
24 Weintraub P.C., 10100 Santa Monica Boulevard, Suite 1100, Los Angeles, California 90067, or at
25 another location as may be timely disclosed to Qualified Bidders, on December 14, 2004 at 10:00
26 a.m. (the "Auction Date"). Only parties that have submitted a Qualified Bid (as defined in the Sale
27 Procedures Order) will be permitted to participate in and/or make any statements on the record at the
28 Auction.

1 **PLEASE TAKE FURTHER NOTICE** that a hearing will be held to confirm the results of
2 the Auction and approve the sale of the Assets to the Successful Bidder (the "Sale Hearing") before
3 the Honorable Robin L. Riblet, United States Bankruptcy Judge, on December 16, 2004 at 2:00 p.m.
4 (prevailing Pacific time) or at such time thereafter as counsel may be heard. The sale of the Assets
5 and the assumption and assignment of the Assigned Contracts/Leases will be subject to, among other
6 things, the entry of an order of the Bankruptcy Court approving same. Prospective purchasers shall
7 be deemed to have consented to the sale of the Assets and the assumption and assignment of the
8 Assigned Contracts/Leases at the time of the Sale Hearing and to have waived any right to a jury
9 trial in connection with any disputes relating to the Auction and the sale of the Assets. The Sale
10 Hearing may be adjourned from time to time without further notice to creditors or parties in interest
11 other than by announcement of the adjournment in open court or on the Court's calendar on the date
12 scheduled for the Sale Hearing or any adjourned date.

13 **PLEASE TAKE FURTHER NOTICE** that objections to the relief requested by the Sale
14 Motion, including any objection to the assumption and assignment of the Assigned Contracts/Leases,
15 shall be set forth in writing and shall specify with particularity the grounds for such objections or
16 other statements of position and shall be filed with the Court on or before December 2, 2004 at 4:00
17 p.m. prevailing Pacific time, and shall be served so as to be received by that same date and time on
18 (i) Debtors' counsel at Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 10100 Santa
19 Monica Boulevard, Suite 1100, Los Angeles, California 90067 Attn: Jeffrey W. Dulberg; (ii) the
20 Proposed Purchaser at Dobson Cellular Systems, Inc., 14201 Wireless Way, Oklahoma City,
21 Oklahoma 73134, Attn: Thomas A. Coates, and its counsel at Morgan, Lewis & Bockius LLP, 101
22 Park Avenue, New York, New York 10178, Attn: Andrew D. Gottfried, Esq.; and (iii) the Lenders'
23 counsel at Sheppard, Mullin, Richter & Hampton LLP, 333 South Hope Street, Forty-Eighth Floor,
24 Los Angeles, California 90071, Attn: Joel Ohlgren.

25 **PLEASE TAKE FURTHER NOTICE** that the failure of any person or entity to timely file
26 an objection shall be deemed a consent to the Sale to the Proposed Purchaser, or Successful Bidder,
27 and be a bar to the assertion, at the Sale Hearing or thereafter, of any objection to the Sale Motion,
28 the Auction, the sale of the Assets, the assumption and assignment of the Assigned Contracts/Leases

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or the consummation and performance of the Agreement, if authorized by the Court. Unless a counterparty to an Assigned Contract/Lease properly and timely files and serves an objection, such contracts and leases will be assigned to the Successful Bidder upon the closing of the sale of the Assets.

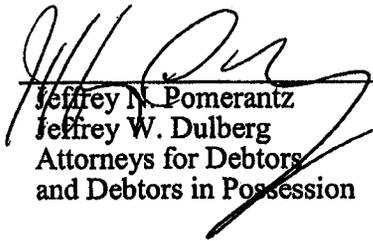
PLEASE TAKE FURTHER NOTICE THAT NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED IN THE SALE MOTION OR THE AGREEMENT, OFFERS BY POTENTIAL PURCHASERS FOR THE PURCHASE OF THE ASSETS NEED NOT BE MADE ACCORDING TO THE TERMS AND CONDITIONS OF, OR UTILIZE THE SAME OR A SIMILAR TRANSACTION STRUCTURE TO THAT REFLECTED IN, THE AGREEMENT.

PLEASE TAKE FURTHER NOTICE that any person or entity interested in submitting a bid on the Assets shall deliver an offer to Garrett M. Baker, Waller Capital, 30 Rockefeller Plaza, Suite 4350, New York, NY 10112, so that such bid is actually received no later than December 8, 2004 at 5:00 p.m. Eastern Time.

PLEASE TAKE FURTHER NOTICE that this Notice of Auction and Sale Hearing is subject to the full terms and conditions of the Sale Motion, Sale Procedures Order and Sale Procedures which shall control in the event of any conflict and the Michigan Debtors encourage parties in interest to review such documents in their entirety, which are available upon written request from undersigned counsel.

Dated: October 28, 2004

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

By 
Jeffrey N. Pomerantz
Jeffrey W. Dulberg
Attorneys for Debtors
and Debtors in Possession

PROOF OF SERVICE

STATE OF CALIFORNIA)
CITY OF LOS ANGELES)

I, Mary de Leon, am employed in the city and county of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 10100 Santa Monica Blvd., 11th Floor, Los Angeles, California 90067-4100.

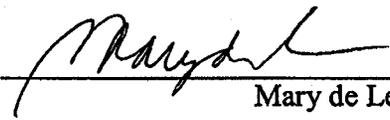
On October 28, 2004, I caused to be served the **NOTICE OF (A) AUCTION AND SALE HEARING AND (B) ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND REAL PROPERTY LEASES** in this action by placing a true and correct copy of said document(s) in sealed envelopes addressed as follows:

PLEASE SEE ATTACHED SERVICE LIST

- (BY MAIL) I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at Los Angeles, California, in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.
- (BY FAX) I caused to be transmitted the above-described document by facsimile machine to the fax number(s) as shown. The transmission was reported as complete and without error. (Service by Facsimile Transmission to those parties on the attached List with fax numbers indicated.)
- (BY PERSONAL SERVICE) By causing to be delivered by hand to the offices of the addressee(s).
- (BY OVERNIGHT DELIVERY) By sending by _____ to the addressee(s) as indicated on the attached list.

I declare that I am employed in the office of a member of the bar of this Court at whose direction was made.

Executed on October 28, 2004, at Los Angeles, California.



Mary de Leon

EXHIBIT 7

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

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RFB CELLULAR
2002/LIMITED NOTICE SERVICE LIST

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Office of the United States Trustee
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Santa Barbara, CA 93101

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Attys for Robert Broz

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Robert Broz
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Gaylord, MI 49735

Kimberly Broz
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Gaylord, MI 49735

James Broz
Alpine PCS
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San Luis Obispo, CA 93401

Agent for Secured Lenders

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Attys for Secured Lenders

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Thomas H. Castelli, Esq.
Andrew Locker, Esq.
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Atlanta, Georgia 30309-3996

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Forty-Eighth Floor
Los Angeles, CA 90071

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Howard Grobstein
Grobstein Horwath & Co. LLP
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Sherman Oaks, CA 91306

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Edmond, OK 73003

Attys for The Sheetz Group

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Special Litigation Counsel

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L.S. Tahk, Esq.
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EXHIBIT A

J

Receiver

William B. Calcutt
Calcutt Rogers & Boynton, PLLC
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Traverse City, MI 49684

Federal Communications Commission
Financial Operation Center
445 12 Street S.W.
Washington, D.C. 20554

Stewart Block, Esq.
Federal Communications Commission
Office of the General Counsel
445 12th Street, S.W.
Washington, D.C. 20554

Attys for the U.S.A. on behalf of
the FCC

Seth Shapiro, Esq.
U.S. Justice Dept., Civil Div.
Commercial Litigation Branch
1100 L Street, N.W.,
10th Fl., Room 10012
Washington, D.C. 20005

Internal Revenue Service
Special Procedures/Bankruptcy
300 North Los Angeles Street
Los Angeles, CA 90012

U.S. Securities and Exchange Commission
Pacific Regional Office
Valier Caproni, Regional Administrator
5760 Wilshire Blvd., 11th Fl.
Los Angeles, CA 90036

Franchise Tax Board
Bankruptcy Unit
Post Office Box 2952
Sacramento, CA 95812-2952

Franchise Tax Board
Special Procedures Section
9750 Business Park Drive, #220
Sacramento, CA 95827

Secretary of State
1500 11th Street
Sacramento, CA 95814

State Tax Authority

Michael Reynolds
Michigan Department of Treasury
Collection Division
Post Office Box 30199
Lansing, MI 48909-7699

State Tax Authority

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State Tax Authority

Michigan Department of Treasury
Department 77889
Detroit, MI 48277-0889

State Tax Authority

Internal Revenue Service
Department of Treasury
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20 LARGEST

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Illuminet/A Versigne Company
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TSI Communications
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Lockbox 12094
Chicago, IL 60693

Daloris Davis
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Atlanta, GA 30392-1687

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Ameritech Michigan Cabs
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4075 Bay Road C-103
Saginaw, MI 48605-1838

Verizon North (TX)
P.O. Box 920041
Dallas, TX 75392-0041

QWEST - Business
P.O. Box 856169
Louisville, KY 40285-6169

Donna
Citizens Insurance
P.O. Box 77000, Dept. 77880
Detroit, MI 48277-0880

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Sheryl Franks
SBC Paging
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REQUEST FOR SPECIAL NOTICE

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fka Bell Atlantic Corporation and
GTE Corporation

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Attys for Cricket Communications
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Attys for Cellco Partnership dba Verizon
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Reicker, Pfau, Pyle, McRoy & Herman LLP
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Post Office Box 1470
Santa Barbara, CA 93102

EXECUTORY CONTRACTS SERVICE LIST

Qwest Communications Corporation
Platform Contracts Administrator
4250 North Fairfax Drive, 7th Floor
Arlington, VA 22203

CenturyTel
Attn : Carrier Relations – Midwest Region
333 North Front Street
La Crosse, WI 54601

SBC Ameritech Michigan
Contract Administration
Attn: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

Verizon North f/k/a GTE North
Incorporated
Attn: Assistance Vice President/Associate
General Counsel
Business Development & Integration
600 Hidden Ridge – HQEWMNOTICES
Irving, TX 75038

Alpena County Road Comm.
Roger Rauss Manager
1400 N. Bagley
Alpena, MI 49707

Alpena General Hospital
Al Dean Moe
C.O.O. 1501 West Chisholm
Alpena, MI 49707

Alpena Police Dept.
Thad N. Taylor
501 W. Chisholm Street
Alpena, MI 49707

Lightwave
P.O. Box 1000
Pleasantville, NJ 08232

Thunder Bay Transportation (Bus Service)
Attn: Ron Prell, Manager
3020 Hwy. US-23 South
Alpena, MI 49707

Trinity Broadcasting Network
2442 Michelle Drive
Tustin, CA 92780

NPI_Omnipoint Wireless,LLC
PO Box 879
Traverse City, MI 49685

Chippewa County
Office of Emergency Services
4657 Industrial Park Drive
Kincheloe, MI 49788

Great Lakes Energy Cooperative
Daniel Nelson, Manager
P.O. Box 70
Boyne City, MI 49712

ComputerAcc
Richard Bacon
P.O. Box 1200
Alanson, MI 49706

High School Maint.
Otsego Co. Bd. of Com.
255 West Main Street
Gaylord, MI 49735

Protection One
Chris Sager
1996 Old 27 South
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