

RE 6129109

07-21-2009

RE



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To the Director of the U. S. Patent and Ti

uments or the new address(es) below.

**1. Name of conveying party(ies):**

Wachovia Capital Finance Corporation (New England)

- Individual(s)
- General Partnership
- Corporation- State: Massachusetts
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) June 10, 2009

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?

- Yes
- No

Name: Wayzata Investment Partners LLC  
 Internal  
 Address: Suite 300  
 Street Address: 701 East Lake Street  
 City: Wayzata  
 State: Minnesota  
 Country: U.S.A. Zip: 55391

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other LLC Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
77/089,851; 77/152,555; 77/045,358; 77/045,348; 77/045,247; 77/045,337; 77/045,325.

B. Trademark Registration No.(s)  
1,972,543; 1,136,108; 1,427,389; 1,867,981; 2,275,631; 2,905,813; 2,766,211; 2,746,144; 2,876,949;

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Kinga Bernath, Corporate Paralegal  
 Internal Address: \_\_\_\_\_  
 Street Address: c/o Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
 City: New York  
 State: New York Zip: 10036  
 Phone Number: (212) 407-3196  
 Fax Number: (212) 872-1002 Attn: K Bernath  
 Email Address: kbernath@akingump.com

**6. Total number of applications and registrations involved:**

17

**7. Total fee (37 CFR 2.6(b)(6) & 3.41)** \$440.00

- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

Deposit Account Number 01-0477  
 Authorized User Name Akin Gump Strauss, et al

**9. Signature:**

Kinga Bernath  
Signature

July 15, 2009  
Date

Kinga Bernath  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

23

Continuation sheet to accompany Trademark Recordation Form Cover Sheet of  
Wachovia Capital Finance Corporation (New England)

**Continuation of Item 4.B.**

Registration number 2,180,436.



ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (this "Assignment"), dated as of June 10, 2009, is made by Wachovia Capital Finance Corporation (New England) (the "Assignor") in favor of Wayzata Investment Partners LLC (the "Assignee"). Unless otherwise defined herein, or the context otherwise requires, terms used in this Assignment, including its preamble and recitals, have the meanings provided in, or by reference in, the Credit Agreement referred to below.

W I T N E S S E T H:

WHEREAS, Wachovia Capital Finance Corporation (New England), as Administrative Agent and Collateral Agent (in such capacities, the "Resigning Administrative Agent"), Lenders, and Borrower have entered into financing arrangements pursuant to which Lenders (or Resigning Administrative Agent on behalf of the Lenders) have made and may make loans and advances and provide other financial accommodations to Borrower as set forth in the Revolving Credit Agreement, dated as of October 3, 2007 among Holdings, Company, the financial institutions named as lenders therein (together with their successors and assigns, the "Lenders") and Resigning Administrative Agent (as amended by that certain Successor Agent and Amendment Agreement, dated as of June 2, 2009 and hereafter be further amended, modified, supplemented, extended, renewed, restated or replaced, the "Credit Agreement")

WHEREAS, pursuant to the Credit Agreement, the Borrower and its Subsidiaries granted to the Assignor, on behalf of the Lenders, a security interest in certain Collateral, including certain trademarks, trade names and service marks registered or pending with the United States Patent and Trademark Office as set forth in Attachment I hereto (collectively, the "Trademarks");

WHEREAS, pursuant to that certain Resignation of Agent, dated as of June 2, 2009, the Resigning Administrative Agent has resigned as Administrative Agent and Collateral Agent in accordance with Section 10.9 of the Credit Agreement (the "Resignation");

WHEREAS, pursuant to the Successor Agent and Amendment Agreement, dated as of June 2, 2009, the Lenders have appointed Assignee to act as the successor Administrative Agent and the successor Collateral Agent under the Credit Agreement and the other Loan Documents (the "Succession"); and

WHEREAS, in connection with the Resignation and Succession, Assignor intends to assign its security interests in the assets of the Borrower and its Subsidiaries, including without limitation, the Trademarks, and Assignee desires to acquire Assignor's security interests in, to and under the Trademarks, as collateral security for the prompt and complete payment and performance of the Obligations under the Credit Agreement.

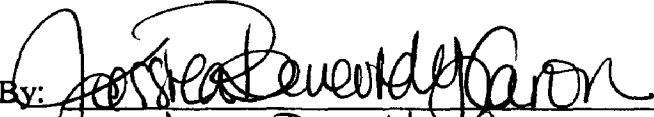
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby transfers and assigns (without representation, recourse or warranty of any kind) to the Assignee, Assignor's security interests in and to the Trademarks, including, without limitation, the registrations and applications set forth on

Attachment I, all proceeds thereof, and the right to sue for past, present and future infringements, together with the goodwill of the business symbolized thereby by any of the foregoing.

THIS ASSIGNMENT OF TRADEMARKS shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns.

IN WITNESS WHEREOF, the Assignor has caused this document to be executed  
this 10<sup>th</sup> day of June 2009.

WACHOVIA CAPITAL FINANCE  
CORPORATION (NEW ENGLAND)

By:   
Name: Jessica Benevides Caron  
Title: Vicepresident

TRADEMARKS

See Attached.



# MASTERCRAFT BOAT COMPANY, LLC

Active Trademark Portfolio as of July 25, 2007

COUNTRY	MARK	GOODS AND SERVICES	REG. NO.	FILED DATE	REG. NO.	REG. DATE	REMARKS
Australia	<b>MARISTAR</b> FCH&S Ref.: 02673.601204	Class 12: Boats, including power boats; water vehicles, including motorised water vehicles	1147789	Nov. 21, 2006	1147789	Jul. 2, 2007	Renewal due Nov. 21, 2016
Australia	<b>MASTERCRAFT</b> FCH&S Ref.: 02673.600804	Class 12: Boats, including power boats; water vehicles, including motorised water vehicles; trailers, parts, fittings and accessories in this class for boats and water vehicles	1147831	Nov. 21, 2006	--	--	Response to Office Action due Jun. 15, 2008
Australia	<b>MasterCraft</b> FCH&S Ref.: 02673.604604	Class 12: Boats, including power boats; water vehicles, including motorised water vehicles; trailers, parts, fittings and accessories in this class for boats and water vehicles	1155775	Jan. 10, 2007	--	--	Awaiting examination



COUNTRY	CLASS	GOODS SERVICES	APP. NO.	FILED DATE	ISSUE DATE	STATUS
Australia	<b>PROSTAR</b> FCH&S Ref: 02673.600304	Class 12: Boats, including power boats; water vehicles, including motorised water vehicles not including motorised surfboards	1147784	Nov. 21, 2006	--	Published for opposition Jun. 21, 2007
Australia	<b>X2</b> FCH&S Ref: 02673.603704	Class 12: Boats, including power boats; water vehicles, including motorised water vehicles	1147780	Nov. 21, 2006	--	Response to Office Action due May 27, 2008
Australia	<b>X-STAR</b> FCH&S Ref: 02673.600104	Class 12: Boats, including power boats; water vehicles, including motorised water vehicles	1147771	Nov. 21, 2006	1147771	Jul. 2, 2007  Renewal due Nov. 21, 2016
Brazil	<b>MASTERCRAFT</b> FCH&S Ref: 02673.602107	Class 12/ Local Class 7.35/60: Waterway vehicles, other vessels and their implements; parts, components and accessories of machines, vehicles, implements, devices and means of transportation	813554187	Dec. 6, 1987	813554187	Mar. 13, 1990  Renewal due between Mar. 13, 2009 and Mar. 12, 2010
Brazil	<b>MASTERCRAFT</b> FCH&S Ref: 02673.600407	Class 12.20: Buoys, life buoys	817088920	Feb. 9, 1993	817088920	Nov. 23, 1999  Renewal due between Nov. 23, 2008, and Nov. 22, 2009

COUNTRY	MARK	CLASSIFICATION	REGISTRATION NO.	ISSUE DATE	REGISTRATION FEE	RENEWAL DATE	REMARKS
Canada	MASTERCRAFT FCH&S Ref.: 02673.600808		[1330758]		--	--	Filing instructions acknowledged, awaiting filing confirmation
Canada	 FCH&S Ref.: 02673.602408	Class 12: Ski boats	441,765	Jul 6, 1979	279,921	Jun 3, 1983	Renewal due Jun. 3, 2013
Canada	 FCH&S Ref.: 02673.600508	Class 12: Ski boats	441764	Jul 6, 1979	278,849	Apr. 15, 1983	Renewal due Apr. 15, 2013
Canada	<b>MasterCraft</b> FCH&S Ref.: 02673.604608		[1330917]		--	--	Filing instructions acknowledged, awaiting filing confirmation
Canada	X-STAR FCH&S Ref.: 02673.600108	Class 12: Boats	889,843	Sep. 9, 1998	528,475	May 29, 2000	Renewal due May 29, 2015

COUNTRY	TRADE MARK	GOODS SERVICES	APPL. NO.	ISSUE DATE	REG. NO.	REG. DATE	STATUS
China	MASTERCRAFT FCH&S Ref: 02673.60041X	Class 12: Boats and parts and accessories therof, power and motorized boats for skiing and fishing, personal motorized watercraft, water vehicles	93100482	Oct. 28, 1993	1018741	May 28, 1997	Renewal due May 27, 2017
China	<b>MasterCraft</b> FCH&S Ref: 02673.60461X	Class 12: Boats, structural boat parts and boat trailers	5838500	Jan. 10, 2007	--	--	Awaiting examination
Colombia	MASTERCRAFT FCH&S Ref: 02673.602972	Class 12: Power and motorized boats for skiing and fishing, including personal motorized watercraft and parts and accessories thereof	03.107.818	Dec. 9, 2003	295.225	Jan. 19, 2005	Renewal due Jan. 18, 2015
Denmark	MASTERCRAFT FCH&S Ref: 02673.600414	Class 12: Motorized boats, and parts and accessories (not included in other classes) therefor	VA 1999 04318	Oct. 19, 1999	VR 2000 02319	May 26, 2000	Renewal due May 26, 2010

COUNTRY	MARK	GOODS/ SERVICES	APPL. NO.	CLASS. DATE	REG. DATE	STATUS	
France	<b>MASTERCRAFT</b> PCH&S Ref.: 02673.600719	Class 12: Vehicles, apparatus for locomotion by land, air or water, motor boats for fishing and skiing including individual motorized ship such as water scooter. Class 25: Clothing, footwear, headgear. Class 28: Games, playthings, gymnastic, and sporting articles not included in other classes, decorations for Christmas trees	93/459079	Mar. 11, 1993	93 459 079	Nov. 9, 1993	Renewal due Mar. 10, 2013
Germany	<b>MasterCraft</b> PCH&S Ref.: 02673.601713	Classes 12, 25, 28: Vehicles for use on water, in the air and on the ground, especially powerboats, powered jetskis and parts of the aforementioned goods; clothing, shoes and halgear; toys and games; sport and exercise equipment, especially towing ropes for water-skiing	M75155/12 wz	Jun. 3, 1993	2 086 632	Dec. 8, 1994	Renewal due Jun. 30, 2013

COUNTRY	MARK	CLASSIFICATION	REG. NO.	REG. DATE	REG. NO.	REG. DATE	STATUS
Greece	MASTERCRAFT FCH&S Ref: 02673.600721	Class 12: Vehicles; apparatus for locomotion by land, air or water particularly boats, namely power and motorized boats for skiing and fishing, including personal motorized watercraft and parts and accessories therefor. Class 25: Clothing, footwear, headgear. Class 28: Games and playthings; gymnastic and sporting articles (except clothing); decorations for Christmas trees	113.609	Apr. 6, 1993	113.609	Feb. 19, 1996	Renewal due Apr. 6, 2013
Hong Kong	MASTERCRAFT FCH&S Ref: 02673.600422	Class 12: Boats, power and motorized boats for skiing and fishing, personal motorized watercraft and parts and accessories therefor	95 03880	Apr. 4, 1995	1996B11077	Dec. 9, 1996	Renewal due Apr. 4, 2016
Italy	MASTERCRAFT FCH&S Ref: 02673.602927	Class 12: All goods in Class 12, particularly boats, namely power and motorized boats for skiing and fishing, including personal motorized watercraft and parts and accessories therefor	RM2000C00 5914	Oct. 4, 2000	901961	Jul. 15, 2003	Renewal due Oct. 4, 2010

COUNTRY	MARK	GOODS AND SERVICES	REG. NO.	ISSUE DATE	REG. NO.	REG. DATE	RENEWAL DATE
Japan	MASTERCRAFT FCH&S Ref.: 02673.600428	Class 12: Ships, parts and accessories thereof	05-025694	Mar. 17, 1993	3128489	Mar. 29, 1996	Renewal due Mar. 29, 2016
Malaysia	MASTERCRAFT FCH&S Ref.: 02673.60042A	Class 12: Boats, namely power and motorized boats for skiing and fishing, including personal motorized watercraft and parts and accessories therefor	9503285	Apr. 12, 1995	9503285	Apr. 4, 2005 Effective date Apr. 12, 1995	Renewal due Apr. 12, 2012
Mexico	MASTERCRAFT FCH&S Ref.: 02673.600435	Class 12: Vehicles, apparatus for locomotion by land, air or water, particularly boats, namely power and motorized boats for skiing and fishing, including motorized watercraft and parts and accessories therefor	167463	May 12, 1993	440027	Aug. 18, 1993	Renewal due May 12, 2013
Mexico	X-STAR FCH&S Ref.: 02673.600135	Class 12: Boats.	352165	Oct. 27, 1998	595612	Nov. 30, 1998	Renewal due Oct. 27, 2008

COUNTRY	YEAR	GOODS AND SERVICES	REG. NO.	ISSUING DATE	REG. NO.	EXPIRES	REMARKS
Portugal	MASTERCRAFT FCH&S Ref.: 02673.600441	Class 12: Motorized boats, and parts and accessories therefor	340933	Nov. 9, 1999	340933	Sept. 9, 2001	Renewal due Sept. 19, 2011 Declaration of Intent to Use due Sept. 19, 2016
Russian Federation	MASTERCRAFT FCH&S Ref.: 02673.600444	Class 12: Boats	2004722734	Oct. 5, 2004	300842	Feb. 6, 2006	Renewal due Oct. 5, 2014
Russian Federation	X-STAR FCH&S Ref.: 02673.600144	Class 12: Boats	2004722190	Sep. 28, 2004	309229	Jun. 23, 2006	Renewal due Sep. 28, 2014
Singapore	MASTERCRAFT FCH&S Ref.: 02673.60041U	Class 12: Boats; power and motorized boats for skiing and fishing; motorized water crafts; parts and fittings for the aforesaid goods; all included in Class 12	S/1716/93	Mar. 9, 1993	T93/01716G	Jun. 18, 1998	Renewal due Mar. 9, 2013

COUNTRY	MARK	GOODS/SERVICES	APPL. NO.	FILED DATE	REG. NO.	REG. DATE	REMARKS
South Africa	MASTER CRAFT FCH&S Ref.: 02673.600648	Class 7: Engines and motors for yachts, boats and ships, parts, components, fittings and accessories for all the foregoing; excluding lathes and parts and fittings therefor	--	May 14, 1991	91/3742	Feb. 10, 1995	Renewal due May 14, 2011



COUNTRY	MARK	GOODS SERVICES	MARK NO.	FILING DATE	REG. NO.	REG. DATE	REMARKS
South Africa	<b>MASTER CRAFT</b> FCH&S Ref: 02673.601148	Class 9: Scientific, nautical, surveying, electric, photographic, cinematographic, optical, weighing, measuring, signaling; checking (supervision) and life-saving apparatus, instruments and equipment of every kind including personal flotation devices, life-belts, life buoys, life jackets and life-saving rafts, teaching apparatus, instruments and equipments of every kind; coin or counter freed apparatus; talking machines; cash registers; calculating machines; fire extinguishing apparatus; parts and components of and accessories and attachments for all of the foregoing	--	Feb. 22, 1991	91/1258	Jan. 13, 1995	Renewal due Feb. 22, 2011

COUNTRY	MARK	GOODS CLASSIFIED	APPL NO.	FILED DATE	REG NO.	REG DATE	STATUS
South Africa	MASTER CRAFT FCH&S Ref.: 02673,600948	Class 12: Vehicles; apparatus for locomotion by land, air or water including boats and trailers for boats; parts and components of and accessories and attachments for all of the aforegoing, excluding tires and inner tubes	--	Feb. 22, 1991	91/1259	Jan. 13, 1995	Renewal due Feb. 22, 2011
South Africa	MASTER CRAFT FCH&S Ref.: 02673,601448	Class 28: Aquatic sports equipment, parts and accessories therefor	--	--	1986/05596	Aug. 27, 1986	Renewal due Aug. 27, 2016
South Africa	<b>MasterCraft</b> FCH&S Ref.: 02673,604648	Class 12: Vehicles; apparatus for locomotion by land, air or water including boats and trailers for boats; parts and components of and accessories and attachments for all of the aforegoing, excluding tires and inner tubes	2007/00552	Jan. 11, 2007	--	--	Awaiting examination

COUNTRY	MARK	GOODS AND SERVICES	REG. NO.	FILED DATE	REG. NO.	REG. DATE	RENEWAL DATE
Sweden	MASTERCRAFT FCH&S Ref.: 02673.600443	Class 12: Boats, including water sleds, and parts and accessories in the form of steering devices for boats, windshields, glove boxes and boat covers	93-02005	Mar. 5, 1993	260 689	Sep. 9, 1994	Renewal due Sep. 9, 2014
Switzerland	MASTERCRAFT FCH&S Ref.: 02673.600709	Classes 12, 25, 28: Boats namely power and motorized boats for skiing and fishing ...; clothing, bags cases, tow ropes, etc.	2596/1993.9	Mar. 11, 1993	409276	Apr. 21, 1994	Renewal due Mar. 11, 2013
United Kingdom	MASTERCRAFT FCH&S Ref.: 02673.600420	Class 12: Marine vehicles; boats; motorized boats; parts and fittings and accessories therefor	2213569	Nov. 6, 1999	2213569	Nov. 10, 2000	Renewal due Nov. 6, 2009
United Kingdom	<b>MasterCraft</b> FCH&S Ref.: 02673.604620	Class 12: Marine vehicles, boats; motorised boats; structural boat parts; boat trailers; parts and fittings and accessories therefor	2448089	Mar. 1, 2007	--	--	Published for opposition on May 25, 2007
United Kingdom	<del>MASTERCRAFT</del> FCH&S Ref.: 02673.600520	Class 12: Power boats for towing water skiers	--	--	1201758	Aug. 16, 1983	Renewal due Aug. 16, 2014

COUNTRY	MARK	GOODS/ SERVICES	REG. NO.	FILED DATE	REG. NO.	REG. DATE	RENEWAL DATE
United Kingdom	PROSTAR FCH&S Ref.: 02673.600320	Class 12: Marine vehicles; boats; parts and fittings therefor	2170141	Jun. 20, 1998	2170141	Dec. 4, 1998	Renewal due Jun. 20, 2008
United States	MARISTAR FCH&S Ref.: 02673.601200	Class 12: Motor boats	74/626,286	Jan. 27, 1995	1,972,543	May 7, 1996	Renewal due May 7, 2016
United States	<b>MasterCraft</b> FCH&S Ref.: 02673.601000	Class 12: Ski boats	73/205,059	Feb. 26, 1979	1,136,108	May 27, 1980	Renewal due May 27, 2010
United States	MASTER CRAFT FCH&S Ref.: 02673.600900	Class 12: Boats and boat trailers	73/559,907	Sep. 24, 1985	1,427,389	Feb. 3, 1987	Renewal due Feb. 3, 2017

COUNTRY	MARK	GOODS & SERVICES	APPL. NO.	ISSUE DATE	REG. NO.	RENEWAL DATE	STATUS
United States	MASTERCRAFT FCH&S Ref.: 02673,600800	Class 6: Metal license plates Class 9: Ski vests in the nature of life jackets Class 12: Boats, structural boat parts Class 18: All-purpose sport bags, travel bags and attache cases Class 20: Non-metal floating key rings Class 21: Insulated cups, sold empty Class 25: Hats, shirts, jackets, T-shirts, shorts, sweatpants, pullover tops, polo shirts, tank tops, sweatshirts Class 28: Ski rope, shock elimination tubes	74/439,135	Sep. 23, 1993	1,867,981	Dec. 20, 1994	Renewal due Dec. 20, 2014
United States	MASTERCRAFT FCH&S Ref.: 02673,604500	Class 12: Boat trailers	77/089,851	Jan. 24, 2007	--	--	Published for opposition on Jun. 12, 2007

COUNTRY	MARK	CLASSIFICATION	APPL. NO.	ISSUING DATE	REG. NO.	REG. DATE	STATUS
United States	<b>MasterCraft</b> FCH&S Ref.: 02673,604600	Class 12: Boats, structural boat parts, boat trailers	77/152,555	Apr. 10, 2007	--	--	Awaiting examination
United States	<b>PROSTAR</b> FCH&S Ref.: 02673,600300	Class 12: Boats	75/428,578	Feb. 4, 1998	2,275,631	Sep. 7, 1999	Renewal due Sep. 7, 2009
United States	<b>XI</b> FCH&S Ref.: 02673,604000	Class 12: Boats	77/045,358	Nov. 16, 2006	--	--	Published for opposition on May 22, 2007
United States	<b>X2</b> FCH&S Ref.: 02673,603700	Class 12: Boats	76/528,650	Jul. 11, 2003	2,905,813	Nov. 30, 2004	Section 8 & 15 Declarations due Nov. 30, 2010 Renewal due Nov. 30, 2014
United States	<b>X7</b> FCH&S Ref.: 02673,604100	Class 12: Boats	77/045,348	Nov. 16, 2006	--	--	Published for opposition on May 22, 2007

COUNTRY	MARK	GOODS & SERVICES	APPL. NO.	ISSUING DATE	REG. NO.	REG. DATE	REMARKS
United States	X-10 FCH&S Ref.: 02673.603300	Class 12: Boats	76/326,229	Oct. 17, 2001	2,766,211	Sep. 23, 2003	Section 8 & 15 Declarations due Sep. 23, 2009 Renewal due Sep. 23, 2013
United States	X14 FCH&S Ref.: 02673.604400	Class 12: Boats	77/045,247	Nov. 16, 2006	--	--	Published for opposition on May 22, 2007
United States	X15 FCH&S Ref.: 02673.604200	Class 12: Boats	77/045,337	Nov. 16, 2006	--	--	Published for opposition on May 22, 2007
United States	X-30 FCH&S Ref.: 02673.603400	Class 12: Boats	76/326,230	Oct. 17, 2001	2,746,144	Aug. 5, 2003	Section 8 & 15 Declarations due Aug. 5, 2009 Renewal due Aug. 5, 2013
United States	X45 FCH&S Ref.: 02673.604300	Class 12: Boats	77/045,325	Nov. 16, 2006	--	--	Published for opposition on May 22, 2007

COUNTRY	MARK	GOODS SERVICES	APPL. NO.	ISSUE DATE	REG. DATE	STATUS
United States	X-80 FCH&S Ref.: 02673.603800	Class 12: Boats	76/555,043	Oct. 29, 2003	Aug. 24, 2004	Section 8 & 15 Declarations due Aug. 24, 2010 Renewal due Aug. 24, 2014
United States	X-STAR FCH&S Ref.: 02673.600100	Class 12: Boats	75/312,695	Jun. 23, 1997	Aug. 11, 1998	Renewal due Aug. 11, 2008

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