

Futurebuilders England Fund Management Limited
(company limited by guarantee)

Financial Statements

Period ended 31 March 2009

Registered Number 06490609

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Contents	Page Number
Report from the Chair	3
Directors' Report	4
Independent Auditors' Report	9
Profit and Loss Account	11
Balance Sheet	12
Notes to the Financial Statements	13
Members of Committees	16
Advisors	16

Futurebuilders England Fund Management Limited

Report from the Chair

The Directors of Futurebuilders England Fund Management Ltd (FBEFM) are pleased to present our accounts for this first financial period.

FBEFM was set up as a wholly-owned subsidiary of Adventure Capital Fund (ACF) to manage the delivery of the £215m Futurebuilders Fund. Existing delivery was carried out by Futurebuilders England Ltd (FBE) and the membership of this company was transferred to FBEFM on 1st April 2008. Together the three companies form a strong, cooperative and innovative group.

FBEFM has been successful in its first year in governance and supervision of FBE and has helped enable that company to meet all key performance indicators (KPIs) and earn a performance bonus for FBEFM.

FBEFM has had a great first year in other respects. Since it was set up it has grown rapidly and set out a vision for its future, a future that should bring substantial benefits to the third sector as a whole.

FBEFM has grown very rapidly because it believes that there needs to be a large financial organisation to help the Third Sector adapt and evolve. Growth has been delivered by winning the contract for the delivery of the Social Enterprise Investment Fund (SEIF) and the delivery of the Modernisation Fund (which forms part of the Futurebuilders contract). Whilst growth has been rapid, it has not been at the expense of performance, as meeting the Futurebuilders contract KPIs proves.

Not only has the organisation grown and demonstrated that it can perform well but also, in conjunction with ACF, FBEFM has defined how it intends to help the Third Sector on an ongoing basis over and above the specific help that it provides through the separate funds that it manages. To this end, it has adopted a new trading name – The Social Investment Business - which will bring together all the funds and programmes we currently run under one umbrella. The aims and purposes of this business umbrella, which is discrete from the separate funds administered by the company, will be set out over the coming months.

We are intensely ambitious for the sector and believe as a strong financial organisation, of and for the sector, we can help it to fully realise its potential in the year to come and well beyond. We look forward to the next exciting year.

Finally, we would like to thank the Board and Committees of FBEFM and the staff of FBE for their contribution to a successful first year.



Stephen Bubb

Chair of FBEFM (from 1 April 2008)

Futurebuilders England Fund Management Limited

Directors' Report

The Board of Directors of Futurebuilders England Fund Management Limited (FBEFM) present their report and audited financial statements for the period ended 31 March 2009 in accordance with statutory requirements and the company's governing documents. This is the first period of accounts from the date of incorporation, 1 February 2008.

Directors

The directors who held office during the period were as follows:

Michael Baker (appointed 01/02/2008)	
Harriett Baldwin (appointed 20/05/2008)	
Christopher Banks (appointed 20/05/2008)	
Stephen Bubb (appointed 26/03/2008)	Chair
John Cann (appointed 01/02/2008)	
Kevin Carey (appointed 29/05/2008)	Chair of Audit Committee
Simon Davidson (appointed 26/03/2008)	
Rupert Evenett (appointed 20/05/2008)	
Manjit Gill (appointed 26/03/2008)	
Anne Longfield (appointed 20/05/2008)	
Robert Owen (appointed 20/05/2008)	
Russell Peters (appointed 26/03/2008)	
John Tizard (appointed 27/04/2008)	
Anne Tutt (appointed 26/03/2008)	
Josephine Williams (appointed 20/05/2008, resigned 06/08/2009)	
Fred Worth (appointed 26/09/2008)	

Statement of Principal Activities

The principal activities of FBEFM is fund management, managing the delivery of financial assistance (loans and grants) and support to Third Sector Organisations (TSOs). Fund management includes engaging with TSOs, marketing, processing applications, offering of investment and ongoing support.

Background and Legal structure

FBEFM was incorporated on 1 February 2008, set up by the Adventure Capital Fund (ACF) as a wholly-owned subsidiary. FBEFM is a not-for-profit company limited by guarantee. ACF, as the sole member, has undertaken to contribute a sum not exceeding £1 to the assets of the company if it is wound up during its membership.

The trading name - The Social Investment Business - was adopted on 28 July 2009.

Futurebuilders Fund

The £215m Futurebuilders Fund is a unique government-backed fund offering support and investment to third sector organisations (TSOs) to win public service contracts and deliver them successfully.

During 2007 Cabinet Office put out to open tender a Services Agreement for managing the delivery of the Futurebuilders Fund. At that time, the Fund was being both managed and delivered by Futurebuilders England Ltd (FBE) and had been in operation since April 2004.

Futurebuilders England Fund Management Limited

Directors' Report (continued)

ACF won the tender and set up FBEFM to run the Services Agreement with Cabinet Office, dated 5 February 2008 and running until 31 March 2011. The membership of FBE was transferred to FBEFM on 1 April 2008 resulting in FBE being a 100% subsidiary of FBEFM. FBE retains a Grant Agreement to 31 March 2011 with Cabinet Office and all investment funds are received directly in that subsidiary company before being disbursed to beneficiaries. It is the fund management only which is contracted to FBEFM. FBEFM has no staff and subcontracts management of the Futurebuilders Fund to FBE whilst retaining governance rights.

Social Enterprise Investment Fund

During this first accounting period FBEFM also won an open tender to deliver the Department of Health's Social Enterprise Investment Fund (SEIF) to the value of £100m over 3 years. The Fund offers support and investment to social enterprises in the health and social care sector to stimulate start-ups and encourage growth of service delivery and products. Developing innovative financial products is also a key objective. The contract is dated 5 March 2009 and delivery commenced 1 June 2009 and runs until 31 May 2012. The management of this fund is, again, sub-contracted to FBE.

Governance

During the period covered by these accounts, governance and management were covered by the Articles of Association of FBEFM, the Service Agreement between Cabinet Office and FBEFM, the Service Agreement between the Department of Health and FBEFM and the subcontracts between FBEFM and FBE.

FBEFM has a non-executive Board, Investment Committee, Audit Committee and Remuneration Committee which retains governance rights and a supervisory role over FBE, as defined in FBEFM's Board and Committee Handbook.

Review of Principal Activities in the period ended 31 March 2009

Management of the Funds

Under the sub-contract arrangements, the transition and operation of the Futurebuilders Fund and the SEIF transition was the responsibility of the executive of FBE and of FBE's Responsible Officer, the Chief Executive. More detail of the management and delivery of the Fund can be found in the accounts of FBE, a copy of which can be obtained from the Company Secretary, Futurebuilders England Ltd, 5th Floor, 6 St. Andrew Street, London EC4A 3AE.

As part of the approval process, investments in excess of £350k are considered and approved by the FBEFM-led external Investment Committee (under £350k by FBE's internal Investment Committee).

In summary, FBEFM now manages, via subcontracts with FBE, the following funds: the Futurebuilders Fund (£215m) which includes the £9.5m Modernisation Fund; and the SEIF (£100m - delivery from 1 June 2009).

Key Performance Indicators

FBEFM are required to meet three key performance indicators in respect of the Futurebuilders Fund as agreed in the contract with Cabinet Office. These have been achieved through the subcontract of services to FBE. The first was that FBE helped its investees to win a target number of public service contracts, the second that money invested was speedily drawn down and set to work, and the third that customers were satisfied with their experience of Futurebuilders.

Futurebuilders England Fund Management Limited

Directors' Report (continued)

One year in, we are delighted to say that we have beaten all of our first performance year targets, allowing us to earn a performance bonus. Of most note is the 'contracts won' target. Futurebuilders investees won 115 contracts worth £21.4m. Nearly 70% of the Futurebuilders fund has been invested in properties that deliver contracts. These buildings and the services run from them should continue to deliver a high volume and value of contracts for many years to come.

Financial review

The accounts of FBEFM include all income relating to the Service Agreement between Cabinet Office and FBEFM for the Fund Management of the Futurebuilders Fund and income relating to transition costs within the SEIF contract, with costs of delivery included as a recharge from FBE. All transactions relating to the Futurebuilders Fund itself and the restricted investment element are subject to the Grant Agreement between Cabinet Office and FBE directly and, hence, are not reflected here. Full detail can be found in the accounts of FBE, a copy of which can be requested from the Company Secretary of FBE, address as above.

FBEFM's Profit and Loss Account shows income for the year of £4.22m, £4.14m relating to the management of the Futurebuilders Fund. The total Futurebuilders Fund income earned during the year (excluding transition costs) was £3.91m against which Fund Management costs of £3.82m have been recharged by FBE. Included in the income figure of £3.91m is £76k relating to performance bonus. FBEFM has made a decision to gift-aid half of this to ACF (£38k). Net incoming resources for this first period, after a tax charge of £17k, total £36k. SEIF transition income and costs, both £76k, are also included in the profit and loss account.

Principal risks and uncertainties

FBEFM's Audit Committee has responsibility for reviewing the risks of both FBEFM and FBE and reporting on these to the Board of FBEFM to ensure proper management of the company and the delivery of the Funds.

FBEFM and FBE regularly review and mitigate against risk through the risk assurance framework; internal and external auditors report to the Audit Committee; and board sub-committees deal with specific areas of challenge.

Governance

Governance following the change of management - During the period ended 31 March 2009, this was considered to be the key risk for FBEFM and was the key focus for internal audit as agreed by the FBEFM Board and Audit Committee. Having had the benefit of expert advice when the Board was set up, we are confident that our board and committee procedures are appropriate in an organisation that operates in an environment that demands the highest standards. Our board and investment committee has been selected through a rigorous process and combines significant sector, financial and business expertise. Internal audit field work has been carried out by BDO Stoy Hayward and the draft report concludes satisfactory design and good operational effectiveness. The Board is committed to strengthen the existing governance structure and the results of an external skills audit were presented to the Board on 21 July 2009.

Futurebuilders England Fund Management Limited

Directors' Report (continued)

Market risk

Recession - The economic downturn is leading to huge uncertainty in the sector, but at the same time it offers real opportunities to our investees. We anticipate two issues for Futurebuilders, charities may be nervous about borrowing money in a recession and it is also possible that defaults will increase as TSOs run into difficulties. To mitigate these risks, FBE (our sub-contractor) have significantly increased the size of their marketing team and created a business support team to drive demand and to ensure that investees are well placed to survive potentially difficult trading environments. At the same time new reduced and nil interest rate products are being offered to encourage demand for the Fund.

Annuality - The Fund now has defined quotas to be disbursed in each financial year, and as Fund manager, sub-contracting to FBE, we need to ensure that these quotas are met. This brings a lessening in how flexible FBE can be when investees want to delay draw down. FBE are mitigating this risk in two ways. First, by driving demand so that there are more organisations that can draw funds within a defined period. Second, by working closely with applicants to ensure that they manage to draw down funds at the rate that was budgeted and that is consistent with the annual targets.

Liquidity risk

Loss of income - The contract with the Cabinet Office identifies Service Improvement Events which if not rectified could lead to suspension or termination of the contract. The main risks are that FBEFM does not meet its KPIs (through the sub-contract to FBE) in any one performance year nor delivers value for money. Management believe these risks to be low as proven by meeting the KPIs in the current period and within the contract base price.

Future Developments

The year 2009-10 will be another extremely busy and challenging year for the Board of FBEFM with scheduling of more frequent Board meetings being planned. There are higher targets for our existing Futurebuilders Fund KPIs to hit and we have two new funds to manage.

In parallel with this, we are looking at our group structure to make it fit for purpose and efficient going forward, and will continue to develop new ways of meeting our core purpose – strengthening the Third Sector and the impact that it has.

The group is considering restructure to facilitate the meeting of its objectives, growth and efficiency but no decisions have yet been made. Whatever the outcome the directors will ensure that the company can continue to meet its obligations as they fall due, and that it is therefore considered appropriate for the financial statements to be prepared on the going concern basis.

Auditors

Each of the persons who is a director at the date of the approval of this report confirms that:

1. so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
2. the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Futurebuilders England Fund Management Limited

Directors' Report (continued)

Statement of the Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

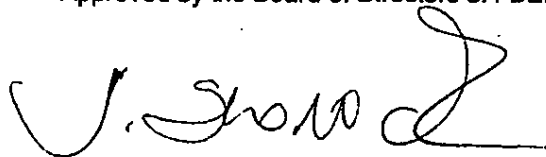
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Approved by the Board of Directors of FBEFM on 14 September 2009 and signed on their behalf.



Julie Shorrock
Company Secretary

Independent Auditors' report to the Members of Futurebuilders England Fund Management Limited

We have audited the financial statements of Futurebuilders England Fund Management Limited for the period ended 31 March 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises the Report from the Chair, the Directors' Report and information on the Members of Committees and Advisors. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent Auditors' report to the Members of Futurebuilders England Fund Management Limited (continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its profits for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London 17 September 2009.

Futurebuilders England Fund Management Limited

Profit and Loss Account

for the period ended 31 March 2009

	Note	1 February 2008 to 31 March 2009 £ '000
Turnover		
Income Futurebuilders Fund	2	4,140
SEIF Transition Costs		76
		<u>4,216</u>
Cost of sales		
Futurebuilders Fund Management Charge	3	(3,820)
Futurebuilders Fund Transition Costs	3	(229)
SEIF Transition Costs	3	(76)
		<u>(4,125)</u>
Gross profit		91
Administrative Expenses		(6)
Net profit on ordinary activities		<u>85</u>
Other Interest Receivable		6
Gift Aid to Ultimate Parent		(38)
Net profit on ordinary activities before taxation		53
Corporation Tax	5	(17)
Profit on ordinary activities after taxation		<u>36</u>

There were no recognised gains or losses in the financial period other than those contained within the Profit and Loss Account, and accordingly a Statement of Total Recognised Gains and Losses has not been presented.

All results were derived from continuing operations.

The notes on pages 13 - 15 form part of these accounts.


Futurebuilders England Fund Management Limited

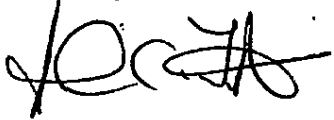
Balance Sheet

at 31 March 2009

	Note	2009 £ '000
Current Assets		
Debtors	6	1,441
Cash at bank and in hand		<u>684</u>
		<u>2,125</u>
Creditors		
Amounts falling due within one year:		
Creditors	7	(2,072)
Corporation tax	5	<u>(17)</u>
		<u>(2,089)</u>
Net Current Assets		<u>36</u>
Capital and Reserves	8	
Profit and Loss Account		<u>36</u>
Total Capital and Reserves		<u>36</u>

These financial statements were approved by the Board on 14 September 2009 and were signed on its behalf by:


Stephen Bubb
Chair
14 September 2009


Anne Tutt
Director
14 September 2009

Futurebuilders England Fund Management Limited

Notes to the Financial Statements

for the period ended 31 March 2009

1 Accounting Policies

The following accounting policies have been consistently applied.

a) Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards and Companies Act 1985.

b) Going concern

The financial statements are prepared on a going concern basis. The contract with Cabinet Office for management of the Futurebuilders Fund is for the three years to 31 March 2011 and the contract with the Department of Health for management of the SEIF runs from June 2009 to 31 March 2012. Therefore, income for this period is guaranteed, and coupled with stringent cost control, the going concern basis is supported.

c) Income

All income relating to Funds Management is accounted for on an accruals basis. The performance bonus income is accounted for as Futurebuilders England Fund Management Limited becomes entitled to that income which is when the performance targets are achieved. If an invoice is raised which relates to a future period the amount in relation to the future period is deferred and included within creditors.

d) Cost of Sales

These are the costs incurred by the company in managing the Funds and are recognised in the year in which the activity takes place. All fund management activity necessary to deliver against both the Futurebuilders Fund and SEIF contracts has been sub-contracted to Futurebuilders England Limited, a wholly-owned subsidiary of Futurebuilders England Fund Management Limited. Both sub-contracts are co-terminous with the respective main government contracts.

e) Taxation

Deferred taxation is provided, where applicable, in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise, based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2 Turnover

	2009 £ '000
Management Charge	3,815
Transition Income	229
Contingency Share	20
Performance Bonus	76
	<u>4,140</u>

3 Cost of Sales

Futurebuilders fund and SEIF fund management, including transition, are sub-contracted to Futurebuilders England Limited therefore the Fund Management costs relate to FBEs service charge.

Auditors remuneration is £4k.

Futurebuilders England Fund Management Limited

Notes to the Financial Statements (continued)

for the period ended 31 March 2009

4 Staff and Board costs

Futurebuilders England Fund Management Limited do not employ staff, as all staff are employed by Futurebuilders England Limited. Payments to the Board as remuneration for their services are recharged to Futurebuilders England Limited as part of the management charge. Total board costs are £121k of which Steven Subb is the highest paid at £25k.

5 Taxation - Factors affecting the current tax charge for the period

	2009 £ '000
Incoming resources	53
Tax at 28% thereon	15
Effects of:	
Expenses not deductible for tax purposes	2
Actual current tax charge	17
There is no deferred tax arising.	

6 Debtors

	2009 £ '000
Trade debtors	1,428
Amounts owed by group undertakings	13
	1,441

7 Creditors: amounts falling due within one year

	2009 £ '000
Amounts owed to group undertakings	664
Other taxation and social security	198
Deferred income	1,166
Accruals	44
	2,072

8 Capital and Reserves

	2009 £ '000
Profit/(Loss) for the period	36
Closing reserves carried forward	36

Futurebuilders England Fund Management Limited

Notes to the Financial Statements (continued)

for the period ended 31 March 2009

9 Related Party Transactions

The company has been charged by its subsidiary Futurebuilders England Limited for the management of the Futurebuilders Fund and the transition of the Social Enterprise Investment Fund.

	2009 £ '000
Transactions in the year	3,896
Balance due to Futurebuilders England Limited at 31 March 2009	651

Other related parties include:

Anne Longfield is a member of the Remuneration Committee and is also the Chief Executive Officer of 4 Children. During the year a loan of £500k and a grant of £276k was invested in 4 Children by Futurebuilders England Limited; the balance outstanding on the loan at the year end is £444k.

Rob Owen is a member of the Audit and Compliance Committee and is also Chief Executive of St Giles Trust. During the year St Giles Trust received a development grant of £33k from Futurebuilders England Limited.

10 Cash Flow Statement/Consolidated Accounts

Futurebuilders England Fund Management Limited's parent is Adventure Capital Fund and as group consolidated accounts are being prepared, the company has taken the exemptions under FRS 1 from preparing a cash flow statement and under FRS 2 from preparing consolidated accounts.

11 Ultimate Controlling Party

Adventure Capital Fund, a charity and company limited by guarantee and registered in the UK, is the parent undertaking of the Company. As Adventure Capital Fund is the sole member they would undertake to contribute a sum not exceeding £1 to the assets of the company if it is wound up. Copies of the consolidated financial statements of Adventure Capital Fund can be obtained from the Company Secretary, Adventure Capital Fund, 5th Floor, 6 St Andrew Street, London, EC4A 3AE.

Futurebuilders England Fund Management Limited

Members of Committees

The directors who held office during the period are listed in the Directors' Report on page 4. Not all Committee members are directors.

The Investment Committee

Mike Baker
Harriett Baldwin Chair
Christopher Banks
Robert Banner
Anthony Cann
Peter Clarke
Simon Davidson
Craig Dearden-Phillips
Rupert Evenett
Kenneth Ibbett
Anne Tutt

The Audit and Compliance Committee

Kevin Carey Chair
Manjeet Gill
Rob Owen
Russ Peters
Fred Worth (appointed 24 June 2009)

Remuneration Committee

Rupert Evenett
Anne Longfield
John Tizard Chair
Jo Williams (resigned 06.08.09)

Secretary and Registered Office

Susan Peters (resigned 27.05.09)
Julie Shorrock (appointed 28.05.09)
Futurebuilders England Fund Management Limited
6 St Andrew Street
5th Floor
London
EC4A 3AE

Company No. 06490609

Advisors

Solicitors

Bates Wells &
Braithwaite London LLP
2-6 Cannon Street
London
EC4M 6YH

Bankers

Bank of Ireland
20 Berkeley Square
London
W1J 6LL

Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and
Registered Auditors
80 Strand
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