

Edgar Filing: China Netcom Group CORP (Hong Kong) LTD - Form SC 13G/A

China Netcom Group CORP (Hong Kong) LTD  
Form SC 13G/A  
February 14, 2006

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OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: February 28, 2006  
Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

China Netcom Group Corporation (Hong Kong) Limited  
-----

(Name of Issuer)

Ordinary Shares, par value US\$0.04 per share  
-----

(Title of Class of Securities)

16940Q101  
-----

(CUSIP Number)

December 31, 2005  
-----

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (1-06)

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-----  
CUSIP No. 16940Q101  
-----

13G

-----  
1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

CNC Fund, L.P.  
-----

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐  
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization:

Cayman Islands  
-----

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

Owned by

Each

Reporting

Person

-----  
6. Shared Voting Power

0

-----  
7. Sole Dispositive Power

0  
-----

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8. Shared Dispositive Power  
With:  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
☐

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person  
PN

Page 2 of 21 pages

CUSIP No. 16940Q101 13G

1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person  
GS China Broadnet GP, L.L.C.

2. Check the Appropriate Box if a Member of a Group:  
(a) ☐  
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:  
Cayman Islands

5. Sole Voting Power  
Number of  
0

Shares

6. Shared Voting Power

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Beneficially

0

Owned by

Each 7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person:

00

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CUSIP No. 16940Q101

13G

1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

GS China BroadNet GP Holdings, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:

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Cayman Islands

-----	
	5. Sole Voting Power
Number of	0
Shares	-----
	6. Shared Voting Power
Beneficially	0
Owned by	-----
Each	7. Sole Dispositive Power
Reporting	0
Person	-----
With:	8. Shared Dispositive Power
	0
-----	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person
	0
-----	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares
	<input type="checkbox"/>
-----	
11.	Percent of Class Represented by Amount in Row (9)
	0.0%
-----	
12.	Type of Reporting Person:
	00
-----	

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-----	
CUSIP No. 16940Q101	13G
-----	
-----	
1.	Name of Reporting Person.
	I.R.S. Identification No. of Above Person
	GS China BroadNet Investment Holdings, L.L.C.
-----	
2.	Check the Appropriate Box if a Member of a Group
	(a) <input type="checkbox"/>
	(b) <input type="checkbox"/>

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 0

Owned by

7. Sole Dispositive Power

Each 0

Reporting Person

8. Shared Dispositive Power

With: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person:

00

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1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

GS Capital Partners III, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

0

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person:

PN

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-----  
CUSIP No. 16940Q101  
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13G

- 1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

GS Advisors III, L.L.C.  
-----

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐  
-----

3. SEC Use Only  
-----

- 4. Citizenship or Place of Organization:

Delaware  
-----

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

0

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

0  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0  
-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐  
-----

11. Percent of Class Represented by Amount in Row (9)

0.0%



-----  
12. Type of Reporting Person:

OO  
-----

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-----  
CUSIP No. 16940Q101  
-----

13G

-----  
1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

The Goldman Sachs Group, Inc.  
-----

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐  
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization:

Delaware  
-----

-----  
5. Sole Voting Power

Number of 0

Shares  
-----

6. Shared Voting Power

Beneficially 17,656,242

Owned by  
-----

7. Sole Dispositive Power

Each 0

Reporting 0

Person  
-----

8. Shared Dispositive Power

With: 17,877,402  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

17,877,402  
-----

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person:

HC-CO

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CUSIP No. 16940Q101

13G

1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

17,656,242

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

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8. Shared Dispositive Power

With:

17,877,402

9. Aggregate Amount Beneficially Owned by Each Reporting Person

17,877,402

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person:

BD-PN-IA

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CUSIP No. 16940Q101

13G

1. Name of Reporting Person.

I.R.S. Identification No. of Above Person

GS Capital Partners III Offshore, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

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Beneficially

0

Owned by

Each 7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person:

PN

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CUSIP No. 16940Q101

13G

1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

Goldman, Sachs & Co. oHG

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:

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Germany

-----	
	5. Sole Voting Power
Number of	0
Shares	-----
	6. Shared Voting Power
Beneficially	0
Owned by	-----
Each	7. Sole Dispositive Power
Reporting	0
Person	-----
With:	8. Shared Dispositive Power
	0
-----	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person
	0
-----	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares
	<input type="checkbox"/>
-----	
11.	Percent of Class Represented by Amount in Row (9)
	0.0%
-----	
12.	Type of Reporting Person:
	PN
-----	

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-----	
CUSIP No.	16940Q101
	13G
-----	
1.	Name of Reporting Person.
	I.R.S. Identification No. of Above Person
	GS Capital Partners III Germany Civil Law Partnership
	(with limitation of liability)
-----	
2.	Check the Appropriate Box if a Member of a Group
	(a) <input type="checkbox"/>

(b) ☐

-----

3. SEC Use Only

-----

-----

4. Citizenship or Place of Organization:

Germany

-----

-----

5. Sole Voting Power

Number of 0

Shares

-----

6. Shared Voting Power

Beneficially 0

Owned by

Each 7. Sole Dispositive Power

Reporting 0

Person

-----

8. Shared Dispositive Power

With: 0

-----

-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----

-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

-----

-----

11. Percent of Class Represented by Amount in Row (9)

0.0%

-----

-----

12. Type of Reporting Person:

PN

-----

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CUSIP No. 16940Q101

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13G

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1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

Stone Street Fund 2000, L. P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

0

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person:

PN

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-----  
CUSIP No. 16940Q101  
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13G

- 1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

Stone Street Fund 2000, L.L.C.  
-----

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐  
-----

3. SEC Use Only  
-----

- 4. Citizenship or Place of Organization:

Delaware  
-----

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

0

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

With:

- 8. Shared Dispositive Power

0  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0  
-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐  
-----

11. Percent of Class Represented by Amount in Row (9)



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0.0%

-----  
12. Type of Reporting Person:

OO  
-----

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-----  
CUSIP No. 16940Q101

13G  
-----

-----  
1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

Bridge Street Special Opportunities Fund 2000, L. P.  
-----

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐  
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization:

Delaware  
-----

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

0  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0%

-----  
12. Type of Reporting Person:

PN

-----  
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-----  
CUSIP No. 16940Q101

13G

-----  
1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person

Bridge Street Special Opportunities 2000, L.L.C.

-----  
2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization:

Delaware

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

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Person -----  
8. Shared Dispositive Power  
With: 0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)  
0.0%

-----  
12. Type of Reporting Person:  
OO

-----  
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-----  
CUSIP No. 16940Q101 13G  
-----

-----  
1. Name of Reporting Person.  
I.R.S. Identification No. of Above Person  
CNC Cayman, Limited

-----  
2. Check the Appropriate Box if a Member of a Group  
(a) [ ]  
(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization:  
Cayman Islands

-----  
5. Sole Voting Power  
Number of 0  
Shares -----

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Beneficially	6.	Shared Voting Power
		0
Owned by	-----	
Each	7.	Sole Dispositive Power
Reporting		0
Person	-----	
With:	8.	Shared Dispositive Power
		0
-----		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0	
-----		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<input type="checkbox"/>	
-----		
11.	Percent of Class Represented by Amount in Row (9)	
	0.0%	
-----		
12.	Type of Reporting Person:	
	CO	
-----		

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Item 2(e).	CUSIP Number:
	16940Q101
Item 4.	Ownership.*
(a).	Amount beneficially owned: See the response(s) to Item 9 on the attached cover page(s).
(b).	Percent of Class: See the response(s) to Item 11 on the attached cover page(s).
(c).	Number of shares as to which such person has:
(i).	Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
(ii).	Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
(iii).	Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached

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cover page(s).

- (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.  
If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See Exhibit (99.2) as previously reported.

-----  
\* In accordance with the Securities and Exchange Commission (the "SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the investment banking division ("IBD") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of GSG. IBD disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which IBD or its employees have voting or investment discretion, or both and (ii) certain investment entities, of which IBD is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than IBD.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

CNC FUND, L.P.

CNC CAYMAN LIMITED, in its capacity as a  
general partner of CNC Fund, L.P.

By:/s/ Wenlong Sun

-----  
Name: Wenlong Sun  
Title: Authorized Signatory

GS CHINA BROADNET GP, L.L.C., in its  
capacity as a general partner of CNC Fund,  
L.P.

By:/s/ Mary Nee

-----  
Name: Mary Nee  
Title: Director

CNC CAYMAN, LIMITED

By:/s/ Wenlong Sun  
-----

Name: Wenlong Sun  
Title: Authorized Signatory

GS CHINA BROADNET GP, L.L.C.

By:/s/ Mary Nee  
-----

Name: Mary Nee  
Title: Director

GS CHINA BROADNET GP HOLDINGS, L.L.C.

By:/s/ Mary Nee  
-----

Name: Mary Nee  
Title: Director

GS CHINA BROADNET INVESTMENT HOLDINGS,  
L.L.C.

By:/s/ Mary Nee  
-----

Name: Mary Nee  
Title: Director

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SIGNATURE (continued)

GS CAPITAL PARTNERS III, L.P.

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GS ADVISORS III, L.L.C.

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By:/s/ Roger S. Begelman

Name: Roger S. Begelman

Title: Attorney-in-fact

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman

Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman

Title: Attorney-in-fact

GS CAPITAL PARTNERS III OFFSHORE, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman

Title: Attorney-in-fact

GOLDMAN, SACHS & CO. OHG

By:/s/ Roger S. Begelman

Name: Roger S. Begelman

Title: Attorney-in-fact

GS CAPITAL PARTNERS III GERMANY CIVIL LAW  
PARTNERSHIP

(with limitation of liability)

By:/s/ Roger S. Begelman

Name: Roger S. Begelman

Title: Attorney-in-fact

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SIGNATURE (continued)

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STONE STREET FUND 2000, L.P.

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET 2000, L.L.C.

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES FUND  
2000, L.P.

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES 2000,  
L.L.C.

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

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