

BRIDGEWATER BANK

Founded By, Funded By and Focused on Entrepreneurs....

CONTENTS

Letter From Jerry Baack	3
Financial Highlights	4-5

Bridgewater Bank is a full service bank committed to serving the diverse, individual needs of real estate and small business entrepreneurs. The Bank was formed on October 31, 2005 and officially opened for business on November 2, 2005 in Bloomington, Minnesota. Bridgewater Bank's knowledgeable team has earned the reputation as the premier real estate lender in the Twin Cities by providing responsive service and simple solutions to an extraordinary network of clients.

Dear Clients and Shareholders,

It is a pleasure to provide Bridgewater Bank's annual report for 2015. Once again we are pleased to share strong financial results and a continuing story of growth. We sincerely appreciate your involvement in our success and are grateful for the solid partnerships you provide. Shareholders, clients and team members provide the foundation for growth and we look forward to building on this momentum.


Financial results continue to exceed expectations and year over year results show noticeable increases. The Bank posted healthy financial returns in 2015, not only completing its tenth consecutive year of profitability, but also the most profitable year to date. With double digit loan, deposit and asset growth, the Bank continues to operate with efficiencies that few banks in the state can rival. Our commitment to maintain low overhead costs, aggressively manage our net interest margin and build a lean, talented team provides Bridgewater Bank with the right foundation to continue fueling future growth.

The Bank achieved several exciting milestones in 2015:

1. Listed as one of the Top 10 largest Banks in the State of Minnesota (based on assets)
2. Received a capital investment of \$15 Million from Castle Creek Capital
3. Signed an acquisition agreement with First National Bank of the Lakes
4. Recognized as one of the Top 150 Places to Work by the *Star Tribune*

With your commitment, the Bank has seen extraordinary success. We intend to continue progressing. Recognized as the premier real estate lender in the Twin Cities, we will continue to build our market niche among seasoned real estate entrepreneurs. As we grow into a larger bank, we also recognize the need to develop new markets. In 2016, we will complete our first acquisition. This transaction will provide the Bank with an opportunity to expand geographically, diversify our loan portfolio and introduce the Bridgewater brand to an expanded consumer audience. With the definitive goal of enhancing shareholder value, the Bank strategically employs resources to guarantee a solid pipeline of potential lending and deposit clients. As a well-capitalized Bank, we know we are properly positioned to continue the current trajectory of growth.

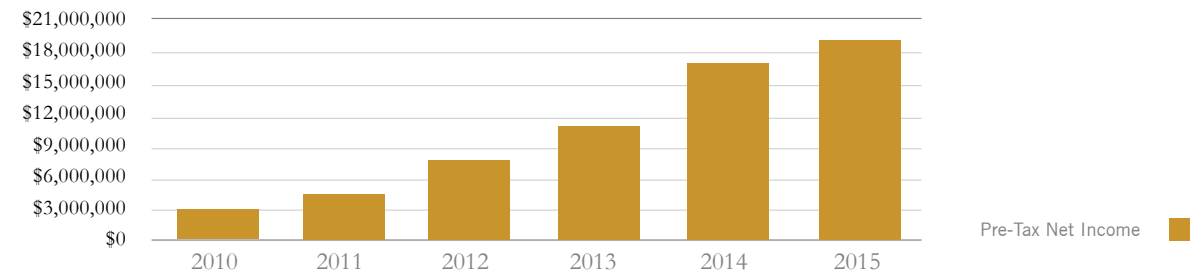
As always, I remain appreciative of the efforts of the Bridgewater Bank team: the staff, directors, and shareholders. Together we will continue to drive growth and increase your share value. It is a pleasure to be building your Bank.



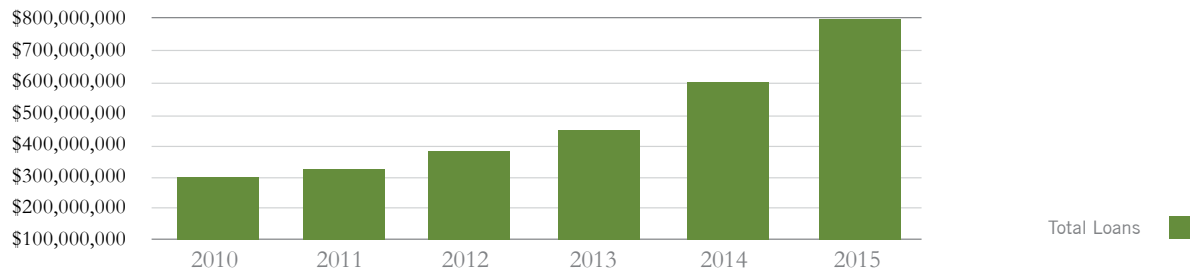
Jerry Baack

Chairman of the Board

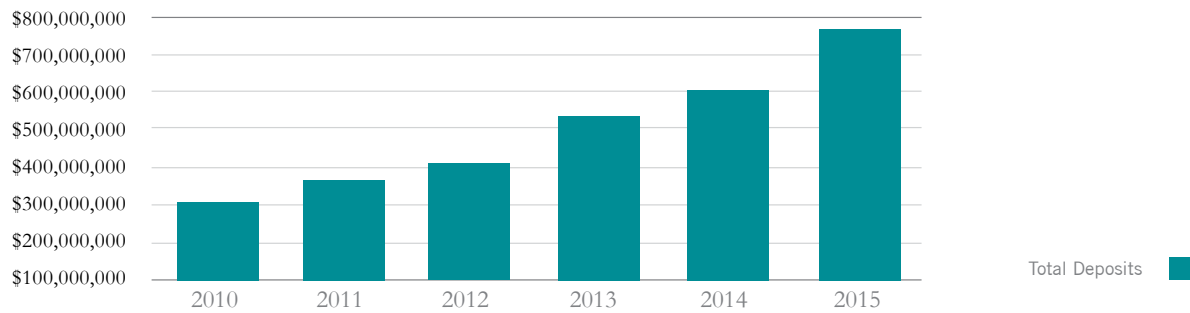
Pre-Tax Net Income



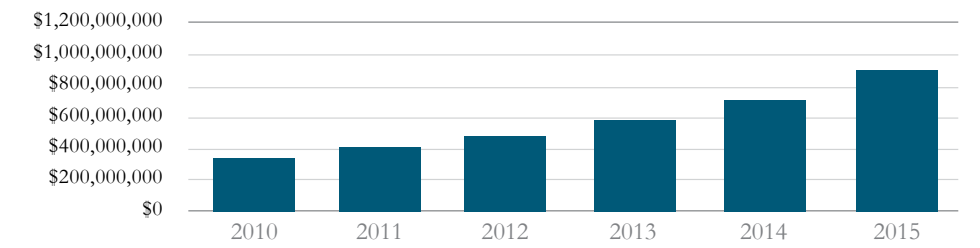
Total Loans



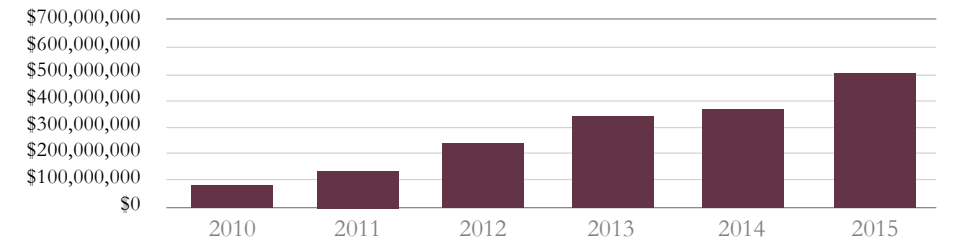
Total Deposits



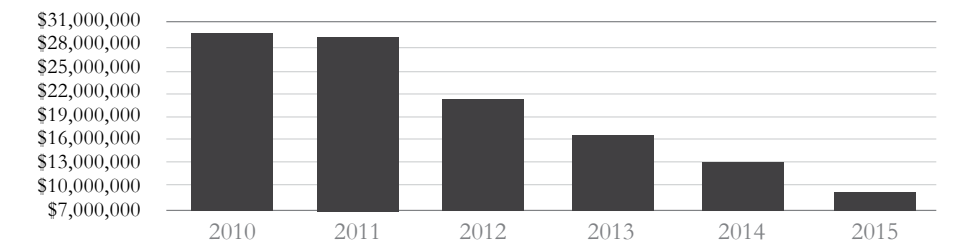
Total Assets



Total Loans Originated (\$ Volume)



Total Classified Assets



Financial Performance and Growth

For the year-end December 31, 2015, Bridgewater Bank earned pre-tax net income of \$19,291,663, up 13% over 2014. The Bank delivered a strong financial performance in an increasingly competitive market while sustaining growth across all facets of the bank.

Bridgewater Bank's assets grew to \$925 million, which is year-over-year growth of 32%. The loan portfolio totaled \$798 million at year end, up 33% over 2014. Segments of the loan portfolio showing the most robust growth include Non-owner occupied commercial real estate, up 78% over 2014 and Commercial & Industrial up 59%. As the economy has rebounded over the last few years, the Bank has worked diligently to reduce classified assets. Total classified assets decreased by 25% in 2015.

As core deposit growth continues to be a bank-wide initiative, the Bank grew deposits significantly in 2015, amidst the competitive local market. Up 28% over 2014, deposits totaled \$771 million at year-end. Specifically, the most substantial growth came in Non-interest bearing Demand Deposits, which were up \$67 million or 61% over 2014. In addition, Savings and Money Market accounts experienced strong growth of \$56 million or 53%. Such growth can be attributed to the introduction of several new deposit products aimed at enhancing the client's virtual experience and broadening our mobile deposit platform.

With a sound balance sheet, strong earnings and growing brand recognition, Bridgewater Bank remains well positioned for future profitability, growth, and new product investments in the Twin Cities market.

Earnings up 13%



Our clients say it best...



“It is a pleasure banking with Bridgewater Bank. They understand our business and consistently deliver out of the box solutions for our development and financing needs. As well as fostering an entrepreneurial approach to banking, Bridgewater Bank also offers us the convenience we require for the cash management end of our business. We appreciate their relationship approach to banking.”

CONTENTS

E.J. Plesko & Associates, Inc.	7
Key Land Homes	8
Navab Brothers	9
Schafer Richardson	10
Steven Scott Management	11
Core Values	12-13

E.J. Plesko & Associates, Inc.

E.J. Plesko & Associates, Inc. (EJPA) is a privately owned commercial real estate development and management company. EJPA is headquartered in Madison, Wisconsin and operates a regional office in Minneapolis.

EJPA is active in the development, ownership and management of community and neighborhood shopping centers, senior housing communities, multi-family residential communities and industrial showroom properties. EJPA affiliates with exceptional partners and works closely with national retailers and local tenants alike to build successful relationships that deliver distinct properties in quality locations.



“Bridgewater Bank is a great partner for our business. They have an instinctive sense of what we need and how fast we need it.”

Key Land Homes

Established in 1983, Key Land Homes is a family-owned and operated homebuilding company dedicated to what is most important to them; their customer. Since inception, they have built over 6,000 homes throughout the Twin Cities. Under the guidance of founder Gary Horkey and his sons Keith and Kevin, Key Land has been building neighborhoods, communities and award winning floor plans with quality, integrity, and a deep commitment to excellence.

Key Land Homes is dedicated to providing customers with choices and value, backed by a personal pledge of doing business with honesty, fairness and respect. These core values remain today the foundation of this fine home building company. Large enough to give buyers the advantage of purchasing power, and personal enough to offer individual service, Key Land Homes prides itself being the best for less.

“Above and beyond the great services Bridgewater Bank provides, we appreciate the Bank’s understanding of the needs of a small business. Finding a listening ear is what we value most.”



Navab Brothers

Navab Brothers Oriental Rug Company has been serving the Twin Cities community since 1988. They are direct importers of fine handmade rugs from around the world.

Traveling to far and distance places, Sam and Farzan Navab hand pick quality rugs that reflect their clients’ discerning taste and interest here in Minnesota. In addition to their flagship store in St. Louis Park, Navab Brothers own and operate Legacy Looms, a custom rug studio at International Market Square as well as Minnesota’s oldest rug cleaning plant, American Rug Laundry.

Loans grew 33%



“Working with bankers that understand real estate and have an entrepreneurial viewpoint is a rarity. We appreciate the Bank’s mantra of delivering personal solutions and high-touch service.”

Schafer Richardson

Since 1995, Schafer Richardson has provided quality investment, development, construction, and leasing and management services to the commercial and residential real estate industries. Founded by Brad Schafer and Kit Richardson, Schafer Richardson claims a vast Midwest real estate portfolio of award winning, quality assets including commercial, residential and mixed use.

The company’s integrated team of real estate professionals offers a full-range of services, from development and investment opportunities to renovation and build-to-suit construction to leasing and management.

Recognized for a tradition of integrity and dedication to personalized solutions, Schafer Richardson strives to set the standard for investor, client and tenant service and satisfaction. They approach every project as a long-term relationship and are proud of their reputation as a company dedicated to engaging and strengthening the communities in which they work.



“It has become clear that we are getting the best banking experience the Twin Cities has to offer. Our banking requirements are complex, but Bridgewater’s responsive team excels at tailoring a variety of resources to fit our needs, so we can focus on managing properties, not on banking.”

Steven Scott Management

Steven Scott Management, Inc. has been successfully managing rental communities in the Twin Cities of Minneapolis and St. Paul for more than 50 years and is one of the largest locally owned property management firms in Minnesota. They manage a variety of apartment communities for a wide range of diverse ownership groups and specialize in market rate housing, student housing, senior communities and affordable properties. Steven Scott Management, Inc. is proud to offer extraordinary environments for residents, optimal results for clients and an enriching work place for employees.



UNCONVENTIONAL

Our Clients Notice a Difference.



Pat Cullen

Vice President, Commercial Lending, Team member since 2013

While Pat's title suggests he is a Commercial Lender, his analytical skills can be witnessed in unlikely areas. Considered a creative innovator, Pat has independently researched and applied risk management tools, all with the financial health of the Bank and our clients in mind. It is this unconventional approach that makes Pat a perfect fit for this non-traditional bank.



RESPONSIVE

Under Promise, Over Deliver.



Caitlin Kelly

Retail Branch Lead, Team member since 2010

Caitlin understands that quick action is essential in the fast-paced downtown environment. Whether it's responding to an inquiry or following up with more information, she approaches each client interaction with prompt, responsive service. Caitlin cultivates this same philosophy of responsiveness with her team, one that ensures clients always have the timely answers they've come to expect.



DEDICATED

Don't Stop Until You Get It Done.



Jeana Livingston

Vice President, Loan Administration, Team member since 2013

Jeana doesn't let a job description dictate the scope of her work. Although she is charged with leading the loan administration group, her commitment to the Bank spans much further. Jeana managed the implementation of an electronic filing system in 2015 – a tool that has enhanced efficiency and the Bank's ability to timely process loans. It is such display of dedication which furthers Bridgewater's reputation as a bank that gets the job done.



GROWTH

If You Aren't Moving Forward, Where Are You Going?



Craig Dose

Vice President of Operations, Team member since 2013

Meeting the demands of the Bank's growth is an easy feat for someone who doesn't see obstacles. With a growing deposit base and increased wire traffic, Craig has been challenged to provide the same support to all new clients with multiple, unique requirements. During his young tenure with the Bank, one true theme has emerged – as the Bank's growth accelerates, Craig keeps up with the pace.



ACCURATE

It's More than Just an Expectation.



Sonya Kloos

Business Services Specialist, Team member since 2013

Sonya recognizes that accuracy is the foundation of our business. In her role, Sonya ensures Business Services clients have the simple tools and the right information they need to manage their business. Along with her extensive banking experience, Sonya recently added becoming an Accredited ACH Professional (AAP) to her resume, furthering her deep attention to accuracy. When clients need the right answers, they can always bank on Sonya.

Our People are our strength

Deposits up 28%



*Responsive support.
Simple solutions.*

Client Services

- Competitive Checking & Savings Deposit Products
- Certificates of Deposit/IRA's
- ATM/Debit Cards
- 24/7 E-Consumer Online Access
- Mobile Banking with Mobile Deposit
- Popmoney Payments Service
- Online Bill Pay Service
- Wiring Services
- Notary Services
- Credit Cards
- Foreign Currency Exchange

Personal Banking

Bridgewater Bank's knowledgeable Deposit Services Team provides personalized, professional and responsive service. A full suite of deposit products is offered specifically designed to meet the unique needs of our entrepreneurial client base. Dealing directly with our Account Executives, clients avoid automated answering services and long teller lines. Responsive support and simple solutions!

CONTENTS

Personal Banking & Business Banking	15
Loan Portfolio & Deposit Portfolio	16
Lending	17

Business Services

- Business Online Banking
- Mobile Banking with Mobile Deposit
- Remote Deposit Services
- ACH Services
- Online Wire Transfer Services
- Business Online Bill Pay
- Check Positive Pay
- ACH Blocking
- Merchant Card Services
- Online Tax Payment Services
- Analyzed Checking Accounts
- Business Credit Cards

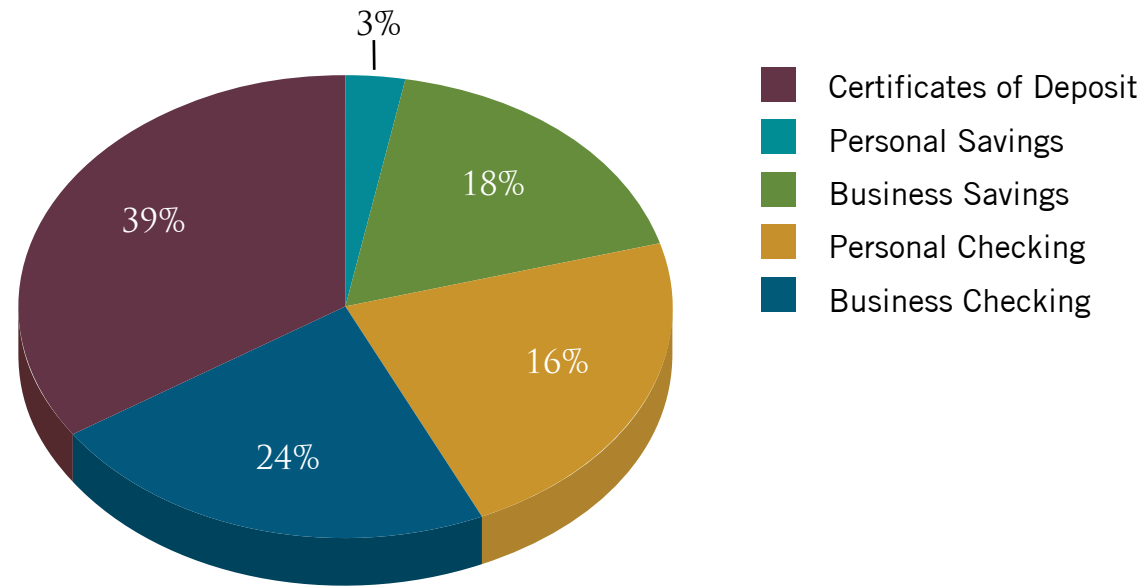
Business Banking

Bridgewater Bank's dedicated Business Services Team offers responsive support and simple solutions for the many business clients that call Bridgewater Bank home. The experienced team enjoys developing relationships and supporting many of the enhanced products that businesses need to operate efficiently in today's marketplace. Simply put, our goal is to simplify banking, allowing our clients to focus on their business.

\$ Value of new loans originated up 38%



Deposit Portfolio



Lending

CONSTRUCTION & DEVELOPMENT

- Property Rehabilitation
- New Construction
- Lot Financing
- Land Development

MULTI-FAMILY LENDING

- Apartment Financing
- Tax Credit Bridge Loans

RESIDENTIAL REAL ESTATE

- Owner Occupied Homes
- Vacation Homes
- Residential Rental Homes
- Home Equity Lines of Credit
- Bridge Loans

COMMERCIAL & INDUSTRIAL

- Receivables and Inventory Financing
- Equipment Acquisition
- Lease Financing

CONSUMER LOANS

- Executive Lines of Credit
- Stock/Bond Secured Loans
- Auto Financing
- Recreational Vehicles
- Overdraft Lines of Credit

COMMERCIAL REAL ESTATE

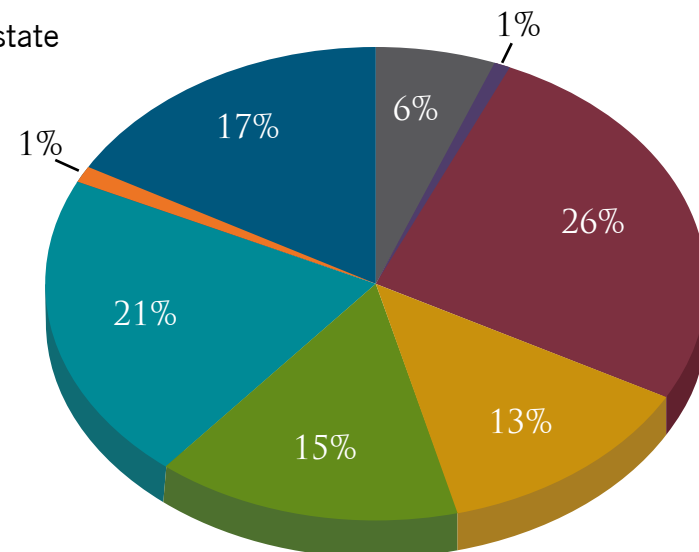
- Office Buildings
- Retail Strip Centers
- Industrial Properties
- Mixed-Use Buildings

AGRICULTURE

- Agricultural Real Estate

Loan Portfolio

- Owner Occupied Commercial Real Estate
- Non Farm/Non Residential
- Commercial and Industrial
- Construction and Development
- Multi Family
- 1-4 Family
- Consumer
- Agricultural



Lending

As the premier real estate lender in the Twin Cities, Bridgewater Bank's loan products were assembled to meet the distinctive needs of the real estate and small business entrepreneurs. Our Lenders are experts in the markets we serve. Together we realize that flexibility and quick responses are integral to ensuring our clients' success.

*Entrepreneurial with an
Owner's Perspective.*

CONTENTS

Consolidated Statement of Income	19
Consolidated Balance Sheet	20
Shareholder Equity	21
Directors	22-23

Consolidated Statement of Income

	2015	2014
INTEREST INCOME		
Loans, Including Fees	\$37,432,272	\$31,497,059
Investment Securities	2,149,974	1,594,645
Other	317,323	291,818
Total Interest Income	39,899,569	33,383,522
INTEREST EXPENSE		
Deposits	5,164,444	3,739,256
Note Payable	780,522	663,624
Federal Home Loan Bank Advances	445,203	141,759
Subordinated Debt	105,000	38,727
Federal Funds Purchased	2,370	909
Total Interest Expense	6,497,539	4,584,275
NET INTEREST INCOME	33,402,030	28,799,247
PROVISION FOR LOAN LOSSES	1,500,000	1,500,000
NET INTEREST INCOME, AFTER PROVISION FOR LOAN LOSSES	31,902,030	27,299,247
OTHER INCOME		
Customer Service Fees	260,751	222,080
Gain on Sale of Available-for-Sale Securities	573,748	269,727
Other Income	395,773	373,350
Total Other Income	1,230,272	865,157
OTHER EXPENSES		
Salaries and Employee Benefits	9,318,196	6,894,889
Loss on Foreclosed Assets, Net	65,220	(110,291)
Occupancy	1,213,170	852,935
Computer Expense	782,533	607,870
Marketing and Advertising	580,452	496,814
Outside Services	610,917	442,399
Furniture and Equipment	334,133	328,049
Loan and Collection Expense	202,498	211,575
Foreclosed Asset Expense	95,671	250,272
Other	1,679,934	1,899,346
Total Other Expenses	14,882,724	11,873,858
INCOME BEFORE PROVISION FOR INCOME TAXES	18,249,578	16,290,546
PROVISION FOR INCOME TAXES	7,054,855	6,364,959
NET INCOME	11,194,723	9,925,587
OTHER COMPREHENSIVE INCOME		
Unrealized Gains on Available-for-Sale Securities	1,047,456	749,666
Reclassification Adjustment for Gains Realized in Income	(573,748)	(269,727)
Income Tax Expense	(163,309)	512,143
Total Other Comprehensive Income	310,399	992,082
TOTAL COMPREHENSIVE INCOME	\$11,505,122	\$10,917,669



Consolidated Balance Sheet

Shareholder Equity

ASSETS	2015	2014
Cash and Due from Banks	\$13,572,552	\$10,594,799
Bank Owned Certificates of Deposit	11,452,000	18,719,000
Securities Available for Sale at Market Value (Amortized Cost is \$99,341,026 in 2015 and \$69,086,682 in 2014)	100,768,651	70,022,373
Federal Home Loan Bank Stock, at Cost	3,279,900	1,771,400
Loans, Net of Allowance for Loan Losses of \$10,052,069 in 2015 and \$9,488,824 in 2014	787,303,131	587,710,866
Premises and Equipment, Net	5,285,343	5,331,508
Foreclosed Assets	725,783	2,943,686
Accrued Interest Receivable	2,675,006	2,107,214
Other Assets	4,667,017	3,999,337
Total Assets	\$929,729,383	\$703,200,183
LIABILITIES		
Deposits:		
Noninterest-Bearing	\$169,046,666	\$109,492,402
Interest-Bearing	592,835,110	491,880,442
Total Deposits	761,881,776	601,372,844
Fed Funds Purchased	5,000,000	-
Notes Payable	16,041,650	17,000,000
Federal Home Loan Bank Advances	61,000,000	27,000,000
Subordinated Debt	1,500,000	1,500,000
Accrued Interest Payable	541,876	485,437
Other Liabilities	3,586,148	2,104,300
Total Liabilities	849,551,450	649,462,581
STOCKHOLDERS' EQUITY		
Common Stock, \$0.01 Par Value		
Voting common stock - Authorized 75,000,000 and 30,000,000 in 2015 and 2014, respectively - Issued and outstanding - 17,633,026 and 15,979,325 shares in 2015 and 2014, respectively	176,329	159,792
Nonvoting common stock - Authorized 10,000,000 Issued and outstanding - 2,186,323	21,864	-
Additional Paid-in Capital	39,647,855	24,751,047
Retained Earnings	39,403,929	28,209,206
Accumulated Other Comprehensive Income	927,956	617,557
Total Stockholders' Equity	80,177,933	53,737,602
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$929,729,383	\$703,200,183

	Voting Common Stock		Nonvoting Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total
	Shares	Amount	Shares	Amount				
BALANCE, DECEMBER 31, 2013	15,849,096	158,490	-	-	24,296,413	18,283,619	(374,525)	42,363,997
Stock Option Expense	-	-	-	-	200,362	-	-	200,362
Comprehensive Income:								
Net Income	-	-	-	-	-	9,925,587	-	9,925,587
Other Comprehensive Income	-	-	-	-	-	-	992,082	992,082
Repurchase of Common Stock	(40,000)	(400)	-	-	(169,600)	-	-	(170,000)
Issuance of Common Stock	170,229	1,702	-	-	423,872	-	-	425,574
BALANCE, DECEMBER 31, 2014	15,979,325	159,792	-	-	24,751,047	28,209,206	617,557	53,737,602
Stock Option Expense	-	-	-	-	221,120	-	-	221,120
Comprehensive Income:								
Net Income	-	-	-	-	-	11,194,723	-	11,194,723
Other Comprehensive Income	-	-	-	-	-	-	310,399	310,399
Stock Options Exercised	525,000	5,250	-	-	519,750	-	-	525,000
Warrants Exercised	380,000	3,800	-	-	376,200	-	-	380,000
Redemption of Common Stock	(83,085)	(831)	-	-	(363,530)	-	-	(364,361)
Issuance of Common Stock	831,786	8,318	2,186,323	21,864	14,143,268	-	-	14,173,450
BALANCE, DECEMBER 31, 2015	17,633,026	176,329	2,186,323	21,864	39,647,855	39,403,929	927,956	80,177,933

The per share fair market value of the common stock of Bridgewater Bancshares, Inc., on a **non-marketable, minority** interest basis as of December 31, 2015 is: **\$4.21 per share.**

The per share fair market value of the common stock of Bridgewater Bancshares, Inc., on a **marketable, majority** interest basis as of December 31, 2015 is: **\$7.01 per share.**

After Tax Return on Equity
17.32%
Earnings Per Share
\$0.56
Diluted Earnings Per Share
\$0.54
Book Value Per Share
\$4.05
Diluted Book Value Per Share
\$3.98



Jerry Baack

President and Chief Executive Officer, Chairman of the Board

Mr. Baack has over 25 years of commercial banking and regulatory experience. As the principal founder of the Company and the Bank, Mr. Baack initiated and managed all aspects of the Bank's formation, charter and regulatory approval. As the Chairman of the Board, Mr. Baack employs his vast experience with business development, risk management, investment analysis and asset-liability management to strategically position the Bank for continued success. Prior to establishing Bridgewater Bank, Mr. Baack was employed with Commerce Bank, Edina, First State Bank of Excelsior (nka Beacon Bank) and Hampton Bank (nka Merchants Bank). Mr. Baack began his banking career with the Federal Deposit Insurance Corporation in 1990.



David Juran

Director

Mr. Juran joined Dougherty & Company LLC during the first quarter 2002. Mr. Juran currently serves as the Executive Vice President for Dougherty & Company LLC and as the President of Dougherty Funding LLC and Dougherty Mortgage LLC. Prior to joining Dougherty & Company, Mr. Juran served as Senior Vice President of a regional investment banking firm for over 14 years. He has developed particular expertise in programs supporting the creation of multifamily housing, assisted living and affordable housing. Dougherty Mortgage LLC is an approved FHA/HUD Lender and GNMA Issuer and a Fannie Mae DUS® Lender specializing in financing market rate, affordable and senior housing throughout the United States.



Todd B. Urness

Director

Mr. Urness is a shareholder at the law firm of Winthrop & Weinstine, P.A., a 105 lawyer general practice firm located in Minneapolis, Minnesota. Mr. Urness has practiced with Winthrop & Weinstine since 1985 and has been a shareholder with the firm since 1988. Mr. Urness has served on the Board of Directors of Winthrop & Weinstine and has served on its senior management and compensation committees since 1993. Mr. Urness practices primarily in the areas of real estate and corporate finance with an emphasis in multifamily housing development and finance.



Jeffrey D. Shellberg

Executive Vice President and Chief Credit Officer – Director

Mr. Shellberg is a founder of the Company and has worked in the banking industry for over 30 years. His extensive experience includes strategic planning, policy formation, credit risk management, business development, and asset and liability management. As Executive Vice President and Chief Credit Officer, he oversees the risk management of the commercial credit department, which has \$800 million in funded loans. Mr. Shellberg began his banking career at the Federal Deposit Insurance Corporation.

Blake Bonjean

Vice President of Business Development – Director

Mr. Bonjean has over 25 years of real estate investment experience. Over the last 25 years, Mr. Bonjean has built a \$60 million portfolio of real estate holdings, which includes single family homes, duplexes, triplexes, four-plexes, lodging houses and apartments, as well as mid-sized retail strip malls, small office buildings and mini storage units. Mr. Bonjean's network and real estate experience are integral to the Bank's continued growth. His reputation and awareness allow him to focus on developing potential business for the Bank.



Thomas P. Trutna

Director

Mr. Trutna is the President and owner of BIG INK, a visual communications company that creates branded solutions for events, exhibits and commercial environments of Fortune 1000 companies nationwide. Mr. Trutna's more than 25 year career in marketing and business management includes tenure at General Mills and Periscope Advertising. Mr. Trutna is an active member and Past President of the Minnesota chapter of EO (Entrepreneurs' Organization), and is currently on the Board of Directors of the Upper Midwest EDPA (Exhibit Designers and Producers Association) and is a frequent guest lecturer to entrepreneurial classes and organizations.



James S. Johnson

Director

Mr. Johnson is the owner of Flagship Marketing, Inc., which does business as Express Employment Professionals ("Express") and Specialized Recruiting Group ("SRG") in Edina and Eagan, Minnesota. Express and SRG both are staffing/recruiting companies which primarily provide the services of temporary/contract help, evaluation hire and direct hire staffing services in the office services, light industrial and professional staffing segments.



BANK OFFICERS

Jerry Baack

President and Chief Executive Officer

Mary Jayne Crocker

Executive Vice President and Chief Operating Officer

Jeff Shellberg

Executive Vice President and Chief Credit Officer

Paul Moen

Senior Vice President and Chief Financial Officer

Nicholas Place

Senior Vice President and Chief Lending Officer

Rachael Petersen

Senior Vice President, Internal Audit

Dan Poppe

Senior Vice President, Commercial Lending

Adam Benjamin

Vice President, Client Services

Anna Berge

Vice President, Information Technology

Blake Bonjean

Vice President, Business Development

Kaitlin Buckley

Vice President, Deposit Services

Joe Chybowski

Vice President, Finance

Pat Cullen

Vice President, Commercial Lending

Monica Davies

General Counsel

Craig Dose

Vice President, Operations

Adam Erickson

Vice President, Commercial Lending

John Haertzen

Vice President, Credit Administration

Julie Jensen

Vice President, Loan Review

Thomas Johnson

Vice President, Construction Lending

Jeana Livingston

Vice President, Loan Administration

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