

compared to \$12.04 per BOE for the prior year and \$6.67 per BOE for the prior quarter. Adjusted EBITDA per BOE for the quarter ended September 30, 2014 was \$44.92, as compared to \$57.43 per BOE for the third quarter ended September 30, 2013 and \$52.69 per BOE for the second quarter ended June 30, 2014.

	Three Months Ended				
	Sep. 30, 2014	Jun. 30, 2014	Mar. 31, 2014	Dec. 31, 2013	Sep. 30, 2013
Crude Oil Revenues (\$000s)	\$ 16,939	\$ 16,225	\$ 12,267	\$ 13,272	\$ 11,585
Natural Gas Revenues (\$000s)	\$ 31	\$ 106	\$ 72	\$ 114	\$ 26
Natural Gas Liquids Revenues (\$000s)	\$ 121	\$ 132	\$ 206	\$ 115	\$ 28
Net Production:					
Crude Oil (Barrels)	197,740	175,509	140,841	164,923	123,343
Crude Oil Mix	98 %	96 %	95 %	95 %	98 %
Natural Gas (Mcf)	1,968	16,977	11,370	20,055	6,333
Natural Gas Liquids (Barrels)	3,706	4,183	5,312	4,563	944
Total Net Production (BOE)	201,774	182,522	148,048	172,829	125,343
Quarter-Over-Quarter Increase	11 %	23 %	(14) %	38 %	7 %
Average Daily Production (BOEPD)	2,193	2,006	1,645	1,879	1,362
Quarter-Over-Quarter Increase	9 %	22 %	(12) %	38 %	6 %
Average Sales Prices:					
Crude Oil Per Barrel	\$ 85.66	\$ 92.45	\$ 87.10	\$ 80.48	\$ 93.92
Effect of Settled Oil Derivatives Per Barrel	(\$3.80)	(\$2.60)	0.82	4.16	0.94
Crude Oil Net of Settled Derivatives Per Barrel	\$ 81.86	\$ 89.85	\$ 87.92	\$ 84.64	\$ 94.86
Natural Gas Per Mcf	\$ 15.52	\$ 6.25	\$ 6.37	\$ 5.67	\$ 4.09
Natural Gas Liquids Per Barrel	\$ 32.85	\$ 31.44	\$ 38.83	\$ 25.27	\$ 29.67
Realized Price Per BOE	\$ 80.98	\$ 87.69	\$ 85.52	\$ 82.10	\$ 93.78
Average Per BOE:					
Lease Operating Expenses	\$ 18.20	\$ 18.15	\$ 15.36	\$ 13.59	\$ 14.09
Production Taxes	\$ 9.66	\$ 10.34	\$ 9.32	\$ 9.28	\$ 10.28
G&A Expenses, Excluding Stock-Based Compensation	\$ 8.25	\$ 6.67	\$ 10.56	\$ 15.07	\$ 12.04
Total	\$ 36.11	\$ 35.16	\$ 35.24	\$ 37.94	\$ 36.41
Adjusted EBITDA per BOE	\$ 44.92	\$ 52.69	\$ 50.43	\$ 44.24	\$ 57.43

Operated Well Development

The Rick 13-31 (Three Forks short-lateral) well with an 85% working interest was stimulated earlier in October and began producing oil in late October. Following the positive initial production rates of the Eli 8-1E well, American Eagle intends to use slickwater stimulations for the Byron 4-4 (Bakken long-lateral) and Shelley Lynn 4-4N (Bakken short-lateral) wells, which are on a 2-well pad located between the Eli 8-1E and Christianson Bros 15-33 (Bakken short lateral) well. Both wells have been very strong Bakken producers. The Byron 4-4 and the Shelley Lynn 4-4N wells have an average working interest of 96%, representing 1.9 net wells, and are scheduled to be stimulated in November. The Company has nearly completed the drilling of the Huffman 15-34S (Three Forks long-lateral) well with a 94% working interest. The Huffman 15-34S well is located between the Bryce 3-2 (Three Forks long-lateral) well that produced approximately 400 BOEPD during the first 30 days, and the Donald 15-33S (Three forks long-lateral) well that produced approximately 320 BOEPD during the first 20 days. The Company anticipates that all of these wells will be completed and on production before the end of the year. In addition, remedial completions will be performed during the fourth quarter of 2014 on the Shelly 3-2N (Three Forks short-lateral, 97% WI) and the La Plata State 2-16 (Three Forks long lateral, 39% WI) wells, both of which were drilled and completed during the first half of the year. American Eagle estimates that it will add 4 gross (3.7 net) operated wells to production before the end of 2014 or possibly 6 gross (5.0 net) if the Shelly 3-2N and La Plata State 2-16 are completed and producing before the end of the year.

Production Volume Guidance

The Company is maintaining its guidance that it will exit 2014 with production ranging between 2,700

BOEPD to over 3,000 BOEPD. American Eagle's average production for October 2014 was approximately 2,700 to 2,800 BOEPD. The Company is comfortable with consensus production estimates for the fourth quarter of 2014.

Commodity Hedges

The Company's existing crude oil hedges average \$90.40 per barrel, with hedged volumes averaging 1,600 barrels of oil per day for fourth quarter 2014. For the first half of 2015, the Company's existing crude oil hedges average \$89.72 per barrel with hedged volumes averaging 1,200 barrels of oil per day. The Company's existing crude oil hedges average \$89.21 per barrel with hedged volumes averaging 800 barrels of oil per day for the second half of 2015.

Liquidity and Shares Outstanding

As of September 30, 2014, American Eagle had approximately \$48.8 million in cash, \$175 million total debt and 30.4 million shares of common stock outstanding. The Company also has a revolving credit facility with \$60 million of borrowing base, based on its June 30, 2014 mid-year reserve report, with \$35 million committed and available from SunTrust. The credit facility remains undrawn. SunTrust and the Company are not currently pursuing syndication of the remaining portion of the initial borrowing base.

The Company ended the third quarter of 2014 with approximately \$5.3 million of negative working capital, when classifying marketable securities as current assets and excluding commodity derivatives from current assets and liabilities. Given that the Company has no long-term contracts on its rigs, American Eagle can be flexible with its development program to take into account potentially volatile crude oil price and match development to be in-line with cash flow.

Operated Well Development Guidance

During the third quarter, the Company was in the process of swapping out one of its two rigs for a newer rig. American Eagle has elected not to bring back the second rig. Based on the wells drilled to date, including the Huffman 15-34S, the Company believes it will hit its production guidance for 2014. Given the current volatility of crude oil prices and the onset of winter, American Eagle is planning to lay down the rig that is currently drilling and bringing back a newer rig that would be available in 2015. This would allow the Company to manage its capital spending plan to be within cash flow in the near term and not build up an inventory of wells awaiting completion during the winter. American Eagle intends to resume drilling before the end of first quarter 2015. If the rig were to continue drilling for the remainder of 2015, the capital spending budget for 2015 would be approximately \$60 million to develop approximately 10 net wells. At that pace of development, the Company would be able to grow production as 2015 progresses, with an estimated average production rate of over 3,000 BOEPD. The Company could accelerate development further if warranted based on crude oil prices and market conditions. Alternatively, if crude oil prices remain at low levels or weaken further, American Eagle could choose to develop wells within free cash flow. Assuming crude oil prices remain at current levels, the Company estimates it would be able to maintain production rates near current levels for most of 2015 while managing capital spending to be within cash flow.

Third Quarter 2014 Earnings Release and Conference Call

The Company will host a conference call on Thursday, November 6, 2014 at 10:00 a.m. Eastern Time (8:00 a.m. Mountain Time) to discuss financial and operational results for the quarter.

American Eagle Energy Corp. 3Q 2014 Financial and Operational Results Conference Call	
Date:	Thursday, November 6, 2014
Time:	10:00 a.m. Eastern Time 9:00 a.m. Central Time 8:00 a.m. Mountain Time 7:00 a.m. Pacific Time
Webcast:	Live and rebroadcast over the Internet at American Eagle website
Website:	www.americaneagleenergy.com
Telephone Dial-In:	877-407-9171 (toll-free) and 201-493-6757 (international)

Telephone Replay:	Available through Thursday, November 13, 2014 877-660-6853 (toll-free) and 201-612-7415 (international) Passcode: 13572777
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ABOUT AMERICAN EAGLE ENERGY CORPORATION

[American Eagle Energy Corp.](#) is an independent exploration and production operator that is focused on acquiring acreage and developing wells in the Williston Basin of North Dakota, targeting the Bakken and Three Forks shale oil formations. The Company is based in Denver, CO. More information about American Eagle can be found at www.americaneagleenergy.com or by contacting investor relations at 303-798-5235 or ir@amzgc.com. Company filings with the Securities and Exchange Commission can be obtained free of charge at the SEC's website at www.sec.gov.

SAFE HARBOR

This press release may contain forward-looking statements regarding future events and the Company's future results that are subject to the safe harbors created under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). All statements other than statements of historical facts included in this press release regarding the Company's financial position, business strategy, plans and objectives of management for future operations, industry conditions, and indebtedness covenant compliance are forward-looking statements. When used in this report, forward-looking statements are generally accompanied by terms or phrases such as "estimate," "project," "predict," "believe," "expect," "anticipate," "possible," "target," "plan," "intend," "seek," "goal," "will," "should," "may" or other words and similar expressions that convey the uncertainty of future events or outcomes. Items contemplating or making assumptions about, actual or potential future sales, market size, collaborations, and trends or operating results also constitute such forward-looking statements.

Forward-looking statements involve inherent risks and uncertainties and important factors (many of which are beyond the Company's control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the amount we may invest, the location, and the scale of the drilling projects in which we intend to participate; our beliefs with respect to the potential value of drilling projects; our beliefs with regard to the impact of environmental and other regulations on our business; our beliefs with respect to the strengths of our business model; our assumptions, beliefs, and expectations with respect to future market conditions; our plans for future capital expenditures; and our capital needs, the adequacy of our capital resources, and potential sources of capital.

The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory, and other risks, contingencies, and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. The Company does not assume any obligations to update any of these forward-looking statements.

AMERICAN EAGLE ENERGY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(In Thousands, except for Per Share Data)

	September 30, 2014	December 31, 2013
Current assets:		
Cash	\$ 48,784	\$ 31,850
Trade receivables	17,785	17,920
Income tax receivable	25	-
Prepaid expenses	38	68
Current derivative asset	466	211
Total current assets	<u>67,098</u>	<u>50,049</u>
Equipment and leasehold improvements, net of accumulated depreciation and amortization of \$445 and \$322, respectively	252	174
Oil and gas properties, full-cost method ? subject to amortization, net of accumulated depletion of \$26,271 and \$12,849, respectively	293,685	155,145
Oil and gas properties, full-cost method ? not subject to amortization	2,487	2,487
Marketable securities	1,162	1,050
Noncurrent derivative asset	155	-
Other assets	<u>7,894</u>	<u>7,503</u>

Total assets	\$ <u>372,733</u>	\$ <u>216,408</u>
Current liabilities:		
Accounts payable and accrued liabilities	\$ 73,099	\$ 41,841
Derivative liability	3	276
Current portion of notes payable	-	3,000
Total current liabilities	<u>73,102</u>	
Asset retirement obligation	1,352	1,060
Noncurrent portion of notes payable		105,000
Bonds payable, net of discount of \$1,615 and \$0, respectively	173,385	-
Noncurrent derivative liability	-	750
Deferred taxes	-	5,386
Total liabilities	<u>247,839</u>	<u>157,313</u>
Stockholders' equity:		
Common stock, \$.001 par value, 48,611 shares authorized, 30,437 and 17,712 shares outstanding	30	18
Additional paid-in capital	146,888	67,198
Accumulated other comprehensive income (loss)	(243)	(6)
Accumulated deficit	<u>(21,781)</u>	<u>(8,115)</u>
Total stockholders' equity	<u>124,894</u>	<u>59,095</u>
Total liabilities and stockholders' equity	<u>\$ 372,733</u>	<u>\$ 216,408</u>

AMERICAN EAGLE ENERGY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

(In Thousands, except for Per Share Data)

	For the Three-Month Period		For the Nine-Month Period	
	Ended September 30,		Ended September 30,	
	2014	2013	2014	2013
Oil and gas sales	\$ 17,091	\$ 11,639	\$ 46,099	\$ 29,638
Operating expenses:				
Oil and gas production costs	5,621	3,055	14,475	7,657
General and administrative	2,110	1,812	5,790	4,380
Depletion, depreciation and amortization	6,154	2,524	15,497	5,915
Impairment of oil and gas properties, subject to amortization	-	-	-	1,525
Total operating expenses	<u>13,885</u>	<u>7,391</u>	<u>35,762</u>	<u>19,477</u>
Total operating income	3,206	4,248	10,337	10,161
Interest and dividend income	28	19	56	57
Interest expense	(4,163)	(1,316)	(10,628)	(2,149)
Loss on early extinguishment of debt	(11,894)	(3,714)	(11,894)	(3,714)
Loss on sale of oil & gas properties	(12)	-	(12)	-
Gains (losses) on settlement of derivatives	(7,113)	115	(7,455)	115
Change in fair value of derivatives	8,641	(934)	618	(775)
Total other income (expense)	<u>(14,513)</u>	<u>(5,830)</u>	<u>(29,315)</u>	<u>(6,466)</u>
Income (loss) before taxes	(11,307)	(1,582)	(18,978)	3,695
Income tax expense (benefit)	(2,569)	(646)	(5,311)	1,639
Net income (loss)	<u>\$ (8,738)</u>	<u>\$ (936)</u>	<u>\$ (13,667)</u>	<u>\$ 2,056</u>
Net income (loss) per common share:				
Basic	<u>\$ (0.29)</u>	<u>\$ (0.07)</u>	<u>\$ (0.52)</u>	<u>\$ 0.16</u>
Diluted	<u>\$ (0.29)</u>	<u>\$ (0.07)</u>	<u>\$ (0.52)</u>	<u>\$ 0.16</u>
Weighted average number of shares outstanding -				
Basic	<u>30,448</u>	<u>13,224</u>	<u>26,524</u>	<u>12,741</u>
Diluted	<u>30,448</u>	<u>13,224</u>	<u>26,524</u>	<u>13,225</u>

AMERICAN EAGLE ENERGY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)
(In Thousands)

	For the Three-Month Period		For the Nine-Month Period	
	Ended September 30,		Ended September 30,	
	2014	2013	2014	2013
Net income (loss)	\$ (8,738)	\$ (936)	\$ (13,667)	\$ 2,056

Other comprehensive income (loss), net of tax:				
Unrealized foreign exchange gains (losses)	(3)	2	(126)	15
Unrealized gains (losses) on securities	(96)	27	(111)	(6)
Total other comprehensive income (loss), net of tax	(99)	29	(237)	9
Comprehensive income (loss)	<u>\$ (8,837)</u>	<u>\$ (907)</u>	<u>\$ (13,904)</u>	<u>\$ 2,065</u>

AMERICAN EAGLE ENERGY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In Thousands)

	For the nine-month periods ended September 30,	
	2014	2013
<i>Cash flows provided by operating activities:</i>		
Net income (loss)	\$ (13,667)	\$ 2,056
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Non-cash transactions:		
Stock-based compensation	1,344	827
Depletion, depreciation and amortization	15,497	5,915
Accretion of discount on asset retirement obligation	60	36
Amortization of deferred financing costs	1,158	274
Amortization of debt discount	32	-
Provision for deferred income tax expense (benefit)	(5,325)	1,662
Loss on early extinguishment of debt	11,894	3,714
Impairment of oil and gas properties	-	1,525
Change in fair value of derivatives	(1,432)	653
Foreign currency transaction gains	-	2
Changes in operating assets and liabilities:		
Prepaid expense	30	(2)
Trade receivables	(6,271)	(3,032)
Income taxes receivable	(25)	(33)
Accounts payable and accrued liabilities	17,292	11,654
Net cash provided by operating activities	<u>20,587</u>	<u>25,251</u>
<i>Cash flows used for investing activities:</i>		
Additions to oil and gas properties	(135,234)	(80,432)
Proceeds from sale of oil and gas properties	1,824	-
Additions to equipment and leasehold improvements	(201)	(15)
Purchases of marketable securities	(222)	-
Decrease in amounts due to Carry Agreement partner	-	(4,957)
Net cash used for investing activities	<u>(133,833)</u>	<u>(85,404)</u>
<i>Cash flows provided by financing activities:</i>		
Proceeds from issuance of stock	78,298	13,877
Proceeds from issuance of notes payable	-	68,000
Proceeds from issuance of bonds	167,257	-
Payment of other deferred financing costs	(1,882)	(651)
Repayment of long-term debt	(113,465)	(21,131)
Net cash provided by financing activities	<u>130,208</u>	<u>60,095</u>
Effect of exchange rate changes on cash	(28)	38
Net change in cash	16,934	(20)
Cash - beginning of period	31,850	19,058
Cash - end of period	<u>\$ 48,784</u>	<u>\$ 19,038</u>

Non-GAAP Financial Measures

Adjusted EBITDA

In addition to reporting net income (loss) as defined under GAAP, American Eagle also presents net earnings before interest income, dividend income, interest expense, income taxes, depletion, depreciation, and amortization, non-cash expenses related to stock-based compensation, impairment of oil and gas properties, loss on early extinguishment of debt, and change in value of derivatives recognized under ASC Topic 718 ("Adjusted EBITDA"), which is a non-GAAP performance measure. Adjusted EBITDA consists of net earnings after adjustment for those items described in the table below. Adjusted EBITDA does not represent, and should not be considered an alternative to GAAP measurements, such as net income (loss) (its most directly comparable GAAP measure), and the calculations thereof may not be comparable to similarly titled measures reported by other companies. By eliminating the items described below, American Eagle believes the measure is useful in evaluating its fundamental core operating performance. The

Company also believes that Adjusted EBITDA is useful to investors because similar measures are frequently used by securities analysts, investors, and other interested parties in their evaluation of companies in similar industries. American Eagle's management uses Adjusted EBITDA to manage its business, including in preparing its annual operating budget and financial projections. Management does not view Adjusted EBITDA in isolation and also uses other measurements, such as net income (loss) and revenues to measure operating performance. The following table provides a reconciliation of net income (loss) to Adjusted EBITDA for the periods presented (in thousands):

	Three Months Ended				
	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013
Net income (loss)	(\$8,738)	(\$3,900)	(\$1,028)	(\$462)	(\$936)
Less: Interest and dividend income	(28)	(12)	(16)	(23)	(19)
Add: Interest expense	4,163	3,251	3,215	3,207	1,316
Add: Income tax expense (benefit)	(2,569)	(2,103)	(638)	130	(646)
Add: Depletion, depreciation and amortization	6,154	5,707	3,636	4,158	2,524
Add: Stock-based compensation	445	445	454	375	303
Add: Accretion of asset retirement obligations	9	30	22	14	8
Add: Impairment of oil and gas properties	-	-	-	206	-
Add: Loss on sale of oil and gas properties	12	-	-	-	-
Add: Loss on early extinguishment of debt	(11,894)	-	-	-	3,714
Add: One-time loss on settlement of derivatives	6,362	-	-	-	-
Add: Change in value of derivatives	(8,641)	6,200	1,823	40	934
Adjusted EBITDA	<u>\$9,063</u>	<u>\$9,618</u>	<u>\$7,468</u>	<u>\$7,645</u>	<u>\$7,198</u>

Adjusted Cash Flow

In addition to reporting net income (loss) as defined under GAAP, American Eagle also presents cash flow after paying interest expense ("Adjusted Cash Flow"), which is a non-GAAP performance measure. Adjusted Cash Flow consists of Adjusted EBITDA after adjustment for those items described in the table below. Adjusted EBITDA does not represent, and should not be considered an alternative to GAAP measurements, such as net income (loss) (its most directly comparable GAAP measure), and the calculations thereof may not be comparable to similarly titled measures reported by other companies. By eliminating the items described below, American Eagle believes the measure is useful in evaluating its fundamental core operating performance. The Company also believes that Adjusted Cash Flow is useful to investors because similar measures are frequently used by securities analysts, investors, and other interested parties in their evaluation of companies in similar industries. American Eagle's management uses Adjusted Cash Flow to manage its business, including in preparing its annual operating budget and financial projections. Management does not view Adjusted Cash Flow in isolation and also uses other measurements, such as net income (loss) and revenues to measure operating performance. The following table provides a reconciliation of Adjusted EBITDA to Adjusted Cash Flow for the periods presented (in thousands, except for per share data):

	Three Months Ended				
	September 30, 2014	June 30, 2014	March 31, 2013	December 31, 2013	September 30, 2013
Adjusted EBITDA ⁽¹⁾	\$ 9,063	\$ 9,618	\$ 7,468	\$ 7,645	\$ 7,198
Less: Interest expense	(4,163)	(3,251)	(3,215)	(3,207)	(1,316)
Add: Amortization of deferred financing costs and bond discount (non-cash)	426	384	327	327	162
Adjusted Cash Flow	<u>\$ 5,326</u>	<u>\$ 6,751</u>	<u>\$ 4,580</u>	<u>\$ 4,745</u>	<u>\$ 6,044</u>

(1) See previous table for reconciliation of net income (loss) to Adjusted EBITDA.

Adjusted Net Earnings

In addition to reporting net income (loss) as defined under GAAP, American Eagle also presents net earnings before the impairment of oil and gas properties, loss on early extinguishment of debt, and non-cash expenses related to the change in fair value of derivatives ("adjusted net earnings"), which is a non-GAAP performance measure. Adjusted net earnings consists of net earnings after adjustment for those items

described in the table below. Adjusted net earnings does not represent, and should not be considered an alternative to GAAP measurements, such as net income (loss), and the calculations thereof may not be comparable to similarly titled measures reported by other companies. By eliminating the items described below, American Eagle believes the measure is useful in evaluating its fundamental core operating performance. The Company also believes that adjusted net earnings is useful to investors because similar measures are frequently used by securities analysts, investors, and other interested parties in their evaluation of companies in similar industries. American Eagle's management uses adjusted net earnings to manage its business, including in preparing its annual operating budget and financial projections. Management does not view adjusted net earnings in isolation and also uses other measurements, such as net income (loss) and revenues to measure operating performance. The following table provides a reconciliation of net income (loss), to adjusted net earnings for the periods presented:

	Three Months Ended				
	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013
Net income (loss)	(\$8,738)	(\$3,900)	(\$1,028)	(\$462)	(\$936)
Add: Impairment of oil and gas properties	-	-	-	206	-
Add: Loss on early extinguishment of debt	11,894	-	-	-	3,714
Add: One-time loss on settlement of derivatives	6,362	-	-	-	-
Add: Loss on sale of oil and gas properties	12	-	-	-	-
Add: Change in fair value of derivatives	(8,641)	6,200	1,823	40	934
Adjusted Net Earnings / (Loss)	<u>\$889</u>	<u>\$2,300</u>	<u>\$795</u>	<u>(\$216)</u>	<u>\$3,712</u>
Adjusted Net Earnings (Loss) per share - basic	\$0.03	\$0.08	\$0.04	(\$0.02)	\$0.28
Adjusted Net Earnings (Loss) per share - diluted	\$0.03	\$0.07	\$0.04	(\$0.01)	\$0.27
Weighted average shares - basic	30,448	30,436	18,557	13,962	13,224
Weighted average shares - diluted	30,922	31,018	19,205	14,598	13,733

Contact

CORPORATE CONTACT:

Marty Beskow, CFA
 Vice President of Capital Markets and Strategy
[American Eagle Energy Corp.](mailto:ir@amzgc.com)
 720-330-8378
 ir@amzgc.com
www.americaneagleenergy.com

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