

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

**July 27, 2004**  
(Date of earliest event reported)

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**Harsco Corporation**

(Exact name of registrant as specified in its charter)

**DE**  
(State or other jurisdiction  
of incorporation)

**1-3970**  
(Commission File Number)

**23-1483991**  
(IRS Employer Identification No.)

**P.O. Box 8888 Camp Hill PA, 17011**  
(Address of principal executive offices)

**17001-8888**  
(Zip Code)

Registrant's telephone number, including area code: **717-763-7064**

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**Item 7. Financial Statements and Exhibits.**

(c) Exhibit 99.1. Press release dated July 27, 2004

**Item 12. Results of Operations and Financial Condition.**

On July 27, 2004, Harsco Corporation issued a press release announcing its earnings for the second quarter and first six months of 2004. A copy of the press release is attached hereto and incorporated by reference herein as Exhibit 99.1.

This information is being furnished in this report and shall not be considered "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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**Exhibit Index**

99.1 Press release dated July 27, 2004

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Harsco Corporation**

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(Registrant)

July 27, 2004

/s/ SALVATORE D. FAZZOLARI

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(Date)

Salvatore D. Fazzolari  
*Senior Vice President, Chief Financial Officer & Treasurer*

## Harsco Reports Record Second Quarter Sales and EPS from Continuing Operations

- Second quarter diluted EPS from continuing operations up 21 percent to \$0.75 vs. \$0.62 in prior year
- Sales up 15 percent to \$618 million
- Company refines its full-year guidance for diluted EPS from continuing operations to \$2.55-\$2.65 from previous \$2.50-\$2.65
- Company remains on target to achieve full-year objectives for cash from operations of \$280 million and growth-related capital expenditures of \$80-\$100 million

HARRISBURG, Pa., July 27, 2004 (PRIMEZONE) -- Worldwide industrial services and products company Harsco Corporation (NYSE:HSC) today reported record diluted earnings per share from continuing operations of \$0.75 in the second quarter of 2004, compared with \$0.62 in the second quarter of 2003, an increase of 21 percent. Income from continuing operations was \$31.0 million, compared with \$25.5 million last year, an increase of 22 percent. Including discontinued operations, second quarter 2004 net income was \$30.7 million, or \$0.74 diluted earnings per share, compared with net income of \$25.6 million, or \$0.63 diluted earnings per share in the second quarter of 2003. Second quarter sales totaled \$618 million, also a record, and up approximately 15 percent from sales of \$536 million in the same period last year. Positive foreign currency translation contributed \$20 million to this year's second quarter sales and \$1.3 million to pre-tax income.

For the first six months of 2004, income from continuing operations was \$47.8 million, or \$1.15 diluted earnings per share, compared with income from continuing operations of \$37.9 million, or \$0.93 per share in the first six months of 2003, an increase in income and EPS of 26 percent and 24 percent, respectively. Including discontinued operations, net income was \$47.7 million, or \$1.15 diluted earnings per share, compared with net income of \$38.1 million, or \$0.94 diluted earnings per share in the first six months of 2003. Sales for the first six months of 2004 were \$1.17 billion, an increase of approximately 15 percent from sales of \$1.02 billion in the same period a year ago. Positive foreign currency translation contributed approximately \$59 million to this year's first six months sales and \$2.9 million to pre-tax income.

Commenting on the Company's results, Harsco Chairman, President and Chief Executive Officer Derek C. Hathaway said, "We are very pleased with the broad-based improvements evidenced in our second quarter and first half results, which exceeded Harsco's internal expectations as well as the analysts' estimates. This positive momentum is a reflection of a combination of modestly strengthening U.S. domestic markets, the strategic success of our internal growth investment initiatives, and ongoing operational improvement programs.

"Cash flow from operations, a fundamental strength of Harsco, increased in both the second quarter and first half of this year, compared with the comparable periods last year. We are seeing significant growth investment opportunities for our higher levels of discretionary cash flows, as evidenced by the acceleration in new contract signings in our Mill Services Segment. We continue to reward Harsco stockholders through our long-standing history of cash dividends, having declared our 217th consecutive cash dividend during the second quarter. Further evidence of our commitment to stockholder value is seen in our Economic Value Added (EVA(r)) performance, where we have achieved positive improvement in each of the first two quarters."

### Second Quarter Business Segment Review

#### Mill Services

Sales increased 19 percent to \$242 million from \$204 million in last year's second quarter. Organic growth and the Company's acquisition of the industrial services division of C. J. Langenfelder & Son in June 2003 were responsible for \$28 million of the increase, or 14 percent, while positive foreign currency translation contributed \$10 million, or 5 percent.

Operating income for the quarter decreased by 3 percent to \$24.8 million, from \$25.7 million in the same period last year. Operating margins declined to 10.3 percent, compared with 12.6 percent in last year's second quarter, which included the recovery of a bad-debt expense of approximately \$1.7 million pre-tax and income of \$0.8 million pre-tax from the termination of a post-retirement benefit plan. Without these items, operating income for this year's second quarter would have been up 7 percent over last year's quarter, while operating margins would have decreased by 111 basis points. This year's second quarter operating margins were negatively affected by higher general and administrative costs, in part due to Sarbanes-Oxley related expenditures, and the timing of higher maintenance costs at certain mill locations. Positive foreign currency translation increased operating income in the quarter by approximately \$1.6 million.

The outlook for this segment continues to be favorable as worldwide steel demand and production, the principal drivers of this segment's operations, remain strong. This improved business climate is reflected in the Company's accelerated bidding activity and new contract signings for mill services. Through the first half of this year, the Company has announced new contracts in Belgium, France, Brazil and elsewhere for additional services within its existing customer base as well as from new mill locations. The Company expects to allocate a significant amount of its increasing cash flows to the continuing growth of its mill services business, the Company's most consistent and predictable segment.

#### Access Services

Second quarter sales increased 16 percent to \$183 million from \$158 million last year. Operating income in the second quarter increased 34 percent to \$14.3 million, from \$10.7 million in the second quarter of 2003. Positive foreign currency translation increased sales by approximately \$10 million in the quarter, but had no material effect on operating income. Operating margins increased to 7.8 percent from 6.8 percent last year. This year's second quarter income and margins were favorably affected by \$1.3 million of pre-tax income from the termination of a post-retirement benefit plan.

Continued improvement from the Company's SGB international operations, particularly in the Middle East market and from the capture of new contracts in Europe, more than offset the lingering softness in the U.S. non-residential construction market, where new project spending this year has not materialized as industry forecasts had expected. Analysts are now predicting a stronger recovery in 2005 of approximately 9 percent. The Company's Patent Construction Systems business is well-positioned to take advantage of any such rebound. The Company continues to focus on the implementation of margin-enhancing initiatives as well as the continuing international expansion of this segment.

#### Gas Technologies (formerly Gas and Fluid Control)

Sales in the second quarter were up 19 percent to \$83 million from \$70 million last year. Operating income was \$5.3 million compared with \$3.6 million last year, a 46 percent increase. Operating margins increased 110 basis points to 6.3 percent from 5.2 percent in the comparable period in 2003. The effect of foreign currency translation was not material.

This segment is beginning to benefit from improved economic and manufacturing activity in the U.S. and internationally, particularly Asia. Domestic sales of propane tanks remained strong during the quarter, although bookings have now slowed to more normal seasonal levels for this time of year. Increased cryogenic bulk tank sales, both in the U.S. and internationally, as well as increased demand for liquid and other cylinders added to the success of this segment in the second quarter.

#### Engineered Products and Services ("All Other") (formerly Other Infrastructure Products and Services)

Sales in the second quarter increased by 4 percent to \$109 million, from \$105 million last year. Operating income increased to \$13.2 million, or 37 percent, from \$9.6 million in the second quarter of 2003. Operating margins increased 291 basis points to 12.1 percent from 9.2 percent last year. Positive foreign currency translation increased sales by \$0.1 million in the quarter and operating income by \$0.6 million.

This group's positive results were led by the continued turnaround of the Company's IKG industrial grating products unit, which again achieved solid profitability for the quarter. This compares with a \$2.7 million operating loss in last year's second quarter, which included a \$2.1 million pre-tax charge from reorganization costs and an asset write-down. Increased operating results were also posted by the Company's Reed Minerals and Patterson-Kelley units. Results in the Air-X-Changers unit were down from last year due to higher insurance costs. While maintaining a strong order book, much of the present backlog in the Harsco Track Technologies (HTT) unit is expected to be delivered in the fourth quarter of 2004, which will represent the strongest quarter of the year for HTT.

#### General Corporate

Second quarter 2004 results improved by \$0.6 million over the comparable period last year due to reduced corporate expenses in the quarter.

#### Liquidity and Capital Resources

Net cash provided by operating activities in the second quarter was \$65 million, up 9 percent from \$59 million in last year's second quarter. Net cash used by investing activities was \$56 million, virtually even with last year's \$55 million. However, this year's amount includes \$53 million for capital expenditures compared with \$33 million last year, an increase of 61 percent. Last year included \$23 million for acquisitions, compared with \$5 million this year. Much of the increase in this year's capital expenditures underpins the growth in new contracts in the Company's Mill Services Segment.

The Company decreased its debt by almost \$9 million from the first quarter of 2004. As such, the Company's debt-to-capital ratio at the end of the second quarter declined by some 90 basis points to 44.1 percent, the same level as year-end 2003.

Further improvement in Economic Value Added (EVA(r)) was again achieved in the second quarter. The improved EVA results of the first six months, during which seven of the Company's nine operating units have reported advances, confirm that the Company continues to be successful in its efforts to increase stockholder value.

#### Outlook

The improved results of the second quarter and first half of 2004 have given the Company a solid foundation for double digit EPS growth from continuing operations for the full year. With the timing of deliveries in the Harsco Track Technologies unit heavily weighted toward the final quarter of the year, and with the return to more normal buying patterns for the Gas Technologies Segment's propane tank product line after a robust first half, the Company expects third quarter earnings from continuing operations to be in the area of \$0.68 to \$0.70 per diluted share, which represents a 19 to 23 percent increase over last year. Furthermore, the Company is fine-tuning its full year guidance for earnings from continuing operations to \$2.55 to \$2.65 per diluted share from the previous range of \$2.50 to \$2.65 per diluted share. This guidance reflects growth from continuing operations of 20 to 25 percent over last year's \$2.12 per diluted share level.

## Forward-Looking Statements

The nature of the Company's business and the many countries in which it operates subject it to changing economic, competitive, regulatory, and technological conditions, risks, and uncertainties. In accordance with the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary remarks regarding important factors which, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. Forward-looking statements include information about management's confidence and strategies for performance; expectations for new and existing products, technologies, and opportunities; and expectations regarding growth, sales, cash flows, earnings, and EVA. These statements are identified by the use of such terms as "may," "could," "expect," "anticipate," "intend," "believe," or other comparable terms.

Risk factors and uncertainties which could affect results include, but are not limited to: (1) changes in the worldwide business environment in which the Company operates, including general economic conditions; (2) changes in currency exchange rates, interest rates, and capital costs; (3) changes in the performance of stock and bond markets, particularly in the United States and United Kingdom; (4) changes in governmental laws and regulations, including taxes and import tariffs; (5) market and competitive changes, including pricing pressures, market demand, and acceptance for new products, services, and technologies; (6) unforeseen business disruptions in one or more of the over 40 countries in which the Company operates due to political instability, civil disobedience, armed hostilities or other calamities; and (7) other risk factors listed from time to time in the Company's SEC reports. The Company cautions that these factors may not be exhaustive and that many of these factors are beyond the Company's ability to control or predict. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. The Company undertakes no duty to update forward-looking statements.

## Conference Call

As previously announced, the Company will hold a conference call today at 2:00 p.m. Eastern Time (ET) to discuss its results and respond to questions from the investment community. The conference call will be broadcast live through the Harsco Corporation website at [www.harsco.com](http://www.harsco.com). The call can also be accessed by telephone by dialing (800) 611-4920, or (706) 634-5923 from outside the United States and Canada. Listeners are advised to dial in at least five minutes prior to the call. Replays will be available via the Harsco website, or by telephone beginning approximately 5:00 pm ET today. The telephone replay dial-in number is (800) 642-1687, or (706) 645-9291 from outside the United States and Canada. Enter Conference ID number 7868310.

## About Harsco

Harsco Corporation is a diversified, worldwide industrial services and engineered products company with annual sales in excess of \$2 billion. The company employs 18,000 people in more than 40 countries of operation. Harsco's market-leading businesses provide mill services, access services, gas containment and control technologies, and engineered products and services to customers worldwide. Additional information about Harsco can be found at [www.harsco.com](http://www.harsco.com).

The Harsco Corporation logo is available at: <http://media.primezone.com/prs/single/?pkgid=361>

Harsco Corporation  
 CONSOLIDATED STATEMENTS OF INCOME  
 (Unaudited)  
 (In thousands, except per share amounts)

	Three Months Ended June 30		Six Months Ended June 30	
	2004	2003	2004	2003
Revenues from continuing operations:				
Service sales	\$440,700	\$374,119	\$ 846,607	\$ 721,722
Product sales	176,877	162,341	327,243	302,640
Total revenues	617,577	536,460	1,173,850	1,024,362
Costs and expenses from continuing operations:				
Cost of services sold	326,594	272,486	631,386	534,223
Cost of products sold	141,284	131,356	265,480	245,293
Selling, general and administrative expenses	89,455	81,453	177,459	161,965
Research and development expenses	676	800	1,381	1,672
Other expenses	1,953	1,399	3,573	2,337
Total costs and				

expenses	559,962	487,494	1,079,279	945,490
Operating income from continuing operations	57,615	48,966	94,571	78,872
Equity in income of unconsolidated entities, net	74	99	172	261
Interest income	488	379	1,201	1,076
Interest expense	(10,038)	(10,259)	(20,320)	(20,526)
Income from continuing operations before income taxes and minority interest	48,139	39,185	75,624	59,683
Income tax expense	(14,942)	(12,135)	(23,469)	(18,485)
Income from continuing operations before minority interest	33,197	27,050	52,155	41,198
Minority interest in net income	(2,217)	(1,596)	(4,318)	(3,274)
Income from continuing operations	30,980	25,454	47,837	37,924
Discontinued operations:				
Income/(loss) from operations of discontinued business	(426)	3	(416)	(209)
Gain/(loss) on disposal of discontinued business	59	233	(88)	528
Income related to discontinued defense business	--	--	224	--
Income tax benefit (expense)	132	(85)	112	(115)
Income (loss) from discontinued operations	(235)	151	(168)	204
Net Income	\$ 30,745	\$ 25,605	\$ 47,669	\$ 38,128
Average shares of common stock outstanding	41,080	40,615	41,009	40,579
Basic earnings per common share:				
Continuing operations	\$ 0.75	\$ 0.63	\$ 1.17	\$ 0.93
Discontinued operations	(0.01)	--	--	0.01
Basic earnings per common share	\$ 0.75(a)	\$ 0.63	\$ 1.16(a)	\$ 0.94
Diluted average shares of common stock outstanding	41,525	40,872	41,493	40,764
Diluted earnings per common share:				
Continuing operations	\$ 0.75	\$ 0.62	\$ 1.15	\$ 0.93

Discontinued operations	(0.01)	0.01	--	0.01
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Diluted earnings per common share	\$ 0.74	\$ 0.63	\$ 1.15	\$ 0.94
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(a) Does not total due to rounding.

Harsco Corporation  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)  
(In thousands)

	June 30 2004	December 31 2003(a)
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ASSETS		
Current assets:		
Cash and cash equivalents	\$ 71,534	\$ 80,210
Accounts receivable, net	499,376	446,875
Inventories	216,378	190,221
Other current assets	49,371	47,045
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Total current assets	836,659	764,351
-----		
Property, plant and equipment, net	869,159	866,332
Goodwill, net	409,164	407,846
Other assets	96,921	97,483
Assets held for sale	1,563	2,023
-----		
Total assets	\$ 2,213,466	\$ 2,138,035
=====		

LIABILITIES

Current liabilities:		
Short-term borrowings	\$ 16,452	\$ 14,854
Current maturities of long-term debt	19,897	14,252
Accounts payable	199,385	188,430
Accrued compensation	47,416	46,034
Income taxes	43,489	45,116
Dividends payable	11,314	11,238
Other current liabilities	197,338	175,151
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Total current liabilities	535,291	495,075
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Long-term debt	593,972	584,425
Deferred income taxes	69,880	66,855
Insurance liabilities	48,709	47,897
Retirement plan liabilities	116,716	115,190
Other liabilities	49,782	50,707
Liabilities associated with assets held for sale	589	898
-----		
Total liabilities	1,414,939	1,361,047
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SHAREHOLDERS' EQUITY

Common stock	84,529	84,197
Additional paid-in capital	129,277	120,070
Accumulated other comprehensive expense	(182,672)	(169,427)
Retained earnings	1,370,864	1,345,787
Treasury stock	(603,471)	(603,639)
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Total shareholders' equity	798,527	776,988
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Total liabilities and shareholders' equity	\$ 2,213,466	\$ 2,138,035
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(a) As permitted by the Financial Accounting Standards Board (FASB) Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," 2003 information has been reclassified for comparative purposes.

Harsco Corporation  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(In thousands)

	Three Months Ended June 30		Six Months Ended June 30	
	2004	2003	2004	2003
-----				
Cash flows from operating activities:				
Net income	\$ 30,745	\$ 25,605	\$ 47,669	\$ 38,128
Adjustments to reconcile net income to net cash provided (used) by operating activities:				
Depreciation	44,430	40,878	88,401	80,773
Amortization	637	345	1,189	718
Equity in income of unconsolidated entities, net	(74)	(100)	(171)	(262)
Dividends or distributions from unconsolidated entities	88	1,335	544	1,335
Other, net	2,648	1,991	5,770	2,498
Changes in assets and liabilities, net of acquisitions and dispositions of businesses:				
Accounts receivable	(35,525)	(14,836)	(56,854)	(36,460)
Inventories	(11,096)	7,928	(26,686)	335
Accounts payable	15,030	(4,791)	11,606	(10,880)
Net disbursements related to discontinued defense business	(79)	(200)	(154)	(434)
Other assets and liabilities	17,778	997	25,644	14,577
-----				
Net cash provided by operating activities	64,582	59,152	96,958	90,328
-----				
Cash flows from investing activities:				
Purchases of property, plant and equipment	(52,617)	(32,608)	(99,156)	(62,789)
Purchase of businesses, net of cash acquired	(4,730)	(23,486)	(5,165)	(23,486)
Proceeds from sales of assets	930	673	2,748	12,957
-----				
Net cash used by investing activities	(56,417)	(55,421)	(101,573)	(73,318)
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Cash flows from financing activities:				
Short-term borrowings, net	167	(4,428)	2,339	(10,968)
Current maturities and long-term debt:				
Additions	57,217	32,159	99,004	82,292
Reductions	(61,439)	(53,888)	(85,910)	(81,107)
Cash dividends paid on common stock	(11,271)	(10,643)	(22,518)	(21,286)
Common stock issued-options	4,482	3,857	7,975	4,047
Other financing activities	(2,511)	(3,555)	(2,596)	(3,552)
-----				
Net cash provided by financing activities	(13,355)	(36,498)	(1,706)	(30,574)
-----				
Effect of exchange rate changes on cash	(2,121)	6,532	(2,355)	7,407
-----				
Net decrease in cash and cash equivalents	(7,311)	(26,235)	(8,676)	(6,157)
-----				
Cash and cash				



equivalents at beginning of period	78,845	90,210	80,210	70,132
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Cash and cash equivalents at end of period	\$ 71,534	\$ 63,975	\$ 71,534	\$ 63,975
=====	=====	=====	=====	=====

Harsco Corporation  
REVIEW OF OPERATIONS BY SEGMENT  
(Unaudited)  
(In thousands)

	Three Months Ended June 30, 2004		Three Months Ended June 30, 2003	
	Sales (a)	Operating Income (b)	Sales (a)	Operating Income (loss) (b)
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Mill Services Segment	\$242,249	\$ 24,849	\$203,770	\$ 25,663
Access Services Segment	183,127	14,322	157,902	10,726
Gas Technologies Segment(c)	82,954	5,266	69,739	3,601
Engineered Products & Services ("all other") Category(c)	109,247	13,177	105,049	9,613
General Corporate	--	1	--	(637)
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Consolidated Totals	\$617,577	\$ 57,615	\$536,460	\$ 48,966
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	Six Months Ended June 30, 2004		Six Months Ended June 30, 2003	
	Sales (a)	Operating Income (b)	Sales (a)	Operating Income (b)
-----	-----	-----	-----	-----
Mill Services Segment	\$478,542	\$ 50,099	\$392,016	\$ 42,393
Access Services Segment	340,934	17,722	305,306	15,353
Gas Technologies Segment(c)	160,516	8,354	137,932	6,928
Engineered Products & Services ("all other") Category(c)	193,858	19,340	189,108	13,458
General Corporate	--	(944)	--	740
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Consolidated Totals	\$1,173,850	\$ 94,571	\$1,024,362	\$ 78,872
=====	=====	=====	=====	=====

(a) Sales from continuing operations.

(b) Operating income (loss) from continuing operations.

(c) Segment information for prior periods has been reclassified to conform with the current presentation. Due to management changes, effective January 1, 2004, the Air-X-Changers division is classified in the Engineered Products & Services ("all other") category.

CONTACT:  
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