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40+

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LUCIE & SAVANNAH



KESSYA

HEIDI
SEXY BLONDE
LOVES TO
GET IT ON

TERA
CRAVES A
BIG HARD
COCK

OLIVIA
VOLUPTUOUS
BABE LOVES
TO TAKE IT
IN HER BUTT

KENZI
SUPER HOT
SUPER BLONDE
SUPER SEXY
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40+

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REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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HEIDI



LUCIE & SAVANNAH

40+



OLIVIA



TERA



KESSYA



JUSTINE



KENZI

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HEIDI
& MARCO

There are days when you wake up and you don't want to do anything. Then there are days that when you wake up, you want to go out there and rule the world. Then there are days when you need your ass fucked bad. Fortunately, this is one of those days.

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Heidi
Mayne





When I woke up this morning, my butthole was twitching to be filled with cock. I cleaned up real well and headed off to see my man. I told him that this was going to be a special day and he better be ready for me. He was and we fucked the day away. I think my butt got the better of it.

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DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

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LUCIE & SAVANNAH

I'm going over to Lucie's house to celebrate her fortieth birthday. I told her I was bringing a present for her that she wouldn't forget. We had been flirting for the last couple years and now was the time to make it happen. When she answered the door, I dropped my coat and was wearing this cute little white dress that said, 'take me off.'



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A photograph of two women lying on their stomachs on a red surface. The woman in the foreground is blonde and looking towards the camera. The woman behind her is brunette and also looking towards the camera. Both are unclothed. A purple promotional box is in the top left corner.

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When Savannah showed up at my door in that little white dress, I was instantly turned on. I had been thinking about fucking her for more than a year. When she said she wanted to come over today, I got really excited. When she took off her coat, I got even more excited. And when she took off her dress...

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I used to be a shy and innocent girl who didn't even know the facts of life. I got over that pretty quickly and now I'm all about the fucks of life.

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KESSYA & JOHNNY

Sit back, guys. In a minute, Johnny will be coming over and I'm going to have our rendezvous videotaped for your enjoyment. And mine, too. I got a special piercing a few months ago, so I know my pubes are going to be really sensitive. Oh, there's the doorbell...







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Kessya

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So I didn't tell you that Johnny was going to fuck my ass. I wanted it to be a surprise for you. It had been a while since anyone had been back there, Johnny told me it was so tight, like a virgin ass. So I squeezed his dick hard with my sphincter that I could feel his bulging blood vessels. He pumped my ass for almost ten minutes., I don't know how he held out. I think I came first.

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40+

40+ #55



Nadia Nitro is one fine lady. I can't believe she's forty, but then I don't need to. Her sultry good looks are a real turn on for me and she's a fine fuck vixen. As a matter of fact I really enjoyed the whole issue with the great ladies doing it all in there. And I especially like the videos. It's a treat to see the photos cum to life in action.

Larry B., Dallas

NOT ENOUGH NADIA

I'm writing to tell you how much I liked your issue with that hot brunette on the cover and on the inside, but there were definitely not enough pages of her. What a fun creature she seems to be especially when she's getting fucked. I've always liked women who laughed and enjoyed sex, not those that just do it because they have to. I wish she was somewhere where I could adore her, even from a distance. That would be

really hot, and she's got a great body and seems like she likes giving head. None of the ladies I've dated act this way. Why can't I ever meet a woman like this?

J. C., Cleveland

LOVE'S LESSON

I'm a 44 year old woman writing to you because there seem to be fewer and fewer outlets for us to express our sexuality. Well, I want to share with you and your readers so they know that your sex life can go on quite happily. As a matter of fact, I'm a one woman crusader for a healthy sex life. I try not to preach, but I've helped many of my lady friends find themselves, sexually that is.

Some of those friends that have lost a husband through divorce or death have a tough time getting back into new rela-

tionships, let alone having sex. Many are frustrated but are also unwilling to try new things. I'll talk to them and say we can do it together. Nothing lesbian, just a supportive partner to re-introduce them to sex. Reluctantly, they'll agree and that's when I get things in motion. My plan? Rather ingenious, I say... I have a man ready for them. Not to fuck him but to explore him. Make the lady unafraid of a new man and his body.

Example? Let's call her Janice, and she's been divorced without a man for more than five years. It all starts at my house with an invitation to her and (let's call him) Adam. I have to tell you that things are going to have get explicit here because that's what happens:

So Janice comes to my house on the appointed evening and Adam is already there. They both know what's going to happen so we start with a glass of wine and get to know each other just a little. It will go something like this... Adam is a middle-age man in his forties with a good but not great physique. He is pleasant and warm. Janice is polite and timid. I force them into conversations that will bring out her sexual fears and work on them. She is afraid of the male organ she tells us. It's been years since she's touched or looked at one and is afraid she's lost her touch and technique. Adam is reassuring to her that's it's okay..

I tell Adam to stand up in front of her, but not too close. As he does, I get behind him and begin to undo his shirt. I tell Janice to stand up and finish opening it and touch

his chest and nipples. Usually after a little hesitation and some more prompting, she does and helps me pull it off him. I tell her softly to undo his belt, his zipper and pull his pants down. She slowly does it. I ask if she wants to disrobe herself. She declines. (Most women will be uncomfortable with this so she stays in her clothes.)

I tell her to pull down his boxers or to slip her hand inside if she is uncomfortable looking at his penis right now. Janice chooses to slip her hand down under the waistband. She searches and finds his semi-erect cock. I tell her to stroke it and reach lower for his balls. Adam, like a good guy, stands there silent. After a moment, I pull his boxers down and he steps out of his pants and boxers. Janice's a little surprised, but cannot help to look down and see her hand around this stranger's cock. I ask if she's okay so far and she nods that she is.

I start to rub my hands up and down Adam's chest from behind to try and make Janice a little more comfortable with this new situation.

"Isn't it gorgeous?" I say, reenforcing the beauty of the human body. Janice says 'Yes' pumping his now hard cock with her fist. After a few more pump, it is pointing straight up. Without any more encouragement, I can see confidence building in Janice as she strokes it harder and works her hands all around his balls. I let this continue for a few minutes and then ask, "Would you like to taste it?" She looks down at his hard cock.

With that she dropped to her knees in front of Adam and pins his cock to his stomach and licks the long shaft slowly from the base to the head. The room was filled suddenly with wet sucking noises



as Janice happily fits her mouth over its head. Janice then sucks his cock into her mouth as far as she can feeding herself an inch at a time until her throat was so full she gagged. Janice removes his dick from her mouth and catches her breath. She looks intently at the cock before her. She reaches out and puts a hand on each ass cheek and forces his spongy head deep into her mouth. I back away and leave Janice to her own desires.

I sat on the sofa next to them as Janice pressed his cock against his stomach and begin tonguing his balls. With her eyes shut, I could tell she was getting lost in her own erotic world. She was no longer denying that she was a sexual person. After a few minutes, I get up and go over to them. I helped her out of her bra and she rubbed her breasts, awakening them from their long slumber by pinching her nipples to erection. She then boldly stands up and presses her chest into his. She continues rubbing and stroking his cock in her right hand. She pumps him hard as she rubs her chest against him.

Adam stands there like a soldier and takes it, letting her get out her years of sexual frustration. Adam senses he's about to cum and motions to me. I ask Janice if she wants to finish him. She nods. I ask if she

Dear 40+

It's about time I can finally see a red-head getting fucked in a magazine. Not some chick with dyed bright red hair, but a true ginger with alabaster white skin and soft freckles that come with the territory. Allison Wyte is that and more. More? Because she takes a dick in the but-thole. Her sexuality is a nice change from the sweeter-than-sweet reds I usually date. As a matter of fact, I fucked a ginger last week and she let me in the back door. It was the tightest hole my dick has ever been in. Now I want more.

Barry, Chicago

YES, I'M HOT.

*I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.*

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wants to taste it or have him finish on her chest. She kneels down again and lets go of his cock and she strokes him to climax as he jets his warm cum onto her chest. She touches it and rubs a glob of it between her fingers to sense its wetness and texture. She finds it warm and slippery and even ventures a taste of her fingertips.

Lesson's finished and Janice raises up and goes off to the bathroom to wash off. I bring her clothes and a few minutes later she comes out with a warm, humble grin on her face. Adam and I are sitting on the sofa and she sits on the big chair near us. I ask if she wants to say anything to me or Adam. She asks Adam how her blow job and hand job were. He smiles and replies with 'Wonderful.' Later Janice thanks me and Adam. A couple months later, she calls and tells me she's dating and fucking again. Her confidence and self esteem have increased. I know.

Janelle Harris, LA

FRIENDLY NEIGHBORS

I just moved to Marina del Rey about six months ago. I like the location close to my new job and the harbor is always busy with all types of boats going in and out. I took a one bedroom in one of the high rises and spend a lot of time looking at the sunsets and the people down below. I know this is going to sound a little *Rear Window*-ish but my neighbor, let's call him John, across the way in one of the other high rises really likes to put on a show and I get to watch. Through my floor to ceiling windows, I can see into my neighbor's apartment and, of course, his balcony.

He likes to hang out there throughout the day. Apparently, he fancies himself a lady



killer and always has female company and they spend a lot of time fucking out there in public.

One day I'm looking around and he has two stark naked ladies over and they're going at it. I grab my binoculars and settle back to watch the action. One lass, I'll call her Jill, grabs a huge dildo and a smaller dildo and positions herself facing the other two so she could watch John fuck the other one... I'll call her Jane. John was inside Jane with her legs over the arms of a chair fucking her pussy.

Jill gets behind the two of them and shoves a dildo up each one's ass. The big one for Jane and the smaller one for John. She begins to fuck them with the dildos while John increases the speed of his thrusts into Jane as Jill increases the dildo thrusts. Jane begins to buck and scream and John convulses with pleasure. The three together make a scene of thrashing arms, legs and bodies as Jill's actions take the two fuckers over the top. John pulls out of Jane and Jill immediately dives into her pussy. Jill's butt's in the air and John mounts her from behind. A few more minutes of watching this and I feel I have to retreat to the bathroom. I'd like to officially thank John. Looking forward to the next time.

David, LA

Dear Editor:

Thank you for those really hot photos of Harmony. I really like the oral sex shots. Both giving and getting. There's nothing like a warm wet mouth around my cock sucking and licking it. And I love to return the favor, sucking that clit and sticking my tongue in her pussy as far as it will go. Keep up the hot oral shots.

— Lance, Detroit

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I'm about to fuck Sascha and I can't wait. I've met him once or twice before but we've never gotten it on. Now's my chance to find out what all the gals have been talking about... his big cock. I shaved myself clean so I can feel every touch and thrust. I hope he's ready for me.

KENZI
& SASCHA



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Kenzi Marie



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He was everything I imagined. He came in smelling good, looking good and tasting really good. I loved sucking his cock, but I don't think I got it all the way down. But it did fit in my pussy nicely. It filled it out and I came, like, six times. And I probably could have cum again another time or two..

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little
ass?



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JUSTINE & TWO

I've always admitted to being a sexual animal. When I was asked what I wanted for my 42nd birthday, I said 'two anonymous big and ultra-hard cocks that I can suck and fuck. I love birthdays and found a couple friends that would cum over and play with me.





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Justine



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Oh, hi. You've made it this far. I'm online right now. Go put in the code on the website and get some tissue. You're going to need it as you watch me do these two guys. I'm so horny right now I may just not wait for you. We'll - I can wait for you, but I don't know if my two friends can. They're very anxious to cum.

800-624-2465

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We had a good time on vacation. Then we had a really great time.

double dong dare ya

Christy was a shy and retiring woman. She was never very interested in seeking relationships with those around her. She only had a couple friends who were very close; they could both vouch for her shyness. She was awfully cute, with soft, short, golden brown hair. In fact, her entire being was a bit on the boyish side, but her face was still pretty with large, green eyes and a nice, but somewhat awkward smile that she rarely displayed. She had a small nose and a sprinkling of freckles across her cheeks. She was about five foot eight, but sported a petite frame. She thought that if her boobs were larger she'd

other hand, was quite experienced in the field of sex. She was a bisexual and had felt both the strong hands of a man and the gentle caress of a woman, sometimes at the same time. She loved sex, but did not often love people. She had never had a relationship last for any length of time. This was not for lack of trying, however; she has just never found the right person who could balance the needs of the mind with the needs of the heart.

The two decided to vacation together. It would be the first time away from her work for more than a few days for Christy, and



have one more reason for people to look at her. She was strong in body and mind, but not strong in will. While she enjoyed being in shape, she disliked the attention it brought her.

Rayleen was Christy's best friend from their college days. Where Christy was pretty and attractive, Rayleen was riveting and lust inducing. Her face was slender and elegant with a beautiful mouth often stretched in a playful smile. Christy was not very versed in sex, having only a few male partners over the years. Never marrying, she was on the fast lane to spinsterhood. She said she wasn't interested in sex because she wanted to be completely focused on her work. She is a programmer on the verge of creating the next great app, she would tell friends and anyone who would listen.

Christy had on many occasions masturbated. Rayleen, on the

a pretty normal thing for Rayleen. The large resort hotel in the Bahamas was pretty in its coral-colored decor. Their suite was large and plush. On the second day, Christy gets up early and goes to the coffee shop for a small breakfast. Upon returning to the room, Christy realizes she has forgotten her key. Moments after a few crisp knocks on the door, Rayleen opens it and they exchange greetings. "I didn't wake you up, did I?" asked Christy. Rayleen quickly realized her bedraggled appearance was somewhat suspicious for it being noon, but she went along with it, forcing a fake yawn and saying, "Yeah, I wasn't expecting you back up so soon, or I would have woken up and at least gotten dressed."

They both giggled before Rayleen said, "I'm gonna go take a shower and freshen up a bit." She winked and with a quick dash back into the hotel room, she was out of sight. Christy

made her way to the living area and removed her shoes, neatly standing them next to the couch. She sat down and grabbed the remote, flicking on the television. Rayleen made her way into the bathroom, stopping along the way to grab her favorite toy: a dual ended strap-on. She turned on the water and as she waited for it to get warm, she quickly stripped down. She stepped into the now-hot shower. Her left hand roamed from tweaking her short brown nipples, to flicking her erect clit, to massaging her soft ass cheeks. Eventually, she reached between and began rimming her tight asshole with her index finger. She moaned with ecstasy, loud and confident she would not be heard due to the running water. But a small doubt crept into her mind. What if Christy had heard?

Her doubts began to lead to fantasy and she soon realized she envisioned herself fucking Christy with her strap-on. Surprised



and taken aback by her thoughts, she quickly tried to push the fantasy from her mind. She slowly slid her finger into her ass and began twisting her hand. Her climax rose so suddenly it caught her off guard as she began howling from the pleasure. Her legs felt weak and her body slowly slid to the bottom of the shower. She lifted her finger out of her pussy and began sucking on it in earnest, tasting her sweet love pot. She let go of the strap-on and allowed it to slowly slide out of her.

As her afterglow wore off, she shakily stood, turning off the shower. She grabbed a towel, drying off her large breasts and her soft ass cheeks. After she was all dry, she walked back into her bedroom and dressed in jeans and a long, comfortable shirt. She walked back out to find Christy flipping through the channels. She looked extremely bored. Rayleen walked over and sat down next to Christy and asked if she wanted to go to a local restaurant to grab a bite. "I'm starving," she said, which was due to the hard fucking she had given herself earlier. Christy

agreed and they walked over to the restaurant and ate inside. As they ate, Rayleen noticed Christy's growing discomfort.

"What's wrong, girl?" she asked tentatively, truly concerned for her friend. The two of them had always been very close, sharing practically everything. However, as they had gotten older, Christy had become more introvert as Rayleen became more open and revealing. Sometimes when they sat to talk, it was entirely filled by Rayleen speaking of herself and Christy listening, curious. Any efforts by Rayleen to get Christy to talk about herself were met by flimsy excuses that she had nothing going on at the moment. However, this time was different. This time, Christy decided to confide her secret in Rayleen.

With a heavy sigh and a hushed breath, she whispered to her friend, "I've been feeling a bit stressed, lately," she braced herself for what she would say next, "I feel a lot of pressure to get laid. It's been four years and I'm not getting any younger, or prettier." Christy said. Rayleen let loose a quick squeal of surprise. "I'll help you -- get laid," it was Rayleen's turn to smile an awkward smile, as she fought to keep her composure. How would Rayleen help her? How could she? Christy decided she should ask Rayleen what her plans were. The remainder of the day was uneventful as they walked the streets buying little trinkets to remind them of the trip. They went to bed early. Christy rose from her bed and walked over to her bedroom door. She grabbed the handle and began to open it and found Rayleen standing outside with her fist up in preparation of knocking.

"Oh, hey," Christy said, slightly nervous. Rayleen slinked her way into the room. Christy shut the door behind her and they both sat down on the bed. They sat in silence for a while before Christy tried to pipe up, saying, "So, about this help?" "Christy, what gets you hot?" Rayleen interrupted, looking straight into her Christy's dark eyes. "What?" Christy stammered, recoiling. She wasn't expecting such a direct question. "What gender do you like?" Rayleen insisted. Christy hadn't ever thought about it. She just assumed she liked boys, but hadn't actually shown interest in them. Her mind did begin to wonder what it would be like to be with a girl, but the images she got were confusing. She had seen lesbian porn and even gay porn, but neither had appealed to her as much. "Uh-I- I don't know." She murmured, unsure of her own feelings at this point. "So, you might be bi?" Rayleen asked, accidentally allowing a bit of excitement into her voice. "I don't think so..." Christy replied, nervous, yet ready to speak of her feelings. Rayleen had been expecting this.

"What exactly have you done?" She asked. If she were careful, she could get exactly what she wanted. "Well, not much," Christy said, "I've dated before, but I never got very far before something would happen." "There's a way I can help with that." Christy was getting very confused at this point. Rayleen said, "I'll be right back," and quietly left the room. Less than

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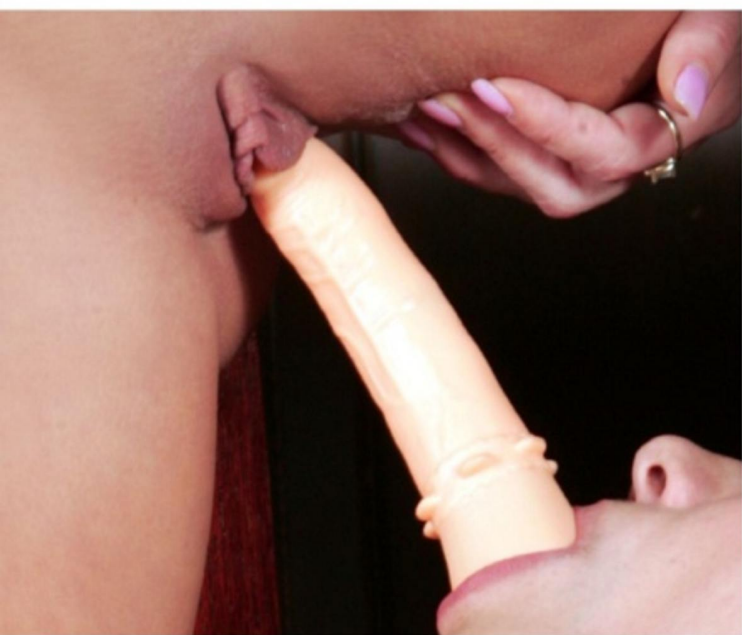
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a minute had passed before she returned, obviously hiding something behind her back. "Before you do it again, you should get some experience," she said, revealing the double-sided strap-on she had.

"Rayleen, what's that?" Was all Christy could say at first. She wasn't sure what she had expected, but certainly not something quite like this. A multitude of questions shot back and forth through her mind before she settled on one. "Why are there two..." her question trailed off. Rayleen quickly took one end of the purple monster into her mouth, rolling her tongue and making loud sucking noises. She winked and went back to work. Christy slowly became less shocked and more entranced as the spectacle wore on. Rayleen really began going at it, bobbing up and down. She even began to moan for a spell before she paused. She took the toy out of her mouth and with a leveled



gaze said, "Your turn now." Christy, very tentatively, opened her mouth and leaned forward. The entire time her mind was yelling, "why are you doing this?" but a smaller, yet more influential voice was saying, "What have you got to lose?"

She took the head of the strap-on into her mouth. She then confidently took more of the fake cock in her mouth, bobbing back and forth. Rayleen was not only impressed, but terribly turned on as well. Her nipples had grown long and erect, straining against her pajama shirt. She had to fight not to reach up and fondle herself. And then she got an idea. "Wait a second. I just realized something," Rayleen said. Christy drew the plastic dick out of her mouth and asked, "What? What do you propose?" "This," Rayleen answered, taking off her panties. Christy had seen her naked before, but not since college days. "What are you doing?" she asked, nervous yet curious. Rayleen had a heavy gaze as she looked over Christy's body. She extended

her hand, motioning for the strap-on. Christy handed it to her, getting a general idea of what was to come next. "Thank you," Rayleen said, her voice dripping with sensual pleasure. She grasped the dual-ended dildo and aimed it at her pussy. Anxiety rose heavily inside both of them as Rayleen slowly thrust the plastic dick into herself.

Rayleen laid herself out on the bed, her fake penis pointing straight up into the air. Of course, that wasn't the only thing in the air; her pussy juice was quickly coloring the room with her scent. Christy leaned over and immediately engulfed the strap-on in her mouth. Christy practically had her nose in Rayleen's pussy every time she went down. The smell was intoxicating. "Swing your ass over here and let me show you what it's like to get your pussy licked," Rayleen commanded. She knew she was in control now. Without thinking, Christy complied, planting her crotch right on her face in a 69 position. Rayleen slowly pulled back the silk pants Christy had worn to bed and her sopping wet pussy was now in full view. Christy pushed her head down to hide her blushing face. "Looks like someone really wants it bad," cooed Rayleen. She lifted her head to take a lick and planted her mouth directly over her pussy and began to lick furiously at the clit. Whatever doubts Christy had been holding quickly vanished as the amazing feeling of sexual pleasure racked her body.

Christy sighed with ecstasy, her breathing was getting ragged and she knew she wasn't going to last much longer. Rayleen could feel Christy approaching an orgasm, and at the very last second she stopped and released the pussy from her mouth. "Oh, nooooo," Christy moaned. She was so close now, why would she stop? She tried to mash her crotch back down on Rayleen's face, but she held her up with her arms, saying, "So you do really want this, huh? Trust me, it's going to feel even better in just a minute. Now, get up." Christy begrudgingly got off of Rayleen and sat down at the end of the bed.

Rayleen grabbed hold of Christy's silk night-shirt, throwing it onto the floor and stuck her mouth to her swollen nipple. Christy had played with her nipples during her masturbation sessions, but just like with her pussy it felt different with someone else taking control. Rayleen switched back and forth between the right and left nipples, taking some time to lick around them as well. She eventually tried to take each entire tit in her mouth and then tried to take both nipples into her mouth at once. Once again, Christy came dangerously close to losing it, then she did. "Rayleen, now get back in your own bed, I've got some sleeping to do." Rayleen got up and put on a pouty face, trying to act hurt. "Oh, don't you worry, I'll pay you back real soon," Christy said as Rayleen gathered her pajamas before she left Christy to her joyful slumber -- not that Christy would find it very easy to sleep after that experience.



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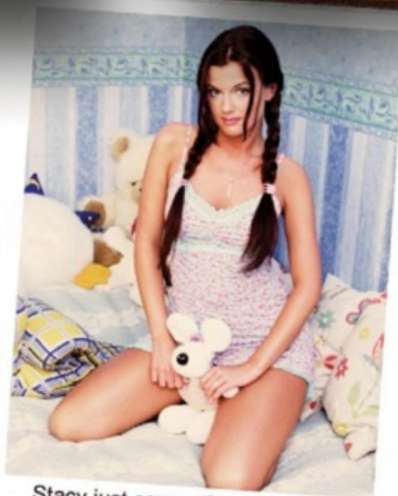
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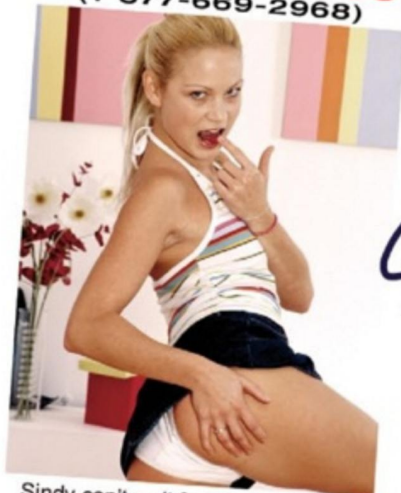
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