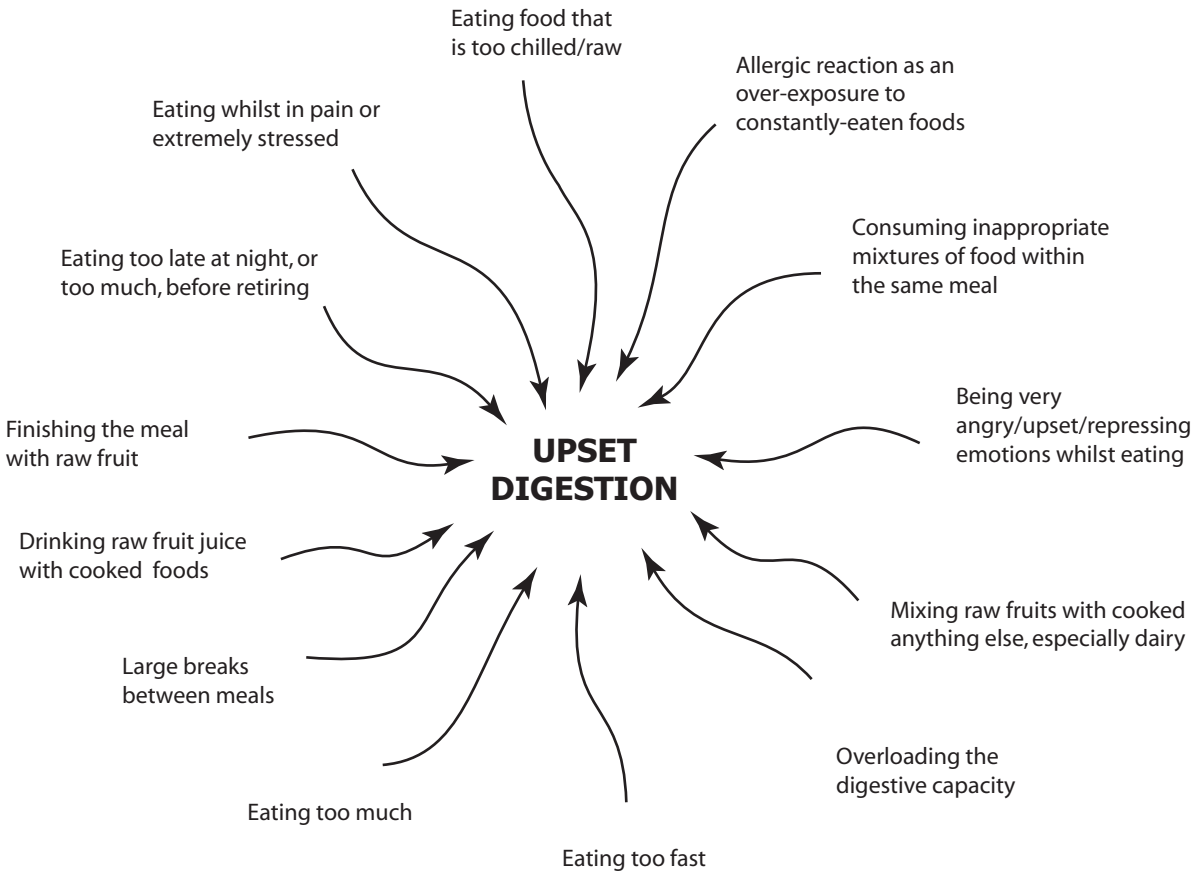UPSET DIGESTION