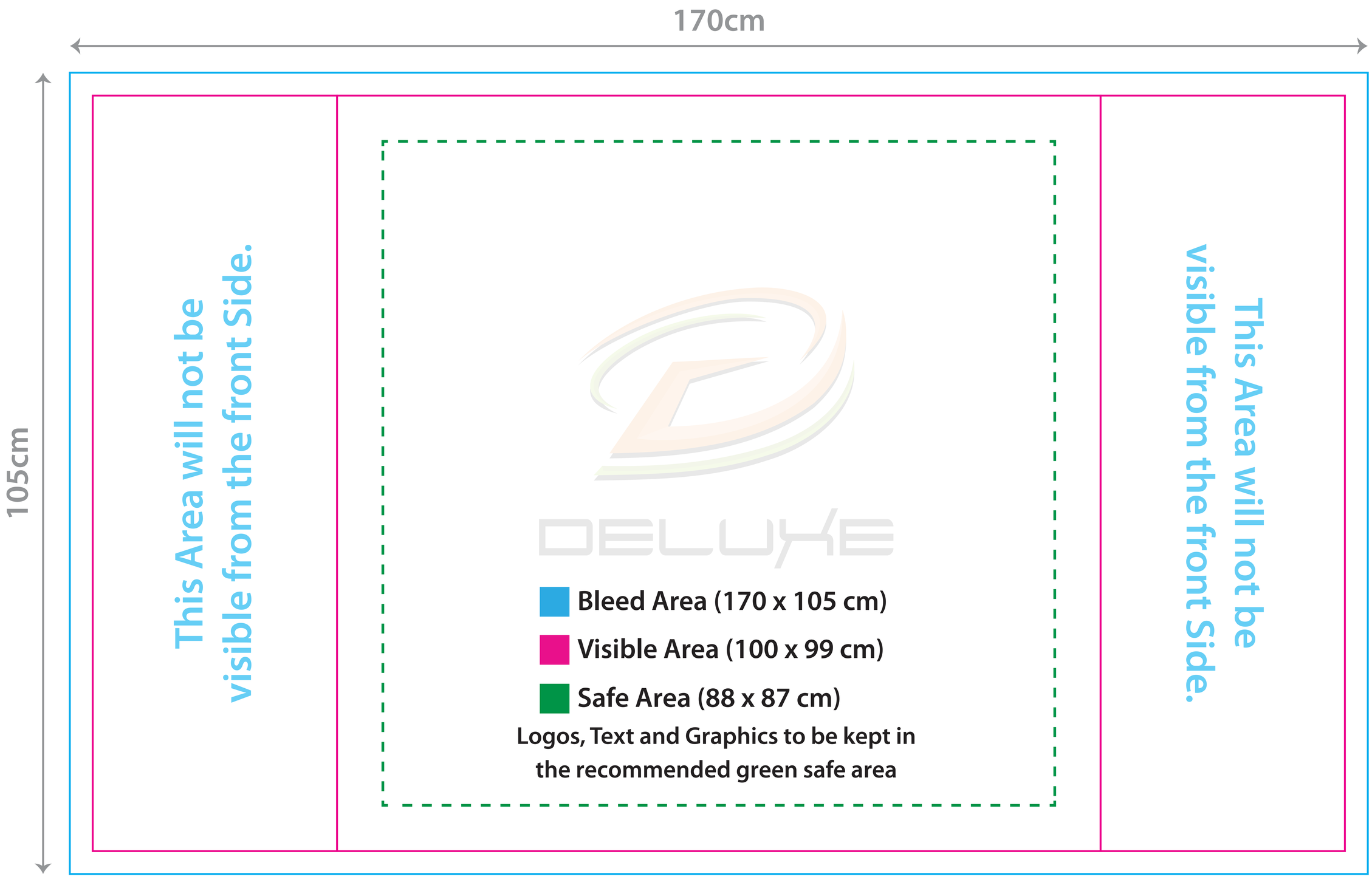FABRIC POP UP COUNTER