

### A. Flat Rate Lighting Service ( 110V, 220V, 220/380V )

CLASSIFICATION				Night-time Service	24-Hour Service
Flat Rate Lighting	General Lightings	Up to 100 W, per lamp	Per Lamp	131.43	262.86
		Over 100 W, per every additional 1~100 W	Per Month	+106.02	+212.04
	LED Public Street Lightings		Per W Per Month	1.00	2.00
	Small Appliances	Up to 50 W, per appliance	Per Appliance	57.775	115.55
		Over 50 W, per every additional 1~50 W	Per Month	+38.645	+77.29
	Traffic Signals		Per Set Per Month	—	685.77
			Per W Per Month	—	1.92

2. 50% discount on the monthly bill is applied to public street lightings.

### (1) Non Time-of-Use Rate (Inclining Block Rate)

CLASSIFICATION				Summer (Jun.1 ~ Sep.30)	Non-Summer (All other days of the year)
Regular Service (Non- TOU) Rate	Residential	First 120 kWh per month	Per kWh	1.78	1.78
		Next 210 kWh per month		2.55	2.26
		Next 170 kWh per month		3.80	3.13
		Next 200 kWh per month		5.14	4.24
		Next 300 kWh per month		6.44	5.27
		Over 1000 kWh per month		8.86	7.03
	Non- residential & commercial	First 120 kWh per month	Per kWh	1.78	1.78
		Next 210 kWh per month		2.55	2.26
		Next 170 kWh per month		3.80	3.13
		Next 200 kWh per month		5.14	4.24
		Next 300 kWh per month		6.44	5.27
		Over 1000 kWh per month		8.86	7.03
	Commercial	First 330 kWh per month	Per kWh	2.71	2.28
		Next 370 kWh per month		3.76	3.10
		Next 800 kWh per month		4.46	3.61
Next 1500 kWh per month		7.08		5.56	
Over 3000 kWh per month		7.43		5.83	

(3) The amount calculated as above or the monthly electricity bill is subject to a minimum charge of NT\$100.

2. Double the kWhs in every block for bi-monthly metering and billing services.

**(2) Time-of-Use Rate (A)****Unit: NT\$**

CLASSIFICATION							Summer (Jun.1 ~ Sep.30)	Non-Summer (All other days of the year)
Option (1)	Customer Charge					Per Customer Per Month	75.00	
	Energy Charge	Monday To Friday	Peak Period	Summer	09:00~24:00	Per kWh	5.16	—
				Non-Summer	06:00~11:00 14:00~24:00		—	4.93
			Off-Peak Period	Summer	00:00~09:00		2.06	—
				Non-Summer	00:00~06:00 11:00~14:00		—	1.99
		Saturday、 Sunday & Off-Peak Day	Off-Peak Period		00:00~24:00		2.06	1.99
	Portion of usage exceed 2,000kWh per month					Per kWh	+1.04	
Option (2)	Customer Charge					Per Customer Per Month	75.00	
	Energy Charge	Monday To Friday	Peak Period	Summer	16:00~22:00	Per kWh	7.13	—
			Partial-Peak Period	Summer	09:00~16:00 22:00~24:00		4.69	—
				Non-Summer	06:00~11:00 14:00~24:00		—	4.48
				Off-Peak Period	Summer		00:00~09:00	2.06
			Non-Summer		00:00~06:00 11:00~14:00		—	1.99
		Saturday、 Sunday & Off-Peak Day	Off-Peak Period		00:00~24:00		2.06	1.99
	Portion of usage exceed 2,000kWh per month					Per kWh	+1.04	

**(3) Time-of-Use Rate (B) (With Maximum Demand Contract)****Unit: NT\$**

CLASSIFICATION						Summer (Jun.1 ~ Sep.30)	Non-Summer (All other days of the year)		
Option (1)	Customer Charge	Single-Phase				Per Customer Per Month	129.10		
		Three-Phase					262.50		
	Demand Charge	Regular Contracted Demand				Per kW Per Month	236.20	173.20	
		Non-Summer Contracted Demand					—	173.20	
		Saturday Partial-Peak Period Contracted Demand					47.20	34.60	
		Off-Peak Period Contracted Demand					47.20	34.60	
	Energy Charge	Monday To Friday	Peak Period	Summer	09:00~24:00	Per kWh	5.54	—	
				Non-Summer	06:00~11:00 14:00~24:00		—	5.39	
			Off-Peak Period	Summer	00:00~09:00		2.27	—	
				Non-Summer	00:00~06:00 11:00~14:00		—	2.15	
		Saturday	Partial-Peak Period	Summer	09:00~24:00		2.76	—	
				Non-Summer	06:00~11:00 14:00~24:00		—	2.65	
			Off-Peak Period	Summer	00:00~09:00		2.27	—	
				Non-Summer	00:00~06:00 11:00~14:00		—	2.15	
		Sunday & Off-Peak Day	Off-Peak Period				00:00~24:00	2.27	2.15
		Option (2)	Customer Charge	Single-Phase				Per Customer Per Month	129.10
Three-Phase				262.50					
Demand Charge	Regular Contracted Demand				Per kW Per Month	236.20	173.20		
	Partial-Peak Period Contracted Demand					173.20	173.20		
	Saturday Partial-Peak Period Contracted Demand					47.20	34.60		
	Off-Peak Period Contracted Demand					47.20	34.60		
Energy Charge	Monday To Friday		Peak Period	Summer	16:00~22:00	Per kWh	8.12	—	
				Summer	09:00~16:00 22:00~24:00		5.02	—	
			Partial-Peak Period	Non-Summer	06:00~11:00 14:00~24:00		—	4.86	
				Off-Peak Period	Summer		00:00~09:00	2.23	—
	Saturday		Off-Peak Period	Non-Summer	00:00~06:00 11:00~14:00		—	2.12	
				Summer	09:00~24:00		2.50	—	
			Partial-Peak Period	Non-Summer	06:00~11:00 14:00~24:00		—	2.40	
				Off-Peak Period	Summer		00:00~09:00	2.23	—
	Non-Summer		00:00~06:00 11:00~14:00	—	2.12				
	Sunday & Off-Peak Day		Off-Peak Period				00:00~24:00	2.23	2.12

Note. 1. Off-Peak Days are as follows:

New Year	Jan. 1
Lunar New Year	The Day Before Lunar New Year's Eve ~ Lunar Jan. 5
Peace Day	Feb. 28
Children's Day	April 4
Tomb Sweeping Day	April 4 or April 5
Labor Day	May 1
Dragon Boat Festival	Lunar May 5
Moon Festival	Lunar Aug. 15
Confucius' Birthday	Sep. 28
Double Tenth	Oct. 10
Taiwan Retrocession Day and Memorial Day of Great Victory at Kuningtau Kinmen	Oct. 25
Constitution Day	Dec. 25

2. For customer taking Option (1) Service of Time-of-Use Rate with Maximum Demand Contract :

The Regular Contracted Demand is determined according to the agreement between the customer and the Company on the basis of customer's maximum demand during Peak Period hours in Summer. The Non-Summer Contracted Demand is the demand in excess of the Regular Contracted Demand during Peak Period in Non-Summer. The Saturday Partial-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand and the Non-Summer Contracted Demand during Saturday Partial-Peak Period. The Off-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand, the Non-Summer Contracted Demand and the Saturday Partial-Peak Contracted Demand during Off-Peak Period.

3. For customer taking Option (2) Service of Time-of-Use Rate with Maximum Demand Contract :

The Regular Contracted Demand is determined according to the agreement between the customer and the Company on the basis of customer's maximum demand during Peak Period. The Partial-peak Period Contracted Demand is the demand in excess of the Regular Contracted Demand during Partial-peak Period. The Saturday Partial-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand and the Partial-peak Period Contracted Demand during Saturday Partial-Peak Period. The Off-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand, the Partial-peak Period Contracted Demand and the Saturday Partial-Peak Period Contracted Demand during Off-Peak Period.

4. Maximum Demand is the largest metered average 15-minutes interval demand.

5. In case of customer's metered maximum demand is in excess of the contracted capacity, the demand charge of the excess within 10% of the contracted capacity is charged double of the rate of contracted capacity, and the excess over 10% of the contracted capacity is charged triple of the rate.

**C. Power Service ( 220V, 220/380V )****(1) Non Time-of-Use Rate****Unit: NTS**

CLASSIFICATION				Summer (Jun.1 ~ Sep.30)	Non-Summer (All other days of the year)
Demand Charge	Installed Capacity Contract		Per kW Per Month	137.50	
	Maximum Demand Contract	Regular Contracted Demand		236.20	173.20
		Non-Summer Contracted Demand		—	173.20
Energy Charge			Per kWh	4.08	3.87

**(2) Time-of-Use Rate****Unit: NTS**

CLASSIFICATION							Summer (Jun.1 ~ Sep.30)	Non-Summer (All other days of the year)			
Option (1)	Demand Charge	Installed Capacity Contract	Customer Charge			Per Customer Per Month	105.00				
			Based on the Contracted Installed Capacity			Per kW Per Month	137.50				
		Maximum Demand Contract	Customer Charge			Per Customer Per Month	262.50				
			Regular Contracted Demand			Per kW Per Month	236.20	173.20			
			Non-Summer Contracted Demand				—	173.20			
			Saturday Partial-Peak Period Contracted Demand				47.20	34.60			
			Off-Peak Period Contracted Demand				47.20	34.60			
		Energy Charge	Monday To Friday	Peak Period	Summer	09:00~24:00	Per kWh	5.54	—		
	Non-Summer				06:00~11:00 14:00~24:00	—		5.39			
	Off-Peak Period			Summer	00:00~09:00	2.27		—			
				Non-Summer	00:00~06:00 11:00~14:00	—		2.15			
	Saturday		Partial-Peak Period	Summer	09:00~24:00	2.76		—			
				Non-Summer	06:00~11:00 14:00~24:00	—		2.65			
			Off-Peak Period	Summer	00:00~09:00	2.27		—			
				Non-Summer	00:00~06:00 11:00~14:00	—		2.15			
	Sunday & Off-Peak day		Off-Peak Period		00:00~24:00	2.27		2.15			
	Option (2)		Demand Charge	Customer Charge				Per Customer Per Month	262.50		
				Regular Contracted Demand				Per kW Per Month	236.20	173.20	
				Partial-Peak Period Contracted Demand					173.20	173.20	
		Saturday Partial-Peak Period Contracted Demand				47.20	34.60				
		Off-Peak Period Contracted Demand				47.20	34.60				
		Energy Charge	Monday To Friday	Peak Period	Summer	16:00~22:00	Per kWh	8.12	—		
					Partial-Peak Period	Summer		09:00~16:00 22:00~24:00	5.02	—	
				Non-Summer		06:00~11:00 14:00~24:00		—	4.86		
				Off-Peak Period	Summer	00:00~09:00		2.23	—		
					Non-Summer	00:00~06:00 11:00~14:00		—	2.12		

CLASSIFICATION						Summer (Jun.1 ~ Sep.30)	Non-Summer (All other days of the year)
	Saturday	Partial-Peak Period	Summer	09:00~24:00		2.50	—
			Non-Summer	06:00~11:00 14:00~24:00		—	2.40
		Off-Peak Period	Summer	00:00~09:00		2.23	—
			Non-Summer	00:00~06:00 11:00~14:00		—	2.12
	Sunday & Off-Peak day	Off-Peak Period		00:00~24:00		2.23	2.12

**(3) Electric Vehicle Charging Infrastructure Rate****Unit: NTS**

CLASSIFICATION						Summer (Jun.1 ~ Sep.30)	Non-Summer (All other days of the year)
Demand Charge	Customer Charge				Per Customer Per Month	262.50	
	Regular Contracted Demand				Per kW Per Month	47.20	34.60
Energy Charge	Monday To Friday	Peak Period	Summer	16:00~22:00	Per kWh	12.47	—
			Non-Summer	15:00~21:00		—	12.14
		Off-Peak Period	Summer	00:00~16:00 22:00~24:00		3.05	—
			Non-Summer	00:00~15:00 21:00~24:00		—	2.90
	Saturday、 Sunday & Off-Peak day	Off-Peak Period		00:00~24:00		3.05	2.90

Note: 1. For Off-Peak Days, see Note 1 of the Time-of-Use Rate for Meter Rate Lighting Service.

2. For customer taking Non Time-of-Use Rate with Maximum Demand Contract :

The Regular Contracted Demand is determined according to the agreement between the customer and the Company on the basis of customer's maximum demand in Summer. The Non-Summer Contracted Demand is the demand in excess of the Regular Contracted Demand in Non-Summer.

3. As to Time-of-Use Rate under Maximum Demand Contract, see Note 2 and Note 3 of the Time-of-Use Rate for Meter Rate Lighting Service.

4. Maximum Demand is the largest metered average 15-minutes interval demand.

5. In case of customer's metered maximum demand is in excess of the contracted capacity, the demand charge of the excess within 10% of the contracted capacity is charged double of the rate of contracted capacity, and the excess over 10% of the contracted capacity is charged triple of the rate.

6. Customers operating Ice Storage Central Air Conditioning System are eligible for a 40% discount on the energy charge for the system's off-peak kWh consumption..

### A. High Voltage (11.4kV, 22.8kV)

## Unit: NT\$

CLASSIFICATION							Summer (May.16 ~ Oct.15)	Non-Summer (All other days of the year)					
Time-of- Use Rate (A)	Demand Charge		Regular Contracted Demand				Per kW Per Month	223.60	166.90				
			Non-Summer Contracted Demand					—	166.90				
			Saturday Partial-Peak Period Contracted Demand					44.70	33.30				
			Off-Peak Period Contracted Demand					44.70	33.30				
	Energy Charge		Monday To Friday	Peak Period	Summer	09:00~24:00	Per kWh	6.75	—				
					Non-Summer	06:00~11:00 14:00~24:00		—	6.37				
				Off-Peak Period	Summer	00:00~09:00		2.71	—				
					Non-Summer	00:00~06:00 11:00~14:00		—	2.46				
			Saturday	Partial-Peak Period	Summer	09:00~24:00		2.77	—				
					Non-Summer	06:00~11:00 14:00~24:00		—	2.54				
				Off-Peak Period	Summer	00:00~09:00		2.71	—				
					Non-Summer	00:00~06:00 11:00~14:00		—	2.46				
			Sunday & Off-Peak day	Off-Peak Period	00:00~24:00			2.71	2.46				
			Time-of- Use Rate (B)	Demand Charge		Regular Contracted Demand				Per kW Per Month	223.60	166.90	
						Partial-Peak Period Contracted Demand					166.90	166.90	
						Saturday Partial-Peak Period Contracted Demand					44.70	33.30	
Off-Peak Period Contracted Demand						44.70	33.30						
Energy Charge	Option (1)	Monday To Friday		Fixed Peak Period	Summer	16:00~22:00	Per kWh	9.39	—				
					Partial-Peak Period	Summer		09:00~16:00 22:00~24:00	5.85	—			
				Off-Peak Period		Non-Summer		06:00~11:00 14:00~24:00	—	5.47			
					Summer	00:00~09:00		2.53	—				
		Saturday		Partial-Peak Period	Non-Summer	00:00~06:00 11:00~14:00		—	2.32				
					Summer	09:00~24:00		2.60	—				
				Off-Peak Period	Non-Summer	06:00~11:00 14:00~24:00		—	2.41				
					Summer	00:00~09:00		2.53	—				
		Non-Summer		00:00~06:00 11:00~14:00	—	2.32							
		Sunday & Off-Peak day		Off-Peak Period	00:00~24:00			2.53	2.32				

CLASSIFICATION								Summer (May.16 ~ Oct.15)	Non-Summer (All other days of the year)				
Time-of-Use Rate (C)		Option (2)	Monday To Friday	Mobile Peak Period	Summer ( 30 days designated by TPC)	16:00~22:00		18.33	—				
				Partial-Peak Period	Summer ( 30 days designated by TPC)	09:00~16:00 22:00~24:00		5.85	—				
					Summer (all other days except 30days designated by TPC)	09:00~24:00							
					Non-Summer	06:00~11:00 14:00~24:00							
				Off-Peak Period	Summer	00:00~09:00		2.53	—				
					Non-Summer	00:00~06:00 11:00~14:00		—	2.32				
				Saturday	Partial-Peak Period	Summer		09:00~24:00	2.60	—			
						Non-Summer		06:00~11:00 14:00~24:00	—	2.41			
			Off-Peak Period		Summer	00:00~09:00		2.53	—				
					Non-Summer	00:00~06:00 11:00~14:00		—	2.32				
			Sunday & Off-Peak day	Off-Peak Period	00:00~24:00			2.53	2.32				
				Demand Charge	Regular Contracted Demand					Per kW Per Month	223.60	166.90	
					Non-Summer Contracted Demand						—	166.90	
					Saturday Partial-Peak Period Contracted Demand						44.70	33.30	
					Off-Peak Period Contracted Demand						44.70	33.30	
				Energy Charge	Monday To Friday	Peak Period		15:30~21:30		Per kWh	12.47	11.79	
Off-Peak Period	00:00~15:30 21:30~24:00					3.18	2.88						
Saturday	Partial-Peak Period	15:30~21:30			3.26	3.00							
	Off-Peak Period	00:00~15:30 21:30~24:00			3.18	2.88							
Sunday & Off-Peak day	Off-Peak Period	00:00~24:00			3.18	2.88							

## (2) Electric Vehicle Charging Infrastructure Rate

High-voltage customers are eligible for a 5% discount on Electric Vehicle Charging Infrastructure Rate of low voltage.



**B. Extra High Voltage ( 69kV, 161kV, 345kV )****Unit: NT\$**

CLASSIFICATION							Summer (May.16 ~ Oct.15)	Non-Summer (All other days of the year)					
Time-of-Use Rate (A)	Demand Charge		Regular Contracted Demand				Per kW Per Month	217.30	160.60				
			Non-Summer Contracted Demand					—	160.60				
			Saturday Partial-Peak Period Contracted Demand					43.40	32.10				
			Off-Peak Period Contracted Demand					43.40	32.10				
	Energy Charge		Monday To Friday	Peak Period	Summer	09:00~24:00	Per kWh	6.17	—				
					Non-Summer	06:00~11:00 14:00~24:00		—	5.79				
				Off-Peak Period	Summer	00:00~09:00		2.55	—				
					Non-Summer	00:00~06:00 11:00~14:00		—	2.28				
			Saturday	Partial-Peak Period	Summer	09:00~24:00		2.73	—				
					Non-Summer	06:00~11:00 14:00~24:00		—	2.48				
				Off-Peak Period	Summer	00:00~09:00		2.55	—				
					Non-Summer	00:00~06:00 11:00~14:00		—	2.28				
			Sunday & Off-Peak day	Off-Peak Period	00:00~24:00			2.55	2.28				
			Time-of-Use Rate (B)	Demand Charge		Regular Contracted Demand				Per kW Per Month	217.30	160.60	
						Partial-Peak Period Contracted Demand					160.60	160.60	
						Saturday Partial-Peak Period Contracted Demand					43.40	32.10	
Off-Peak Period Contracted Demand						43.40	32.10						
Energy Charge	Option (1)	Monday To Friday		Fixed Peak Period	Summer	16:00~22:00	Per kWh	8.69	—				
				Partial-Peak Period	Summer	09:00~16:00 22:00~24:00		5.38	—				
					Non-Summer	06:00~11:00 14:00~24:00		—	5.03				
				Off-Peak Period	Summer	00:00~09:00		2.40	—				
		Non-Summer			00:00~06:00 11:00~14:00	—		2.18					
		Saturday		Partial-Peak Period	Summer	09:00~24:00		2.50	—				
					Non-Summer	06:00~11:00 14:00~24:00		—	2.31				
				Off-Peak Period	Summer	00:00~09:00		2.40	—				
					Non-Summer	00:00~06:00 11:00~14:00		—	2.18				
		Sunday & Off-Peak day		Off-Peak Period	00:00~24:00			2.40	2.18				

CLASSIFICATION								Summer (May.16 ~ Oct.15)	Non-Summer (All other days of the year)				
		Option (2)	Monday To Friday	Mobile Peak Period	Summer ( 30 days desig- nated by TPC)	16:00~22:00		17.05	—				
				Partial-Peak Period	Summer ( 30 days desig- nated by TPC)	09:00~16:00 22:00~24:00		5.38	—				
					Summer (all other days except 30 days designated by TPC)	09:00~24:00							
					Non- Summer	06:00~11:00 14:00~24:00							
				Off-Peak Period	Summer	00:00~09:00		2.40	—				
					Non- Summer	00:00~06:00 11:00~14:00		—	2.18				
			Saturday	Partial-Peak Period	Summer	09:00~24:00		2.50	—				
					Non- Summer	06:00~11:00 14:00~24:00		—	2.31				
				Off-Peak Period	Summer	00:00~09:00		2.40	—				
					Non- Summer	00:00~06:00 11:00~14:00		—	2.18				
			Sunday & Off-Peak day	Off-Peak Period	00:00~24:00			2.40	2.18				
			Time-of- Use Rate (C)	Demand Charge		Regular Contracted Demand				Per kW Per Month	217.30	160.60	
						Non-Summer Contracted Demand					—	160.60	
						Saturday Partial-Peak Period Contracted Demand					43.40	32.10	
Off-Peak Period Contracted Demand						43.40	32.10						
Energy Charge		Monday To Friday		Peak Period	15:30~21:30		Per kWh	11.44	10.80				
				Off-Peak Period	00:00~15:30 21:30~24:00			2.99	2.67				
		Saturday		Partial-Peak Period	15:30~21:30			3.20	2.89				
				Off-Peak Period	00:00~15:30 21:30~24:00			2.99	2.67				
		Sunday & Off-Peak day		Off-Peak Period	00:00~24:00			2.99	2.67				

Note: 1. Off-Peak Days are as follows:

New Year	Jan. 1
Lunar New Year	The Day Before Lunar New Year's Eve ~ Lunar Jan. 5
Peace Day	Feb. 28
Children's Day	April 4
Tomb Sweeping Day	April 4 or April 5
Labor Day	May 1
Dragon Boat Festival	Lunar May 5
Moon Festival	Lunar Aug. 15
Confucius' Birthday	Sep. 28
Double Tenth	Oct. 10
Taiwan Retrocession Day and Memorial Day of Great Victory at Kuningtou Kinmen	Oct. 25
Constitution Day	Dec. 25

2. For customer taking Time-of-Use Rate (A) 、(C) Service :

The Regular Contracted Demand is determined according to the agreement between the customer and the Company on the basis of customer's maximum demand during Peak Period in Summer. The Non-Summer Contracted Demand is the demand in excess of the Regular Contracted Demand during Peak Period in Non-Summer. The Saturday Partial-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand and the Non-Summer Contracted Demand during Saturday Partial-Peak Period. The Off-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand, the Non-Summer Contracted Demand and the Saturday Partial-Peak Contracted Demand during Off-Peak Period.

3. For customer taking Time-of-Use Rate (B) Service :

The Regular Contracted Demand is determined according to the agreement between the customer and the Company on the basis of customer's maximum demand during Fixed or Mobile Peak Period. The Partial-peak Period Contracted Demand is the demand in excess of the Regular Contracted Demand during Partial-peak Period. The Saturday Partial-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand and the Partial-peak Period Contracted Demand during Saturday Partial-Peak Period. The Off-Peak Period Contracted Demand is the demand in excess of the sum of the Regular Contracted Demand, the Partial-peak Period Contracted Demand and the Saturday Partial-Peak Period Contracted Demand during Off-Peak Period.

4. Maximum Demand is the largest metered average 15-minutes interval demand.

5. In case of customer's metered maximum demand is in excess of the contracted capacity, the demand charge of the excess within 10% of the contracted capacity is charged double of the rate of contracted capacity, and the excess over 10% of the contracted capacity is charged triple of the rate.

6. 2% discount on the monthly demand charge is applied to Extra High Voltage customers with self-provided 161kV substation. 4.2% discount on the monthly demand charge is applied to Extra High Voltage customers with self-provided 345kV substation.

7. Customers operating Ice Storage Central Air Conditioning System are eligible for a 40% discount on the energy charge for the system's off-peak kWh consumption.

**※※ REMARKS: 1. The above rates have included 5% Value-added Business Tax.**

**2. In case of any ambiguity or discrepancy in interpretation between the English and Chinese versions of the Rate Schedules, the Chinese version shall prevail.**