

Maine corporation, out of a total authorized and outstanding issue of 10,000 shares.

99,991 shares of the capital stock of Empire Refining Company, a Delaware corporation, out of a total authorized and outstanding issue of 100,000 shares.

39 shares of the capital stock of the Empire Gas and Pipeline Company, a Maine corporation, out of a total authorized and outstanding issue of 50 shares.

19,991 shares of the capital stock of Empire Gasoline Company, a Delaware corporation, out of a total authorized and outstanding issue of 20,000 shares.

19,993 shares of the capital stock of Empire Petroleum Company, a Delaware corporation, out of a total authorized and outstanding issue of 20,000 shares.

And the EMPIRE REFINING COMPANY, one of the parties of the second part in consideration of the premises and to secure the payment of the principal and interest of the said Bonds to be issued as herein provided, and the performance by the parties of the first and second parts of the covenants and agreements contained in said bonds and in this indenture, does hereby grant, bargain, sell, convey, assign, mortgage, pledge, transfer, set over and confirm unto THE EQUITABLE TRUST COMPANY OF NEW YORK, the party hereto of the third part, as Trustee, and to its successors and assigns forever, in trust as herein provided, ALL and singular the real and personal property of Empire Refining Company now owned or hereafter acquired, including the property more particularly described as follows:

(1) ALL those several parcels of land situate at Ponca City, in the County of Kay, State of Oklahoma, on which is located the so-called Ponca City Refinery, and described as follows:

Blocks 2,3,4,5,7,8,9,10,11,12,16 and 17 in Phillips Subdivision, Northwest Quarter Section 34, Township 26 North, Range 2 East.

All that portion of the Northeast Quarter of Section 33, Township 26 North, Range 2 East, lying East of the right of way of the Atchison, Topeka & Santa Fe Railway, containing 8 acres more or less.

(2) All those parcels of land situate at Cushing, in the County of Payne, State of Oklahoma, on which is located the so-called Peerless and Cushing Refineries, and described as follows:

ALL that portion of the Northeast Quarter of Section 33, Township 18 North, Range 5 East, lying West of the right of way of the Atchison, Topeka & Santa Fe Railway, formerly the Eastern Oklahoma Railway, containing 43 acres more or less.

A parcel of land described as follows: Commencing at the Southeast corner of the Southeast Quarter of the Northwest Quarter of Section 33, Township 18 North, Range 5 East, thence North along the East line of said quarter section a distance of 1320 feet to the Northeast corner of the Southeast quarter of the Northwest quarter, thence West along the North line of said Quarter section a distance of 529.6 feet to the point of beginning, said point being in the Atchison, Topeka & Santa Fe Railway Company's West right of way line, thence West 771.2 feet to the center of the Northwest quarter of said Section 33, thence South along the West line of the said Southeast Quarter of the Northwest Quarter a distance of 1301.3 feet to a point 16.5 feet North of the Southwest corner of said Southeast Quarter of the Northwest Quarter, thence East and parallel to the South line of said Quarter Section a distance of 724.75 feet to a point in the West right of way line of the Atchison, Topeka & Santa Fe Railway, thence in a Northeasterly direction parallel to and 50 feet distant from the center line of said railway a distance of 1303.8 feet to the point of beginning, containing 22.36 acres more or less.