

Subsidiary Company or Subsidiary Companies, and then only if the total outstanding stock (having voting power) is not less than one-third ($1/3$) of the total outstanding stock of all classes of such corporation, but if such corporation shall have outstanding stock without any nominal or par value, in such case only if the outstanding stock (having voting power) is not less in value than one-third ($1/3$) of the fair value of the total outstanding stock of all classes of such corporation; and for all purposes of this Indenture the interest of the Company in any Subsidiary Company directly owned by the Company shall be deemed to be the percentage of the stock (having voting power) so owned. In the case of a Subsidiary Company owned indirectly through another Subsidiary Company or Subsidiary Companies, the determination of the percentage of such outstanding stock owned shall be calculated by multiplying the percentages of such stock (having voting power) owned by the successive parent companies; and the result of such calculation shall be deemed to be the interest which the Company has in such Subsidiary Company for all the purposes of this Indenture.

No corporation shall be deemed to be a Subsidiary Company, irrespective of the percentage of direct or indirect ownership, unless its business shall be related to or its product useful for the business of the Company or its other Subsidiary Companies.

The Term "Subsidiary Mortgagor Company", or the plural of that term, whenever used in this Indenture, shall include any or all of the parties of the second part to this Indenture.

The Term "Subsidiary Companies" shall include the Subsidiary Mortgagor Companies, unless expressly excluded.

SECTION 4. \$12,183,500 principal amount of the Bonds authorized to be issued under this Indenture, hereinafter called the "Reserved Bonds", shall be reserved for the retirement of the Underlying Bonds described in this Section, and may be issued as all or a part of such Series, other than Series "A", as the Company may determine. The Bonds so reserved may from time to time be executed by the Company and delivered to the Trustee and shall forthwith upon such delivery be authenticated by the Trustee and delivered in accordance with the order or orders of the Company evidenced by a writing or writings signed by its President or a Vice-President and treasurer or Assistant Treasurer, but, so long as any Bonds of Series "A" are outstanding, only when accompanied by the documents specified in Section 9 of this Article, and after the retirement after November 30, 1921, either at or before maturity and whether through operation of the respective sinking funds provided for in the mortgages securing such Underlying Bonds or otherwise, of an equal principal amount of such Underlying Bonds.

The terms "Underlying Bonds" and "Underlying Mortgages" as used in this Indenture shall mean the following bonds and mortgages:

1. \$7,400,000 principal amount First Mortgage and Collateral Trust Sinking Fund Six Per Cent. Gold Bonds of Empire Gas and Fuel Company, dated May 1, 1916, due May 1, 1926, secured by a certain indenture dated May 1, 1916, given by said company to Bankers Trust Company as Trustee.

2. \$4,783,500 First Mortgage and Collateral Trust Ten Year Sinking Fund Six Per Cent. Gold Bonds of Empire Refining Company, dated February 1, 1917, due February 1, 1927, secured by a certain indenture dated February 1, 1917, given by said company to Guaranty Trust Company of New York, Trustee.

SECTION 5. All remaining Bonds authorized to be issued hereunder other than those authorized to be issued under Sections 1, 2 and 4 of this Article II, and