

representing such excess to the Company, upon its written request.

(f) The Company covenants that it will forthwith upon the execution of this indenture, inform the Registrar and Transfer Agent of said stock of the terms and provisions of this indenture.

SECTION 3. The right and privilege to convert, pursuant to the provisions of this Article shall, as to any bonds called for redemption under the provisions of Article IV, but not including bonds called for redemption through the operation of the Sinking Fund provided in Article VI or through the operation of the depletion and Depreciation Fund provided in Article VII, expire at the close of business on the thirtieth day preceding the date of redemption specified in the notice provided for in Section 2 of Article IV, and such right and privilege to convert shall also expire as to all bonds then outstanding at the close of business on the first day of April, 1937.

SECTION 4. To adjust accrued interest upon bonds so converted and dividends upon the stock issued therefor, the company shall at the time of such conversion pay or cause to be paid to the bearer or registered holder of any bond so converted, interest to the date of conversion at the rate of 7½% per annum from the semi-annual interest day next preceding the date of conversion, unless such date of conversion be some semi-annual interest day, and also in case such conversion shall occur after the date of the declaration, but before the date of payment, of any dividend upon the outstanding Eight Per Cent. Cumulative Preferred Stock of the Company in which the stock issued upon conversion of the bonds would not be entitled to participate, an additional amount which will equal the dividend accruing upon a par amount of stock equal to the stock issuable for the bonds so converted from such date of conversion to such date of payment of such dividend, and, except where such conversion shall occur between the dates aforesaid, the bearer or registered holder of the bonds so converted shall at the same time pay to the trustee for the account of the Company an amount which will equal the dividend accrued upon the stock issued in exchange for the bonds so converted from the date upon which the last dividend upon the said Eight per Cent. Cumulative Preferred Stock was paid to the date of conversion.

SECTION 5. The scrip to be issued, as provided in this Article, shall be substantially in the following form, with the appropriate omissions, insertions and variations in accordance with the provisions of this Article:

(FOR OF SCRIP CERTIFICATE)

No-----

-----of a Share.

EMPIRE GAS AND FUEL COMPANY  
OF DELAWARE

SCRIP CERTIFICATE--EIGHT PER CENT. CUMULATIVE PREFERRED STOCK

This certificate is issued with respect to one share of the Eight Per Cent. Cumulative Preferred Stock of EMPIRE GAS AND FUEL COMPANY, of Delaware. The Bearer hereof is entitled to receive, free of stamp duties and transfer taxes, on surrender to the Company of this certificate and similar certificates aggregating a full share, a certificate for one share of Eight Per Cent. Cumulative Preferred Stock of this company out of stock which the Company has reserved and at all times will keep reserved and sufficient in amount for that purpose. No dividend or interest shall be payable or shall accrue with respect to this Scrip Certificate, nor shall it entitle the holder to voting rights or any other rights of a stockholder. This certificate shall pass by delivery and the bearer shall be entitled to the benefits thereof and the Company shall not be affected by any notice to the contrary.

Dated.....

EMPIRE GAS AND FUEL COMPANY  
by-----