

COUNTERPART NO 33

SUPPLEMENTAL INDENTURE

between

EMPIRE GAS AND FUEL COMPANY

and other corporations

and

EQUITABLE TRUST COMPANY OF NEW YORK,

Trustee.

Series B

Dated as of May 1, 1923

COMPARED

TRUSTEE'S ENDORSEMENT  
I hereby certify that I received \$874.<sup>00</sup> and issued  
Receipt No. 30535 therefor in payment of mortgage  
tax on the above mortgage.

Done this 23 day of Aug 1923  
M.S. Ryan, Treasurer  
Martha R. Ryan, Deputy

SUPPLEMENTAL INDENTURE, dated as of the First day of May, 1923, by and between

Empire Gas and Fuel Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called the Company), party of the first part; Empire Refining Company, a corporation organized and existing under the laws of the State of Delaware, Empire Gas and Fuel Company, a corporation organized and existing under the laws of the State of Maine, Empire Gas and Pipeline Company, a corporation organized and existing under the laws of the State of Maine, Empire Gasoline Company, a corporation organized and existing under the laws of the State of Delaware, and Empire Petroleum Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter collectively called the Subsidiary Mortgagor Companies), parties of the second part; and The Equitable Trust Company of New York, a corporation organized and existing under the laws of the State of New York, as Trustee under the Mortgage and Indenture of Trust hereinafter mentioned (hereinafter called the Trustee), party of the third part;

Witnesseth:

"Whereas, the Company and the Subsidiary Mortgagor Companies have heretofore executed and delivered a Mortgage and Indenture of Trust (hereinafter referred to as the "Original Indenture"), dated as of May 1, 1922, to the Trustee, to secure and authorized issue of Bonds of the Company for an aggregate principal amount not in excess of \$150,000,000; and

Whereas, the Original Indenture provides that said Bonds shall be issuable in one or more series and makes provision therein for issuance of an initial series of Bonds to be designated as the First and Refunding Convertible Fifteen Year 7½ Gold Bonds, Series "A" of the Company, for an aggregate principal amount not exceeding \$50,000,000 and further makes provision that in the event of the authorization of any subsequent series of such Bonds, the Company and the Subsidiary Mortgagor Companies shall execute and deliver to the Trustee a Supplemental Indenture providing for the issuance of such series and that the Bonds of such subsequent series shall be in such form and shall contain such provisions, and the Supplemental Indenture providing for the issuance thereof shall contain such provisions as may be determined by the Board of Directors of the Company and as shall not be in conflict with any of the provisions of the Original Indenture; and

Whereas, the Company and the Subsidiary Mortgagor Companies, in the exercise of the powers and authority conferred upon and reserved to them under and by virtue of the provisions of the Original Indenture, and pursuant to the resolutions of their Boards of Directors, have duly resolved and determined to make, execute and deliver to the Trustee a Supplemental Indenture in the form hereof for the purposes herein provided; and