

the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

My commission expires April 3, 1927. (Seal) Lois Green, Notary Public

Filed for record in Tulsa, Tulsa County Oklahoma on Feb. 13 1924, at 11.00 oclock A. M. in Book 485 page 50

Brady Brown, Deputy (Seal) O. G. Weaver, County Clerk

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SUPPLEMENTAL INDENTURE

between

EMPIRE GAS AND FUEL COMPANY

and other corporations

and

THE EQUITABLE TRUST COMPANY OF NEW YORK,

Trustee

Series D.

DATES AS OF DECEMBER 1, 1923

SUPPLEMENTAL INDENTURE, dated as of the First day of December, 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 an 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 the 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, under date of May 1, 1923, the parties hereto and to the Original Indenture have executed and delivered an indenture (hereinafter referred to as the "Series B Supplemental Indenture") supplemental to the Original Indenture, which makes provision for the

COMPARED

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