

manner as may be necessary or advisable to comply with the rules of the New York Stock Exchange.

SECTION 2. The Bonds of Series D and the coupons to be annexed thereto and the Trustee's Certificate to be endorsed thereon are to be substantially in the following forms respectively with appropriate insertions, omissions and variations as in this Supplemental Indenture provided, to wit:

(Form of Coupon Bond)

NO.....

\$.....

UNITED STATES OF AMERICA

State of Delaware

EMPIRE GAS AND FUEL COMPANY

First and Refunding 7% Gold Bond, Series D.

EMPIRE GAS AND FUEL COMPANY, a corporation of the State of Delaware (hereinafter called the Company, which term shall include any successor corporation as defined in the Original Indenture hereinafter referred to), for value received, hereby promises to pay to the bearer hereof, or, if this Bond be registered, to the registered holder hereof, on December 1, 1933 (unless before that date this Bond shall have been redeemed in accordance with the provisions hereof), at the principal office of the Trustee, hereinafter mentioned, or its successor as Trustee, in the Borough of Manhattan in the City and State of New York, Dollars in gold coin of the United States of America, of, or equal to, the standard of weight and fineness existing December 1, 1923, and to pay interest thereon from December 1, 1923, until this Bond is paid, at the rate of seven percent. (7%) per annum, semi-annually, on the first days of June and December in each year at the office or agency of the Company in the Borough of Manhattan in the City and State of New York, in like gold coin, but only in accordance with the terms of and on presentation and surrender of the interest coupons hereto attached as they severally mature, without deduction for any taxes, assessments or governmental charges (other than inheritance and succession taxes) which the Company or its agents of the Trustee may be required or permitted to pay thereon or to deduct or retain therefrom under any present or future law of the United States of America or of any state, county, municipality or other taxing authority therein, except such portion of any Federal income tax with respect to income derived from such interest as shall be in excess of two per cent. per annum of such interest. It is provided in the Supplemental Indenture hereinafter referred to that the Company will reimburse to the bearer or, if this Bond be registered, to the registered holder hereof, any personal property taxes of the States of Pennsylvania and Connecticut, to the extent of four mills per annum in each of said States on each dollar of the Taxable value hereof, and any income tax of the State of Massachusetts to the extent of 6% per annum on the income derived from the interest paid hereon, which may be paid by such bearer or registered holder who is a resident of such respective State and who is subject to the payment thereof by reason of the ownership hereof or the deriving of income herefrom, if application therefor be made, in the manner and upon the Conditions provided in such Supplemental Indenture, within sixty days after the date of each payment of any such tax, but the Company shall in no event be liable to reimburse such bearer or registered holder for any interest accrued or penalty imposed and paid in addition to the amount of said tax as originally assessed.

This Bond is one of a duly authorized issue of Bonds of the Company, limited to an aggregate principal amount of \$150,000,000, all issued and to be issued in series, under and equally and ratable secured by a Mortgage and Indenture of Trust, dated as of May 1, 1922 (herein called the Original Indenture), duly executed and delivered by the Company, Empire Refining Company, Empire Gas and Fuel Company, a Main Corporation, Empire Gas and Pipeline Company,