

vided in the Indenture to compel the transfer of any or all shares of the oil and gas subsidiaries or either of them as described in Sections 1.01 and 1.02 of this Supplemental Indenture and further shall have the right to notify the Oil and Gas Subsidiaries and require of the Oil and Gas Subsidiaries that all shares described in Sections 1.01 and 1.02 of this Supplemental Indenture be transferred on the stock book and record of the Oil and Gas Subsidiaries into the name of the Trustee and to vote any and all shares of the Oil and Gas Subsidiaries so transferred. Any and all rights of the Trustee to compel transfer of any shares of the Oil and Gas Subsidiaries, to require the transfer of record ownership to the Trustee, or to vote the shares of the Oil and Gas Subsidiaries shall be exercised in accordance with Article 9 of the Indenture.

ARTICLE II

DIVIDENDS, MERGERS, CONSOLIDATIONS, RECAPITALIZATIONS, AND VOTING OF SHARES OF THE SUBSIDIARY

SECTION 2.01. So long as the Company shall not be in default under the Indenture, there shall be no restriction upon the payment of dividends by the Oil and Gas Subsidiaries to the Company. In the event of a default by the Company as defined by Section 9.01 of the Indenture, the Trustee shall have the right to receive all dividends declared and paid on the stock pledged pursuant to Sections 1.01 and 1.02 of this Supplemental Indenture and to apply said dividends in the manner provided in Section 9.12 of the Indenture.

SECTION 2.02. The Company shall not permit the Oil and Gas Subsidiaries to

(1) consolidate with, merge with or reorganize into any other corporation unless the successor formed by or resulting from such consolidation, merger or reorganization is the Company or a wholly-owned subsidiary of the Company which is engaged in the oil and gas business; or

(2) lease its properties as an entirety or substantially as an entirety, except to the Company or a wholly-owned subsidiary of the Company which is engaged in the oil and gas business; or

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