

**SUPPLEMENTAL INDENTURE**, dated as of April 15, 1945, between CITIES SERVICE GAS COMPANY, a corporation of the State of Delaware (hereinafter called the "Company"), party of the first part, and CENTRAL HANOVER BANK AND TRUST COMPANY, a corporation of the State of New York (hereinafter called the "New York Trustee") and COMMERCE TRUST COMPANY, a corporation of the State of Missouri and having its principal place of business in Kansas City, Missouri (hereinafter called the "Missouri Trustee"), the New York Trustee and the Missouri Trustee being hereinafter collectively called the "Trustees", parties of the second part:

WHEREAS the Company has heretofore executed and delivered its Indenture of Mortgage and Deed of Trust (hereinafter called the "Original Indenture"), dated as of December 1, 1938, to the Trustees, to secure its First Mortgage Pipeline Bonds, of which bonds of the initial sixteen series in the aggregate principal amount of Thirty-five million dollars (\$35,000,000) have been issued, and have been retired prior to or contemporaneously with the execution and delivery of this Supplemental Indenture, so that no bonds are now outstanding under the Original Indenture; and *Section c* of the Original Indenture provides that the bonds of each series shall bear such date or dates, shall be payable at such place or places, shall mature on such date or dates, shall bear interest at such rate payable in such instalments and on such dates, and may be redeemable before maturity at such price or prices and upon such terms and conditions, as shall be fixed and determined by the Board of Directors of the Company, and as shall be appropriately expressed in the bonds of such series; and

WHEREAS the Company in the exercise of the powers and authority conferred upon and reserved to it under the provisions of the Original Indenture, and pursuant to appropriate resolutions of its Board of Directors and of its stockholders, has duly resolved and determined to make, execute and deliver to the Trustees a Supplemental Inden-