

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OKLAHOMA**

**IN RE WILLIAMS SECURITIES
LITIGATION**

This Document Relates To: WMB Subclass

Case No. 02-CV-72-SPF (FHM)

Lead Case

Judge Stephen P. Friot
Magistrate Judge Frank H. McCarthy

ECF Filed

Date: February 9, 2007
Time: 10:00 a.m.
Location: U.S. District Court
Page Belcher Federal Bldg.
333 West Fourth, Room 411
Tulsa, OK 74103

**ORDER APPROVING PLAN OF ALLOCATION
OF SETTLEMENT PROCEEDS**

WMB Subclass Lead Plaintiffs' Motion For Final Approval Of Class Action Settlement And Plan Of Allocation (the "Final Approval Motion") duly came before the Court for hearing on February 9, 2007, at 10:00 a.m., pursuant to the Order of this Court entered October 5, 2006, preliminarily approving the settlement of the Class Action (the "Preliminary Approval Order") [docket entry 1550] in accordance with a Stipulation of Settlement dated as of August 28, 2006 (the "Stipulation"). The Court has read and considered the WMB Subclass Lead Plaintiffs' Final Approval Motion and all supporting and other related materials. Due and adequate notice having been given to the Settlement Class as required in said Preliminary Approval Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefor,

IT IS HEREBY ORDERED, that:

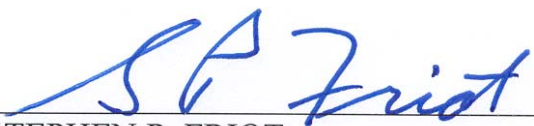
1. This Court has jurisdiction over the subject matter of the Final Approval Motion. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons and entities who are Settlement Class Members, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all such Persons and entities to be heard with respect to the Plan of Allocation.

2. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants which is set forth in the Notice Of (1) Proposed Settlement Of Securities Class Action, (2) Certification Of A Settlement Class, (3) Settlement Hearing, (4) Application For Attorneys' Fees And Expenses, And (5) Proposed Plan Of Allocation ("the "Notice") mailed to Settlement Class Members provides a fair and equitable basis upon which to

allocate the proceeds of the settlement proceeds among the Settlement Class Members with due consideration having been given to administrative convenience and necessity.

3. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair and equitable to the Settlement Class. Accordingly, the Court hereby approves the Plan of Allocation proposed by Lead Plaintiffs.

IT IS SO ORDERED this 12th day of February, 2007.



STEPHEN P. FRIOT
UNITED STATES DISTRICT JUDGE

02-0072p141.PO.doc