

EXHIBIT B

UNITED STATES DISTRICT COURT
FOR THE 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

**DECLARATION OF MICHAEL BURRAGE IN SUPPORT OF JOINT
PETITION FOR ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION
EXPENSES FILED ON BEHALF OF THE BURRAGE LAW FIRM**

I, Michael Burrage, hereby declare as follows:

1. I am the senior partner of the Burrage Law Firm and I respectfully submit this declaration in support of my firm's application for an award of attorneys' fees in connection with services rendered in this case, as well as the reimbursement of expenses incurred by my firm in connection with this litigation.

2. My firm has served and continues to serve as Court-appointed Liaison Counsel for the WMB Subclass. In that capacity, I or other attorneys with my firm provided a wide range of services for the benefit of the Class, including: (a) advising Lead Counsel with respect to local practices and procedures; (b) providing strategic guidance to Lead Counsel with respect to a broad range of issues; (c) taking an active role in representing Lead Counsel and the Class at Court hearings; (d) participating in virtually all aspects of the mediation process; (e) participating in strategy discussions with Lead Counsel and jury consultants, including sharing insights regarding the potential responses of Oklahoma jurors to various factual presentations; and (f) assisting Lead Counsel in assessing and negotiating the Settlement.

3. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by the partners, attorneys and professional support staff of my firm who were involved in this litigation, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous, daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

4. The hourly rates for the partners, attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates charged for their services in non-contingent matters and/or which have been accepted and approved in other securities or shareholder litigation.

5. The total number of hours expended on this litigation by my firm is a minimum of 409.3. The total lodestar for my firm is \$147,127.50, consisting of \$146,880.00 for attorneys' time and \$247.50 for professional support staff time.

6. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

7. As detailed in Exhibit 2, my firm has incurred a total of \$10,641.31 in unreimbursed expenses in connection with the prosecution of this litigation.

8. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and represent an accurate recordation of the expenses incurred.

9. Attached hereto as Exhibit 3 is a brief biography of my firm and the attorneys in my firm who were principally involved in this litigation.


MICHAEL BURRAGE

EXHIBIT 1

In re Williams Securities Litigation
Case No. 02-CV-72-SPF-FHM

BURRAGE LAW FIRM

TIME REPORT

October 28, 2004 through December 31, 2006

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Michael Burrage	327	\$400.00	\$131,080.00
Associates			
David Burrage	79	\$200.00	\$ 15,800.00
Professional Support Staff			
Carolyn McCoy	3.3	\$ 75.00	\$ 247.50
TOTAL LODESTAR			\$147,127.50

EXHIBIT 2

In re Williams Securities Litigation

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

BURRAGE LAW FIRM

[NOTE: This list may contain items that do not apply to your firm. Please delete items that do not apply.]

EXPENSE REPORT

October 28, 2004 through December 31, 2006

<u>Categories:</u>	<u>Amount</u>
Postage/Notice Costs	\$38.46
Filing/Witness Fees	\$375.00
Meals, Hotels & Transportation	<u>\$10,227.85</u>
TOTAL EXPENSES:	\$10,641.31

EXHIBIT 3

BURRAGE LAW FIRM RESUME

The attorneys at Burrage Law Firm specialize in all State and Federal litigation matters. Burrage Law Firm combines the knowledge of experience and the energy of youth to competently and effectively represent their clients.

Michael Burrage brings considerable expertise and experience to the firm as a result of his many years as a United States Federal Judge, a Litigator and a Mediator of many of the nation's largest cases.

Members of this firm have had tremendous success in representing their clients in and out of court.

Following is a list of the attorneys of the firm, along with general information about each individual.

MICHAEL BURRAGE

Michael Burrage is the senior attorney for the Burrage Law Firm. Mr. Burrage is a member of the Oklahoma Bar Association, serving as its President and Vice-President, American Bar Association, the American College of Trial Lawyers and a Fellow of the American Bar Foundation. He is also admitted to practice before the U.S. Supreme Court, U.S. Court of Appeals, Tenth Circuit, and the U.S. District Courts for the Northern, Eastern and Western Districts of Oklahoma. Michael Burrage earned his Juris Doctorate from the University of Oklahoma, with honors, in 1974, and while attending was inducted into the Order of the Coif and was editor of the Oklahoma Law Review.

Michael Burrage served as United States District Judge for the Eastern, Northern and Western Districts of Oklahoma from 1994-2001. He was the Chief United States District Judge for the Eastern District from 1996-2001. He also sat on the United States Court of Appeals for the 10th Circuit, on approximately 40 cases, by designation of the Chief Judge.

Judge Burrage returned to private practice in 2001 and since that time has been involved in many litigation matters, including several large class action cases, mediated many large cases and has lectured in various Continuing Legal Education Seminars.

DAVID BURRAGE

David Burrage is a member of the Bryan County Bar Association, serving as its Vice-President, the Oklahoma Bar Association and is admitted to practice in the Oklahoma Supreme Court and the U.S. District Courts for the Northern, Eastern and Western Districts of Oklahoma. He earned his Bachelor of Business Administration

Degree and his Juris Doctorate from the University of Oklahoma. David is the son of Judge Michael Burrage and is a member of the Choctaw Indian Tribe. He also serves as an Associate Bar Examiner.

David Burrage has had several successful trial outcomes in personal injury cases and insurance bad faith and practices mainly in the area of civil litigation.

HEATHER HILLBURN BURRAGE

Heather Hillburn Burrage is a member of the Bryan County Bar Association, the Oklahoma Bar Association and is admitted to practice in the Oklahoma Supreme Court and the U.S. District Courts for the Northern, Eastern and Western Districts of Oklahoma, and the Eastern District of Texas. She earned her Bachelor of Arts Degree at Southeastern Oklahoma State University and her Juris Doctorate, with honors, from the University of Oklahoma. While in law school, she was inducted into the Order of Barristers. Heather is the wife of David Burrage.

Heather Burrage is involved in general litigation and trial practice, both state and federal, and does a great deal of work in banking and commercial litigation, representing First United Bank and Trust Company and FirstBank.

THOMAS N. MARCUM

Thomas N. Marcum is the newest member of the Burrage Law Firm and is a member of the Bryan County Bar Association and the Oklahoma Bar Association. Marcum is admitted to practice in the Oklahoma Supreme Court and the U.S. District Courts for the Northern, Eastern and Western Districts of Oklahoma. He earned his undergraduate degree from Southeastern Oklahoma State University and the University of Central Oklahoma his Juris Doctorate from the University of Oklahoma.

Mr. Marcum was formerly a staff attorney for the Oklahoma State Senate Staff and was Assistant District Attorney for District 19 in Oklahoma.

Mr. Marcum's practice is concentrated in insurance bad faith, auto accidents, nursing home negligence and criminal law.