

EXHIBIT C

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 SEAN BURRAGE IN SUPPORT OF
JOINT PETITION FOR ATTORNEYS' FEES AND REIMBURSEMENT
OF LITIGATION EXPENSES FILED ON BEHALF OF TAYLOR,
BURRAGE, FOSTER, MALLET, DOWNS & RAMSEY**

I, Sean Burrage, hereby declare as follows:

1. I am a partner with the law firm of Taylor, Burrage, Foster, Mallett, Downs & Ramsey. 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 assisted in the prosecution of this case at the direction of Lead Counsel and Liaison Counsel. In those capacities, I or other attorneys with my firm provided a wide range of services for the benefit of the Class, including: (a) handling the scheduling of depositions with defendants; (b) coordinating a wide variety of administrative and discovery matters with the defendants' appointed liaison counsel; (c) attending and participating at certain depositions; (d) advising and assisting on local practice and procedural issues; (e) participating in the mediation process on behalf of the Class; and (f) participating with Lead Counsel and jury consultants in strategy sessions to prepare for trial in this case. My firm was also selected by Lead Counsel and by the lead counsel in the coordinated actions to serve as plaintiffs' liaison counsel pursuant to the Deposition Protocol Order in this case.

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 2,471.75. The total lodestar for my firm is \$551,362.50, consisting of \$503,262.50 for attorneys' time and \$ 48,100.00 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 \$13,440.19 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.

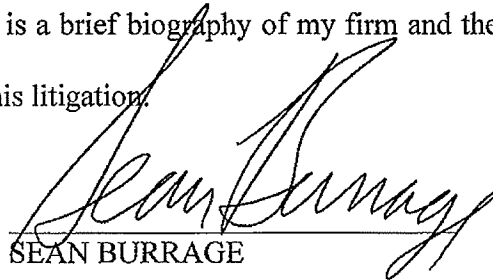

SEAN BURRAGE

EXHIBIT 1

In re Williams Securities Litigation

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

TAYLOR, BURRAGE, FOSTER, MALLET, DOWNS & RAMSEY

TIME REPORT

December 3, 2004 through December 11, 2006

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Stratton Taylor	111.50	300.00	
Sean Burrage	1802.55	250.00	
Darrell W. Downs	2.75	250.00	
Mark Ramsey	2.75	250.00	
Toney Foster	5.00	250.00	
Associates			
Clint Russell	66.20	250.00	
Professional Support Staff			
Kari Siegenthaler	321.50	100.00	
Teri Hodges	165.50	100.00	
TOTAL LODESTAR			\$ 551,362.50

EXHIBIT 2

In re Williams Securities Litigation

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

TAYLOR, BURRAGE, FOSTER, MALLETT, DOWNS & RAMSEY

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

EXPENSE REPORT

December 3, 2004 through December 11, 2006

<u>Categories:</u>	<u>Amount</u>
Photocopies/Reproduction	\$ 2,538.30
Postage/Notice Costs	\$ 36.69
Telephone	\$ 45.60
Messengers/Express Services	\$ 306.27
Filing/Witness Fees	\$ 796.50
Court Reporters/Transcript/Video	\$ 1,785.28
Meals, Hotels & Transportation	\$ 7,793.60
Equipment	\$ 75.95
Facsimile Charges	\$ 62.00
TOTAL EXPENSES:	<hr/> \$ 13,440.19

EXHIBIT 3

TAYLOR, BURRAGE, FOSTER MALLETT, DOWNS AND RAMSEY FIRM RÉSUMÉ

The law firm of Taylor, Burrage, Foster, Mallett, Downs & Ramsey (Taylor Burrage) engages in a statewide practice with recent or current cases in virtually every state and federal court in Oklahoma.

The firm has had numerous successful trial results at the federal and state trial and appellate levels.

Members of the firm have been involved in a multitude of published appellate decisions in a variety of state and federal courts, including the U.S. Court of Appeals for the 10th Circuit Court and the U.S. Supreme Court. We can provide competent, quality representation, while being extremely responsive to your specific needs. We would be pleased to be considered for any legal work you may need.

The following is a list of the Partners and Attorneys of the firm, along with some general information about each individual.

PARTNERS

Stratton Taylor is a member of the Oklahoma Bar Association, and is also admitted to practice before the U.S. Supreme Court, U.S. Court of Appeals, Tenth Circuit, U.S. District Courts for the Northern, Eastern, and Western Districts of Oklahoma. Taylor earned his Baccalaureate Degree and his Juris Doctorate from the University of Tulsa.

He served as a State Representative from 1978 to 1982. In 1982, he won election to the State Senate. From 1995-2003, Taylor served in the highest leadership position of the Oklahoma State Senate, President Pro Tempore. He is served as President Pro Tempore Emeritus from 2003-2006. Taylor is also a lifetime member of the National Conference of Commissioners on Uniform State Laws.

Taylor has an active trial practice throughout Oklahoma. He has been involved in numerous litigation matters, including class action and multi-district litigation. Taylor has represented corporate clients in all three federal judicial districts in Oklahoma, as well as most of the state's seventy-seven (77) counties.

Taylor's published opinions include the following:

Hinds v. Warren Transport, 882 P.2d 1099 (Okla. App. 1994) (successful \$10 Million Plaintiffs verdict).

Morgan v. Galilean Health Ent., Inc., 1998 OK 130 ¶11, 977 P.2d 357 (Okla. 1998) (precedent-setting attorneys fee case in a Plaintiffs nursing home verdict).

Southern Disposal, Inc. v. Texas Waste Management and the City of Hugo, 161 F.3d 1259 (10th Cir. 1998) (successful anti-trust defense case with a published decision by the 10th Circuit Court of Appeals, and a non-published decision by the Oklahoma Court of Civil Appeals, certiorari denied by the Oklahoma Supreme Court).

B. Willis, C.P.A., Inc. v. Goodpaster and Public Service Company, 183 F.3d 1231, 1999 WL 510512 (10th Cir. 1999) (a successful defense case resulting in a published opinion by the 10th Circuit Court of Appeals).

Sean Burrage is a member of the Oklahoma Bar Association and is admitted to practice before the U.S. Supreme Court, U.S. Court of Appeals, Tenth Circuit, U.S. District Courts for the Northern, Eastern and Western Districts of Oklahoma. He earned his Baccalaureate Degree and his Juris Doctorate from the University of Oklahoma. He is the past President of the Rogers County Bar Association, is a member of the American Bar Association, and currently serves as an Associate Bar Examiner. He is currently a board member of the University Hospital Authority, Oklahoma Arts Institute, and Tri-County CASA.

In November 2006, he was elected to the Oklahoma State Senate. He is the son of former United States District Judge Michael Burrage, and is a former member of the Washington, D.C. staff of U.S. Senator David Boren. Burrage followed Boren to the University of Oklahoma when Boren became President of the University, where his responsibilities included legal consultation for the University of Oklahoma Health Sciences Center. He also served as Director of State and Federal Relations at the University of Oklahoma. He is a member of the Choctaw Indian Tribe.

Burrage was co-lead counsel in the I-40 bridge cases in Oklahoma and has represented numerous corporate clients in defense matters throughout state and federal courts in Oklahoma.

Burrage's published opinions include the following:

Magnolia Marine v. State of Oklahoma, 366 F.3d 1153, 2004 WL 938470 (10th Cir. Okla.)

In re B.C. 15 P.3d 8 (Okla. Civ. App. 2000).

Toney D. Foster is a member of the Oklahoma Bar Association and also admitted to practice before the U.S. Supreme Court, the Northern District of Oklahoma, and the Western

District of Oklahoma. He earned his Baccalaureate Degree from Oklahoma City University, and his Juris Doctorate from the University of Tulsa.

He is a former President of the Oklahoma Land Title Association. Foster was a long-time owner of Rogers County Abstract prior to entering the legal profession.

He recently was lead attorney for the largest electric transmission line construction project in the United States. His practice is concentrated in the areas of eminent domain and real estate.

Bradley H. Mallett is a member of the Oklahoma Bar Association, and is also admitted to practice before the U.S. Supreme Court, and the Northern, Eastern, and Western Districts of Oklahoma. Mallett earned his Baccalaureate Degree with distinctions from the University of Oklahoma and his Juris Doctorate from Harvard University.

He represents numerous corporate defendants and insurance companies throughout Oklahoma.

A former partner in the law firm of Dennis, Branam and Mallett in Antlers, Oklahoma, he is a member of the Rogers County, Muskogee County, Tulsa County, and Pushmataha County Bar Associations, as well as the Oklahoma Trial Lawyers Association.

Mallett is also a member of the Choctaw and Seminole Indian tribes.

Darrell W. Downs is a member of the Oklahoma Bar Association, and is also admitted to practice before the U.S. Supreme Court, and the Northern, Eastern, and Western Districts of Oklahoma. He earned his Baccalaureate Degree from the University of Oklahoma and his Juris Doctorate with distinction also from the University of Oklahoma.

Downs is formerly a shareholder in the states largest medical malpractice and employment defense firm, Foliart, Huff, Ottaway & Bottom.

He has been involved in numerous successful class action cases, as well as representing corporate and insurance defense clients.

Downs is a member of the Oklahoma County and American Bar Associations, Oklahoma Association of Defense Counsel, American Academy of Healthcare Attorneys, National Health Lawyers Association, Oklahoma Health Lawyers Association, Defense Research Institute.

He is approved trial counsel for the Hospital Casualty Company for both employment and malpractice cases, and is trial counsel for the American Association of Oral and Maxillofacial Surgeon Risk Retention Group, in addition to numerous other insurance companies that provide coverage to health care providers.

Mark H. Ramsey is a member of the Oklahoma, American, and Rogers County Bar Associations. He has been admitted to practice before the United States Supreme Court, the United States Court of Appeals for the Tenth Circuit, as well as all three of the United States District Courts in Oklahoma. He is a Commissioner on Uniform State Laws and formerly served as an Associate Commissioner on Uniform State Laws. Ramsey was Senior Attorney for the Oklahoma State Senate for over thirteen years. In that capacity, he served as counsel to the Senate with primary responsibility for the Judiciary and Business & Labor Committees and was involved in the drafting of many of the most significant changes in civil and regulatory law during that time period.

He has served as Oklahoma tax counsel for corporate clients and is also a Municipal Attorney for several municipalities.

Ramsey previously served as an Adjunct Professor at the Oklahoma City University School of Law and authored scholarly articles on constitutional law and legislation for the Oklahoma Bar Journal and authored other publications as well. He formerly served on the Board of Big Brothers/Big Sisters of Green County and is active in his church and community.

His area of concentration is in regulatory and tax law. Ramsey is a graduate of the University of Oklahoma College of Law.

Mark Antinoro is a member of the Oklahoma and Rogers County Bar Associations. He has been admitted to practice before the United States Supreme Court and the United States District Court for the Northern District of Oklahoma. He earned his Baccalaureate Degree from Albertus Magnus College in New Haven, Connecticut and his Juris Doctorate from the University of Tulsa College of Law.

He is currently on the Board of Directors of the Oklahoma Bar Association Young Lawyers Division and Co-Chair's the Citizenship Americanism and Patriotism Committee (PAC), which he co-founded. Antinoro is also a member of the Judicial Nominating Commission.

Antinoro currently serves as the City Prosecutor for several municipalities. His areas of concentration include criminal defense, condemnation, and probate.

Clinton D. Russell is a member of the Oklahoma Bar Association, and is admitted to practice before the U.S. District Courts for the Northern, Eastern, and Western Districts of Oklahoma. He earned his Baccalaureate Degree with distinction from Penn State University, a Master's Degree from the University of Oklahoma, and graduated *Magna Cum Laude* with a Juris Doctorate from the Oklahoma City University School of Law. While attending OCU, he was on the Law Review. He is also a member of the American Bar Association, the Federal Bar Association, and the Oklahoma County Bar Association.

Prior to joining the Taylor Burrage law firm, he was a law clerk to the Honorable Robin J. Cauthron, Chief United States District Judge for the Western District of Oklahoma, where he worked on cases involving federal jurisdiction, complex business litigation, trademark law, criminal law, labor and employment law, and the First Amendment.

He is a former Research Analyst for the Oklahoma State Regents for Higher Education, where he worked on the improvement of Oklahoma's college admissions standards, faculty personnel issues, student retention, course transfer, and served as a staff member to the Oklahoma Business Education Coalition.

Amy Evans is a member of the Oklahoma Bar Association, and is admitted to practice before the U.S. District Courts for the Northern, Eastern, and Western Districts of Oklahoma, and the Tenth Circuit Court of Appeals. She earned her Baccalaureate Degree of Science in Finance from the University of Tulsa and also received her Juris Doctorate from the University of Tulsa College of Law.

Prior to joining the Taylor, Burrage law firm, she was a former permanent law clerk for nine (9) years to the Honorable Tom R. Cornish, United States Bankruptcy Judge for the Eastern District of Oklahoma. While serving in that capacity, she developed an extensive expertise in bankruptcy law, including appellate practice.

Her practice is concentrated in bankruptcy, foreclosure, and banking law. Evans currently serves on the Board of Directors of the Bankruptcy Section for the Oklahoma Bar Association.

REPRESENTATIVE CLIENTS

AIG Insurance Company
American Electric Power
Anchor Stone
Arkansas-Oklahoma Gas Corporation
Bank of Commerce
Blue Circle, Inc.
Deaconess Hospital
Enogex, Inc.
Ergon, Inc.
First Bank of Antlers
First United Bank & Trust
Hillcrest Hospital
KAMO Power
National American Insurance Company
Norman Regional Hospital
Oklahoma Farmers Union Mutual Insurance Company
Oklahoma Natural Gas
Public Service Company of Oklahoma
Range Resources Corporation
RCB Bank
Samson Resources Company
Sherwood Construction
Southwest Electric Power Company
Stephens Production Company
Tulsa Port of Catoosa
Tyson Foods, Inc.
Waste Management of Oklahoma
Western Farmers Electric Cooperative
Whirlwind Steel Buildings, Inc.