

EXHIBIT J

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 THOMAS G. SHAPIRO
IN SUPPORT OF JOINT PETITION FOR
ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES
FILED ON BEHALF OF SHAPIRO HABER & URMY LLP**

I, Thomas G. Shapiro, hereby declare as follows:

1. I am a member of the law firm of Shapiro Haber & Urmey LLP. I respectfully submit this affidavit 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, which acted as one of plaintiffs' counsel in this class action worked cooperatively under the direction of Lead Counsel Bernstein Litowitz Berger & Grossmann LLP ("BLBG").

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. 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 274.2. The total lodestar for my firm is \$124,847.50, consisting of \$123,231.50 for attorneys' time and \$1,616 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 \$2,536.44 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 attorneys in my firm who were principally involved in this litigation.

10. My client, Jeffrey Jordan, served as a proposed class representative. In accordance with the PSLRA, 15 U.S.C. §78u-4(a)(4), class representatives may request reimbursement of certain expenses, including lost wages and out-of-pocket expenses. Mr. Jordan is a co-founder and member of a petroleum engineering consulting firm, which is his

primary source of income. In connection with this case, Mr. Jordan devoted approximately 28 hours to monitoring the case and participating in the discovery process, including preparing for and appearing at his deposition, and reviewing and commenting on pleadings. The hours he spent working on this case took directly away from his consulting business. His hourly rate as a consultant is \$187.50/hour. Accordingly, Mr. Jordan's unreimbursed lost wages total \$5,250 (28 hours x \$187.50/hour = \$5,250.00). His unreimbursed expenses consist of travel mileage and parking to attend his deposition in this case and total \$25.58 (35 miles @ \$0.445/mile = \$15.58, plus \$10 for parking). Mr. Jordan's total unreimbursed expenses plus lost wages equals \$5,275.58. We respectfully request reimbursement of this amount on behalf of Mr. Jordan.

I declare under pain and penalty of perjury that the foregoing is true and correct.

Executed on January 1, 2007.


THOMAS G. SHAPIRO

EXHIBIT 1

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

SHAPIRO HABER & URMY LLP

TIME REPORT

Inception through December 22, 2006

Name	Total Hours	Hourly Rate	Lodestar
<u>Attorneys:</u>			
Edward F. Haber	0.3	\$640	\$ 192.00
Theodore Hess-Mahan	180.9	450	81,405.00
Thomas G. Shapiro	39.8	640	25,472.00
Matthew Tuccillo	43.1	375	<u>16,162.50</u>
Total Attorneys			\$123,231.50
<u>Paralegals:</u>			
Rose Alappat	0.3	160	48.00
Elisabeth Hutton	6.1	160	976.00
Carmen Iguina	1.0	160	160.00
Alyssa Petroff	0.3	160	48.00
Courtney Wolfe	2.4	160	<u>384.00</u>
Total Paralegals			\$ 1,616.00
FIRM GRAND TOTAL			<u>\$124,847.50</u>

EXHIBIT 2

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

SHAPIRO HABER & URMY LLP

Category	Amount
Computer Research	\$ 25.60
Delivery/Courier	98.82
Facsimiles	68.50
Filing Fees	225.00
In-house duplicating	126.00
Postage	8.23
Press Releases	325.00
Telephone	93.80
Transcripts	605.80
Travel	<u>959.69</u>
TOTAL	<u>\$2,536.44</u>

EXHIBIT 3

SHAPIRO HABER & URMY LLP

FIRM RESUME

Shapiro Haber & Urmy LLP is a nine lawyer firm based in Boston, Massachusetts that concentrates in the litigation of complex civil actions, particularly class and derivative actions. It has represented investors in a number of significant securities fraud actions. The firm has won multimillion dollar jury verdicts and arbitration awards for defrauded investors. The firm has extensive experience in both trials and appeals in state and federal courts.

The firm has represented investors in many notable instances of financial fraud, including Centennial Technologies, Kendall Square Research Corp., Cambridge Biotech Corp., Kurzweil Applied Intelligence and Bank of New England. The firm has also litigated cases against such major companies as Fidelity Investments, John Hancock Insurance Company, Digital Equipment Corporation, Bank of Boston, Fleet Bank, Lotus Development Corporation, Polaroid Corporation and others.

The firm has been awarded the "AV" rating by the Martindale-Hubbell Law Directory, which is given only to those who have earned a very high measure of professional esteem and have adhered to the highest ethical standards in the legal profession. The firm's website is located at www.shulaw.com.

Brief biographies of the attorneys who worked on this case are as follows:

Thomas G. Shapiro

Mr. Shapiro graduated from Harvard College (*magna cum laude*) in 1965 and from Harvard Law School (*cum laude*) in 1969. Mr. Shapiro is well known for his expertise and

experience in securities litigation. He has been a faculty member in continuing legal education programs concerning securities litigation sponsored by the Practising Law Institute, ALI-ABA, Massachusetts Continuing Legal Education, Massachusetts Academy of Trial Attorneys and the Boston Bar Association. Mr. Shapiro has lectured on securities litigation issues for the American Corporate Counsel Association and at a NASDAQ Financial Executive Conference for senior officers of NASDAQ companies. Mr. Shapiro was also on the faculty of the Flaschner Judicial Institute's seminar for Massachusetts Superior Court judges on the Trial and Management of Complex Cases.

Mr. Shapiro is the author of the chapter "Depositions in Class Actions" in *Massachusetts Deposition Practice Manual*, published by Massachusetts Continuing Legal Education in 1992, and co-author of *Securities Litigation in the Aftermath of In Re Data Access Securities Litigation*, 24 New. Eng. L. Rev. 537 (1990). He served as the first Chairman of the Federal Practice Committee of the Massachusetts Bar Association. He is a member of the bar of the Commonwealth of Massachusetts, the United States District Court for the District of Massachusetts, the United States Court of Appeals for the First Circuit, and the Supreme Court of the United States.

Edward F. Haber

Mr. Haber graduated from Cornell University in 1966 and from Harvard Law School (*cum laude*) in 1969. Upon graduation from Harvard Law School, he taught at the Boston College Law School during the 1969-1970 academic year. In 1988 and 1990, he was on the faculty of the New England Federal Securities Regulation Institute, sponsored by the American Law Institute/American Bar Association Committee on Continuing Professional Education. In

April, 1992, he was on the faculty of the Massachusetts Bar Association's seminar on the Fundamentals of Securities Arbitration. He is a member of the bar of the Commonwealth of Massachusetts, the Supreme Court of the United States, the United States Courts of Appeals For the First and Seventh Circuits and the United States District Courts for the Districts of Massachusetts, the Central District of Illinois and the Eastern District of Michigan.

Theodore Hess-Mahan

Mr. Hess-Mahan is a 1981 graduate of Tufts University and a 1990 graduate of Suffolk University Law School (*cum laude*). Upon graduation from law school, he worked as a law clerk to Francis P. O'Connor, Associate Justice of the Supreme Judicial Court for the Commonwealth of Massachusetts. He was an associate with the Boston office of the firm of Ropes & Gray from 1991 to 1997. Mr. Hess-Mahan joined Shapiro Haber & Urmey as an associate in May 1997. He is a member of the bar of the Commonwealth of Massachusetts, the Supreme Court of the United States, The United States Court of Appeals for the First Circuit, and the United States District Court for the District of Massachusetts.

Matthew L. Tuccillo

Mr. Tuccillo is a 1995 graduate of Wesleyan University and a 1999 graduate of the Georgetown University Law Center. Mr. Tuccillo was an associate at the Boston law firm of Brown, Rudnick, Freed & Gesmer from 1999 to 2001. He was an associate with the Boston office of the law firm of Lieff, Cabraser, Heimann & Bernstein from 2001 to 2002. Mr. Tuccillo joined Shapiro, Haber & Urmey in July 2002. He is a member of the Bar of the Commonwealth of Massachusetts and the United States District Court for the District of Massachusetts.