

**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
Magistrate Judge Frank H. McCarthy

ECF Filed

JUDGMENT

This matter came before the Court for hearing on February 9, 2007, pursuant to the Order of this Court, on the application of the Lead Plaintiffs Ontario Teachers' Pension Plan Board and Arkansas Teacher Retirement System (collectively the "Lead Plaintiffs"), for approval of the settlement set forth in the Stipulation of Settlement dated as of August 28, 2006 (the "Stipulation"). Due and adequate notice having been given to the Settlement Class as required by the Court's Order Preliminarily Approving Settlement, Certifying Settlement Class and Providing for Notice ("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, ADJUDGED AND DECREED that:

1. This Judgment incorporates by reference the definitions in the Stipulation, and all terms used herein shall have the same meanings as set forth in the Stipulation.
2. This Court has jurisdiction over the subject matter of the Litigation and over all Settling Parties to the Litigation, including all Members of the Settlement Class.
3. As stated in this Court's Preliminary Approval Order, this Court finds that the requirements of Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied and hereby certifies the following Settlement Class for settlement purposes only:

All Persons or entities that purchased or otherwise acquired the following publicly traded securities of Williams between July 24, 2000 and July 22, 2002, inclusive, and who were allegedly injured thereby: (i) Williams common stock in the open market; (ii) approximately 38,000,000 shares of Williams common stock issued pursuant or traceable to a Prospectus, Prospectus Supplement, and Registration Statement declared effective by the SEC on or about January 16, 2001; (iii) approximately 30,000,000 shares of Williams common stock issued

pursuant or traceable to a Form S-4 Registration Statement declared effective by the SEC on or about June 15, 2001 in connection with the August 2, 2001 merger of Barrett Resources Corporation into Williams; (iv) Williams 2011 Notes and/or 2021 Notes issued pursuant or traceable to a Prospectus, Prospectus Supplement, and Registration Statement declared effective by the SEC on or about August 16, 2001; and (v) approximately 44,000,000 FELINE PACS issued pursuant or traceable to a Prospectus, Prospectus Supplement, and Registration Statement declared effective by the SEC on or about January 7, 2002. Excluded from the Settlement Class are: Settling Defendants in the Litigation; members of the families of each of the Individual Settling Defendants; any parent, subsidiary, affiliate, partner, officer (having a title of senior vice president or above), executive, or director of any Settling Defendant during the Settlement Class Period; any entity in which any such excluded person has a controlling interest; and the legal representatives, heirs, successors and assigns of any such excluded person or entity. Also excluded from the Settlement Class is any Person or entity who or which properly excludes himself, herself or itself by filing a valid and timely request for exclusion in accordance with the requirements set forth in the Notice. The term “any entity in which any such excluded person has a controlling interest” means that any such entity is excluded from the Settlement Class to the extent that the entity itself had a proprietary (i.e. for its own account) interest in Williams securities. In the event that any such entity beneficially owned Williams securities in a fiduciary capacity or otherwise held Williams securities on behalf of third party clients or any employee benefit plans that otherwise fall within the class, such third party clients and employee benefit plans shall not be excluded from the Settlement Class, irrespective of the identity of the entity or person in whose name the Williams securities were beneficially owned or otherwise held. For example, Williams securities shall not be excluded from the Settlement Class to the extent held

(i) in a registered or unregistered investment company (including a unit investment trust) for which an entity in which any defendant in the Litigation has a controlling interest serves as investment manager, investment adviser or depositor; or (ii) (a) in a life insurance company separate account, or (b) in a segment or subaccount of a life insurance company's general account to the extent associated with insurance contracts under which the insurer's obligation is determined by the investment return and/or market value of the assets held in such segment or subaccount. A Settling Defendant shall be deemed to have a "controlling interest" in an entity if such Settling Defendant has a beneficial ownership interest, directly or indirectly, in more than 50% of the total outstanding voting power of any class or classes of capital stock that entitle the holders thereof to vote in the election of members of the Board of Directors of such entity. "Beneficial ownership" shall have the meaning ascribed to such term under Rule 13d-3 of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended, or any successor statute or statutes thereto.

4. Pursuant to Federal Rule of Civil Procedure 23, this Court hereby approves the settlement set forth in the Stipulation in all respects and finds that said settlement is, in all respects, fair, reasonable and adequate to the Settlement Class, and directs the Settling Parties to perform the terms of the Stipulation.

5. Except as to any individual claim of those Persons who have validly and timely requested exclusion from the Settlement Class, listed on Exhibit A attached hereto, upon the Effective Date, the Lead Plaintiffs have and each of the Settlement Class Members shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released, relinquished and discharged all Released Claims and any and all claims arising out of, relating to, or in connection with the settlement or resolution of the Litigation against the Released

Persons (including Unknown Claims), whether or not such Settlement Class Member executes and delivers a Proof of Claim and Release.

6. Upon the Effective Date, the Settling Defendants shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged each and all of the Settlement Class Members and Securities Class Counsel from all claims (including Unknown Claims), arising out of, relating to, or in connection with the institution, prosecution or assertion of the Litigation or the Released Claims.

7. Any and all claims for contribution, however denominated, against any Released Person arising out of claims under the Securities Exchange Act of 1934, as amended, or, with respect to claims involving outside directors, the Securities Act of 1933, as amended, related in any way to the Litigation are permanently barred, enjoined and finally discharged to the fullest extent provided by law.

8. Any and all claims for contribution, however denominated, by any Released Person arising out of claims under the Securities Exchange Act of 1934, as amended, or, with respect to claims involving outside directors, the Securities Act of 1933, as amended, related in any way to the Litigation are permanently barred, enjoined and finally discharged to the fullest extent permitted by law.

9. All Settlement Class Members are hereby forever barred and enjoined from instituting or prosecuting any other action against the Released Persons in any court asserting any Released Claims.

10. The notice given to the Settlement Class, including the individual notice to all Members of the Settlement Class at their last known addresses who were identified through reasonable efforts, was the best notice practicable under the circumstances. Said notice provided the best

notice practicable under the circumstances of these proceedings and of the matters set forth therein, including the proposed settlement set forth in the Stipulation, to all Persons entitled to such notice, and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. §78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995, and the requirements of due process.

11. The Plan of Allocation submitted by Lead Counsel and the application(s) for attorneys' fees and reimbursement of expenses shall be considered separately from this Judgment. Orders or proceedings regarding the Plan of Allocation or the application(s) for attorneys' fees and reimbursement of expenses shall not in any way disturb or affect this Judgment.

12. Neither the Stipulation, nor the settlement contained therein, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the settlement: (a) is, may be deemed to be, or may be used as an admission or evidence of the validity of any Released Claim, or of any wrongdoing or liability of the Settling Defendants; (b) is, may be deemed to be, or may be used as an admission or evidence of any fault or omission of any Settling Defendant in any civil, criminal or administrative proceeding in any court, administrative agency or other tribunal; or (c) is admissible in any proceeding except an action to enforce or interpret the terms of the Stipulation, the settlement contained therein, or any other documents executed in connection with the performance of the agreements embodied therein. Settling Defendants and/or the other Released Persons may file the Stipulation and/or this Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, full faith and credit, release, good faith settlement,

judgment bar, reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

13. Without affecting the finality of this Judgment in any way, this Court hereby retains jurisdiction with respect to: (a) implementation and enforcement of the terms of the Stipulation and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; (c) hearing and determining applications for attorneys' fees, interest and expenses in the Litigation; and (d) the Settling Parties hereto for the purpose of construing, enforcing and administering the Stipulation.

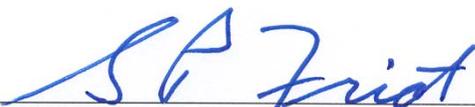
14. The Complaint and the Litigation are hereby dismissed without costs and on the merits with prejudice in full and final discharge of any and all claims and obligations which were or could have been asserted in the Litigation against the Settling Defendants. The Court further finds that during the course of the Litigation, the Settling Parties and their respective counsel at all times complied with the requirements of Rule 11 of the Federal Rules of Civil Procedure.

15. There is no just reason for delay in the entry of this Judgment and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

16. In the event that the Settlement does not become effective in accordance with the terms of the Stipulation, or the Effective Date does not occur, then this Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation.

17. The Settling Parties are to bear their own costs, except as otherwise provided in the Stipulation.

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



STEPHEN P. FRIOT
UNITED STATES DISTRICT JUDGE

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