

**Elections Under Section 338 for  
 Corporations Making Qualified Stock Purchases**

OMB No. 1545-1428

▶ See separate instructions.

**Section A-1—Purchasing Corporation**

|   |  |   |
|---|--|---|
| <b>1a</b> Name and address of purchasing corporation<br>Southern Star Central Corp.<br>175 Water Street - 26th Floor<br>New York, New York 10038<br>Attn: Christopher Lee | <b>1b</b> Employer identification number<br>04-3712210 |   |
|   | <b>1c</b> Tax year ending<br>12/31/2002                | <b>1d</b> State or country of incorporation<br>DE |

**Section A-2—Common Parent of the Purchasing Corporation**

|   |  |   |
|---|--|---|
| <b>2a</b> Name and address of common parent of purchasing corporation | <b>2b</b> Employer identification number |   |
|   | <b>2c</b> Tax year ending                | <b>2d</b> State or country of incorporation |

**Section B—Target Corporation**

|  |  |   |
|--|--|---|
| <b>3a</b> Name and address of target corporation<br>Williams Gas Pipelines Central, Inc.<br>P. O. Box 20010<br>3800 Frederica Street<br>Owensboro, Kentucky 42303-0010<br>Name change: Southern Star Central Gas Pipeline, Inc. (11/26/2002) | <b>3b</b> Employer identification number<br>73-0183220 |   |
|  | <b>3c</b> Tax year ending<br>12/31/2002                | <b>3d</b> State or country of incorporation<br>DE |

**Section C—Common Parent of Selling Consolidated Group, Selling Affiliate, S Corporation Shareholder,  
 or U.S. Shareholder**

(Complete only for a section 338(h)(10) election or if target was a member of a consolidated group or a controlled foreign corporation (CFC) (or had been a CFC within the preceding five years).)

|   |   |  |
|---|---|--|
| <b>4a</b> Name and address of common parent of the selling consolidated group, selling affiliate, U.S. shareholder(s) of foreign target corporation, or S corporation shareholder(s)<br>The Williams Companies, Inc.<br>P. O. Box 2400<br>Tulsa, Oklahoma 74102 | <b>4b</b> Identifying number(s)<br>73-0569878 |  |
|   | <b>4c</b> Tax year ending<br>12/31/2002       |  |

**Section D—General Information**

|  |   |
|--|---|
| <b>5a</b> Acquisition date<br>11/15/2002 | <b>5b</b> What percentage of target corporation stock was purchased:<br>(i) During the 12-month acquisition period? _____ %<br>(ii) On the acquisition date? <b>100</b> % |
|--|---|

Section E—Elections Under Section 338

- 6 Check here to make a section 338(h)(10) election for the target corporation listed in Section B on page 1 . . . . .
- 7 Check here to make a section 338 election (other than a section 338(h)(10) election) for the target corporation listed in Section B on page 1. . . . .
- 8 If the box on line 7 is checked for the target corporation listed in Section B on page 1, check here to make a gain recognition election for that corporation (see instructions) . . . . .
- 9 Check here if this form is filed to make a section 338 election for any target corporation in addition to the one listed in Section B on page 1. . . . .

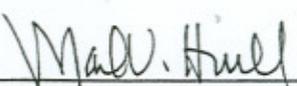
Purchasing Corporation(s) Signature(s)

Under penalties of perjury, I state and declare that I am authorized to make the election(s) on lines 6, 7, 8, and 9 on behalf of the purchasing corporation(s).


15-15-03
Treasurer  
 Signature of authorized person for purchasing corporation(s)      Date      Title

Consolidated Selling Group or Selling Affiliate Signature (Section 338(h)(10) Election)

Under penalties of perjury, I state and declare that I am authorized to make the section 338(h)(10) election on line 6 on behalf of the common parent of the selling consolidated group or on behalf of the selling affiliate.


5-7-03
VICE PRESIDENT, TAX  
 Signature of authorized person for the common parent or selling affiliate      Date      Title

S Corporation Shareholder(s) Signature(s) (Section 338(h)(10) Election)

Under penalties of perjury, I state and declare that I am a shareholder of the S corporation target or that I am authorized to make the section 338(h)(10) election on line 6 on behalf of that shareholder. If more than one shareholder, attach a schedule with other signatures.

\_\_\_\_\_  
 Signature of S corporation shareholder      Date      Title

