

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

► See separate instructions.

Section A-1—Purchasing Corporation

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

Section A-2—Common Parent of the Purchasing Corporation

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

Section B—Target Corporation

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

4a 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) The Williams Companies, Inc. P. O. Box 2400 Tulsa, Oklahoma 74102	4b Identifying number(s) 73-0569878	
	4c Tax year ending 12/31/2002	

Section D—General Information

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

Michael Walsh 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.

Madu Hull 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