

WILLIAMS COMPANIES INC
Form SC 13D/A
February 19, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D
(Rule 13d-101)
Under the Securities Exchange Act of 1934
(Amendment No. 8)*
Williams Partners L.P.**

(Name of Issuer)
Common Units Representing Limited Partner Interests

(Title of Class of Securities)
96950F104

(CUSIP Number)
James J. Bender
One Williams Center
Tulsa, Oklahoma 74172-0172
(918) 573-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
February 17, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 96950F104

Page 2 of 23

NAMES OF REPORTING PERSONS

1

The Williams Companies, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

214,613,527 Common Units+

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

214,613,527 Common Units+

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

214,613,527 Common Units+

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

83.9%^

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

HC; CO

+ Includes 203,000,000 Common Units issuable upon conversion of 203,000,000 Class C Units that may be deemed to be beneficially owned by The Williams Companies, Inc. The Class C Units will automatically convert into Common Units on a one-for-one basis following the record date for the distribution with respect to the Issuer's 2010 first fiscal quarter.

^ Based on 52,777,452 of the Issuer's Common Units outstanding as of February 17, 2010 and a total of 203,000,000 Common Units issuable upon the conversion of outstanding Class C Units.

CUSIP No. 96950F104

Page 3 of 23

NAMES OF REPORTING PERSONS

1

Williams Energy Services, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

91,854,749 Common Units+

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

91,854,749 Common Units+

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

91,854,749 Common Units+

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

35.9%^

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO limited liability company

+ Includes 83,067,600 Common Units issuable upon conversion of 83,067,600 Class C Units owned by Williams Energy Services, LLC. The Class C Units will automatically convert into Common Units on a one-for-one basis following the record date for the distribution with respect to the Issuer's 2010 first fiscal quarter.

^ Based on 52,777,452 of the Issuer's Common Units outstanding as of February 17, 2010 and a total of 203,000,000 Common Units issuable upon the conversion of outstanding Class C Units.

CUSIP No. 96950F104

Page 4 of 23

NAMES OF REPORTING PERSONS

1

Williams Energy, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

2,952,233 Common Units

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON

0

WITH

SHARED DISPOSITIVE POWER

10

2,952,233 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,952,233 Common Units

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.2%^

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO limited liability company

[^] Based on 52,777,452 of the Issuer's Common Units outstanding as of February 17, 2010 and a total of 203,000,000 Common Units issuable upon the conversion of outstanding Class C Units.

CUSIP No. 96950F104

Page 5 of 23

NAMES OF REPORTING PERSONS

1

MAPCO Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

2,952,233 Common Units

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON

0

WITH

SHARED DISPOSITIVE POWER

10

2,952,233 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,952,233 Common Units

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.2%^

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

^ Based on 52,777,452 of the Issuer's Common Units outstanding as of February 17, 2010 and a total of 203,000,000 Common Units issuable upon the conversion of outstanding Class C Units.

CUSIP No. 96950F104

Page 6 of 23

NAMES OF REPORTING PERSONS

1

Williams Partners Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

2,826,378 Common Units

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

2,826,378 Common Units

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,826,378 Common Units

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.1%^

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO limited liability company

^ Based on 52,777,452 of the Issuer's Common Units outstanding as of February 17, 2010 and a total of 203,000,000 Common Units issuable upon the conversion of outstanding Class C Units.

CUSIP No. 96950F104

Page 7 of 23

NAMES OF REPORTING PERSONS

1

Williams Partners GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 3,363,527 Common Units*

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
3,363,527 Common Units*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,363,527 Common Units*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.3%^

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
HC; OO limited liability company

* In addition to 3,363,527 Common Units, Williams Partners GP LLC, the sole general partner of Williams Partners L.P., owns a 2% general partner interest in and incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in Williams Partners L.P.

^ Based on 52,777,452 of the Issuer's Common Units outstanding as of February 17, 2010 and a total of 203,000,000 Common Units issuable upon the conversion of outstanding Class C Units.

CUSIP No. 96950F104

Page 8 of 23

NAMES OF REPORTING PERSONS

1

Williams Gas Pipeline Company, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

119,932,400 Common Units+

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

119,932,400 Common Units+

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

119,932,400 Common Units+

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

46.9%^

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

HC; OO limited liability company

+ Includes 119,932,400 Common Units issuable upon conversion of 119,932,400 Class C Units that may be deemed to be beneficially owned by Williams Gas Pipeline Company, LLC. The Class C Units will automatically convert into Common Units on a one-for-one basis following the record date for the distribution with respect to the Issuer's 2010 first fiscal quarter.

^ Based on 52,777,452 of the Issuer's Common Units outstanding as of February 17, 2010 and a total of 203,000,000 Common Units issuable upon the conversion of outstanding Class C Units.

Introduction

This Amendment No. 8 amends Items 2, 3, 4, 5, 6 and 7 of the Schedule 13D originally filed by The Williams Companies, Inc. (TWC), Williams Energy Services, LLC (WES), Williams Energy, L.L.C. (WE), MAPCO Inc. (MAPCO), Williams Partners Holdings LLC (Holdings) and Williams Partners GP LLC (GP LLC) with the Securities and Exchange Commission (the Commission) on September 2, 2005 (the Original Schedule 13D), as amended by Amendment No. 1 filed on April 13, 2006 (Amendment No. 1), Amendment No. 2 filed on June 26, 2006 (Amendment No. 2), Amendment No. 3 filed on December 19, 2006 (Amendment No. 3), Amendment No. 4 filed on December 20, 2007 (Amendment No. 4), Amendment No. 5 filed on January 18, 2008 (Amendment No. 5), Amendment No. 6 filed on February 28, 2008 (Amendment No. 6) and Amendment No. 7 filed on January 19, 2010 (Amendment No. 7). This statement relates to common units representing limited partner interests (Common Units) of Williams Partners L.P., a Delaware limited partnership (the Issuer). Unless specifically amended hereby, the disclosure set forth in the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 and Amendment No. 7, shall remain unchanged.

Item 2. Identity and Background

The information previously provided in response to Item 2 is hereby amended and supplemented with the following:

(a) This statement on Schedule 13D (Schedule 13D) is filed by Williams Gas Pipeline Company, LLC, a Delaware limited liability company (WGP), TWC, WES, WE, MAPCO, Holdings and GP LLC (collectively, the Reporting Persons).

TWC is the sole member of WGP.

(b) The address of the principal office of WGP is One Williams Center, Tulsa, Oklahoma 74172-0172.

(c) The principal business of WGP is to own and operate the natural gas pipeline operations of TWC.

(d) (e) During the past five years, WGP has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the executive officers, board of directors and each person controlling the Reporting Persons, as applicable (collectively, the Listed Persons), required by Item 2 of Schedule 13D is provided on Schedule 1 and is incorporated by reference herein. To the Reporting Persons' knowledge, none of the persons listed on Schedule 1 as a director or executive officer of WGP, GP LLC, TWC, WE, MAPCO, Williams Midstream Natural Gas Liquids, Inc., Williams Natural Gas Liquids, Inc., ESPAGAS USA Inc., Holdings or WES has been, during the last five years, (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The information previously provided in response to Item 3 is hereby amended and supplemented by adding the following:

The information provided or incorporated by reference in Item 4 of Amendment No. 7 is hereby incorporated by reference herein.

Item 4. Purpose of Transaction

The information previously provided in response to Item 4 is hereby amended and supplemented by adding the following at the end thereof:

On February 17, 2010, the asset contribution transactions contemplated by the Contribution Agreement were consummated. In connection therewith, the Issuer issued 115,689,700 Class C Units to WGP, 4,242,700 Class C Units to WGP Gulfstream Pipeline Company, L.L.C., a subsidiary of WGP, (WGPGPC) and 83,067,600 Class C Units to WES.

Item 5. Interest in Securities of the Issuer

The information previously provided in response to Item 5 is hereby amended and restated by replacing the text thereof in its entirety with the following:

(a) (1) WES is the record owner of 1,045,923 Common Units and 83,067,600 Class C Units and, as the sole stockholder of MAPCO, the sole member of Williams Discovery Pipeline LLC (Williams Pipeline) and the sole member of GP LLC, may, pursuant to Rule 13d-3 (Rule 13d-3) of the Securities Exchange Act of 1934, as amended, be deemed to beneficially own the 2,952,233 Common Units that may be deemed to be beneficially owned by MAPCO (and held of record by WE), the 1,425,466 Common Units held of record by Williams Pipeline and the 3,363,527 Common Units held of record by GP LLC. Based on the foregoing, WES may be deemed to beneficially own a total of 91,854,749 Common Units (giving effect to the conversion of the 83,067,600 Class C Units into Common Units), which based on calculations made in accordance with Rule 13d-3, and giving effect to the conversion of the Issuer's outstanding Class C Units, represents 35.9% of the outstanding Common Units. WES, as the sole member of GP LLC, may also, pursuant to Rule 13d-3, be deemed to beneficially own the 2% general partner interest and the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in the Issuer held by GP LLC.

(2) GP LLC is the record owner of 3,363,527 Common Units, which based on calculations made in accordance with Rule 13d-3, and giving effect to the conversion of the Issuer's outstanding Class C Units, represents 1.3% of the outstanding Common Units. GP LLC, as the sole general partner of the Issuer, also owns a 2% general partner interest and the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in the Issuer.

(3) WE is the record owner of 2,952,233 Common Units, which based on calculations made in accordance with Rule 13d-3, and giving effect to the conversion of the Issuer's outstanding Class C Units, represents 1.2% of the outstanding Common Units.

(4) MAPCO, as the sole member of WE, may, pursuant to Rule 13d-3, be deemed to beneficially own the 2,952,233 Common Units held of record by WE, which based on calculations made in accordance with Rule 13d-3, and giving effect to the conversion of the Issuer's outstanding Class C Units, represents 1.2% of the outstanding Common Units.

(5) Holdings is the record owner of 2,826,378 Common Units, which based on calculations made in accordance with Rule 13d-3, and giving effect to the conversion of the Issuer's outstanding Class C Units, represents 1.1% of the outstanding Common Units.

(6) WGP is the record owner of 115,689,700 Class C Units, and, as the 100% owner of WPGGPC, may, pursuant to Rule 13d-3, be deemed to beneficially own the 4,242,700 Class C Units held of record by WPGGPC, which in the aggregate and based on calculations made in accordance with Rule 13d-3, and giving effect to the conversion of the Issuer's outstanding Class C Units, represents 46.9% of the outstanding Common Units.

(7) TWC, as the direct or indirect 100% owner of each of WES, WE, Williams Pipeline, WGP, WPGGPC, GP LLC and Holdings, may, pursuant to Rule 13d-3, be deemed to beneficially own 214,613,527 Common Units (giving effect to the conversion of 203,000,000 Class C Units into Common Units), which based on calculations made in accordance with Rule 13d-3, and giving effect to the conversion of the Issuer's outstanding Class C Units, represents 83.9% of the outstanding Common Units. TWC, as the sole member of WES, may also, pursuant to Rule 13d-3, be deemed to beneficially own the 2% general partner interest and the incentive distribution rights (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in the Issuer held by GP LLC.

(8) See Schedule 1 for the aggregate number and percentage of Common Units beneficially owned by the Listed Persons.

(b) The information set forth in Items 7 through 11 of the cover pages hereto is incorporated herein by reference. See Schedule 1 for the information applicable to the Listed Persons.

(c) Except as described in Item 3 and Item 4 above or elsewhere in this Schedule 13D, none of the Reporting Persons or, to the Reporting Persons' knowledge, the Listed Persons, has effected any transactions in the Common Units during the past 60 days.

(d) The Reporting Persons have the right to receive or the power to direct the receipt of distributions from, or the proceeds from the sale of, the respective Common Units reported by such persons on the cover pages of this Schedule 13D and in this Item 5. See Schedule 1 for the information applicable to the Listed Persons. The members of Holdings—MAPCO, Williams Midstream Natural Gas Liquids, Inc., Williams Natural Gas Liquids, Inc. and ESPAGAS USA Inc.—may have the right to receive or the power to direct the receipt of distributions from, or the proceeds from the sale of, Common Units beneficially owned by Holdings. Except for the foregoing and the cash distribution described in Item 6 under the Caption Issuer's Partnership Agreement—Cash Distributions, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of distributions from, or the proceeds from the sale of, Common Units beneficially owned by the Reporting Persons or, to the Reporting Persons' knowledge, the Listed Persons.

(e) Not applicable.

The calculations made in this Item 5 give effect to the conversion of the 203,000,000 outstanding class c limited partner units of the Issuer (the Class C Units), which will automatically convert into Common Units following the record date for the distribution with respect to the Issuer's 2010 first fiscal quarter, resulting in an aggregate of 255,777,452 Common Units outstanding.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information previously provided in response to Item 6 is hereby amended and supplemented by adding the following at the end thereof:

As of February 19, 2010, the Reporting Persons have entered into a Joint Filing Statement, attached as Exhibit R hereto.

Item 7. Materials to Be Filed as Exhibits

The information previously provided in response to Item 7 is hereby amended and supplemented by adding the following at the end thereof:

Exhibit R Joint Filing Statement (filed herewith).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 19, 2010

The Williams Companies, Inc.

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President Midstream

Williams Energy Services, LLC

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President

Williams Energy, L.L.C.

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President

MAPCO Inc.

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President

Williams Partners Holdings LLC

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Chief Operating Officer

Williams Partners GP LLC

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President Midstream

Williams Gas Pipeline Company, LLC

By: /s/ Phillip D. Wright
Name: Phillip D. Wright
Title: Senior Vice President

Schedule 1

Executive Officers of The Williams Companies, Inc.

Alan S. Armstrong

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president, Midstream

Citizenship: USA

Amount Beneficially Owned: 20,000 (less than 1%)* # & !

James J. Bender

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president and general counsel

Citizenship: USA

Amount Beneficially Owned: 10,000 (less than 1%)* # & ^

Donald R. Chappel

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president and chief financial officer

Citizenship: USA

Amount Beneficially Owned: 10,000 (less than 1%)* # &

Ralph A. Hill

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president, Exploration and Production

Citizenship: USA

Amount Beneficially Owned: 500 (less than 1%)* # &

Robyn L. Ewing

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Senior vice president and chief administrative officer

Citizenship: USA

Amount Beneficially Owned: 0

Steven J. Malcolm

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Chairman of the board, chief executive officer and president

Citizenship: USA

Amount Beneficially Owned: 25,100 (less than 1%)* \$ @

Phillip D. Wright
c/o The Williams Companies, Inc.
One Williams Center
Tulsa, Oklahoma 74172-0172
Principal Occupation: Senior vice president, Gas Pipeline
Citizenship: USA
Amount Beneficially Owned: 4,425 (less than 1%)* # &
Board of Directors of The Williams Companies, Inc.

Irl Engelhardt
c/o Patriot Coal Corporation
12312 Olive Boulevard
St. Louis, Missouri 63141
Principal Occupation: Chairman of Patriot Coal Corporation
Citizenship: USA
Amount Beneficially Owned: 0

Kathleen B. Cooper
c/o Southern Methodist University
213 Carr Collins Hall
3330 University Boulevard
Dallas, TX 75275-0117
Principal Occupation: Senior Fellow
Citizenship: USA
Amount Beneficially Owned: 0

William R. Granberry
Compass Operating, LLC (Compass)
400 W. Illinois, Suite 1000
Midland, Texas 79701
Principal Occupation: Member of Compass, a company that explores for, develops and produces oil and gas in the Permian Basin of West Texas and southeast New Mexico
Citizenship: USA
Amount Beneficially Owned: 0

William E. Green
425 Sherman Avenue, Suite 100
Palo Alto, California 94306
Principal Occupation: Founder of William Green & Associates, a Palo Alto, California law firm, and vice president, general counsel and secretary of AIM Broadcasting, LLC, a broadcast media firm, whose address is 480 Lytton Avenue, Suite 7, Palo Alto, California 94301
Citizenship: USA
Amount Beneficially Owned: 1,180 (less than 1%)* # &

Juanita H. Hinshaw
7701 Forsyth Blvd., Suite 1000
Clayton, Missouri 63105
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 1,000 (less than 1%)* # &

W.R. Howell
42113 N. 105th Street
Scottsdale, Arizona 85262
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 5,000 (less than 1%)* # &

Joseph R. Cleveland
9117 Mid Pines Court
Orlando, Florida 32719
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 0

George A. Lorch
1125 Dormie Drive
Naples, Florida 34108
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 5,000 (less than 1%)+ #

William G. Lowrie
44 Goat Island Place
Sheldon, South Carolina 29941
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 2,320 (less than 1%)* # &

Frank T. MacInnis
c/o EMCOR Group, Inc.
301 Merritt Seven, 6th Floor
Norwalk, Connecticut 06851
Principal Occupation: Chairman of the board and chief executive officer of EMCOR Group, Inc., an electrical and mechanical construction and facilities management group
Citizenship: USA
Amount Beneficially Owned: 5,000 (less than 1%)* # &

Steven J. Malcolm
(see above)

Janice D. Stoney
c/o Qwest Communications
20 E. Thomas, 16th Floor
Phoenix, Arizona 85012
Principal Occupation: Retired
Citizenship: USA
Amount Beneficially Owned: 5,000 (less than 1%)+ #

Executive Officers of MAPCO Inc.

Alan S. Armstrong
(see above)

Board of Directors of MAPCO Inc.

Alan S. Armstrong
(see above)

R.T. Cronk
c/o The Williams Companies, Inc.

One Williams Center
Tulsa, Oklahoma 74172-0172

Principal Occupation: Vice president, technical services of Williams Midstream Gas and Liquids, a segment of The Williams Companies, Inc.

Citizenship: USA

Amount Beneficially Owned: 0

Steven J. Malcolm
(see above)

Executive Officers of Williams Energy, L.L.C.

Alan S. Armstrong
(see above)

Members of the Management Committee of Williams Energy, L.L.C.

Alan S. Armstrong
(see above)

R.T. Cronk
(see above)

Steven J. Malcolm
(see above)

Executive Officers of Williams Partners Holdings LLC

Alan S. Armstrong
(see above)

Executive Officers of Williams Midstream Natural Gas Liquids, Inc.

Alan S. Armstrong
(see above)

Board of Directors of Williams Midstream Natural Gas Liquids, Inc.

Alan S. Armstrong

(see above)

R. T. Cronk

(see above)

Steven J. Malcolm

(see above)

Executive Officers of Williams Natural Gas Liquids, Inc.

Alan S. Armstrong

(see above)

Board of Directors of Williams Natural Gas Liquids, Inc.

Alan S. Armstrong

(see above)

R. T. Cronk

(see above)

Steven J. Malcolm

(see above)

Executive Officers of ESPAGAS USA Inc.

Donald R. Chappel

(see above)

Board of Directors of ESPAGAS USA Inc.

Donald R. Chappel

(see above)

Dennis M. Elliott

c/o The Williams Companies, Inc.

One Williams Center

Tulsa, OK 74172-0172

Principal Occupation: Director EH&S Midstream for The Williams Companies, Inc.

Citizenship: USA

Amount Beneficially Owned: 0

Rodney J. Sailor

c/o Williams Partners GP LLC

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Vice President and Treasurer of The Williams Companies, Inc.

Citizenship: USA

Amount Beneficially Owned: 0

Executive Officers of Williams Energy Services, LLC

Steven J. Malcolm

(see above)

Alan S. Armstrong

(see above)

Robyn L. Ewing

(see above)

Members of the Management Committee of Williams Energy Services, LLC

Steven J. Malcolm

(see above)

Robyn L. Ewing

(see above)

Donald R. Chappel

(see above)

Executive Officers of Williams Gas Pipeline Company, LLC

Steven J. Malcolm

(see above)

Phillip D. Wright

(see above)

Members of the Management Committee of Williams Gas Pipeline Company, LLC

Steven J. Malcolm

(see above)

Donald R. Chappel

(see above)

Phillip D. Wright

(see above)

Robyn L. Ewing

(see above)

Executive Officers of Williams Partners GP LLC

Steven J. Malcolm

(see above)

Donald R. Chappel

(see above)

Alan S. Armstrong

(see above)

Phillip D. Wright

(see above)

James J. Bender

(see above)

Board of Directors of Williams Partners GP LLC

Steven J. Malcolm

(see above)

Donald R. Chappel

(see above)

Alan S. Armstrong

(see above)

Phillip D. Wright

(see above)

Billy Z. Parker

c/o Williams Partners GP LLC

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 9,524 (less than 1%)* # &

Alice M. Peterson

c/o Williams Partners GP LLC

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Chief Ethics Officer of SAI Global, a provider of ethics, compliance and reputation management solutions

Citizenship: USA

Amount Beneficially Owned: 4,524 (less than 1%) * &

H. Michael Krimbill

c/o Williams Partners GP LLC

One Williams Center

Tulsa, Oklahoma 74172-0172

Principal Occupation: Retired

Citizenship: USA

Amount Beneficially Owned: 57,151 (less than 1%) * &

* Listed Person
has sole power
to vote or direct
the vote and
sole power to
dispose or to
direct the
disposition of
the Common
Units

+ Listed Person
holds such
Common Units
in joint tenancy
with his wife
and, therefore,

the Listed Person has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of the Common Units, and the Listed Person's wife also has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Units

Listed Person acquired a portion of Common Units pursuant to Issuer's directed unit program

\$ Listed Person acquired 25,000 Common Units pursuant to Issuer's directed unit program and 100 Common Units in the open market

& Listed Person has right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Units

@ Listed Person is the trustee of The Steven J. Malcolm Revocable Trust dated 01/19/2000, who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Units

! Listed Person is the trustee of The Shelly Stone Armstrong Trust dated August 10, 2004, who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, 5,000 Common Units held by the Trust.

^

Listed Person is the trustee of the James J. Bender Trust dated July 8, 2009, who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, 10,000 Common Units held by the Trust.

Exhibit R
Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13D is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13D as to any of the undersigned upon such person giving written notice thereof to each of the other persons signatory hereto, at the principal office thereof.

Dated: February 19, 2010

The Williams Companies, Inc.

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President Midstream

Williams Energy Services, LLC

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President

Williams Energy, L.L.C.

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President

MAPCO Inc.

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President

Williams Partners Holdings LLC

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Chief Operating Officer

Williams Partners GP LLC

By: /s/ Alan S. Armstrong
Name: Alan S. Armstrong
Title: Senior Vice President Midstream

Williams Gas Pipeline Company, LLC

By: /s/ Phillip D. Wright

Name: Phillip D. Wright

Title: Senior Vice President