

**Exhibit 32**

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report on Form 10-Q of Southern Star Central Corp. (the Company), a Delaware corporation, for the quarter ending March 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned, Christopher H. Lee, Chief Executive Officer of the Company, and Michael J. Walsh, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbane-Oxley Act of 2002 and is not intended to be used or relied upon for any other purpose.

	<u><b>Signature</b></u>	<u><b>Title</b></u>	<u><b>Date</b></u>
By:	<u>/s/ Christopher H. Lee</u> Christopher H. Lee	Chief Executive Officer	May 7, 2004
By:	<u>/s/ Michael J. Walsh</u> Michael J. Walsh	Chief Financial Officer	May 7, 2004

A signed original of this written statement required by Section 906 has been provided to Southern Star Central Corp. and will be retained by Southern Star Central Corp. and furnished to the Securities and Exchange Commission or staff upon request.