

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

**FORM U-3A-2**

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION  
UNDER RULE U-3A-2 FROM THE PROVISIONS OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

To be Filed Annually Prior to March 1

OGE ENERGY CORP.

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. *Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.*

OGE Energy Corp. (the "Company") is a public utility holding company, which is incorporated in the State of Oklahoma and is located in Oklahoma City, Oklahoma. At December 31, 2002, the Company was not engaged in any business independent of that conducted through its subsidiaries, Oklahoma Gas and Electric Company ("OG&E"), Enogex Inc. and subsidiaries ("Enogex"), Origen Inc. ("Origen") and OGE Capital Trust.

OG&E was incorporated February 27, 1902, under the laws of the Territory of Oklahoma and is now existing under and by virtue of the laws of the State of Oklahoma. OG&E is an operating electric public utility. Its operations are conducted predominantly in the State of Oklahoma. OG&E also conducts some operations in the State of Arkansas. Its business is more fully described in its Form 10-K for the year ended December 31, 2001 (File No. 1-1097) on file with the Commission.

Enogex is a wholly-owned subsidiary of the Company. Enogex owns and operates a natural gas pipeline system that, among other things, delivers natural gas to OG&E's electric generating units. By order of the Commission dated August 28, 1986 (Release No. 35-24174), the Commission ordered that Enogex was not a gas utility company within the meaning of Section 2(a)(4) of the Public Utility Holding Company Act of 1935, as amended (the "Act"). At December 31, 2002, Enogex had five wholly-owned active subsidiaries: Enogex Products Corporation, OGE Energy Resources, Inc.,

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Enogex Exploration Corporation, Enogex Arkansas Pipeline Corporation and Enogex Gas Gathering, L.L.C. At December 31, 2002, Enogex Products Corporation owned an 80 percent interest in the NuStar Joint Venture ("NuStar"). Enogex Arkansas Pipeline Corporation owned a 75 percent interest in NOARK Pipeline System, Limited Partnership. The NOARK Pipeline System, Limited Partnership owned 100 percent interests in Ozark Gas Transmission, L.L.C., NOARK Energy Services, L.L.C., Ozark Gas Gathering, L.L.C. and NOARK Pipeline Finance, L.L.C.

Enogex, including its subsidiaries, consists of these primary businesses: (i) the transportation and storage of natural gas, (ii) the gathering and processing of natural gas, and (iii) the marketing and trading of natural gas. The subsidiaries of Enogex are not "public utility companies" within the meaning of the Act. Enogex and its subsidiaries were incorporated under the laws of the State of Oklahoma.

During 2002, Enogex Products Corporation sold Belvan Corp., Belvan Partners, L.P. and Todd Ranch Partners, L.P. ("Belvan"). Also, during 2002, Enogex Exploration Corporation was sold. During 2003, Enogex Products Corporation sold its interest in NuStar. As a result of these sale transactions, Belvan, Enogex Exploration Corporation and NuStar have been reported as discontinued operations for the year ended December 31, 2002.

In 1999, Enogex acquired Tejas Transok Holding, L.L.C. and its subsidiaries ("Transok"). On January 1, 2002, the various Transok subsidiaries were merged into Enogex subsidiaries as follows: Transok Holding, LLC was merged into Transok, LLC; Transok, LLC was merged into Enogex Inc.; Transok Gas Gathering, LLC was merged into Enogex Gas Gathering, L.L.C; and Transok Gas Processing, LLC and Transok Gas, LLC were merged into Enogex Products Corporation.

Origen is a wholly-owned non-regulated subsidiary of the Company. Origen was incorporated under the laws of the State of Oklahoma. Origen is currently invested in a venture capital fund.

2. *A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.*

The Company owns no physical properties.

OG&E's principal properties are described in its Form 10-K for the year ended December 31, 2001 (File No. 1-1097) on file with the Commission.

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3. *The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:*

(a) *Number of Kwh of electric energy sold (at retail or wholesale), and Mcf of natural or manufactured gas distributed at retail:*

	MCF	Kwh Sold	Dollar Revenues From Sales
Retail	None	23,131,362,945	\$ 1,298,678,485
Wholesale	None	1,792,721,514	54,431,320
Totals		24,924,084,459	\$ 1,353,109,805

(b) *Number of Kwh of electric energy and Mcf of natural or manufactured gas distributed at retail outside the State of incorporation of exempt holding company, the volumes sold and related revenues at retail in (a) above:*

	MCF	Kwh Sold	Dollar Retail Revenues
Arkansas	None	2,587,317,890	\$ 109,036,775

(c) Number of Kwh of electric energy and Mcf of natural or manufactured gas sold at wholesale outside the State or at the State line (please identify which) of the State of incorporation of exempt holding company, the volumes sold and related revenues at wholesale in (a) above:

	MCF	Kwh Sold	Dollar Wholesale Revenues
Arkansas	None	843,493,818	\$ 27,657,863
State Line	None	219,891,000	5,181,669
Totals		1,063,384,818	\$ 32,839,532

(d) Number of Kwh of electric energy and Mcf of natural or manufactured gas purchased outside the State in which each such company is organized or at the State line:

	Total Company	Arkansas	State Line (Other Utilities)
Mcf	None	-	-
Kwh by OG&E	737,631,000	2,135,000	735,496,000
Revenue by OG&E	\$ 30,399,972	\$ 46,945	\$ 30,353,027

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

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(b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

(c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

(d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

(e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

Item 4 is not applicable. At December 31, 2002, the Company did not hold directly or indirectly any interest in an EWG or a foreign utility company.

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#### EXHIBITS

A. Unaudited Consolidating Statement of Income and Retained Earnings for the year ended December 31, 2002, and Unaudited Consolidating Balance Sheet at December 31, 2002, for OGE Energy Corp. (the "Company") and its subsidiary companies.

B. An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

Exhibit B is not applicable. At December 31, 2002, the Company did not hold directly or indirectly any interest in an EWG or a foreign utility company.

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The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 27th day of February 2003.

OG E ENERGY CORP.  
(Registrant)

By /s/ Donald R. Rowlett  
Donald R. Rowlett  
Vice President and Controller

CORPORATE SEAL

Attest:

/s/ Carla D. Brockman  
Carla D. Brockman  
Corporate Secretary

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

Donald R. Rowlett, Vice President and Controller  
P. O. BOX 321, Oklahoma City, Oklahoma 73101-0321

EXHIBIT INDEXExhibitDescription

A. Unaudited Consolidating Statement of Income and Retained Earnings for the year ended December 31, 2002, and Consolidating Balance Sheet as of December 31, 2002, for OGE Energy Corp. (the "Company") and its subsidiary companies.

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## Exhibit A

OGE Energy Corp.  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
<b>ASSETS</b>						
<b>CURRENT ASSETS</b>						
Cash and cash equivalents.....	\$ 29.2	\$ 0.3	\$ -	\$ -	\$ -	\$ -
Accounts receivable, net.....	0.7	105.8	198.0	0.1	-	-
Accounts receivable - affiliates.....	-	-	14.4	0.4	209.7	(224.5)
Advances to parent.....	-	-	14.5	-	-	(14.5)
Advances to subsidiary.....	101.1	-	-	-	-	(101.1)
Accrued unbilled revenues.....	-	28.2	-	-	-	-
Fuel inventories.....	-	65.4	34.3	-	-	-
Materials and supplies, at average cost..	1.2	40.7	0.7	-	-	-
Price risk management.....	-	-	17.1	-	-	-
Pipeline imbalance.....	-	-	34.3	-	-	-
Accumulated deferred tax assets.....	1.0	7.5	2.4	-	-	-
Fuel clause under recoveries.....	-	14.7	-	-	-	-
Prepayments and other.....	0.9	5.3	4.4	-	-	-
Current assets of discontinued operations.....	-	-	4.7	-	-	-
Total current assets.....	134.1	267.9	324.8	0.5	209.7	(340.1)
OTHER PROPERTY AND INVESTMENTS, at cost....	1,422.7	8.1	3.1	1.2	-	(1,407.9)
<b>PROPERTY, PLANT &amp; EQUIPMENT</b>						
In service.....	57.5	4,099.2	1,343.5	-	-	-
Construction work in progress.....	2.1	38.7	4.0	-	-	-
Total property, plant and equipment....	59.6	4,137.9	1,347.5	-	-	-
Less accumulated depreciation.....	30.1	2,040.3	270.3	-	-	-
Net property, plant and equipment.....	29.5	2,097.6	1,077.2	-	-	-
In service of discontinued operations....	-	-	54.2	-	-	-
Less accumulated depreciation.....	-	-	11.4	-	-	-
Net property, plant and equipment of discontinued operations.....	-	-	42.8	-	-	-
Net property, plant and equipment.....	29.5	2,097.6	1,120.0	-	-	-
<b>DEFERRED CHARGES AND OTHER ASSETS</b>						
Recoverable take or pay gas charges.....	-	32.5	-	-	-	-
Income taxes recoverable from customers, net.....	-	34.8	-	-	-	-
Intangible assets - unamortized prior service costs.....	4.4	37.8	0.5	-	-	-
Prepaid benefit obligation.....	10.5	29.6	4.8	-	-	-
Price risk management.....	-	7.5	12.6	-	-	-
Other.....	7.8	34.8	38.2	-	-	-
Deferred charges and other assets of discontinued operations.....	-	-	0.2	-	-	-
Total deferred charges and other assets	22.7	177.0	56.3	-	-	-
<b>TOTAL ASSETS.....</b>	<b>\$ 1,609.0</b>	<b>\$ 2,550.6</b>	<b>\$ 1,504.2</b>	<b>\$ 1.7</b>	<b>\$ 209.7</b>	<b>\$ (1,748.0)</b>

(In millions)	OGE Consolidated Statements
<b>ASSETS</b>	
<b>CURRENT ASSETS</b>	
Cash and cash equivalents.....	\$ 29.5
Accounts receivable.....	304.6
Accounts receivable - affiliates.....	-
Advances to parent.....	-

Advances to subsidiary.....	-
Accrued unbilled revenues.....	28.2
Fuel inventories.....	99.7
Materials and supplies, at average cost..	42.6
Price risk management.....	17.1
Pipeline imbalance.....	34.3
Accumulated deferred tax assets.....	10.9
Fuel clause under recoveries.....	14.7
Prepayments and other.....	10.6
Current assets of discontinued operations.....	4.7
Total current assets.....	596.9
OTHER PROPERTY AND INVESTMENTS, at cost....	27.2
PROPERTY, PLANT & EQUIPMENT	
In service.....	5,500.2
Construction work in progress.....	44.8
Total property, plant and equipment....	5,545.0
Less accumulated depreciation.....	2,340.7
Net property, plant and equipment.....	3,204.3
In service of discontinued operations....	54.2
Less accumulated depreciation.....	11.4
Net property, plant and equipment of discontinued operations.....	42.8
Net property, plant and equipment.....	3,247.1
DEFERRED CHARGES AND OTHER ASSETS	
Recoverable take or pay gas charges.....	32.5
Income taxes recoverable from customers, net.....	34.8
Intangible assets - unamortized prior service cost.....	42.7
Prepaid benefit obligation.....	44.9
Price risk management.....	20.1
Other.....	80.8
Deferred charges and other assets of discontinued operations.....	0.2
Total deferred charges and other assets	256.0
TOTAL ASSETS.....	\$ 4,127.2

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Exhibit A

OGE Energy Corp.  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
<b>CURRENT LIABILITIES</b>						
Short-term debt.....	\$ 275.0	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable.....	3.2	63.2	187.7	-	-	-
Accounts payable - affiliates.....	198.4	26.1	-	-	-	(224.5)
Advances from parent.....	-	101.1	-	-	-	(101.1)
Advances from subsidiary.....	14.5	-	-	-	-	(14.5)
Dividends payable.....	26.1	-	-	-	-	-
Customers' deposits.....	-	33.0	-	-	-	-
Accrued taxes.....	(5.0)	20.3	8.3	-	-	-
Accrued interest.....	-	13.9	18.3	-	3.5	-
Tax collections payable.....	-	6.7	-	-	-	-
Accrued vacation.....	2.4	11.6	2.9	-	-	-
Long-term debt due within one year.....	-	-	21.0	-	-	-
Price risk management.....	-	-	13.9	-	-	-
Pipeline imbalance.....	-	-	9.4	-	-	-
Other.....	2.8	10.4	6.2	-	-	-
Current liabilities of discontinued operations.	-	-	2.0	-	-	-
Total current liabilities.....	517.4	286.3	269.7	-	3.5	(340.1)
LONG-TERM DEBT.....	-	710.5	591.4	-	200.0	-
<b>DEFERRED CREDITS AND OTHER LIABILITIES</b>						
Accrued pension and benefit obligation .....	24.7	148.6	10.9	-	-	-
Accumulated deferred income taxes.....	13.1	421.5	192.4	-	-	-
Accumulated deferred investment tax credits....	-	47.1	-	-	-	-
Price risk management.....	-	-	0.6	-	-	-
Provision for payments of take or pay gas.....	-	32.5	-	-	-	-
Other.....	3.5	-	0.6	-	-	-
Deferred credits and other liabilities of discontinues operations.....	-	-	9.1	-	-	-

Total deferred credits and other liabilities.	41.3	649.7	213.6	-	-	-
<b>STOCKHOLDERS' EQUITY</b>						
Common stockholders' equity.....	453.6	512.4	430.2	5.0	6.2	(953.9)
Retained earnings.....	604.7	455.2	2.1	(3.3)	-	(454.0)
Accumulated other comprehensive loss, net of tax.....	(8.0)	(63.5)	(2.8)	-	-	-
Total stockholders' equity.....	1,050.3	904.1	429.5	1.7	6.2	(1,407.9)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 1,609.0</b>	<b>\$ 2,550.6</b>	<b>\$ 1,504.2</b>	<b>\$ 1.7</b>	<b>\$ 209.7</b>	<b>\$ (1,748.0)</b>

(In millions)

OGE  
Consolidated  
Statements

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**CURRENT LIABILITIES**

Short-term debt.....	\$ 275.0
Accounts payable.....	254.1
Accounts payable - affiliates.....	-
Advances from parent.....	-
Accounts from subsidiary.....	-
Dividends payable.....	26.1
Customers' deposits.....	33.0
Accrued taxes.....	23.6
Accrued interest.....	35.7
Tax collections payable.....	6.7
Accrued vacation.....	16.9
Long-term debt due within one year.....	21.0
Price risk management.....	13.9
Pipeline imbalance.....	9.4
Other.....	19.4
Current liabilities of discontinued operations.	2.0

Total current liabilities..... 736.8

LONG-TERM DEBT..... 1,501.9

**DEFERRED CREDITS AND OTHER LIABILITIES**

Accrued pension and benefit obligation .....	184.2
Accumulated deferred income taxes.....	627.0
Accumulated deferred investment tax credits....	47.1
Price risk management.....	0.6
Provision for payments of take or pay gas.....	32.5
Other.....	4.1
Deferred credits and other liabilities of discontinued operations.....	9.1

Total deferred credits and other liabilities. 904.6

**STOCKHOLDERS' EQUITY**

Common stockholders' equity.....	453.5
Retained earnings.....	604.7
Accumulated other comprehensive loss, net of tax.....	(74.3)

Total stockholders' equity..... 983.9

**TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....** **\$ 4,127.2**

Exhibit A

OGE Energy Corp.  
Consolidating Statement of Income  
Year Ended December 31, 2002  
(Unaudited)

(In millions, except per share data)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
OPERATING REVENUES.....	\$ -	\$ 1,388.0	\$ 1,684.0	\$ -	\$ -	\$ (48.1)
COST OF GOODS SOLD.....	-	695.8	1,472.6	-	-	(48.1)
Gross margin on revenues.....	-	692.2	211.4	-	-	-
Other operation and maintenance.....	(14.0)	282.9	101.1	-	-	-
Depreciation and amortization.....	10.1	123.1	49.3	-	-	-
Impairment of assets.....	1.8	-	48.3	-	-	-
Taxes other than income.....	2.5	47.1	15.7	-	-	-
OPERATING INCOME (LOSS).....	(0.4)	239.1	(3.0)	-	-	-
OTHER INCOME (EXPENSE)						
Other income.....	1.5	0.7	1.5	-	-	-
Other expense.....	1.0	3.1	0.6	-	-	-
Net other income (expense).....	0.5	(2.4)	0.9	-	-	-

INTEREST INCOME (EXPENSE)						
Interest income.....	1.6	1.2	1.1	0.2	17.3	(19.7)
Interest on long-term debt.....	-	(38.1)	(48.1)	-	-	-
Interest on trust preferred securities.....	-	-	-	-	(17.3)	-
Allowance for borrowed funds used during construction.....	-	0.9	-	-	-	-
Interest on short-term debt and other interest charges.....	(23.3)	(3.0)	(1.6)	-	-	19.7
Net interest income (expense).....	(21.7)	(39.0)	(48.6)	0.2	-	-
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES.....						
	(21.6)	197.7	(50.7)	0.2	-	-
INCOME TAX EXPENSE (BENEFIT).....	(7.9)	71.6	(19.2)	0.1	-	-
INCOME (LOSS) FROM CONTINUING OPERATIONS.....	(13.7)	126.1	(31.5)	0.1	-	-
DISCONTINUED OPERATIONS						
Income from discontinued operations.....	-	-	8.4	-	-	-
Income tax benefit.....	-	-	(1.4)	-	-	-
Income from discontinued operations.....	-	-	9.8	-	-	-
INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(13.7)	126.1	(21.7)	0.1	-	-
INCOME FROM SUBSIDIARIES.....	104.5	-	-	-	-	(104.5)
NET INCOME (LOSS).....	\$ 90.8	\$ 126.1	\$ (21.7)	\$ 0.1	\$ -	\$ (104.5)

BASIC AVERAGE COMMON SHARES OUTSTANDING.....	78.1
DILUTED AVERAGE COMMON SHARES OUTSTANDING.....	78.2

BASIC EARNINGS PER AVERAGE COMMON SHARE	
Income from continuing operations.....	\$ 1.04
Income from discontinued operations, net of tax.....	0.12
NET INCOME.....	\$ 1.16

DILUTED EARNINGS PER AVERAGE COMMON SHARE	
Income from continuing operations.....	\$ 1.04
Income from discontinued operations, net of tax.....	0.12
NET INCOME.....	\$ 1.16

(In millions, except per share data)	OGE Consolidated Statements
OPERATING REVENUES.....	\$ 3,023.9
COST OF GOODS SOLD.....	2,120.3
Gross margin on revenues.....	903.6
Other operation and maintenance.....	370.0
Depreciation and amortization.....	182.5
Impairment of assets.....	50.1
Taxes other than income.....	65.3
OPERATING INCOME (LOSS).....	235.7
OTHER INCOME (EXPENSE)	
Other income.....	3.7
Other expense.....	4.7
Net other income (expense).....	(1.0)
INTEREST INCOME (EXPENSE)	
Interest income.....	1.7
Interest on long-term debt.....	(86.2)
Interest on trust preferred securities.....	(17.3)
Allowance for borrowed funds used during construction.....	0.9
Interest on short-term debt and other interest charges.....	(8.2)
Net interest income (expense).....	(109.1)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES.....	125.6
INCOME TAX EXPENSE (BENEFIT).....	44.6
INCOME (LOSS) FROM CONTINUING OPERATIONS.....	81.0
DISCONTINUED OPERATIONS	
Income from discontinued operations.....	8.4
Income tax benefit.....	(1.4)
Income from discontinued operations.....	9.8
INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	90.8

INCOME FROM SUBSIDIARIES.....	-
NET INCOME (LOSS).....	\$ 90.8
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BASIC AVERAGE COMMON SHARES OUTSTANDING.....	78.1
DILUTED AVERAGE COMMON SHARES OUTSTANDING.....	78.2
BASIC EARNINGS PER AVERAGE COMMON SHARE	
Income from continuing operations.....	\$ 1.04
Income from discontinued operations, net of tax.....	0.12
NET INCOME.....	\$ 1.16
=====	
DILUTED EARNINGS PER AVERAGE COMMON SHARE	
Income from continuing operations.....	\$ 1.04
Income from discontinued operations, net of tax.....	0.12
NET INCOME.....	\$ 1.16
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Exhibit A

OGE Energy Corp.  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
BALANCE AT BEGINNING OF PERIOD.....	\$ 617.9	\$ 433.1	\$ 34.0	\$ (3.4)	\$ (463.7)	\$ 617.9
ADD: Net income (loss).....	90.8	126.1	(21.7)	0.1	(104.5)	90.8
Total.....	708.7	559.2	12.3	(3.3)	(568.2)	708.7
DEDUCT: Dividends declared on common stock.....	104.0	104.0	10.2	-	(114.2)	104.0
BALANCE AT END OF PERIOD.....	\$ 604.7	\$ 455.2	\$ 2.1	\$ (3.3)	\$ (454.0)	\$ 604.7
=====						

(In millions)	OGE Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ 617.9
ADD: Net income (loss).....	90.8
Total.....	708.7
DEDUCT: Dividends declared on common stock.....	104.0
BALANCE AT END OF PERIOD.....	\$ 604.7
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Exhibit A

Enogex Inc.  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering, L.L.C.
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents.....	\$ -	\$ -	\$ 4.5	\$ -	\$ 10.1	\$ -
Accounts receivable, net.....	15.4	9.9	167.5	-	2.0	3.2
Accounts receivable - affiliates.....	0.1	-	-	-	2.9	-
Advances to partent.....	14.5	210.1	-	-	-	-
Fuel inventories.....	1.4	-	32.9	-	-	-
Materials and supplies, at average cost.....	0.7	-	-	-	-	-
Price risk management.....	-	-	17.1	-	-	-
Pipeline imbalance.....	23.3	0.2	16.8	-	0.4	-
Accumulated deferred tax assets.....	2.1	0.2	0.1	-	-	-
Prepayments and other.....	2.0	-	2.4	-	-	-
Current assets of discontinued operations.....	-	10.5	-	66.4	-	-

Total current assets.....	59.5	230.9	241.3	66.4	15.4	3.2
OTHER PROPERTY AND INVESTMENTS, at cost..	554.7	-	0.3	-	-	-
PROPERTY, PLANT AND EQUIPMENT						
In service.....	740.0	69.1	7.4	-	150.7	376.3
Construction work in progress.....	2.3	-	-	-	0.5	1.2
Total property, plant and equipment..	742.3	69.1	7.4	-	151.2	377.5
Less accumulated depreciation.....	116.0	20.8	3.9	-	13.3	116.3
Net property, plant and equipment.....	626.3	48.3	3.5	-	137.9	261.2
In service of discontinued operations..	-	54.2	-	-	-	-
Less accumulated depreciation.....	-	11.4	-	-	-	-
Net property, plant and equipment of discontinued operations.....	-	42.8	-	-	-	-
Net property, plant and equipment..	626.3	91.1	3.5	-	137.9	261.2
DEFERRED CHARGES AND OTHER ASSETS						
Intangible asset - unamortized prior service cost.....	0.5	-	-	-	-	-
Prepaid benefit obligation.....	4.8	-	-	-	-	-
Price risk management.....	8.3	-	4.3	-	-	-
Other.....	6.1	11.5	0.2	-	6.8	13.6
Deferred charges and other assets of discontinued operations.....	-	0.2	-	-	-	-
Total deferred charges and other assets.....	19.7	11.7	4.5	-	6.8	13.6
TOTAL ASSETS.....	\$ 1,260.2	\$ 333.7	\$ 249.6	\$ 66.4	\$ 160.1	\$ 278.0

(In millions)	Consolidating Adjustments	Enogex Consolidated Statements
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents.....	\$ (14.6)	\$ -
Accounts receivable.....	-	198.0
Accounts receivable - affiliates.....	11.4	14.4
Advances to partent.....	(210.1)	14.5
Fuel inventories.....	-	34.3
Materials and supplies, at average cost.....	-	0.7
Price risk management.....	-	17.1
Pipeline imbalance.....	(6.4)	34.3
Accumulated deferred tax assets.....	-	2.4
Prepayments and other.....	-	4.4
Current assets of discontinued operations.....	(72.2)	4.7
Total current assets.....	(291.9)	324.8
OTHER PROPERTY AND INVESTMENTS, at cost..	(551.9)	3.1
PROPERTY, PLANT AND EQUIPMENT		
In service.....	-	1,343.5
Construction work in progress.....	-	4.0
Total property, plant and equipment..	-	1,347.5
Less accumulated depreciation.....	-	270.3
Net property, plant and equipment.....	-	1,077.2
In service of discontinued operations..	-	54.2
Less accumulated depreciation.....	-	11.4
Net property, plant and equipment of discontinued operations.....	-	42.8
Net property, plant and equipment..	-	1,120.0
DEFERRED CHARGES AND OTHER ASSETS		
Intangible asset - unamortized prior service cost.....	-	0.5
Prepaid benefit obligation.....	-	4.8
Price risk management.....	-	12.6
Other.....	-	38.2
Deferred charges and other assets of discontinued operations.....	-	0.2
Total deferred charges and other assets.....	-	56.3
TOTAL ASSETS.....	\$ (843.8)	\$ 1,504.2



Enogex Inc.  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering, L.L.C.
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
<b>CURRENT LIABILITIES</b>						
Accounts payable - affiliates.....	\$ 72.1	\$ 11.4	\$ 14.2	\$ 9.6	\$ (0.9)	\$ 31.3
Advances from parent.....	-	-	60.8	-	66.3	-
Accounts payable.....	53.0	4.7	140.9	-	3.8	-
Accrued taxes.....	5.2	0.4	-	-	1.3	1.4
Accrued interest.....	17.9	-	-	-	0.4	-
Accrued vacation.....	2.9	-	-	-	-	-
Long-term debt due within one year.....	19.0	-	-	-	2.0	-
Price risk management.....	-	-	13.9	-	-	-
Pipeline imbalance.....	15.1	-	-	-	0.7	-
Other.....	5.9	0.3	-	-	-	-
Current liabilities of discontinued operations.....	-	7.4	-	0.6	-	-
<b>Total current liabilities.....</b>	<b>191.1</b>	<b>24.2</b>	<b>229.8</b>	<b>10.2</b>	<b>73.6</b>	<b>32.7</b>
<b>LONG-TERM DEBT.....</b>	<b>514.5</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>76.9</b>	<b>-</b>
<b>DEFERRED CREDITS AND OTHER LIABILITIES</b>						
Accrued pension and benefit obligation.....	10.9	-	-	-	-	-
Accumulated deferred income taxes.....	114.1	20.1	-	-	13.2	45.0
Accumulated deferred investment tax credits.....	-	-	-	-	-	-
Price risk management.....	(0.1)	-	0.7	-	-	-
Other.....	0.3	0.1	-	-	-	0.2
Deferred credits and other liabilities of discontinued operations.....	-	9.1	-	-	-	-
<b>Total deferred credits and other liabilities.....</b>	<b>125.2</b>	<b>29.3</b>	<b>0.7</b>	<b>-</b>	<b>13.2</b>	<b>45.2</b>
<b>STOCKHOLDERS' EQUITY</b>						
Common stockholders' equity.....	430.1	264.4	15.0	12.7	-	200.4
Retained earnings.....	2.1	15.8	4.1	43.5	(3.6)	(0.3)
Accumulated other comprehensive loss, net of tax.....	(2.8)	-	-	-	-	-
<b>Total stockholders' equity.....</b>	<b>429.4</b>	<b>280.2</b>	<b>19.1</b>	<b>56.2</b>	<b>(3.6)</b>	<b>200.1</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 1,260.2</b>	<b>\$ 333.7</b>	<b>\$ 249.6</b>	<b>\$ 66.4</b>	<b>\$ 160.1</b>	<b>\$ 278.0</b>

(In millions)	Consolidating Adjustments	Enogex Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable - affiliates.....	\$ (137.7)	\$ -
Advances from parent.....	(127.1)	-
Accounts payable.....	(14.7)	187.7
Accrued taxes.....	-	8.3
Accrued interest.....	-	18.3
Accrued vacation.....	-	2.9
Long-term debt due within one year.....	-	21.0
Price risk management.....	-	13.9
Pipeline imbalance.....	(6.4)	9.4
Other.....	-	6.2
Current liabilities of discontinued operations.....	(6.0)	2.0
<b>Total current liabilities.....</b>	<b>(291.9)</b>	<b>269.7</b>
<b>LONG-TERM DEBT.....</b>	<b>-</b>	<b>591.4</b>
<b>DEFERRED CREDITS AND OTHER LIABILITIES</b>		
Accrued pension and benefit obligation.....	-	10.9
Accumulated deferred income taxes.....	-	192.4
Accumulated deferred investment tax credits.....	-	-
Price risk management.....	-	0.6
Other.....	-	0.6
Deferred credits and other liabilities of discontinued operations.....	-	9.1
<b>Total deferred credits and other liabilities.....</b>	<b>-</b>	<b>213.6</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common stockholders' equity.....	(492.4)	430.2
Retained earnings.....	(59.5)	2.1
Accumulated other comprehensive loss, net of tax.....	-	(2.8)

Total stockholders' equity.....	(551.9)	429.5
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ (843.8)	\$ 1,504.2

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Exhibit A

Enogex Inc.  
Consolidating Statement of Income  
Year Ended December 31, 2002  
(Unaudited)

(In million)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering, L.L.C.
OPERATING REVENUES.....	\$ 368.7	\$ 131.3	\$ 1,350.5	\$ -	\$ 76.0	\$ 47.6
COST OF GOODS SOLD.....	265.4	105.7	1,332.9	-	58.4	0.3
Gross margin on revenues.....	103.3	25.6	17.6	-	17.6	47.3
Other operation and maintenance.....	36.3	16.8	12.5	-	7.0	28.5
Depreciation and amortization.....	15.0	5.6	3.8	-	3.5	21.4
Impairment of assets.....	1.7	40.5	-	-	-	6.1
Taxes other than income.....	10.5	1.1	0.4	-	1.1	2.6
OPERATING INCOME (LOSS).....	39.8	(38.4)	0.9	-	6.0	(11.3)
OTHER INCOME (EXPENSES)						
Other income.....	0.7	-	-	-	0.6	0.2
Other expense.....	0.1	-	-	-	0.4	0.1
Net other income.....	0.6	-	-	-	0.2	0.1
INTEREST INCOME (EXPENSES)						
Interest income.....	1.0	-	-	-	0.1	-
Interest on long-term debt.....	(42.8)	-	-	-	(5.3)	-
Interest on short-term debt and other interest charges.....	(1.1)	-	-	-	(0.5)	-
Net interest expense.....	(42.9)	-	-	-	(5.7)	-
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES.....	(2.5)	(38.4)	0.9	-	0.5	(11.2)
INCOME TAX EXPENSE (BENEFIT).....	(1.0)	(14.8)	0.4	-	0.2	(4.0)
INCOME (LOSS) FROM CONTINUED OPERATIONS..	(1.5)	(23.6)	0.5	-	0.3	(7.2)
DISCONTINUED OPERATIONS						
Income from discontinued operations....	8.4	3.1	-	5.3	-	-
Income tax expense (benefit).....	(1.4)	0.6	-	(2.0)	-	-
Income from discontinued operations....	9.8	2.5	-	7.3	-	-
INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	8.3	(21.1)	0.5	7.3	0.3	(7.2)
LOSS FROM SUBSIDIARIES.....	(30.0)	-	-	-	-	-
NET INCOME (LOSS).....	\$ (21.7)	\$ (21.1)	\$ 0.5	\$ 7.3	\$ 0.3	\$ (7.2)

(In millions)	Consolidating Adjustments	Enogex Consolidated Statements
OPERATING REVENUES.....	\$ (290.1)	\$ 1,684.0
COST OF GOODS SOLD.....	(290.1)	1,472.6
Gross margin on revenues.....	-	211.4
Other operation and maintenance.....	-	101.1
Depreciation and amortization.....	-	49.3
Impairment of assets.....	-	48.3
Taxes other than income.....	-	15.7
OPERATING INCOME (LOSS).....	-	(3.0)
OTHER INCOME (EXPENSES)		
Other income.....	-	1.5
Other expense.....	-	0.6
Net other income.....	-	0.9
INTEREST INCOME (EXPENSES)		
Interest income.....	-	1.1
Interest on long-term debt.....	-	(48.1)
Interest on short-term debt and other interest charges.....	-	(1.6)

Net interest expense.....	-	(48.6)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES.....	-	(50.7)
INCOME TAX EXPENSE (BENEFIT).....	-	(19.2)
INCOME (LOSS) FROM CONTINUED OPERATIONS..	-	(31.5)
DISCONTINUED OPERATIONS		
Income from discontinued operations....	(8.4)	8.4
Income tax expense (benefit).....	1.4	(1.4)
Income from discontinued operations....	(9.8)	9.8
INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(9.8)	(21.7)
LOSS FROM SUBSIDIARIES.....	30.0	-
NET INCOME (LOSS).....\$	20.2	\$ (21.7)

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Exhibit A

Enogex Inc.  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering, L.L.C.
BALANCE AT BEGINNING OF PERIOD.....	\$ 34.0	\$ 16.3	\$ 3.6	\$ 36.2	\$ (3.9)	\$ 21.0
ADD: Net income (loss).....	(21.7)	(21.1)	0.5	7.3	0.3	(7.2)
Merged equity from Transok.....	-	20.6	-	-	-	(14.1)
Total.....	12.3	15.8	4.1	43.5	(3.6)	(0.3)
DEDUCT: Dividends declared on common stock.....	10.2	-	-	-	-	-
BALANCE AT END OF PERIOD.....	\$ 2.1	\$ 15.8	\$ 4.1	\$ 43.5	\$ (3.6)	\$ (0.3)

(In millions)	Transok Holding, LLC	Enogex Products Corporation Consolidating Adjustments	Enogex Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (26.7)	\$ (46.5)	\$ 34.0
ADD: Net income (loss).....	-	20.2	(21.7)
Merged equity from Transok.....	26.7	(33.2)	-
Total.....	-	(59.5)	12.3
DEDUCT: Dividends declared on common stock.....	-	-	10.2
BALANCE AT END OF PERIOD.....	\$ -	\$ (59.5)	\$ 2.1

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Exhibit A

Enogex Products Corporation  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	Enogex Products Corporation	NuStar Joint Venture	Consolidating Adjustments	EPC Consolidated Statements
ASSETS				
CURRENT ASSETS				
Accounts receivable, net.....	\$ 9.9	\$ -	\$ -	\$ 9.9
Advances to parent.....	210.1	-	-	210.1
Pipeline imbalance.....	0.2	-	-	0.2
Accumulated deferred tax assets.....	0.2	-	-	0.2
Current assets of discontinued operations.....	-	10.6	(0.1)	10.5
Total current assets.....	220.4	10.6	(0.1)	230.9

OTHER PROPERTY AND INVESTMENTS, at cost.....	36.4	-	(36.4)	-
PROPERTY, PLANT & EQUIPMENT				
Property, plant and equipment.....	69.1	-	-	69.1
Less accumulated depreciation.....	20.8	-	-	20.8
Net property, plant and equipment.....	48.3	-	-	48.3
In service of discontinued operations.....	-	54.2	-	54.2
Less accumulated depreciation.....	-	11.4	-	11.4
Net property, plant and equipment of discontinued operations.....	-	42.8	-	42.8
Net property, plant and equipment.....	48.3	42.8	-	91.1
DEFERRED CHARGES AND OTHER ASSETS				
Other.....	11.5	-	-	11.5
Deferred charges and other assets of discontinued operations.....	-	0.2	-	0.2
Total deferred charges and other assets.....	11.5	0.2	-	11.7
TOTAL ASSETS.....	\$ 316.6	\$ 53.6	\$ (36.5)	\$ 333.7

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Exhibit A

Enogex Products Corporation  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	Enogex Products Corporation	NuStar Joint Venture	Consolidating Adjustments	EPC Consolidated Statements
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts payable - affiliates.....	\$ 10.7	\$ -	\$ 0.7	\$ 11.4
Accounts payable.....	4.8	-	(0.1)	4.7
Accrued taxes.....	0.4	-	-	0.4
Other.....	0.3	-	-	0.3
Current liabilities of discontinued operations..	-	8.1	(0.7)	7.4
Total current liabilities.....	16.2	8.1	(0.1)	24.2
DEFERRED CREDITS AND OTHER LIABILITIES				
Accumulated deferred income taxes.....	20.1	-	-	20.1
Other.....	0.1	-	-	0.1
Deferred credits and other liabilities of discontinued operations.....	-	-	9.1	9.1
Total deferred credits and other liabilities..	20.2	-	9.1	29.3
STOCKHOLDERS' EQUITY				
Common stockholders' equity.....	264.4	22.4	(22.4)	264.4
Retained earnings.....	15.8	23.1	(23.1)	15.8
Total stockholders' equity.....	280.2	45.5	(45.5)	280.2
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 316.6	\$ 53.6	\$ (36.5)	\$ 333.7

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Exhibit A

Enogex Products Corporation  
Consolidating Statement of Income  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	Enogex Products Corporation	Belvan Corporation	NuStar Joint Venture	Consolidating Adjustments	EPC Consolidated Statement
OPERATING REVENUES.....	\$ 131.3	\$ -	\$ -	\$ -	\$ 131.3
COST OF GOODS SOLD.....	105.7	-	-	-	105.7
Gross margin on revenues.....	25.6	-	-	-	25.6
Other operation and maintenance.....	16.8	-	-	-	16.8
Depreciation and amortization.....	5.6	-	-	-	5.6

Impairment of assets.....	40.5	-	-	-	40.5
Taxes other than income.....	1.1	-	-	-	1.1
-----					
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES.....	(38.4)	-	-	-	(38.4)
INCOME TAX BENEFIT.....	(14.8)	-	-	-	(14.8)
-----					
INCOME (LOSS) FROM CONTINUED OPERATIONS.....	(23.6)	-	-	-	(23.6)
DISCONTINUED OPERATIONS					
Income (loss) from discontinued operations.....	3.1	(0.1)	1.7	(1.6)	3.1
Income tax expense.....	0.6	-	-	-	0.6
-----					
Income (loss) from discontinued operations.....	2.5	(0.1)	1.7	(1.6)	2.5
-----					
NET INCOME (LOSS).....	\$ (21.1)	\$ (0.1)	\$ 1.7	\$ (1.6)	\$ (21.1)
=====					

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Exhibit A

Enogex Products Corporation  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	Enogex Products Corporation	Belvan Corporation	Belvan Partners, L.P.	Todd Ranch Partners, L.P.	NuStar Joint Venture	Consolidating Adjustments
BALANCE AT BEGINNING OF PERIOD.....	\$ 16.3	\$ (0.8)	\$ (3.7)	\$ (1.1)	\$ 21.4	\$ (15.8)
ADD: Net income (loss).....	(21.1)	(0.1)	-	-	1.7	(1.6)
Merged equity from Transok.....	20.6	-	-	-	-	-
Sale of Belvan.....	-	0.9	3.7	1.1	-	(5.7)
-----						
BALANCE AT END OF PERIOD.....	\$ 15.8	\$ -	\$ -	\$ -	\$ 23.1	\$ (23.1)
=====						

(In millions)	EPC Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ 16.3
ADD: Net income (loss).....	(21.1)
Merged equity from Transok.....	20.6
Sale of Belvan.....	-
-----	
BALANCE AT END OF PERIOD.....	\$ 15.8
=====	

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents.....	\$ -	\$ 10.1	\$ -	\$ 10.1
Accounts receivable, net.....	-	2.0	-	2.0
Accounts receivable - affiliates.....	-	3.2	(0.3)	2.9
Pipeline imbalance.....	-	0.4	-	0.4
-----				
Total current assets.....	-	15.7	(0.3)	15.4
OTHER PROPERTY AND INVESTMENTS, at cost.....	80.8	-	(80.8)	-
PROPERTY, PLANT & EQUIPMENT				
In service.....	-	189.6	(38.9)	150.7
Construction work in progress.....	-	0.5	-	0.5
-----				
Total property, plant and equipment.....	-	190.1	(38.9)	151.2
Less accumulated depreciation.....	-	30.5	(17.2)	13.3
-----				
Net property, plant and equipment.....	-	159.6	(21.7)	137.9
DEFERRED CHARGES AND OTHER ASSETS				

Other.....	-	10.4	(3.6)	6.8
TOTAL ASSETS.....	\$ 80.8	\$ 185.7	\$ (106.4)	\$ 160.1

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts payable - affiliates.....	\$ (0.6)	\$ -	\$ (0.3)	\$ (0.9)
Advances from parent.....	66.3	-	-	66.3
Accounts payable.....	-	3.8	-	3.8
Accrued taxes.....	0.6	0.7	-	1.3
Accrued interest.....	-	0.4	-	0.4
Long-term debt due within one year.....	-	2.0	-	2.0
Pipeline imbalance.....	-	0.7	-	0.7
Total current liabilities.....	66.3	7.6	(0.3)	73.6
LONG-TERM DEBT.....	7.9	69.0	-	76.9
<b>DEFERRED CREDITS AND OTHER LIABILITIES</b>				
Accumulated deferred income taxes.....	13.2	-	-	13.2
<b>STOCKHOLDERS' EQUITY</b>				
Common stockholders' equity.....	-	115.3	(115.3)	-
Retained earnings.....	(6.6)	(6.2)	9.2	(3.6)
Total stockholders' equity.....	(6.6)	109.1	(106.1)	(3.6)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 80.8	\$ 185.7	\$ (106.4)	\$ 160.1

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Statement of Income  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
OPERATING REVENUES.....	\$ -	\$ 76.0	\$ -	\$ 76.0
COST OF GOODS SOLD.....	-	58.4	-	58.4
Gross margin on revenues.....	-	17.6	-	17.6
Other operation and maintenance.....	3.1	3.9	-	7.0
Depreciation and amortization.....	-	3.9	(0.4)	3.5
Taxes other than income.....	-	1.1	-	1.1
OPERATING INCOME (LOSS).....	(3.1)	8.7	0.4	6.0
<b>OTHER INCOME (EXPENSE)</b>				
Other income.....	0.1	0.4	0.1	0.6
Other expense.....	-	0.4	-	0.4
Net other income.....	0.1	-	0.1	0.2
<b>INTEREST INCOME (EXPENSES)</b>				
Interest income.....	-	0.1	-	0.1
Interest on long-term debt.....	-	(5.8)	0.5	(5.3)
Interest on short-term debt and other interest charges.....	(0.5)	-	-	(0.5)
Net interest expense.....	(0.5)	(5.7)	0.5	(5.7)
INCOME (LOSS) BEFORE TAXES.....	(3.5)	3.0	1.0	0.5
INCOME TAX EXPENSE.....	0.2	-	-	0.2
INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(3.7)	3.0	1.0	0.3
INCOME FROM SUBSIDIARIES.....	3.4	-	(3.4)	-

NET INCOME (LOSS).....	\$	(0.3)	\$	3.0	\$	(2.4)	\$	0.3
		=====		=====		=====		=====

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (6.3)	\$ (9.2)	\$ 11.6	\$ (3.9)
ADD: Net income (loss).....	(0.3)	3.0	(2.4)	0.3
BALANCE AT END OF PERIOD.....	\$ (6.6)	\$ (6.2)	\$ 9.2	\$ (3.6)
	=====	=====	=====	=====

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Exhibit A

NOARK Pipeline System, LP  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	Ozark Gas Gathering, L.L.C.	NOARK Pipeline Finance, L.L.C.	Consolidating Adjustments
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents.....	\$ 11.5	\$ -	\$ -	\$ -	\$ (1.4)
Accounts receivable, net.....	-	1.1	0.9	-	-
Accounts receivable - affiliates.....	-	1.3	2.5	2.4	(3.0)
Advances to parent.....	-	65.0	-	-	(65.0)
Pipeline imbalance.....	-	1.4	-	-	(1.0)
Total current assets.....	11.5	68.8	3.4	2.4	(70.4)
OTHER PROPERTY AND INVESTMENTS, at cost.....	189.7	-	-	-	(189.7)
<b>PROPERTY, PLANT &amp; EQUIPMENT</b>					
In service.....	-	180.3	9.3	-	-
Construction work in progress.....	-	0.5	-	-	-
Total property, plant and equipment.....	-	180.8	9.3	-	-
Less accumulated depreciation.....	-	29.1	1.4	-	-
Net property, plant and equipment.....	-	151.7	7.9	-	-
<b>DEFERRED CHARGES AND OTHER ASSETS</b>					
Other.....	1.8	8.6	-	69.0	(69.0)
<b>TOTAL ASSETS.....</b>	<b>\$ 203.0</b>	<b>\$ 229.1</b>	<b>\$ 11.3</b>	<b>\$ 71.4</b>	<b>\$ (329.1)</b>
	=====	=====	=====	=====	=====

(In millions)	NOARK Consolidated Statements
<b>ASSETS</b>	
<b>CURRENT ASSETS:</b>	
Cash and cash equivalents.....	\$ 10.1
Accounts receivable.....	2.0
Accounts receivable - affiliates.....	3.2
Advances to parent.....	-
Pipeline imbalance.....	0.4
Total current assets.....	15.7
OTHER PROPERTY AND INVESTMENTS, at cost.....	-
<b>PROPERTY, PLANT &amp; EQUIPMENT</b>	
In service.....	189.6
Construction work in progress.....	0.5
Total property, plant and equipment.....	190.1
Less accumulated depreciation.....	30.5
Net property, plant and equipment.....	159.6
<b>DEFERRED CHARGES AND OTHER ASSETS</b>	
Other.....	10.4

TOTAL ASSETS..... \$ 185.7  
=====

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Exhibit A

NOARK Pipeline System, LP  
Consolidating Balance Sheet  
December 31, 2002  
(Unaudited)

(In millions)	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	NOARK Energy Services, L.L.C.	Ozark Gas Gathering, L.L.C.	NOARK Pipeline Finance, L.L.C.
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Accounts payable - affiliates.....	\$ 22.9	\$ -	\$ 36.3	\$ 6.7	\$ -
Accounts payable.....	-	0.2	-	4.9	-
Accrued taxes.....	-	0.7	-	-	-
Accrued interest.....	-	-	-	-	0.4
Long-term debt due within one year.....	2.0	-	-	-	2.0
Pipeline imbalance.....	-	0.7	-	1.1	-
Total current liabilities.....	24.9	1.6	36.3	12.7	2.4
LONG-TERM DEBT.....	69.0	-	-	-	69.0
<b>STOCKHOLDERS' EQUITY</b>					
Common stockholders' equity.....	115.3	171.5	-	2.0	-
Retained earnings.....	(6.2)	56.0	(36.3)	(3.4)	-
Total stockholders' equity.....	109.1	227.5	(36.3)	(1.4)	-
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 203.0</b>	<b>\$ 229.1</b>	<b>\$ -</b>	<b>\$ 11.3</b>	<b>\$ 71.4</b>

(In millions)	Consolidating Adjustments	NOARK Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable - affiliates.....	\$ (65.9)	\$ -
Accounts payable.....	(1.3)	3.8
Accrued taxes.....	-	0.7
Accrued interest.....	-	0.4
Long-term debt due within one year.....	(2.0)	2.0
Pipeline imbalance.....	(1.1)	0.7
Total current liabilities.....	(70.3)	7.6
LONG-TERM DEBT.....	(69.0)	69.0
<b>STOCKHOLDERS' EQUITY</b>		
Common stockholders' equity.....	(173.5)	115.3
Retained earnings.....	(16.3)	(6.2)
Total stockholders' equity.....	(189.8)	109.1
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ (329.1)</b>	<b>\$ 185.7</b>

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Exhibit A

NOARK Pipeline System, LP  
Consolidating Statement of Income  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	NOARK Energy Services, L.L.C.	Ozark Gas Gathering, L.L.C.	NOARK Pipeline Finance, L.L.C.
OPERATING REVENUES.....	\$ -	\$ 26.9	\$ 4.7	\$ 55.8	\$ -
COST OF GOODS SOLD.....	-	0.6	11.5	57.7	-
Gross margin on revenues.....	-	26.3	(6.8)	(1.9)	-
Other operation and maintenance.....	(1.9)	5.2	-	0.6	-
Depreciation and amortization.....	-	3.5	-	0.4	-
Taxes other than income.....	-	1.1	-	-	-



OPERATING INCOME (LOSS).....	1.9	16.5	(6.8)	(2.9)	-
OTHER INCOME (EXPENSE)					
Other income.....	-	0.4	-	-	-
Other expense.....	-	0.4	-	-	-
Net other income (expense).....	-	-	-	-	-
INTEREST INCOME (EXPENSES)					
Interest income.....	0.1	-	-	-	5.2
Interest on long-term debt.....	(5.3)	(0.5)	-	-	(5.2)
Net interest income (expenses).....	(5.2)	(0.5)	-	-	-
INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(3.3)	16.0	(6.8)	(2.9)	-
INCOME FROM SUBSIDIARIES.....	6.3	-	-	-	-
NET INCOME (LOSS).....	\$ 3.0	\$ 16.0	\$ (6.8)	\$ (2.9)	\$ -

(In millions)	NOARK	
	Consolidating Adjustments	Consolidated Statements
OPERATING REVENUES.....	\$ (11.4)	\$ 76.0
COST OF GOODS SOLD.....	(11.4)	58.4
Gross margin on revenues.....	-	17.6
Other operation and maintenance.....	-	3.9
Depreciation and amortization.....	-	3.9
Taxes other than income.....	-	1.1
OPERATING INCOME (LOSS).....	-	8.7
OTHER INCOME (EXPENSE)		
Other income.....	-	0.4
Other expense.....	-	0.4
Net other income (expense).....	-	-
INTEREST INCOME (EXPENSES)		
Interest income.....	(5.2)	0.1
Interest on long-term debt.....	5.2	(5.8)
Net interest income (expenses).....	-	(5.7)
INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	-	3.0
INCOME FROM SUBSIDIARIES.....	(6.3)	-
NET INCOME (LOSS).....	\$ (6.3)	\$ 3.0

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Exhibit A

NOARK Pipeline System, LP  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2002  
(Unaudited)

(In millions)	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	NOARK Energy Services, L.L.C.	Ozark Gas Gathering, L.L.C.	Consolidating Adjustments
BALANCE AT BEGINNING OF PERIOD.....	\$ (9.2)	\$ 40.0	\$ (29.5)	\$ (0.5)	\$ (10.0)
ADD: Net income (loss).....	3.0	16.0	(6.8)	(2.9)	(6.3)
BALANCE AT END OF PERIOD.....	\$ (6.2)	\$ 56.0	\$ (36.3)	\$ (3.4)	\$ (16.3)

(in millions)	NOARK Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (9.2)
ADD: Net income (loss).....	3.0
BALANCE AT END OF PERIOD.....	(6.2)

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