

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 located in Oklahoma City, Oklahoma. At December 31, 1998, the Company was not engaged in any business independent of that conducted through its subsidiaries, Oklahoma Gas and Electric Company ("OG&E"), Enogex Inc. ("Enogex") and Origen Inc. ("Origen").

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 most recent Form 10-K Annual Report (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, 1998, Enogex had five wholly-owned active subsidiaries: Enogex Products Corporation, OGE Energy Resources Inc., Enogex Exploration Corporation, Enogex Arkansas Pipeline Corporation and Enogex Gas Gathering LLC. At December 31, 1998, Enogex Products Corporation owned one hundred percent interests in the Belvan Corp., the Belvan partnership and the Todd Ranch partnership, and an eighty percent interest in the NuStar Joint Venture. Enogex Arkansas Pipeline Corporation owned a seventy-five percent interest in the NOARK partnership. The NOARK partnership owned one hundred percent interests in the Ozark Gas Transmission LLC, the AWP LLC, the NOARK Energy Services LLC, the Ozark Gas Gathering

LLC and the NOARK Pipeline Finance LLC. Enogex and each of its subsidiaries were incorporated under the laws of the State of Oklahoma. The subsidiaries of Enogex: own and operate gas processing plants in Oklahoma and west Texas; are engaged in the gathering, transmission and processing of natural gas; are engaged in the buying, selling and brokering of energy (natural gas, electricity and natural gas liquids); and are engaged in the drilling for and production of crude oil and natural gas. The subsidiaries of Enogex are not "public utility companies" within the meaning of the Act.

Origen is a wholly-owned non-regulated subsidiary of the Company. At December 31, 1998, Origen had two wholly-owned active subsidiaries: OGE Energy Technologies and Geothermal Design and Engineering, Inc. ("GD&E"). Origen and each of its subsidiaries were incorporated under the laws of the State of Oklahoma. Origen is currently involved in the development of energy related products and services.

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.

The principal properties of OG&E are described in the above mentioned Form 10-K Annual Report (File No. 1-1097) on file with the Commission.

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.

None	by Company
24,370,200,000	Kwh by OG&E

(b) Number of Kwh of electric energy and Mcf of natural or manufactured gas distributed at retail outside the State in which each such company is organized.

None	by Company
2,369,280,000	Kwh by OG&E

(c) Number of Kwh of electric energy and Mcf of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.

None	by Company
1,526,965,000	Kwh by OG&E

(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.

None	by Company
528,621,000	Kwh by OG&E

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.

(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, 1998, the Company did not hold directly or indirectly any interest in an EWG or a foreign utility company.

EXHIBITS

- A. Consolidating Statement of Income and Retained Earnings for the year ended December 31, 1998, and Consolidating Balance Sheet as of December 31, 1998, for OGE Energy Corp. (the "Company") and its subsidiary companies.
- B. Financial Data Schedule.
- C. An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

Exhibit C is not applicable. At December 31, 1998, the Company did not hold directly or indirectly any interest in an EWG or a foreign utility company.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 26th day of February 1999.

OGE ENERGY CORP.  
(Registrant)

By                   /s/ Donald R. Rowlett  
-----  
                    Donald R. Rowlett  
                    Controller Corporate Accounting

CORPORATE SEAL

Attest:

                  /s/ Irma B. Elliott  
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                  Irma B. Elliott  
                  Vice President and Secretary

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

Donald R. Rowlett, Controller Corporate Accounting  
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P. O. BOX 321, Oklahoma City, Oklahoma 73101-0321  
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EXHIBIT INDEX

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Exhibit

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Description

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- A. Consolidating Statement of Income and Retained Earnings for the year ended December 31, 1998, and Consolidating Balance Sheet as of December 31, 1998, for OGE Energy Corp. (the "Company") and its subsidiary companies.
- B. Financial Data Schedule.

OGE Energy Corp.  
Consolidating Statement of Income  
Year Ended December 31, 1998

(dollars in thousands except per share data)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	Consolidating Adjustments	OGE Consolidated Statements
OPERATING REVENUES.....	\$ -	\$ 1,312,078	\$ 505,506	\$ 965	\$ (200,812)	\$ 1,617,737
OPERATING EXPENSES:						
Fuel.....	-	356,781	-	-	(41,587)	315,194
Purchased power.....	-	240,542	-	-	-	240,542
Gas and electricity purchased for resale.....	-	-	375,657	-	(159,225)	216,432
Other operation and maintenance.....	(3,838)	239,614	66,447	2,883	-	305,106
Depreciation.....	2,378	116,214	31,178	48	-	149,818
Current income taxes.....	(49)	86,527	(1,009)	(747)	-	84,722
Deferred income taxes, net.....	67	24,197	4,809	(1)	-	29,072
Deferred investment tax credits, net.....	-	(5,150)	-	-	-	(5,150)
Taxes other than income.....	1,442	43,130	6,587	29	-	51,188
Total operating expenses.....	-	1,101,855	483,669	2,212	(200,812)	1,386,924
OPERATING INCOME.....	-	210,223	21,837	(1,247)	-	230,813
OTHER INCOME AND DEDUCTIONS:						
Interest income.....	4,861	2,315	1,897	287	(5,799)	3,561
Other.....	933	(3,329)	4,593	-	-	2,197
Income from subsidiaries.....	166,881	-	-	-	(166,881)	-
Net other income and deductions .....	172,675	(1,014)	6,490	287	(172,680)	5,758
INTEREST CHARGES:						
Interest on long-term debt.....	-	44,515	16,341	-	-	60,856
Allowance for borrowed funds used during construction.....	-	(1,071)	-	-	-	(1,071)
Other.....	7,536	5,427	3,524	226	(5,799)	10,914
Total interest charges, net.....	7,536	48,871	19,865	226	(5,799)	70,699
NET INCOME (LOSS).....	165,139	160,338	8,462	(1,186)	(166,881)	165,872
PREFERRED DIVIDEND REQUIREMENTS.....	-	733	-	-	-	733
EARNINGS AVAILABLE FOR COMMON.....	\$ 165,139	\$ 159,605	\$ 8,462	\$ (1,186)	\$ (166,881)	\$ 165,139
AVERAGE COMMON SHARES OUTSTANDING (thousands).....	80,772					80,772
EARNINGS PER AVERAGE COMMON SHARE.....	\$ 2.04					\$ 2.04

OGE Energy Corp.  
 Consolidating Statement of Retained Earnings  
 Year Ended December 31, 1998

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	Consolidating Adjustments	OGE Consolidated Statements
	-----	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ 472,063	\$ 338,947	\$ 16,139	\$ (728)	\$ (354,358)	\$ 472,063
ADD - net income (loss).....	165,139	160,338	8,462	(1,186)	(166,881)	165,872
Total.....	637,202	499,285	24,601	(1,914)	(521,239)	637,935
DEDUCT:						
Cash dividends declared on preferred stock.....	-	733	-	-	-	733
Cash dividends declared on common stock.....	107,434	157,426	4,000	-	(161,426)	107,434
Total Cash Dividends.....	107,434	158,159	4,000	-	(161,426)	108,167
BALANCE AT END OF PERIOD.....	\$ 529,768	\$ 341,126	\$ 20,601	\$ (1,914)	\$ (359,813)	\$ 529,768
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OGE Energy Corp.  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	Consolidating Adjustments	OGE Consolidated Statements
	-----	-----	-----	-----	-----	-----
<b>ASSETS</b>						
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>						
In service.....	\$ 25,470	\$ 3,674,732	\$ 704,761	\$ 298	\$ -	\$ 4,405,261
Construction work in progress.....	-	28,439	7,571	-	-	36,010
	-----	-----	-----	-----	-----	-----
Total property, plant and equipment....	25,470	3,703,171	712,332	298	-	4,441,271
Less accumulated depreciation.....	1,191	1,727,472	185,982	76	-	1,914,721
	-----	-----	-----	-----	-----	-----
Net property, plant and equipment.....	24,279	1,975,699	526,350	222	-	2,526,550
OTHER PROPERTY AND INVESTMENTS, at cost....	1,072,284	17,454	2,899	2,973	(1,063,928)	31,682
<b>CURRENT ASSETS:</b>						
Cash and cash equivalents.....	-	312	-	66	-	378
Accounts receivable - customers, less reserve of \$3,342.....	-	91,434	49,801	-	-	141,235
Accounts receivable - affiliates.....	99,867	-	16,443	-	(116,310)	-
Accrued utility revenues.....	-	22,500	-	-	-	22,500
Accounts receivable-other.....	324	7,723	4,787	68	-	12,902
Fuel inventories, at LIFO cost.....	-	47,081	10,207	-	-	57,288
Materials and supplies, at average cost..	91	25,894	3,749	-	-	29,734
Prepayments and other.....	284	28,641	2,626	-	-	31,551
Accumulated deferred tax assets.....	94	6,889	827	1	-	7,811
	-----	-----	-----	-----	-----	-----
Total current assets.....	100,660	230,474	88,440	135	(116,310)	303,399
<b>DEFERRED CHARGES:</b>						
Advance payments for gas.....	-	15,000	-	-	-	15,000
Income taxes recoverable through future rates.....	-	40,731	-	-	-	40,731
Other.....	3,670	40,739	22,158	-	-	66,567
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Total deferred charges.....	3,670	96,470	22,158	-	-	122,298
	-----	-----	-----	-----	-----	-----
<b>TOTAL ASSETS.....</b>	<b>\$1,200,893</b>	<b>\$ 2,320,097</b>	<b>\$ 639,847</b>	<b>\$ 3,330</b>	<b>\$ (1,180,238)</b>	<b>\$ 2,983,929</b>
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OGE Energy Corp.  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	Consolidating Adjustments	OGE Consolidated Statements
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<b>CAPITALIZATION AND LIABILITIES</b>						
<b>CAPITALIZATION:</b>						
Common stock and retained earnings.....	\$1,043,382	\$ 853,571	\$ 207,270	\$ 3,087	\$ (1,063,928)	\$ 1,043,382
Cumulative preferred stock.....	-	-	-	-	-	-
Long-term debt.....	-	702,912	232,671	-	-	935,583
	-----	-----	-----	-----	-----	-----
Total capitalization.....	1,043,382	1,556,483	439,941	3,087	(1,063,928)	1,978,965
<b>CURRENT LIABILITIES:</b>						
Short-term debt.....	119,100	-	-	-	-	119,100
Accounts payable - affiliates.....	-	67,045	49,270	(5)	(116,310)	-
Accounts payable - other.....	2,336	45,536	49,044	20	-	96,936
Dividends payable.....	26,865	-	-	-	-	26,865
Customers' deposits.....	-	23,984	1	-	-	23,985
Accrued taxes.....	8,483	18,932	3,085	-	-	30,500
Accrued interest.....	-	15,931	5,150	-	-	21,081
Long-term debt due within one year.....	-	-	2,000	-	-	2,000
Other.....	2,201	38,642	9,195	228	-	50,266
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Total current liabilities.....	158,985	210,070	117,745	243	(116,310)	370,733
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>						
Accrued pension and benefit obligation .....	(1,654)	18,162	1,444	-	-	17,952
Accumulated deferred income taxes.....	-	462,886	69,054	-	-	531,940
Accumulated deferred investment tax credits.....	-	67,728	-	-	-	67,728
Other.....	180	4,768	11,663	-	-	16,611
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Total deferred credits and other liabilities..	(1,474)	553,544	82,161	-	-	634,231
	-----	-----	-----	-----	-----	-----
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$1,200,893</b>	<b>\$ 2,320,097</b>	<b>\$ 639,847</b>	<b>\$ 3,330</b>	<b>\$ (1,180,238)</b>	<b>\$ 2,983,929</b>
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Enogex  
Consolidating Statement of Income  
Year Ended December 31, 1998

(dollars in thousands)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering LLC
OPERATING REVENUES.....	\$ 19,627	\$ 51,314	\$ 401,708	\$ 21,524	\$ 17,274	\$ 46,140
OPERATING EXPENSES:						
Gas purchased for resale.....	-	23,726	395,133	-	8,877	-
Purchased Power.....	-	-	-	-	-	-
Other operation and maintenance.....	7,590	22,337	5,519	8,907	2,570	20,010
Depreciation.....	7,713	3,249	1,276	8,388	2,641	7,911
Current income taxes.....	1,122	(1,475)	(136)	(3,537)	(1,739)	4,756
Deferred income taxes, net.....	(1,238)	1,281	16	2,082	923	1,745
Taxes other than income.....	1,650	627	157	49	1,201	2,903
Total operating expenses.....	16,837	49,745	401,965	15,889	14,473	37,325
OPERATING INCOME.....	2,790	1,569	(257)	5,635	2,801	8,815
OTHER INCOME AND DEDUCTIONS:						
Interest income.....	8,636	46	22	1	530	-
Other.....	124	1,114	552	28	3,259	-
Income from subsidiaries.....	10,642	-	-	-	-	-
Net other income and deductions .....	19,402	1,160	574	29	3,789	-
INTEREST CHARGES:						
Interest on long-term debt.....	13,730	-	-	-	2,611	-
Other.....	-	2,984	590	2,009	5,279	-
Total interest charges, net.....	13,730	2,984	590	2,009	7,890	-
NET INCOME (LOSS).....	\$ 8,462	\$ (255)	\$ (273)	\$ 3,655	\$ (1,300)	\$ 8,815

(dollars in thousands)	Consolidating Adjustments	Enogex Consolidated Statements
OPERATING REVENUES.....	\$ (52,081)	\$ 505,506
OPERATING EXPENSES:		
Gas purchased for resale.....	(52,079)	375,657
Purchased Power.....	-	-
Other operation and maintenance.....	(486)	66,447
Depreciation.....	-	31,178
Current income taxes.....	-	(1,009)
Deferred income taxes, net.....	-	4,809
Taxes other than income.....	-	6,587
Total operating expenses.....	(52,565)	483,669
OPERATING INCOME.....	484	21,837
OTHER INCOME AND DEDUCTIONS:		
Interest income.....	(7,338)	1,897
Other.....	(484)	4,593
Income from subsidiaries.....	(10,642)	-
Net other income and deductions .....	(18,464)	6,490
INTEREST CHARGES:		
Interest on long-term debt.....	-	16,341
Other.....	(7,338)	3,524
Total interest charges, net.....	(7,338)	19,865
NET INCOME (LOSS).....	\$ (10,642)	\$ 8,462

Enogex  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 1998

(dollars in thousands)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering LLC
BALANCE AT BEGINNING OF PERIOD.....	\$ 16,321	\$ 5,673	\$ 719	\$ 6,943	\$ -	\$ -
ADD - net income (loss).....	8,462	(255)	(273)	3,655	(1,300)	8,815
Total.....	24,783	5,418	446	10,598	(1,300)	8,815
DEDUCT:						
Cash dividends declared on common stock.....	4,000	-	-	-	-	-
Other.....	-	-	-	-	-	-
Total Cash Dividends.....	4,000	-	-	-	-	-
BALANCE AT END OF PERIOD.....	\$ 20,783	\$ 5,418	\$ 446	\$ 10,598	\$ (1,300)	\$ 8,815

(dollars in thousands)	Consolidating Adjustments	Enogex Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (13,517)	\$ 16,139
ADD - net income (loss).....	(10,642)	8,462
Total.....	(24,159)	24,601
DEDUCT:		
Cash dividends declared on common stock.....	-	4,000
Other.....	-	-
Total Cash Dividends.....	-	4,000
BALANCE AT END OF PERIOD.....	\$ (24,159)	\$ 20,601

Enogex  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering LLC
<b>ASSETS</b>						
<b>PROPERTY, PLANT &amp; EQUIPMENT</b>						
In service.....	\$192,494	\$ 75,730	\$ 1,208	\$ 90,658	\$ 154,395	\$ 190,276
Construction work in progress.....	2	287	2,648	-	1,273	3,361
	-----	-----	-----	-----	-----	-----
Total property, plant and equipment..	192,496	76,017	3,856	90,658	155,668	193,637
Less accumulated depreciation.....	64,987	8,846	94	32,448	16,954	62,653
	-----	-----	-----	-----	-----	-----
Net property, plant and equipment.....	127,509	67,171	3,762	58,210	138,714	130,984
OTHER PROPERTY AND INVESTMENTS, at cost..	48,739	-	5	64	8,200	-
<b>CURRENT ASSETS:</b>						
Cash and cash equivalents.....	-	560	3,519	-	1,327	-
Accounts receivable - customers, less reserve of \$901.....	2,432	3,370	36,494	2,236	5,269	-
Accounts receivable - affiliates.....	169,486	-	14,098	-	1,275	-
Accrued utility revenues.....	-	-	-	-	-	-
Accounts receivable-other.....	1,307	439	5	-	3,036	-
Fuel inventories, at LIFO cost.....	-	-	10,267	-	-	-
Materials and supplies, at average cost.....	2,905	258	-	15	571	-
Prepayments and other.....	1,013	72	160	1,330	51	-
Accumulated deferred tax assets.....	544	-	248	35	-	-
	-----	-----	-----	-----	-----	-----
Total current assets.....	177,687	4,699	64,791	3,616	11,529	-
DEFERRED CHARGES	996	3,552	7,002	122	2,944	7,626
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TOTAL ASSETS.....	\$354,931	\$ 75,422	\$ 75,560	\$ 62,012	\$ 161,387	\$ 138,610
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(dollars in thousands)	Consolidating Adjustments	Enogex Consolidated Statements
<b>ASSETS</b>		
<b>PROPERTY, PLANT &amp; EQUIPMENT</b>		
In service.....	\$ -	\$ 704,761
Construction work in progress.....	-	7,571
	-----	-----
Total property, plant and equipment..	-	712,332
Less accumulated depreciation.....	-	185,982
	-----	-----
Net property, plant and equipment.....	-	526,350
OTHER PROPERTY AND INVESTMENTS, at cost..	(54,109)	2,899
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents.....	(5,406)	-
Accounts receivable - customers, less reserve of \$901.....	-	49,801
Accounts receivable - affiliates.....	(168,416)	16,443
Accrued utility revenues.....	-	-
Accounts receivable-other.....	-	4,787
Fuel inventories, at LIFO cost.....	(60)	10,207
Materials and supplies, at average cost.....	-	3,749
Prepayments and other.....	-	2,626
Accumulated deferred tax assets.....	-	827
	-----	-----
Total current assets.....	(173,882)	88,440
DEFERRED CHARGES	(84)	22,158
	-----	-----
TOTAL ASSETS.....	\$ (228,075)	\$ 639,847
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Enogex  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering LLC
<b>CAPITALIZATION AND LIABILITIES</b>						
<b>CAPITALIZATION:</b>						
Common stock and retained earnings.....	\$ 72,295	\$ 9,132	\$ 15,448	\$ 23,349	\$ (1,299)	\$ 135,013
Long-term debt.....	150,000	-	-	-	82,671	-
Total capitalization.....	222,295	9,132	15,448	23,349	81,372	135,013
<b>CURRENT LIABILITIES:</b>						
Accounts payable - affiliates.....	55,537	48,527	14,180	27,018	70,352	4
Accounts payable - other.....	1,205	2,265	41,644	125	3,805	-
Customers' deposits.....	1	-	-	-	-	-
Accrued taxes.....	640	435	12	12	842	1,144
Accrued interest.....	4,289	-	-	-	861	-
Long-term debt due within one year.....	-	-	-	-	2,000	-
Other.....	7,906	2,055	4,134	1,461	1,113	-
Total current liabilities.....	69,578	53,282	59,970	28,616	78,973	1,148
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>						
Accrued pension and benefit obligation.	1,440	-	4	-	-	-
Accumulated deferred income taxes.....	52,153	5,935	19	10,047	923	-
Other.....	9,465	7,073	119	-	119	2,449
Total deferred credits and other liabilities.....	63,058	13,008	142	10,047	1,042	2,449
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$354,931</b>	<b>\$ 75,422</b>	<b>\$ 75,560</b>	<b>\$ 62,012</b>	<b>\$ 161,387</b>	<b>\$ 138,610</b>

(dollars in thousands)	Consolidating Adjustments	Enogex Consolidated Statements
<b>CAPITALIZATION AND LIABILITIES</b>		
<b>CAPITALIZATION:</b>		
Common stock and retained earnings.....	\$ (46,668)	\$ 207,270
Long-term debt.....	-	232,671
Total capitalization.....	(46,668)	439,941
<b>CURRENT LIABILITIES:</b>		
Accounts payable - affiliates.....	(166,348)	49,270
Accounts payable - other.....	-	49,044
Customers' deposits.....	-	1
Accrued taxes.....	-	3,085
Accrued interest.....	-	5,150
Long-term debt due within one year.....	-	2,000
Other.....	(7,474)	9,195
Total current liabilities.....	(173,822)	117,745
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>		
Accrued pension and benefit obligation.	-	1,444
Accumulated deferred income taxes.....	(23)	69,054
Other.....	(7,562)	11,663
Total deferred credits and other liabilities.....	(7,585)	82,161
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$ (228,075)</b>	<b>\$ 639,847</b>

Enogex Products Corporation  
Consolidating Statement of Income  
Year Ended December 31, 1998

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
OPERATING REVENUES.....	\$ 25,034	\$ -	\$ 4,007	\$ 848	\$ 21,425
OPERATING EXPENSES:					
Gas purchased for resale.....	6,974	-	3,043	649	13,060
Other operation and maintenance.....	16,114	123	915	170	5,015
Depreciation.....	1,200	4	233	104	1,708
Current income taxes.....	(1,475)	-	-	-	-
Deferred income taxes, net.....	1,281	-	-	-	-
Taxes other than income.....	336	5	26	(7)	267
	-----	-----	-----	-----	-----
Total operating expenses.....	24,430	132	4,217	916	20,050
OPERATING INCOME.....	604	(132)	(210)	(68)	1,375
OTHER INCOME AND DEDUCTIONS:					
Interest income.....	2	7	-	-	37
Other.....	2,071	-	246	82	500
	-----	-----	-----	-----	-----
Net other income and deductions.....	2,073	7	246	82	537
INTEREST CHARGES.....	2,932	9	-	-	43
	-----	-----	-----	-----	-----
NET INCOME (LOSS).....	\$ (255)	\$ (134)	\$ 36	\$ 14	\$ 1,869
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
OPERATING REVENUES.....	\$ -	\$ 51,314
OPERATING EXPENSES:		
Gas purchased for resale.....	-	23,726
Other operation and maintenance.....	-	22,337
Depreciation.....	-	3,249
Current income taxes.....	-	(1,475)
Deferred income taxes, net.....	-	1,281
Taxes other than income.....	-	627
	-----	-----
Total operating expenses.....	-	49,745
OPERATING INCOME.....	-	1,569
OTHER INCOME AND DEDUCTIONS:		
Interest income.....	-	46
Other.....	(1,785)	1,114
	-----	-----
Net other income and deductions.....	(1,785)	1,160
INTEREST CHARGES.....	-	2,984
	-----	-----
NET INCOME (LOSS).....	\$ (1,785)	\$ (255)
	=====	=====

Enogex Products Corporation  
 Consolidating Statement of Retained Earnings  
 Year Ended December 31, 1998

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ 5,673	\$ -	\$ -	\$ -	\$ 1,525
ADD - net income (loss).....	(255)	(134)	36	14	1,869
BALANCE AT END OF PERIOD.....	\$ 5,418	\$ (134)	\$ 36	\$ 14	\$ 3,394
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ (1,525)	\$ 5,673
ADD - net income (loss).....	(1,785)	(255)
BALANCE AT END OF PERIOD.....	\$ (3,310)	\$ 5,418
	=====	=====

Enogex Products Corporation  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
ASSETS					
PROPERTY, PLANT & EQUIPMENT:					
In service.....	\$ 23,117	\$ 59	\$ 10,431	\$ 2,017	\$ 40,106
Construction work in progress.....	8	-	92	-	187
	-----	-----	-----	-----	-----
Total property, plant and equipment.....	23,125	59	10,523	2,017	40,293
Less accumulated depreciation.....	5,893	4	233	47	2,669
	-----	-----	-----	-----	-----
Net property, plant and equipment.....	17,232	55	10,290	1,970	37,624
OTHER PROPERTY AND INVESTMENTS, at cost.....	43,785	134	-	-	-
CURRENT ASSETS:					
Cash and cash equivalents.....	-	134	-	-	959
Accounts receivable - customers.....	468	846	-	-	2,056
Accounts receivable - affiliates.....	-	171	-	757	-
Accounts receivable-other.....	204	4	-	-	231
Materials and supplies, at average cost.....	-	-	-	-	258
Prepayments and other.....	34	27	-	-	11
	-----	-----	-----	-----	-----
Total current assets.....	706	1,182	-	757	3,515
DEFERRED CHARGES.....	1,737	-	43	1,648	124
	-----	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 63,460	\$ 1,371	\$ 10,333	\$ 4,375	\$ 41,263
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
ASSETS		
PROPERTY, PLANT & EQUIPMENT:		
In service.....	\$ -	\$ 75,730
Construction work in progress.....	-	287
	-----	-----
Total property, plant and equipment.....	-	76,017
Less accumulated depreciation.....	-	8,846
	-----	-----
Net property, plant and equipment.....	-	67,171
OTHER PROPERTY AND INVESTMENTS, at cost.....	(43,919)	-
CURRENT ASSETS:		
Cash and cash equivalents.....	(533)	560
Accounts receivable - customers.....	-	3,370
Accounts receivable - affiliates.....	(928)	-
Accounts receivable-other.....	-	439
Materials and supplies, at average cost.....	-	258
Prepayments and other.....	-	72
	-----	-----
Total current assets.....	(1,461)	4,699
DEFERRED CHARGES.....	-	3,552
	-----	-----
TOTAL ASSETS.....	\$ (45,380)	\$ 75,422
	=====	=====

Enogex Products Corporation  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
<b>CAPITALIZATION AND LIABILITIES</b>					
<b>CAPITALIZATION:</b>					
Common stock and retained earnings.....	\$ 9,132	\$ 180	\$ 9,435	\$ 4,169	\$ 37,669
	-----	-----	-----	-----	-----
Total capitalization.....	9,132	180	9,435	4,169	37,669
<b>CURRENT LIABILITIES:</b>					
Accounts payable - affiliates.....	46,720	536	-	-	1,271
Accounts payable - other.....	563	686	1	-	1,015
Accrued taxes.....	89	1	76	6	263
Other.....	968	(1)	821	200	1,528
	-----	-----	-----	-----	-----
Total current liabilities.....	48,340	1,222	898	206	4,077
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>					
Accumulated deferred income taxes.....	5,935	-	-	-	-
Other.....	53	(31)	-	-	(483)
	-----	-----	-----	-----	-----
Total deferred credits and other liabilities..	5,988	(31)	-	-	(483)
	-----	-----	-----	-----	-----
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$ 63,460</b>	<b>\$ 1,371</b>	<b>\$ 10,333</b>	<b>\$ 4,375</b>	<b>\$ 41,263</b>
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
<b>CAPITALIZATION AND LIABILITIES</b>		
<b>CAPITALIZATION:</b>		
Common stock and retained earnings.....	\$ (51,453)	\$ 9,132
	-----	-----
Total capitalization.....	(51,453)	9,132
<b>CURRENT LIABILITIES:</b>		
Accounts payable - affiliates.....	-	48,527
Accounts payable - other.....	-	2,265
Accrued taxes.....	-	435
Other.....	(1,461)	2,055
	-----	-----
Total current liabilities.....	(1,461)	53,282
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>		
Accumulated deferred income taxes.....	-	5,935
Other.....	7,534	7,073
	-----	-----
Total deferred credits and other liabilities..	7,534	13,008
	-----	-----
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$ (45,380)</b>	<b>\$ 75,422</b>
	=====	=====

Enogex Arkansas Pipeline Corporation  
Consolidating Statement of Income  
Year Ended December 31, 1998

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ 17,274	\$ -	\$ 17,274
OPERATING EXPENSES:				
Gas purchased for resale.....	-	8,877	-	8,877
Other operation and maintenance.....	40	2,530	-	2,570
Depreciation.....	(364)	3,005	-	2,641
Current income taxes.....	(1,739)	-	-	(1,739)
Deferred income taxes, net.....	923	-	-	923
Taxes other than income.....	1	1,200	-	1,201
	-----	-----	-----	-----
Total operating expenses.....	(1,139)	15,612	-	14,473
OPERATING INCOME.....	1,139	1,662	-	2,801
OTHER INCOME AND DEDUCTIONS:				
Interest income.....	513	17	-	530
Other.....	(1,010)	155	4,114	3,259
	-----	-----	-----	-----
Net other income and deductions.....	(497)	172	4,114	3,789
INTEREST CHARGES.....	1,942	5,948	-	7,890
	-----	-----	-----	-----
NET INCOME (LOSS).....	\$ (1,300)	\$ (4,114)	\$ 4,114	\$ (1,300)
	=====	=====	=====	=====

Enogex Arkansas Pipeline Corporation  
 Consolidating Statement of Retained Earnings  
 Year Ended December 31, 1998

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ -	\$ -	\$ -
ADD - net income (loss).....	(1,300)	(4,114)	4,114	(1,300)
	-----	-----	-----	-----
BALANCE AT END OF PERIOD.....	\$ (1,300)	\$ (4,114)	\$ 4,114	\$ (1,300)
	=====	=====	=====	=====

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
ASSETS				
PROPERTY, PLANT & EQUIPMENT:				
In service.....	\$ 21	\$177,783	\$ (23,409)	\$ 154,395
Construction work in progress.....	-	1,273	-	1,273
	-----	-----	-----	-----
Total property, plant and equipment.....	21	179,056	(23,409)	155,668
Less accumulated depreciation.....	3	17,126	(175)	16,954
	-----	-----	-----	-----
Net property, plant and equipment.....	18	161,930	(23,234)	138,714
OTHER PROPERTY AND INVESTMENTS, at cost.....	73,504	-	(65,304)	8,200
CURRENT ASSETS:				
Cash and cash equivalents.....	-	1,327	-	1,327
Accounts receivable - customers.....	-	5,269	-	5,269
Accounts receivable - affiliates.....	-	2,317	(1,042)	1,275
Accrued utility revenues.....	-	-	-	-
Accounts receivable-other.....	3,036	-	-	3,036
Fuel inventories, at LIFO cost.....	-	-	-	-
Materials and supplies, at average cost.....	-	571	-	571
Prepayments and other.....	-	51	-	51
Accumulated deferred tax assets.....	-	-	-	-
	-----	-----	-----	-----
Total current assets.....	3,036	9,535	(1,042)	11,529
DEFERRED CHARGES.....	-	13,431	(10,487)	2,944
	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 76,558	\$184,896	\$ (100,067)	\$ 161,387
	=====	=====	=====	=====

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
<b>CAPITALIZATION AND LIABILITIES</b>				
<b>CAPITALIZATION:</b>				
Common stock and retained earnings.....	\$ (1,593)	\$ 99,319	\$ (99,025)	\$ (1,299)
Long-term debt.....	5,671	77,000	-	82,671
	-----	-----	-----	-----
Total capitalization.....	4,078	176,319	(99,025)	81,372
<b>CURRENT LIABILITIES:</b>				
Accounts payable - affiliates.....	71,394	-	(1,042)	70,352
Accounts payable - other.....	-	3,805	-	3,805
Accrued taxes.....	(227)	1,069	-	842
Accrued interest.....	390	471	-	861
Long-term debt due within one year.....	-	2,000	-	2,000
Other.....	-	1,113	-	1,113
	-----	-----	-----	-----
Total current liabilities.....	71,557	8,458	(1,042)	78,973
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>				
Accumulated deferred income taxes.....	923	-	-	923
Other.....	-	119	-	119
	-----	-----	-----	-----
Total deferred credits and other liabilities..	923	119	-	1,042
	-----	-----	-----	-----
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$ 76,558</b>	<b>\$184,896</b>	<b>\$ (100,067)</b>	<b>\$ 161,387</b>
	=====	=====	=====	=====

NOARK Pipeline System LP  
Consolidating Statement of Income  
Year Ended December 31, 1998

(dollars in thousands)	NOARK Pipeline System LP	Ozark Gas Transmission LLC	AWP LLC	NOARK Energy Services LLC	Ozark Gas Gathering LLC	NOARK Pipeline Finance LLC
OPERATING REVENUES.....	\$ 3,453	\$ 5,762	\$ 168	\$ 9,835	\$ 8,018	\$ -
OPERATING EXPENSES:						
Gas purchased for resale.....	-	-	-	11,767	7,072	-
Other operation and maintenance.....	1,294	989	8	-	239	-
Depreciation.....	2,177	689	37	-	102	-
Taxes other than income.....	629	513	37	-	21	-
Total operating expenses.....	4,100	2,191	82	11,767	7,434	-
OPERATING INCOME.....	(647)	3,571	86	(1,932)	584	-
OTHER INCOME AND DEDUCTIONS:						
Interest income.....	17	-	-	-	-	3,061
Other.....	2,460	149	-	-	9	-
Net other income and deductions.....	2,477	149	-	-	9	3,061
INTEREST CHARGES.....	5,944	3	1	-	-	3,061
NET INCOME (LOSS).....	\$ (4,114)	\$ 3,717	\$ 85	\$ (1,932)	\$ 593	\$ -

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
OPERATING REVENUES.....	\$ (9,962)	\$ 17,274
OPERATING EXPENSES:		
Gas purchased for resale.....	(9,962)	8,877
Other operation and maintenance.....	-	2,530
Depreciation.....	-	3,005
Taxes other than income.....	-	1,200
Total operating expenses.....	(9,962)	15,612
OPERATING INCOME.....	-	1,662
OTHER INCOME AND DEDUCTIONS:		
Interest income.....	(3,061)	17
Other.....	(2,463)	155
Net other income and deductions.....	(5,524)	172
INTEREST CHARGES.....	(3,061)	5,948
NET INCOME (LOSS).....	\$ (2,463)	\$ (4,114)

NOARK Pipeline System LP  
 Consolidating Statement of Retained Earnings  
 Year Ended December 31, 1998

(dollars in thousands)	NOARK Pipeline System LP	Ozark Gas Transmission LLC	AWP LLC	NOARK Energy Services LLC	Ozark Gas Gathering LLC	NOARK Pipeline Finance LLC
	-----	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ADD - net income (loss).....	(4,114)	3,717	85	(1,932)	593	-
BALANCE AT END OF PERIOD.....	\$ (4,114)	\$ 3,717	\$ 85	\$ (1,932)	\$ 593	\$ -
	=====	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ -
ADD - net income (loss).....	(2,463)	(4,114)
BALANCE AT END OF PERIOD.....	\$ (2,463)	\$ (4,114)
	=====	=====

NOARK Pipeline System LP  
Consolidating Balance Sheet  
Year Ended December 31, 1998

(dollars in thousands)	NOARK Pipeline System LP	Ozark Gas Transmission LLC	AWP LLC	NOARK Energy Services LLC	Ozark Gas Gathering LLC	NOARK Pipeline Finance LLC
<b>ASSETS</b>						
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>						
In service.....	\$ -	\$ 173,241	\$ 2,327	\$ -	\$ 2,215	\$ -
Construction work in progress.....	-	-	-	-	1,273	-
<b>Total property, plant and equipment.....</b>	<b>-</b>	<b>173,241</b>	<b>2,327</b>	<b>-</b>	<b>3,488</b>	<b>-</b>
Less accumulated depreciation.....	-	16,326	499	-	301	-
<b>Net property, plant and equipment.....</b>	<b>-</b>	<b>156,915</b>	<b>1,828</b>	<b>-</b>	<b>3,187</b>	<b>-</b>
OTHER PROPERTY AND INVESTMENTS, at cost.....	176,891	-	-	-	-	-
<b>CURRENT ASSETS:</b>						
Cash and cash equivalents.....	1,317	-	10	-	-	-
Accounts receivable - customers.....	1,281	1,880	131	1,884	93	-
Accounts receivable - affiliates.....	-	5,156	21	-	1,360	2,471
Materials and supplies, at average cost.....	-	571	-	-	-	-
Prepayments and other.....	20	20	11	-	-	-
<b>Total current assets.....</b>	<b>2,618</b>	<b>7,627</b>	<b>173</b>	<b>1,884</b>	<b>1,453</b>	<b>2,471</b>
DEFERRED CHARGES.....	2,155	11,160	116	-	-	77,000
<b>TOTAL ASSETS.....</b>	<b>\$ 181,664</b>	<b>\$ 175,702</b>	<b>\$ 2,117</b>	<b>\$ 1,884</b>	<b>\$ 4,640</b>	<b>\$ 79,471</b>

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
<b>ASSETS</b>		
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>		
In service.....	\$ -	\$ 177,783
Construction work in progress.....	-	1,273
<b>Total property, plant and equipment.....</b>	<b>-</b>	<b>179,056</b>
Less accumulated depreciation.....	-	17,126
<b>Net property, plant and equipment.....</b>	<b>-</b>	<b>161,930</b>
OTHER PROPERTY AND INVESTMENTS, at cost.....	(176,891)	-
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents.....	-	1,327
Accounts receivable - customers.....	-	5,269
Accounts receivable - affiliates.....	(6,691)	2,317
Materials and supplies, at average cost.....	-	571
Prepayments and other.....	-	51
<b>Total current assets.....</b>	<b>(6,691)</b>	<b>9,535</b>
DEFERRED CHARGES.....	(77,000)	13,431
<b>TOTAL ASSETS.....</b>	<b>\$ (260,582)</b>	<b>\$ 184,896</b>

NOARK Pipeline System LP  
Consolidating Balance Sheet  
Year Ended December 31, 1998

(dollars in thousands)	NOARK Pipeline System LP	Ozark Gas Transmission LLC	AWP LLC	NOARK Energy Services LLC	Ozark Gas Gathering LLC	NOARK Pipeline Finance LLC
	-----	-----	-----	-----	-----	-----
<b>CAPITALIZATION AND LIABILITIES</b>						
<b>CAPITALIZATION:</b>						
Common stock and retained earnings.....	\$ 99,319	\$ 174,133	\$ 2,078	\$ (1,931)	\$ 2,611	\$ -
Long-term debt.....	77,000	-	-	-	-	77,000
	-----	-----	-----	-----	-----	-----
Total capitalization.....	176,319	174,133	2,078	(1,931)	2,611	77,000
<b>CURRENT LIABILITIES:</b>						
Accounts payable - affiliates.....	2,649	-	-	1,571	-	-
Accounts payable - other.....	225	16	12	1,597	1,955	-
Accrued taxes.....	-	1,030	27	-	12	-
Accrued interest.....	471	-	-	-	-	-
Long-term debt due within one year.....	2,000	-	-	-	-	2,000
Other.....	-	523	-	528	62	471
	-----	-----	-----	-----	-----	-----
Total current liabilities.....	5,345	1,569	39	3,696	2,029	2,471
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>						
Other.....	-	-	-	119	-	-
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities..	-	-	-	119	-	-
	-----	-----	-----	-----	-----	-----
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$ 181,664</b>	<b>\$ 175,702</b>	<b>\$ 2,117</b>	<b>\$ 1,884</b>	<b>\$ 4,640</b>	<b>\$ 79,471</b>
	=====	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
<b>CAPITALIZATION AND LIABILITIES</b>		
<b>CAPITALIZATION:</b>		
Common stock and retained earnings.....	\$ (176,891)	\$ 99,319
Long-term debt.....	(77,000)	77,000
	-----	-----
Total capitalization.....	(253,891)	176,319
<b>CURRENT LIABILITIES:</b>		
Accounts payable - affiliates.....	(4,220)	-
Accounts payable - other.....	-	3,805
Accrued taxes.....	-	1,069
Accrued interest.....	-	471
Long-term debt due within one year.....	(2,000)	2,000
Other.....	(471)	1,113
	-----	-----
Total current liabilities.....	(6,691)	8,458
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>		
Other.....	-	119
	-----	-----
Total deferred credits and other liabilities..	-	119
	-----	-----
<b>TOTAL CAPITALIZATION AND LIABILITIES.....</b>	<b>\$ (260,582)</b>	<b>\$ 184,896</b>
	=====	=====

Origen  
Consolidating Statement of Income  
Year Ended December 31, 1998

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	GD&E	Consolidating Adjustments	Origen Consolidated Statements
	-----	-----	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ -	\$ 965	\$ -	\$ 965
OPERATING EXPENSES:					
Other operation and maintenance.....	221	795	1,867	-	2,883
Depreciation.....	-	-	48	-	48
Current income taxes.....	(22)	(359)	(366)	-	(747)
Deferred Income Taxes.....	-	-	(1)	-	(1)
Taxes other than income.....	6	23	-	-	29
Total operating expenses.....	205	459	1,548	-	2,212
OPERATING INCOME.....	(205)	(459)	(583)	-	(1,247)
OTHER INCOME AND DEDUCTIONS:					
Interest income.....	282	-	5	-	287
Other.....	(570)	-	-	570	-
Income from subsidiaries.....	(579)	-	-	579	-
Net other income and deductions.....	(867)	-	5	1,149	287
INTEREST CHARGES.....	114	112	-	-	226
NET INCOME (LOSS).....	\$ (1,186)	\$ (571)	\$ (578)	\$ 1,149	\$ (1,186)
	=====	=====	=====	=====	=====

Origen  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 1998

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	GD&E	Consolidating Adjustments	Origen Consolidated Statements
	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ (728)	\$ (966)	\$ (336)	\$ 1,302	\$ (728)
ADD - net income (loss).....	(1,186)	(571)	(578)	1,149	(1,186)
BALANCE AT END OF PERIOD.....	\$ (1,914)	\$ (1,537)	\$ (914)	\$ 2,451	\$ (1,914)
	=====	=====	=====	=====	=====

Origen  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	GD&E	Consolidating Adjustments	Origen Consolidated Statements
	-----	-----	-----	-----	-----
ASSETS					
PROPERTY, PLANT & EQUIPMENT:					
In service.....	\$ -	\$ -	\$ 298	\$ -	\$ 298
	-----	-----	-----	-----	-----
Total property, plant and equipment.....	-	-	298	-	298
Less accumulated depreciation.....	-	-	76	-	76
	-----	-----	-----	-----	-----
Net property, plant and equipment.....	-	-	222	-	222
OTHER PROPERTY AND INVESTMENTS, at cost.....	1,523	-	-	1,450	2,973
CURRENT ASSETS:					
Cash and cash equivalents.....	-	-	66	-	66
Accounts receivable - affiliates.....	2,504	-	-	(2,504)	-
Accounts receivable - other.....	-	-	68	-	68
Accumulated deferred tax assets.....	-	-	1	-	1
	-----	-----	-----	-----	-----
Total current assets.....	2,504	-	135	(2,504)	135
	-----	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 4,027	\$ -	\$ 357	\$ (1,054)	\$ 3,330
	=====	=====	=====	=====	=====

Origen  
Consolidating Balance Sheet  
December 31, 1998

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	GD&E	Consolidating Adjustments	Origen Consolidated Statements
	-----	-----	-----	-----	-----
CAPITALIZATION AND LIABILITIES					
CAPITALIZATION:					
Common stock and retained earnings.....	\$ 3,087	\$ (1,536)	\$ 86	\$ 1,450	\$ 3,087
	-----	-----	-----	-----	-----
Total capitalization.....	3,087	(1,536)	86	1,450	3,087
CURRENT LIABILITIES:					
Accounts payable - affiliates.....	929	1,536	34	(2,504)	(5)
Accounts payable - other.....	11	-	9	-	20
Accrued taxes.....	-	-	-	-	-
Other.....	-	-	228	-	228
	-----	-----	-----	-----	-----
Total current liabilities.....	940	1,536	271	(2,504)	243
DEFERRED CREDITS AND OTHER LIABILITIES.....					
	-----	-----	-----	-----	-----
TOTAL CAPITALIZATION AND LIABILITIES.....	\$ 4,027	\$ -	\$ 357	\$ (1,054)	\$ 3,330
	=====	=====	=====	=====	=====

OPUR3

This schedule contains summary financial information extracted from the OGE Energy Corp. Consolidated Statement of Income and Balance Sheet as reported on Form U-3A-2 as of December 31, 1998 and is qualified in its entirety by reference to such Form U-3A-2.

1,000

YEAR	
DEC-31-1998	
JAN-1-1998	
DEC-31-1998	
PER-BOOK	
	2,983,929
1,617,737	
	165,872