

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

OG E 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.

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

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 principally in the State of Oklahoma and does not currently extend beyond the State and the contiguous 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 Inc. is a wholly-owned subsidiary of the Company. Enogex Inc. has three wholly-owned subsidiaries: Enogex Products Corporation, Enogex Services Corporation and Enogex Exploration

Corporation. Enogex Inc. also owns an eighty percent interest in Centoma Gas Systems Inc. Enogex Inc. and each of its subsidiaries were incorporated under the laws of the State of Oklahoma. Enogex Inc. owns and operates a natural gas pipeline system that 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 Inc. 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"). The subsidiaries of Enogex Inc.: own and operate gas processing plants in Oklahoma; are engaged in the gathering and processing of natural gas and the marketing of natural gas liquids; are engaged in the buying, selling and brokering of natural gas; and are engaged in the exploration for and production of natural gas. The subsidiaries of Enogex Inc. are not "public utility companies" within the meaning of the Act.

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
22,680,254,000	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
2,089,006,000	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
2,381,228,000	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
168,306,000	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. The Company does 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, 1995, and Consolidating Balance Sheet as of December 31, 1995, for Oklahoma Gas and Electric Company ("OG&E") and its subsidiary companies. OGE Energy Corp. (the "Company") was organized on August 4, 1995 by OG&E for the purpose of effecting a share exchange with OG&E and becoming the holding company for OG&E. The Company was minimally capitalized with total assets and capitalization of \$1,000 at December 31, 1995. The Company had no operations until the share exchange became effective on December 31, 1996. For these reasons, no financial information for the Company is included.
- 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. The Company does 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 2nd day of January 1997.

OGE ENERGY CORP.  
(Registrant)

By /s/ A. M. Strecker

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A. M. Strecker  
Vice President and Treasurer

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:

A. M. Strecker, Vice President and Treasurer

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P. O. BOX 321, Oklahoma City, Oklahoma 73101-0321  
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EXHIBIT INDEX

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EXHIBIT

DESCRIPTION

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- B. Financial Data Schedule.



Exhibit A

Oklahoma Gas and Electric Company  
 Consolidating Statement of Retained Earnings  
 12 Months Ended December 31, 1995

(dollars in thousands)	Oklahoma Gas and Electric Company	Enogex Inc.	Enogex Products Corp.	Enogex Services Corp.	Enogex Exploration Corp.	ENGL Corp.	Clinton Gas Transmission Inc.	Centoma Gas Systems Inc.	The Arkla-homa Corp.	Consolidating Adjustments	OG&E Consolidated Statement
BALANCE AT BEGINNING OF PERIOD . . . . .	\$ 409,960	\$ 5,515	\$ (1,135)	\$ (334)	\$ 911	\$ 66	\$ 7	\$ 13	\$ 580	\$ (5,623)	\$409,960
ADD - net income (loss) . . . . .	125,256	13,080	2,357	932	2,393	(403)	(36)	(891)	16	(17,448)	125,256
Total . . . . .	535,216	18,595	1,222	598	3,304	(337)	(29)	(878)	596	(23,071)	535,216
DEDUCT:											
Cash dividends declared on preferred stock . . . . .	2,316	-	-	-	-	-	-	-	-	-	2,316
Cash dividends declared on common stock . . . . .	107,355	12,666	2,197	198	3,171	66	7	-	290	(18,595)	107,355
Total . . . . .	109,671	12,666	2,197	198	3,171	66	7	-	290	(18,595)	109,671
BALANCE AT END OF PERIOD . . . . .	\$ 425,545	\$ 5,929	\$ (975)	\$ 400	\$ 133	\$(403)	\$(36)	\$(878)	\$ 306	\$ (4,476)	\$ 425,545



## Exhibit A

Oklahoma Gas and Electric Company  
Consolidating Balance Sheet  
December 31, 1995

(dollars in thousands)	Oklahoma Gas and Electric Company	Enogex Inc.	Enogex Products Corp.	Enogex Services Corp.	Enogex Explor- ation Corp.	ENGL Corp.	Clinton Gas Transmis- sion Inc.	Centom Gas Systems Inc.	The Arkla- homa Corp.	Consolid- ating Ad- justments	OG&E Consoli- dated Statement
<b>ASSETS</b>											
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>											
In service . . . . .	\$3,523,710	\$292,738	\$24,805	\$ 56	\$51,333	\$ -	\$ -	\$ 6,187	\$2,562	\$ (2,562)	\$3,898,829
Construction work in progress . . . . .	24,446	4,953	306	-	-	-	-	-	-	-	29,705
Total property, plant and equipment . . . . .	3,548,156	297,691	25,111	56	51,333	-	-	6,187	2,562	(2,562)	3,928,534
Less accumulated depreciation . . . . .	1,483,900	87,561	5,060	32	8,451	-	-	270	2,249	(2,249)	1,585,274
Net property, plant and equipment . . . . .	2,064,256	210,130	20,051	24	42,882	-	-	5,917	313	(313)	2,343,260
<b>OTHER PROPERTY AND INVESTMENTS, at cost . . . . .</b>	128,268	25,491	423	-	-	-	-	-	-	(144,239)	9,943
<b>CURRENT ASSETS:</b>											
Cash and cash equivalents	398	225	169	4,658	35	-	-	-	171	(236)	5,420
Accounts receivable - customers, less reserve of \$4,205 . . . . .	102,341	57,432	1,523	17,364	1,739	-	-	3,201	-	(57,327)	126,273
Accrued unbilled revenues	43,550	-	-	-	-	-	-	-	-	-	43,550
Accounts receivable-other	10,925	821	36	12	-	-	-	-	-	(2,642)	9,152
Fuel inventories, at LIFO cost . . . . .	59,277	-	-	1,335	-	-	-	-	-	(256)	60,356
Materials and supplies, at average cost . . . . .	18,856	4,110	30	-	-	-	-	-	-	-	22,996
Prepayments and other . . . . .	3,478	754	12	40	233	-	-	18	-	-	4,535
Accumulated deferred tax assets . . . . .	10,042	447	-	270	-	-	-	-	-	-	10,759
Total current assets . . . . .	248,867	63,789	1,770	23,679	2,007	-	-	3,219	171	(60,461)	283,041
<b>DEFERRED CHARGES:</b>											
Advance payments for gas	6,500	-	-	-	-	-	-	-	-	-	6,500
Income taxes recoverable - through future rates . . . . .	41,934	-	-	-	-	-	-	-	-	-	41,934
Other . . . . .	55,669	2,192	348	9,647	-	-	-	2,670	-	(333)	70,193
Total deferred charges . . . . .	104,103	2,192	348	9,647	-	-	-	2,670	-	(333)	118,627
<b>TOTAL ASSETS . . . . .</b>	<b>\$2,545,494</b>	<b>\$301,602</b>	<b>\$22,592</b>	<b>\$33,350</b>	<b>\$44,889</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$11,806</b>	<b>\$ 484</b>	<b>\$(205,346)</b>	<b>\$2,754,871</b>

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Oklahoma Gas and Electric Company  
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December 31, 1995

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<b>CAPITALIZATION AND LIABILITIES</b>											
<b>CAPITALIZATION:</b>											
Common stock and retained earnings . . . . .	\$ 937,535	\$115,371	\$10,118	\$ 402	\$12,884	\$ -	\$ -	\$ 7,027	\$ 356	\$(146,158)	\$ 937,535
Cummulative preferred stock . . . . .	49,939	-	-	-	-	-	-	-	-	-	49,939
Long-term debt . . . . .	723,862	120,000	-	-	-	-	-	-	-	-	843,862
<b>Total capitalization . . . . .</b>	<b>1,711,336</b>	<b>235,371</b>	<b>10,118</b>	<b>402</b>	<b>12,884</b>	<b>-</b>	<b>-</b>	<b>7,027</b>	<b>356</b>	<b>(146,158)</b>	<b>1,831,336</b>
<b>CURRENT LIABILITIES:</b>											
Short-term debt . . . . .	67,600	-	-	-	-	-	-	-	-	-	67,600
Accounts payable . . . . .	55,275	7,716	7,806	31,668	25,975	-	-	3,683	68	(60,102)	72,089
Dividends payable . . . . .	27,427	-	-	-	-	-	-	-	-	-	27,427
Customers' deposits . . . . .	21,919	1	-	-	-	-	-	-	-	-	21,920
Accrued taxes . . . . .	26,557	1,350	32	(4)	2	-	-	-	-	-	27,937
Accrued interest . . . . .	15,967	3,177	-	-	-	-	-	-	-	-	19,144
Long-term debt due within one year . . . . .	-	-	-	-	-	-	-	-	-	-	-
Accumulated provision for rate refund . . . . .	2,650	-	-	-	-	-	-	-	-	-	2,650
Other . . . . .	30,303	1,852	-	1,233	-	-	-	-	-	-	33,388
<b>Total current liabilities . . . . .</b>	<b>247,698</b>	<b>14,096</b>	<b>7,838</b>	<b>32,897</b>	<b>25,977</b>	<b>-</b>	<b>-</b>	<b>3,683</b>	<b>68</b>	<b>(60,102)</b>	<b>272,155</b>
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>											
Accrued pension and benefit obligation . . . . .	63,984	3,366	-	-	-	-	-	-	-	-	67,350
Accumulated deferred income taxes . . . . .	427,178	46,228	4,636	17	6,023	-	-	1,096	60	(160)	485,078
Accumulated deferred investment tax credits . . . . .	83,178	-	-	-	-	-	-	-	-	-	83,178
Other . . . . .	12,120	2,541	-	34	5	-	-	-	-	1,074	15,774
<b>Total deferred credits and other liabilities . . . . .</b>	<b>586,460</b>	<b>52,135</b>	<b>4,636</b>	<b>51</b>	<b>6,028</b>	<b>-</b>	<b>-</b>	<b>1,096</b>	<b>60</b>	<b>914</b>	<b>651,380</b>
<b>TOTAL CAPITALIZATION AND LIABILITIES . . . . .</b>	<b>\$2,545,494</b>	<b>\$301,602</b>	<b>\$22,592</b>	<b>\$33,350</b>	<b>\$44,889</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$11,806</b>	<b>\$ 484</b>	<b>\$(205,346)</b>	<b>\$2,754,871</b>



This schedule contains summary financial information extracted from the Oklahoma Gas and Electric Company Consolidated Statement of Income and Balance Sheet as reported on Form U-3A-2 as of December 31, 1995 and is qualified in its entirety by reference to such Form U-3A-2.

1,000

YEAR	
	DEC-31-1995
	DEC-31-1995
	PER-BOOK
	2,754,871
1,302,037	
	125,256