

## 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, 2001, 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"), 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 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, 2001, Enogex had six wholly-owned active subsidiaries: Enogex Products Corporation, OGE Energy Resources, Inc., Enogex Exploration Corporation, Enogex Arkansas

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Pipeline Corporation, Enogex Gas Gathering, L.L.C. and Transok Holding, LLC. At December 31, 2001, Enogex Products Corporation owned one hundred percent interests in Belvan Corp., Belvan Partners, L.P. and Todd Ranch Partners, L.P., and an eighty percent interest in NuStar Joint Venture. Enogex Arkansas Pipeline Corporation owned a seventy-five percent interest in NOARK Pipeline System, Limited Partnership. The NOARK Pipeline System, Limited Partnership owned one hundred percent interests in Ozark Gas Transmission, L.L.C., Arkansas Western Pipeline, L.L.C., NOARK Energy Services, L.L.C., Ozark Gas Gathering, L.L.C. and NOARK Pipeline Finance, L.L.C. At February 1, 2001, Arkansas Western Pipeline, L.L.C. was merged into Ozark Gas Transmission L.L.C. Transok Holding, LLC owned a one hundred percent interest in Transok, LLC. Transok, LLC owned one hundred percent interests in Transok Gas Gathering, LLC, Transok Gas Processing, LLC and Transok Gas, LLC. Enogex and five of its subsidiaries were incorporated under the laws of the State of Oklahoma. Transok Holding, LLC and its subsidiaries are Delaware limited liability companies. 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 participate in the drilling for and production of natural gas (some crude, on occasion). 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. 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.

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:*

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(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	22,984,329,000	\$ 1,355,673,506
Wholesale	None	1,956,460,000	65,483,069
Totals		24,940,789,000	\$ 1,421,156,575

(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	2,599,595,000	\$ 1,355,673,506

(c) 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	806,201,000	\$ 29,559,087
State Line	None	329,040,000	10,225,228
Totals		1,135,241,000	\$ 39,784,315

(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	973,978,200	7,782,200	966,196,000
Revenue by OG&E	\$ 57,493,327	\$ 344,196	\$ 39,784,315

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.

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(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, 2001, the Company did not hold directly or indirectly any interest in an EWG or a foreign utility company.

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EXHIBITS

A. Consolidating Statement of Income and Retained Earnings for the year ended December 31, 2001, and Consolidating Balance Sheet as of December 31, 2001, 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, 2001, 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 26th day of February 2002.

OGE ENERGY CORP.  
(Registrant)

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

CORPORATE SEAL

Attest:

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

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## Exhibit

## Description

A. Consolidating Statement of Income and Retained Earnings for the year ended December 31, 2001, and Consolidating Balance Sheet as of December 31, 2001, for OGE Energy Corp. (the "Company") and its subsidiary companies.

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## Exhibit A

OGE Energy Corp.  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	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.....	\$ 32,100	\$ 380	\$ -	\$ 13	\$ -	\$ -
Accounts receivable - customers, less reserve of \$8,863.....	-	98,342	106,813	-	-	-
Accounts receivable - affiliates.....	-	-	515	327	209,680	(210,522)
Advances to parent.....	-	-	65,793	-	-	(65,793)
Accrued unbilled revenues.....	-	35,600	-	-	-	-
Accounts receivable-other, less reserve of \$874.....	280	12,073	4,570	35	-	-
Fuel inventories.....	-	54,882	22,327	-	-	-
Materials and supplies, at average cost..	2,029	32,640	4,067	-	-	-
Prepayments and other.....	1,963	35,480	3,660	-	-	-
Price risk management.....	-	-	21,238	-	-	-
Accumulated deferred tax assets.....	828	7,493	1,714	-	-	-
Total current assets.....	37,200	276,890	230,697	375	209,680	(276,315)
OTHER PROPERTY AND INVESTMENTS, at cost....	1,394,985	15,500	2,647	1,142	-	(1,373,956)
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>						
In service.....	46,426	3,961,652	1,499,162	-	-	-
Construction work in progress.....	654	22,497	24,661	-	-	-
Total property, plant and equipment....	47,080	3,984,149	1,523,823	-	-	-
Less accumulated depreciation.....	20,334	1,978,872	292,098	-	-	-
Net property, plant and equipment.....	26,746	2,005,277	1,231,725	-	-	-
<b>DEFERRED CHARGES:</b>						
Advance payments for gas.....	-	8,500	-	-	-	-
Income taxes recoverable through future rates.....	-	37,615	-	-	-	-
Intangible assets - net.....	4,883	42,435	-	-	-	-
Price risk management.....	-	-	13,390	-	-	-
Other.....	10,545	36,278	38,981	57	-	-
Total deferred charges.....	15,428	124,828	52,371	57	-	-
<b>TOTAL ASSETS.....</b>	<b>\$ 1,474,359</b>	<b>\$ 2,422,495</b>	<b>\$ 1,517,440</b>	<b>\$ 1,574</b>	<b>\$ 209,680</b>	<b>\$ (1,650,271)</b>

(dollars in thousands)	OGE Consolidated Statements
<b>ASSETS</b>	
<b>CURRENT ASSETS:</b>	
Cash and cash equivalents.....	\$ 32,493
Accounts receivable - customers, less reserve of \$4,135.....	205,155
Accounts receivable - affiliates.....	-
Advances to parent.....	-
Accrued unbilled revenues.....	35,600
Accounts receivable-other, less reserve of \$874.....	16,958
Fuel inventories.....	77,209
Materials and supplies, at average cost..	38,736
Prepayments and other.....	41,103
Price risk management.....	21,238
Accumulated deferred tax assets.....	10,035
Total current assets.....	478,527
OTHER PROPERTY AND INVESTMENTS, at cost....	40,318
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>	
In service.....	5,507,240

Construction work in progress.....	47,812
Total property, plant and equipment....	5,555,052
Less accumulated depreciation.....	2,291,304
Net property, plant and equipment.....	3,263,748
DEFERRED CHARGES:	
Advance payments for gas.....	8,500
Income taxes recoverable through future rates.....	37,615
Intangible assets - net.....	47,318
Price risk management.....	13,390
Other.....	85,861
Total deferred charges.....	192,684
TOTAL ASSETS.....	\$ 3,975,277

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Exhibit A

OGE Energy Corp.  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
LIABILITIES AND STOCKHOLDERS' EQUITY						
CURRENT LIABILITIES:						
Short-term debt.....	\$ 115,000	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable - affiliates.....	184,655	25,867	-	-	-	(210,522)
Advances from subsidiary.....	65,793	-	-	-	-	(65,793)
Accounts payable.....	2,330	63,577	87,316	-	-	-
Dividends payable.....	25,909	-	-	-	-	-
Customers' deposits.....	-	28,423	-	-	-	-
Accrued taxes.....	651	20,255	7,929	-	-	-
Accrued interest.....	-	14,437	22,387	-	3,490	-
Long-term debt due within one year.....	-	-	115,000	-	-	-
Price risk management.....	584	-	7,341	-	-	-
Other.....	4,297	72,292	8,520	-	-	-
Total current liabilities.....	399,219	224,851	248,493	-	3,490	(276,315)
LONG-TERM DEBT.....	-	700,379	625,924	-	200,000	-
DEFERRED CREDITS AND OTHER LIABILITIES:						
Accrued pension and benefit obligation .....	7,959	69,000	1,812	-	-	-
Accumulated deferred income taxes.....	2,795	438,972	193,179	-	-	-
Accumulated deferred investment tax credits....	-	52,279	-	-	-	-
Price risk management.....	-	2,412	1,347	-	-	-
Other.....	3,879	9,000	26,033	-	-	-
Total deferred credits and other liabilities..	14,633	571,663	222,371	-	-	-
STOCKHOLDERS' EQUITY:						
Common stockholders' equity.....	444,689	512,446	386,667	5,001	6,190	(910,304)
Retained earnings.....	617,924	433,094	33,985	(3,427)	-	(463,652)
Accumulated other comprehensive income.....	(2,106)	(19,938)	-	-	-	-
Total stockholders' equity.....	1,060,507	925,602	420,652	1,574	6,190	(1,373,956)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 1,474,359	\$ 2,422,495	\$ 1,517,440	\$ 1,574	\$ 209,680	\$ (1,650,271)

(dollars in thousands)

OGE  
Consolidated  
Statements

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:	
Short-term debt.....	\$ 115,000
Accounts payable - affiliates.....	-
Advances from subsidiary.....	-
Accounts payable.....	153,223
Dividends payable.....	25,909
Customers' deposits.....	28,423
Accrued taxes.....	28,835
Accrued interest.....	40,314

Long-term debt due within one year.....	115,000
Price risk management.....	7,925
Other.....	85,109
	-----
Total current liabilities.....	599,738
LONG-TERM DEBT.....	1,526,303
DEFERRED CREDITS AND OTHER LIABILITIES:	
Accrued pension and benefit obligation .....	78,771
Accumulated deferred income taxes.....	634,946
Accumulated deferred investment tax credits.....	52,279
Price risk management.....	3,759
Other.....	38,912
	-----
Total deferred credits and other liabilities..	808,667
STOCKHOLDERS' EQUITY:	
Common stockholders' equity.....	444,689
Retained earnings.....	617,924
Accumulated other comprehensive income.....	(22,044)
	-----
Total stockholders' equity.....	1,040,569
	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 3,975,277
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Exhibit A

OGE Energy Corp.  
Consolidating Statement of Income  
Year Ended December 31, 2001

(dollars in thousands except per share data)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
	-----	-----	-----	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ 1,456,802	\$ 1,767,734	\$ -	\$ -	\$ (42,173)
COST OF GOODS SOLD.....	-	766,491	1,541,825	-	-	(42,173)
	-----	-----	-----	-----	-----	-----
Gross margin on revenues.....	-	690,311	225,909	-	-	-
Other operation and maintenance.....	(10,015)	287,265	114,310	46	-	-
Depreciation and amortization.....	7,704	119,795	53,725	-	-	-
Taxes other than income.....	2,357	46,612	16,404	2	-	-
	-----	-----	-----	-----	-----	-----
OPERATING INCOME (LOSS).....	(46)	236,639	41,470	(48)	-	-
OTHER INCOME (EXPENSES), Net.....	(420)	(2,463)	857	-	-	-
	-----	-----	-----	-----	-----	-----
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	(466)	234,176	42,327	(48)	-	-
INTEREST INCOME (EXPENSES):						
Interest income.....	5,030	2,443	3,387	41	17,268	(23,768)
Interest on long-term debt.....	-	(42,256)	(55,957)	-	-	-
Interest on trust preferred securities.....	-	-	-	-	(17,268)	-
Allowance for borrowed funds used during construction.....	-	707	-	-	-	-
Other interest charges.....	(29,879)	(4,438)	(1,913)	-	-	23,768
	-----	-----	-----	-----	-----	-----
Net interest income (expenses).....	(24,849)	(43,544)	(54,483)	41	-	-
INCOME (LOSS) BEFORE TAXES.....	(25,315)	190,632	(12,156)	(7)	-	-
INCOME TAX EXPENSE (BENEFIT).....	(9,651)	69,426	(7,127)	(65)	-	-
	-----	-----	-----	-----	-----	-----
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(15,664)	121,206	(5,029)	58	-	-
INCOME FROM SUBSIDIARIES.....	116,235	-	-	-	-	(116,235)
	-----	-----	-----	-----	-----	-----
NET INCOME (LOSS).....	\$ 100,571	\$ 121,206	\$ (5,029)	\$ 58	\$ -	\$ (116,235)
	=====	=====	=====	=====	=====	=====
AVERAGE COMMON SHARES OUTSTANDING (thousands).....	77,929					
EARNINGS PER AVERAGE COMMON SHARE.....	\$ 1.29					

OGE  
Consolidated  
Statements

OPERATING REVENUES.....	\$ 3,182,363
COST OF GOODS SOLD.....	2,266,143
	-----

Gross margin on revenues.....	916,220
Other operation and maintenance.....	391,606
Depreciation and amortization.....	181,224
Taxes other than income.....	65,375
	-----
OPERATING INCOME (LOSS).....	278,015
OTHER INCOME (EXPENSES), Net.....	(2,026)
	-----
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	275,989
INTEREST INCOME (EXPENSES):	
Interest income.....	4,401
Interest on long-term debt.....	(98,213)
Interest on trust preferred securities.....	(17,268)
Allowance for borrowed funds used during construction.....	707
Other interest charges.....	(12,462)
	-----
Net interest income (expenses). ....	(122,835)
INCOME (LOSS) BEFORE TAXES.....	153,154
INCOME TAX EXPENSE (BENEFIT).....	52,583
	-----
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	100,571
INCOME FROM SUBSIDIARIES.....	-
	-----
NET INCOME (LOSS).....	\$ 100,571
	=====
AVERAGE COMMON SHARES OUTSTANDING (thousands).....	77,929
EARNINGS PER AVERAGE COMMON SHARE.....	\$ 1.29

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Exhibit A

OGE Energy Corp.  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2001

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
	-----	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ 621,010	\$ 415,525	\$ 49,214	\$(3,485)	\$ -	\$ (461,254)
ADD - net income (loss).....	100,571	121,206	(5,029)	58	-	(116,235)
	-----	-----	-----	-----	-----	-----
Total.....	721,581	536,731	44,185	(3,427)	-	(577,489)
DEDUCT:						
Cash dividends declared on common stock.....	103,657	103,637	10,200	-	-	(113,837)
	-----	-----	-----	-----	-----	-----
BALANCE AT END OF PERIOD.....	\$ 617,924	\$ 433,094	\$ 33,985	\$(3,427)	\$ -	\$ (463,652)
	=====	=====	=====	=====	=====	=====

(dollars in thousands)	OGE Consolidated Statements
	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ 621,010
ADD - net income (loss).....	100,571
	-----
Total.....	721,581
DEDUCT:	
Cash dividends declared on common stock.....	103,657
	-----
BALANCE AT END OF PERIOD.....	\$ 617,924
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Exhibit A

Enogex Inc.  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	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.....	\$ -	\$ 4,349	\$ 1,909	\$ -	\$ 3,008	\$ -
Accounts receivable - customers, less reserve of \$2,689.....	837	5,493	65,841	2,314	5,180	1,611
Accounts receivable - affiliates.....	646,056	-	-	15,714	-	-
Advances to parent.....	65,793	-	-	-	-	-
Accounts receivable-other, less reserve of \$874.....	3,851	1	-	-	-	-
Fuel inventories.....	-	-	-	-	-	12,494
Materials and supplies, at average cost.....	1,504	194	-	-	561	-
Prepayments and other.....	1,704	74	1,015	819	48	-
Price risk management.....	-	-	21,238	-	-	-
Accumulated deferred tax assets.....	1,224	-	476	-	-	-
Total current assets.....	720,969	10,111	90,479	18,847	8,797	14,105
OTHER PROPERTY AND INVESTMENTS, at cost..	171,743	-	140	-	-	-
PROPERTY, PLANT AND EQUIPMENT:						
In service.....	201,960	87,072	5,684	81,633	150,456	211,663
Construction work in progress.....	2,969	1,805	-	-	638	5,201
Total property, plant and equipment..	204,929	88,877	5,684	81,633	151,094	216,864
Less accumulated depreciation.....	86,612	18,707	2,244	39,529	10,772	82,465
Net property, plant and equipment.....	118,317	70,170	3,440	42,104	140,322	134,399
DEFERRED CHARGES:						
Price risk management.....	4,247	-	9,143	-	-	-
Other.....	9,460	1,750	7,877	-	8,643	4,388
Total deferred charges.....	13,707	1,750	17,020	-	8,643	4,388
TOTAL ASSETS.....	\$1,024,736	\$ 82,031	\$ 111,079	\$ 60,951	\$ 157,762	\$ 152,892

(dollars in thousands)

## ASSETS

## CURRENT ASSETS:

	Transok Holding, LLC	Consolidating Adjustments	Enogex Consolidated Statements
Cash and cash equivalents.....	\$ -	\$ (9,266)	\$ -
Accounts receivable - customers, less reserve of \$2,689.....	25,537	-	106,813
Accounts receivable - affiliates.....	-	(661,255)	515
Advances to parent.....	-	-	65,793
Accounts receivable-other, less reserve of \$874.....	718	-	4,570
Fuel inventories.....	9,833	-	22,327
Materials and supplies, at average cost.....	1,808	-	4,067
Prepayments and other.....	-	-	3,660
Price risk management.....	-	-	21,238
Accumulated deferred tax assets.....	14	-	1,714
Total current assets.....	37,910	(670,521)	230,697
OTHER PROPERTY AND INVESTMENTS, at cost..	30	(169,266)	2,647
PROPERTY, PLANT AND EQUIPMENT:			
In service.....	760,694	-	1,499,162
Construction work in progress.....	14,048	-	24,661
Total property, plant and equipment..	774,742	-	1,523,823
Less accumulated depreciation.....	51,769	-	292,098
Net property, plant and equipment.....	722,973	-	1,231,725
DEFERRED CHARGES:			
Price risk management.....	-	-	13,390
Other.....	11,723	(4,860)	38,981
Total deferred charges.....	11,723	(4,860)	52,371
TOTAL ASSETS.....	\$ 772,636	\$ (844,647)	\$ 1,517,440

Enogex Inc.  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	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.....	\$ -	\$ 38,780	\$ 24,911	\$ -	\$ 64,953	\$ 39,994
Accounts payable.....	6,766	4,784	58,827	163	3,152	66
Accrued taxes.....	1,105	547	16	12	932	535
Accrued interest.....	17,741	-	-	-	435	-
Long-term debt due within one year.....	63,000	-	-	-	2,000	-
Price risk management.....	-	-	7,341	-	-	-
Other.....	4,057	9	16	-	3	9
<b>Total current liabilities.....</b>	<b>92,669</b>	<b>44,120</b>	<b>91,111</b>	<b>175</b>	<b>71,475</b>	<b>40,604</b>
LONG-TERM DEBT.....	434,247	-	-	-	78,427	-
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>						
Accrued pension and benefit obligation.....	1,744	-	68	-	-	-
Accumulated deferred income taxes.....	64,297	7,137	(64)	11,792	10,785	-
Price risk management.....	-	-	1,347	-	-	-
Other.....	11,127	10,762	-	-	1,003	-
<b>Total deferred credits and other liabilities.....</b>	<b>77,168</b>	<b>17,899</b>	<b>1,351</b>	<b>11,792</b>	<b>11,788</b>	<b>-</b>
<b>STOCKHOLDERS' EQUITY:</b>						
Common stockholders' equity.....	386,667	3,713	15,001	12,751	1	91,327
Retained earnings.....	33,985	16,299	3,616	36,233	(3,929)	20,961
<b>Total stockholders' equity.....</b>	<b>420,652</b>	<b>20,012</b>	<b>18,617</b>	<b>48,984</b>	<b>(3,928)</b>	<b>112,288</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$1,024,736</b>	<b>\$ 82,031</b>	<b>\$ 111,079</b>	<b>\$ 60,951</b>	<b>\$ 157,762</b>	<b>\$ 152,892</b>

(dollars in thousands)	Transok Holding, LLC	Consolidating Adjustments	Enogex Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES:</b>			
Accounts payable - affiliates.....	\$ 492,616	\$ (661,254)	\$ -
Accounts payable.....	22,823	(9,265)	87,316
Accrued taxes.....	4,782	-	7,929
Accrued interest.....	4,211	-	22,387
Long-term debt due within one year.....	50,000	-	115,000
Price risk management.....	-	-	7,341
Other.....	4,426	-	8,520
<b>Total current liabilities.....</b>	<b>578,858</b>	<b>(670,519)</b>	<b>248,493</b>
LONG-TERM DEBT.....	113,250	-	625,924
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>			
Accrued pension and benefit obligation.....	-	-	1,812
Accumulated deferred income taxes.....	99,232	-	193,179
Price risk management.....	-	-	1,347
Other.....	8,003	(4,862)	26,033
<b>Total deferred credits and other liabilities.....</b>	<b>107,235</b>	<b>(4,862)</b>	<b>222,371</b>
<b>STOCKHOLDERS' EQUITY:</b>			
Common stockholders' equity.....	-	(122,793)	386,667
Retained earnings.....	(26,707)	(46,473)	33,985
<b>Total stockholders' equity.....</b>	<b>(26,707)</b>	<b>(169,266)</b>	<b>420,652</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 772,636</b>	<b>\$ (844,647)</b>	<b>\$ 1,517,440</b>



Enogex Inc.  
Consolidating Statement of Income  
Year Ended December 31, 2001

(dollars in thousands)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources, Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering, L.L.C.
OPERATING REVENUES.....	\$ 37,604	\$ 154,996	\$ 1,291,299	\$ 22,092	\$ 82,462	\$ 130,428
COST OF GOODS SOLD.....	(9,541)	127,816	1,280,773	-	68,210	108,888
Gross margin on revenues.....	47,145	27,180	10,526	22,092	14,252	21,540
Other operation and maintenance.....	6,221	19,883	12,392	8,222	6,475	20,059
Depreciation and amortization.....	8,013	4,059	2,427	5,271	3,466	9,021
Taxes other than income.....	1,756	866	460	119	1,049	2,050
OPERATING INCOME (LOSS).....	31,155	2,372	(4,753)	8,480	3,262	(9,590)
OTHER INCOME (EXPENSES), Net.....	317	(1,195)	(5)	230	986	97
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	31,472	1,177	(4,758)	8,710	4,248	(9,493)
INTEREST INCOME (EXPENSES):						
Interest income.....	42,735	217	301	-	126	25
Interest on long-term debt.....	(37,517)	-	-	-	(5,436)	-
Other interest charges.....	(757)	-	(114)	-	(488)	(664)
Net interest income (expenses).....	4,461	217	187	-	(5,798)	(639)
INCOME (LOSS) BEFORE TAXES.....	35,933	1,394	(4,571)	8,710	(1,550)	(10,132)
INCOME TAX EXPENSE (BENEFIT).....	14,547	389	(1,729)	569	(911)	(3,882)
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	21,386	1,005	(2,842)	8,141	(639)	(6,250)
LOSS FROM SUBSIDIARIES.....	(26,415)	-	-	-	-	-
NET INCOME (LOSS).....	\$ (5,029)	\$ 1,005	\$ (2,842)	\$ 8,141	\$ (639)	\$ (6,250)

(dollars in thousands)	Transok Holding, LLC	Consolidating Adjustments	Enogex Consolidated Statements
OPERATING REVENUES.....	\$ 516,055	\$ (467,202)	\$ 1,767,734
COST OF GOODS SOLD.....	432,881	(467,202)	1,541,825
Gross margin on revenues.....	83,174	-	225,909
Other operation and maintenance.....	41,058	-	114,310
Depreciation and amortization.....	21,468	-	53,725
Taxes other than income.....	10,104	-	16,404
OPERATING INCOME (LOSS).....	10,544	-	41,470
OTHER INCOME (EXPENSES), Net.....	427	-	857
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	10,971	-	42,327
INTEREST INCOME (EXPENSES):			
Interest income.....	89	(40,106)	3,387
Interest on long-term debt.....	(13,004)	-	(55,957)
Other interest charges.....	(39,996)	40,106	(1,913)
Net interest income (expenses).....	(52,911)	-	(54,483)
INCOME (LOSS) BEFORE TAXES.....	(41,940)	-	(12,156)
INCOME TAX EXPENSES (BENEFIT).....	(16,110)	-	(7,127)
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(25,830)	-	(5,029)
LOSS FROM SUBSIDIARIES.....	-	26,415	-



(dollars in thousands)	EPC Consolidated Statements -----
ASSETS	
CURRENT ASSETS:	
Cash and cash equivalents.....	\$ 4,349
Accounts receivable - customers, less reserve of \$170.....	5,493
Accounts receivable - affiliates.....	-
Accounts receivable - other, less reserve of \$0.....	1
Materials and supplies, at average cost.....	194
Prepayments and other.....	74
	-----
Total current assets.....	10,111
OTHER PROPERTY AND INVESTMENTS, at cost.....	-
PROPERTY, PLANT & EQUIPMENT:	
In service.....	87,072
Construction work in progress.....	1,805
	-----
Total property, plant and equipment.....	88,877
Less accumulated depreciation.....	18,707
	-----
Net property, plant and equipment.....	70,170
DEFERRED CHARGES:	
Other.....	1,750
	-----
TOTAL ASSETS.....	\$ 82,031 =====

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Exhibit A

Enogex Products Corporation  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners, L.P.	Todd Ranch Partners, L.P.	NuStar Joint Venture	Consolidating Adjustments
	-----	-----	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY						
CURRENT LIABILITIES:						
Accounts payable - affiliates.....	\$ 38,315	\$ 906	\$ 1,237	\$ -	\$ 410	\$ (2,088)
Accounts payable.....	1,387	789	-	-	2,683	(75)
Accrued taxes.....	78	-	69	-	400	-
Other.....	4	1	-	-	4	-
	-----	-----	-----	-----	-----	-----
Total current liabilities.....	39,784	1,696	1,306	-	3,497	(2,163)
DEFERRED CREDITS AND OTHER LIABILITIES:						
Accumulated deferred income taxes.....	7,137	-	-	-	-	-
Other.....	-	218	-	-	466	10,078
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities..	7,137	218	-	-	466	10,078
STOCKHOLDERS' EQUITY:						
Common stockholders' equity.....	3,713	313	9,400	4,157	28,975	(42,845)
Retained earnings.....	16,299	(812)	(3,693)	(1,114)	21,415	(15,796)
	-----	-----	-----	-----	-----	-----
Total stockholders' equity.....	20,012	(499)	5,707	3,043	50,390	(58,641)
	-----	-----	-----	-----	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 66,933 =====	\$ 1,415 =====	\$ 7,013 =====	\$ 3,043 =====	\$ 54,353 =====	\$ (50,726) =====

(dollars in thousands)	EPC Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
<b>CURRENT LIABILITIES:</b>	
Accounts payable - affiliates.....	\$ 38,780
Accounts payable.....	4,784
Accrued taxes.....	547
Other.....	9
Total current liabilities.....	44,120
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>	
Accumulated deferred income taxes.....	7,137
Other.....	10,762
Total deferred credits and other liabilities..	17,899
<b>STOCKHOLDERS' EQUITY:</b>	
Common stockholders' equity.....	3,713
Retained earnings.....	16,299
Total stockholders' equity.....	20,012
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 82,031</b>

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Exhibit A

Enogex Products Corporation  
Consolidating Statement of Income  
Year Ended December 31, 2001

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners, L.P.	Todd Ranch Partners, L.P.	NuStar Joint Venture	Consolidating Adjustments
OPERATING REVENUES.....	\$ 59,146	\$ -	\$ 18,232	\$ 2,333	\$ 78,730	\$ (3,445)
COST OF GOODS SOLD.....	47,318	-	16,876	2,136	64,692	(3,206)
Gross margin on revenues.....	11,828	-	1,356	197	14,038	(239)
Other operation and maintenance.....	6,808	261	5,381	2,359	5,314	(240)
Depreciation and amortization.....	964	19	577	223	2,276	-
Taxes other than income.....	341	8	88	1	428	-
OPERATING INCOME (LOSS).....	3,715	(288)	(4,690)	(2,386)	6,020	1
OTHER INCOME (EXPENSES), Net.....	(2)	-	-	27	21	(1,241)
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	3,713	(288)	(4,690)	(2,359)	6,041	(1,240)
Interest income.....	-	50	-	-	167	-
INCOME (LOSS) BEFORE TAXES.....	3,713	(238)	(4,690)	(2,359)	6,208	(1,240)
INCOME TAX EXPENSE.....	389	-	-	-	-	-
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	3,324	(238)	(4,690)	(2,359)	6,208	(1,240)
LOSS FROM SUBSIDIARIES.....	(2,319)	(70)	-	-	-	2,389
NET INCOME (LOSS).....	\$ 1,005	\$ (308)	\$ (4,690)	\$ (2,359)	\$ 6,208	\$ 1,149

(dollars in thousands)	EPC Consolidated Statements
OPERATING REVENUES.....	\$ 154,996
COST OF GOODS SOLD.....	127,816
Gross margin on revenues.....	27,180
Other operation and maintenance.....	19,883
Depreciation and amortization.....	4,059
Taxes other than income.....	866
OPERATING INCOME (LOSS).....	2,372
OTHER INCOME (EXPENSES), Net.....	(1,195)
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	1,177
Interest income.....	217
INCOME (LOSS) BEFORE TAXES.....	1,394
INCOME TAX EXPENSE.....	389
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	1,005
LOSS FROM SUBSIDIARIES.....	-
NET INCOME (LOSS).....	\$ 1,005

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Exhibit A

Enogex Products Corporation  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2001

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners, L.P.	Todd Ranch Partners, L.P.	NuStar Joint Venture	Consolidating Adjustments
BALANCE AT BEGINNING OF PERIOD.....	\$ 15,294	\$ (526)	\$ 997	\$ 1,245	\$ 15,207	\$ (16,923)
ADD - net income (loss).....	1,005	(308)	(4,690)	(2,359)	6,208	1,149
OTHER CHARGES (CREDITS) TO RETAINED EARNINGS.....	-	22	-	-	-	(22)
BALANCE AT END OF PERIOD.....	\$ 16,299	\$ (812)	\$ (3,693)	\$ (1,114)	\$ 21,415	\$ (15,796)

(dollars in thousands)	EPC Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ 15,294
ADD - net income (loss).....	1,005
OTHER CHARGES (CREDITS) TO RETAINED EARNINGS.....	-
BALANCE AT END OF PERIOD.....	\$ 16,299

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
------------------------	--------------------------------------	---------------------------------	------------------------------	------------------------------------

## ASSETS

## CURRENT ASSETS:

Cash and cash equivalents.....	\$	-	\$ 3,008	\$	-	\$	3,008
Accounts receivable - customers, less reserve of \$736.....		-	5,180		-		5,180
Accounts receivable - affiliates.....		-	366		(366)		-
Materials and supplies, at average cost.....		-	561		-		561
Prepayments and other.....		-	48		-		48
		-----			-----		
Total current assets.....		-	9,163		(366)		8,797
OTHER PROPERTY AND INVESTMENTS, at cost.....		77,318	-		(77,318)		-
PROPERTY, PLANT & EQUIPMENT:							
In service.....		-	189,309		(38,853)		150,456
Construction work in progress.....		-	638		-		638
		-----			-----		
Total property, plant and equipment.....		-	189,947		(38,853)		151,094
Less accumulated depreciation.....		-	27,561		(16,789)		10,772
		-----			-----		
Net property, plant and equipment.....		-	162,386		(22,064)		140,322
DEFERRED CHARGES:							
Other.....		-	12,913		(4,270)		8,643
		-----			-----		
TOTAL ASSETS.....	\$	77,318	\$ 184,462	\$	(104,018)	\$	157,762
		=====			=====		

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## Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
	-----			
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Accounts payable - affiliates.....	\$ 65,319	\$ -	\$ (366)	\$ 64,953
Accounts payable.....	-	3,152	-	3,152
Accrued taxes.....	122	810	-	932
Accrued interest.....	-	435	-	435
Long-term debt due within one year.....	-	2,000	-	2,000
Other.....	-	3	-	3
	-----		-----	-----
Total current liabilities.....	65,441	6,400	(366)	71,475
LONG-TERM DEBT.....	7,427	71,000	-	78,427
DEFERRED CREDITS AND OTHER LIABILITIES:				
Accumulated deferred income taxes.....	10,785	-	-	10,785
Other.....	-	1,003	-	1,003
	-----		-----	-----
Total deferred credits and other liabilities..	10,785	1,003	-	11,788
STOCKHOLDERS' EQUITY:				
Common stockholders' equity.....	1	115,377	(115,377)	1
Retained earnings.....	(6,336)	(9,318)	11,725	(3,929)
	-----		-----	-----
Total stockholders' equity.....	(6,335)	106,059	(103,652)	(3,928)
	-----		-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 77,318	\$ 184,462	\$ (104,018)	\$ 157,762
	=====		=====	=====

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## Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Statement of Income  
Year Ended December 31, 2001

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
	-----			
OPERATING REVENUES.....	\$ -	\$ 82,462	\$ -	\$ 82,462
COST OF GOODS SOLD.....	406	67,804	-	68,210
	-----		-----	-----
Gross margin on revenues.....	(406)	14,658	-	14,252
Other operation and maintenance.....	2,274	4,201	-	6,475
Depreciation and amortization.....	-	3,856	(390)	3,466
Taxes other than income.....	20	1,029	-	1,049
	-----		-----	-----
OPERATING INCOME (LOSS).....	(2,700)	5,572	390	3,262

OTHER INCOME, Net.....	-	33	953	986
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	(2,700)	5,605	1,343	4,248
INTEREST INCOME (EXPENSES):				
Interest income.....	-	126	-	126
Interest on long-term debt.....	-	(5,976)	540	(5,436)
Other interest charges.....	(486)	(2)	-	(488)
Net interest income (expenses).....	(486)	(5,852)	540	(5,798)
LOSS BEFORE TAXES.....	(3,186)	(247)	1,883	(1,550)
INCOME TAX BENEFIT.....	(911)	-	-	(911)
NET LOSS BEFORE CONTRIBUTION FROM SUBSIDIARIES....	(2,275)	(247)	1,883	(639)
INCOME FROM SUBSIDIARIES.....	1,030	-	(1,030)	-
NET LOSS.....	\$ (1,245)	\$ (247)	\$ 853	\$ (639)

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2001

(dollars in thousands)

	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (4,794)	\$ (9,071)	\$ 10,575	\$ (3,290)
ADD - net income (loss).....	(1,245)	(247)	853	(639)
Total.....	(6,039)	(9,318)	11,428	(3,929)
ADJUSTMENT TO RETAINED EARNINGS.....	(297)	-	297	-
BALANCE AT END OF PERIOD.....	\$ (6,336)	\$ (9,318)	\$ 11,725	\$ (3,929)

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Exhibit A

NOARK Pipeline System, Limited Partnership  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)

	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	Arkansas Western Pipeline, L.L.C.	NOARK Energy Services, L.L.C.	Ozark Gas Gathering, L.L.C.
<b>ASSETS</b>					
<b>CURRENT ASSETS:</b>					
Cash and cash equivalents.....	\$ 4,351	\$ -	\$ -	\$ -	\$ -
Accounts receivable - customers, less reserve of \$736.....	-	1,974	-	-	3,206
Accounts receivable - affiliates.....	-	838	-	-	-
Advances to parent.....	-	42,892	-	-	-
Materials and supplies, at average cost.....	-	561	-	-	-
Prepayments and other.....	-	48	-	-	-
Total current assets.....	4,351	46,313	-	-	3,206
OTHER PROPERTY AND INVESTMENTS, at cost.....	183,406	-	-	-	-
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>					
In service.....	41	180,953	-	-	8,315
Construction work in progress.....	-	202	-	-	436
Total property, plant and equipment.....	41	181,155	-	-	8,751
Less accumulated depreciation.....	24	26,520	-	-	1,017
Net property, plant and equipment.....	17	154,635	-	-	7,734
<b>DEFERRED CHARGES:</b>					
Other.....	1,864	11,936	-	-	171
TOTAL ASSETS.....	\$ 189,638	\$ 212,884	\$ -	\$ -	\$ 11,111

(dollars in thousands)	NOARK Pipeline Finance, L.L.C.	Consolidating Adjustments	NOARK Consolidated Statements
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents.....	\$ -	\$ (1,343)	\$ 3,008
Accounts receivable - customers, less reserve of \$736.....	-	-	5,180
Accounts receivable - affiliates.....	2,436	(2,908)	366
Advances to parent.....	-	(42,892)	-
Materials and supplies, at average cost.....	-	-	561
Prepayments and other.....	-	-	48
<b>Total current assets.....</b>	<b>2,436</b>	<b>(47,143)</b>	<b>9,163</b>
<b>OTHER PROPERTY AND INVESTMENTS, at cost.....</b>	<b>-</b>	<b>(183,406)</b>	<b>-</b>
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>			
In service.....	-	-	189,309
Construction work in progress.....	-	-	638
<b>Total property, plant and equipment.....</b>	<b>-</b>	<b>-</b>	<b>189,947</b>
Less accumulated depreciation.....	-	-	27,561
<b>Net property, plant and equipment.....</b>	<b>-</b>	<b>-</b>	<b>162,386</b>
<b>DEFERRED CHARGES:</b>			
Other.....	71,000	(72,058)	12,913
<b>TOTAL ASSETS.....</b>	<b>\$ 73,436</b>	<b>\$ (302,607)</b>	<b>\$ 184,462</b>

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Exhibit A

NOARK Pipeline System, Limited Partnership  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	Arkansas Western Pipeline, L.L.C.	NOARK Energy Services, L.L.C.	Ozark Gas Gathering, L.L.C.
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES:</b>					
Accounts payable - affiliates.....	\$ 10,579	\$ -	\$ -	\$ 29,564	\$ 3,657
Accounts payable.....	-	32	-	4	4,456
Accrued taxes.....	-	803	-	-	7
Accrued interest.....	-	-	-	-	-
Long-term debt due within one year.....	2,000	-	-	-	-
Other.....	-	3	-	-	-
<b>Total current liabilities.....</b>	<b>12,579</b>	<b>838</b>	<b>-</b>	<b>29,568</b>	<b>8,120</b>
<b>LONG-TERM DEBT.....</b>	<b>71,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>					
Other.....	-	636	-	-	1,426
<b>STOCKHOLDERS' EQUITY:</b>					
Common stockholders' equity.....	115,377	171,531	-	-	2,019
Retained earnings.....	(9,318)	39,879	-	(29,568)	(454)
<b>Total stockholders' equity.....</b>	<b>106,059</b>	<b>211,410</b>	<b>-</b>	<b>(29,568)</b>	<b>1,565</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 189,638</b>	<b>\$ 212,884</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 11,111</b>



(dollars in thousands)	NOARK Pipeline Finance, L.L.C.	Consolidating Adjustments	NOARK Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES:</b>			
Accounts payable - affiliates.....	\$ -	\$ (43,800)	\$ -
Accounts payable.....	-	(1,340)	3,152
Accrued taxes.....	-	-	810
Accrued interest.....	435	-	435
Long-term debt due within one year.....	2,000	(2,000)	2,000
Other.....	-	-	3
<b>Total current liabilities.....</b>	<b>2,435</b>	<b>(47,140)</b>	<b>6,400</b>
<b>LONG-TERM DEBT.....</b>	<b>71,000</b>	<b>(71,000)</b>	<b>71,000</b>
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>			
Other.....	-	(1,059)	1,003
<b>STOCKHOLDERS' EQUITY:</b>			
Common stockholders' equity.....	1	(173,551)	115,377
Retained earnings.....	-	(9,857)	(9,318)
<b>Total stockholders' equity.....</b>	<b>1</b>	<b>(183,408)</b>	<b>106,059</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 73,436</b>	<b>\$ (302,607)</b>	<b>\$ 184,462</b>

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Exhibit A

**NOARK Pipeline System, Limited Partnership**  
**Consolidating Statement of Income**  
**Year Ended December 31, 2001**

(dollars in thousands)	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	Arkansas Western Pipeline, L.L.C.	NOARK Energy Services, L.L.C.	Ozark Gas Gathering, L.L.C.
<b>OPERATING REVENUES.....</b>	<b>\$ -</b>	<b>\$ 23,554</b>	<b>\$ 39</b>	<b>\$ 50</b>	<b>\$ 65,605</b>
<b>COST OF GOODS SOLD.....</b>	<b>-</b>	<b>914</b>	<b>-</b>	<b>6,561</b>	<b>67,115</b>
<b>Gross margin on revenues.....</b>	<b>-</b>	<b>22,640</b>	<b>39</b>	<b>(6,511)</b>	<b>(1,510)</b>
Other operation and maintenance.....	(2,049)	5,756	3	1	490
Depreciation and amortization.....	8	3,529	8	-	311
Taxes other than income.....	-	1,009	2	-	18
<b>OPERATING INCOME (LOSS).....</b>	<b>2,041</b>	<b>12,346</b>	<b>26</b>	<b>(6,512)</b>	<b>(2,329)</b>
<b>OTHER INCOME, Net.....</b>	<b>-</b>	<b>25</b>	<b>-</b>	<b>-</b>	<b>8</b>
<b>EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....</b>	<b>2,041</b>	<b>12,371</b>	<b>26</b>	<b>(6,512)</b>	<b>(2,321)</b>
<b>INTEREST INCOME (EXPENSES):</b>					
Interest income.....	126	-	-	-	-
Interest on long-term debt.....	(5,427)	(540)	(9)	-	-
Other interest charges.....	(2)	-	-	-	-
<b>Net interest income (expenses).....</b>	<b>(5,303)</b>	<b>(540)</b>	<b>(9)</b>	<b>-</b>	<b>-</b>
<b>NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....</b>	<b>(3,262)</b>	<b>11,831</b>	<b>17</b>	<b>(6,512)</b>	<b>(2,321)</b>
<b>INCOME FROM SUBSIDIARIES.....</b>	<b>3,015</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>NET INCOME (LOSS).....</b>	<b>\$ (247)</b>	<b>\$ 11,831</b>	<b>\$ 17</b>	<b>\$ (6,512)</b>	<b>\$ (2,321)</b>

(dollars in thousands)	NOARK Pipeline Finance, L.L.C.	Consolidating Adjustments	NOARK Consolidated Statements
OPERATING REVENUES.....	\$ -	\$ (6,786)	\$ 82,462
COST OF GOODS SOLD.....	-	(6,786)	67,804
Gross margin on revenues.....	-	-	14,658
Other operation and maintenance.....	-	-	4,201
Depreciation and amortization.....	-	-	3,856
Taxes other than income.....	-	-	1,029
OPERATING INCOME (LOSS).....	-	-	5,572
OTHER INCOME, Net.....	-	-	33
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	-	-	5,605
INTEREST INCOME (EXPENSES):			
Interest income.....	5,315	(5,315)	126
Interest on long-term debt.....	(5,315)	5,315	(5,976)
Other interest charges.....	-	-	(2)
Net interest income (expenses).....	-	-	(5,852)
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	-	-	(247)
INCOME FROM SUBSIDIARIES.....	-	(3,015)	-
NET INCOME (LOSS).....	\$ -	\$ (3,015)	\$ (247)

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Exhibit A

NOARK Pipeline System, Limited Partnership  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2001

(dollars in thousands)	NOARK Pipeline System, LP	Ozark Gas Transmission, L.L.C.	Arkansas Western Pipeline, L.L.C.	NOARK Energy Services, L.L.C.	Ozark Gas Gathering, L.L.C.
BALANCE AT BEGINNING OF PERIOD.....	\$ (9,071)	\$ 28,048	\$ 629	\$ (23,056)	\$ 1,867
ADD - net income (loss).....	(247)	11,831	17	(6,512)	(2,321)
Total.....	(9,318)	39,879	646	(29,568)	(454)
Merger of AWP, LLC.....	-	-	(646)	-	-
BALANCE AT END OF PERIOD.....	\$ (9,318)	\$ 39,879	\$ -	\$ (29,568)	\$ (454)

(dollars in thousands)	NOARK Pipeline Finance, L.L.C.	Consolidating Adjustments	NOARK Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ (7,488)	\$ (9,071)
ADD - net income (loss).....	-	(3,015)	(247)
Total.....	-	(10,503)	(9,318)
Merger of AWP, LLC.....	-	646	-
BALANCE AT END OF PERIOD.....	\$ -	\$ (9,857)	\$ (9,318)

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Exhibit A

Transok Holding, LLC  
Consolidating Balance Sheet  
December 31, 2001

(dollars in thousands)	Transok Holding,	Transok, Gas Gathering,	Transok Gas Processing,	Transok Gas,
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	LLC	LLC	LLC	LLC	LLC
ASSETS					
CURRENT ASSETS:					
Accounts receivable - customers, less reserve of \$1,162.....	\$ -	\$ 13,314	\$ 733	\$ 1,467	\$ 10,023
Accounts receivable - affiliates.....	-	-	-	59,204	52,152
Accounts receivable - other, less reserve of \$0.....	-	714	4	-	-
Fuel inventories.....	-	9,833	-	-	-
Materials and supplies, at average cost.....	-	1,808	-	-	-
Accumulated deferred tax assets.....	-	-	-	-	14
Total current assets.....	-	25,669	737	60,671	62,189
OTHER PROPERTY AND INVESTMENTS, at cost.....	(26,707)	333,343	-	-	-
PROPERTY, PLANT & EQUIPMENT:					
In service.....	-	434,545	93,926	232,223	-
Construction work in progress.....	-	84	8,070	5,894	-
Total property, plant and equipment.....	-	434,629	101,996	238,117	-
Less accumulated depreciation.....	-	16,603	12,788	22,378	-
Net property, plant and equipment.....	-	418,026	89,208	215,739	-
DEFERRED CHARGES:					
Other.....	-	9,628	151	327	1,671
TOTAL ASSETS.....	\$ (26,707)	\$ 786,666	\$ 90,096	\$ 276,737	\$ 63,806

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
ASSETS		
CURRENT ASSETS:		
Accounts receivable - customers, less reserve of \$1,162.....	\$ -	\$ 25,537
Accounts receivable - affiliates.....	(111,356)	-
Accounts receivable - other, less reserve of \$0.....	-	718
Fuel inventories.....	-	9,833
Materials and supplies, at average cost.....	-	1,808
Accumulated deferred tax assets.....	-	14
Total current assets.....	(111,356)	37,910
OTHER PROPERTY AND INVESTMENTS, at cost.....	(306,606)	30
PROPERTY, PLANT & EQUIPMENT:		
In service.....	-	760,694
Construction work in progress.....	-	14,048
Total property, plant and equipment.....	-	774,742
Less accumulated depreciation.....	-	51,769
Net property, plant and equipment.....	-	722,973
DEFERRED CHARGES:		
Other.....	-	11,723
TOTAL ASSETS.....	\$ (417,962)	\$ 772,636

(dollars in thousands)	Holding, LLC	Transok, LLC	Gas Gathering, LLC	Gas Processing, LLC	Gas, LLC
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES:</b>					
Accounts payable - affiliates.....	\$ -	\$ 585,400	\$ 18,572	\$ -	\$ -
Accounts payable.....	-	13,528	(10)	194	9,111
Accrued taxes.....	-	2,997	740	933	112
Accrued interest.....	-	4,211	-	-	-
Long-term debt due within one year.....	-	50,000	-	-	-
Other.....	-	4,402	16	8	-
Total current liabilities.....	-	660,538	19,318	1,135	9,223
LONG-TERM DEBT.....	-	113,250	-	-	-
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>					
Accumulated deferred income taxes.....	-	31,582	18,684	48,966	-
Other.....	-	8,003	-	-	-
Total deferred credits and other liabilities..	-	39,585	18,684	48,966	-
<b>STOCKHOLDERS' EQUITY:</b>					
Common stockholders' equity.....	-	-	61,155	202,713	49,662
Retained earnings.....	(26,707)	(26,707)	(9,061)	23,923	4,921
Total stockholders' equity.....	(26,707)	(26,707)	52,094	226,636	54,583
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ (26,707)</b>	<b>\$ 786,666</b>	<b>\$ 90,096</b>	<b>\$ 276,737</b>	<b>\$ 63,806</b>

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable - affiliates.....	\$ (111,356)	\$ 492,616
Accounts payable.....	-	22,823
Accrued taxes.....	-	4,782
Accrued interest.....	-	4,211
Long-term debt due within one year.....	-	50,000
Other.....	-	4,426
Total current liabilities.....	(111,356)	578,858
LONG-TERM DEBT.....	-	113,250
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>		
Accumulated deferred income taxes.....	-	99,232
Other.....	-	8,003
Total deferred credits and other liabilities..	-	107,235
<b>STOCKHOLDERS' EQUITY:</b>		
Common stockholders' equity.....	(313,530)	-
Retained earnings.....	6,924	(26,707)
Total stockholders' equity.....	(306,606)	(26,707)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ (417,962)</b>	<b>\$ 772,636</b>

Exhibit A

Transok Holding, LLC  
Consolidating Statement of Income  
Year Ended December 31, 2001

(dollars in thousands)	Transok Holding, LLC	Transok, LLC	Transok Gas Gathering, LLC	Transok Gas Processing, LLC	Transok Gas, LLC
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OPERATING REVENUES.....	\$ -	\$ 96,190	\$ 10,809	\$ 134,855	\$ 505,022
COST OF GOODS SOLD.....	-	49,241	-	112,118	502,343
Gross margin on revenues.....	-	46,949	10,809	22,737	2,679
Other operation and maintenance.....	-	12,745	11,797	16,315	201
Depreciation and amortization.....	-	6,565	5,513	9,390	-
Taxes other than income.....	-	5,981	1,839	2,048	236
OPERATING INCOME (LOSS).....	-	21,658	(8,340)	(5,016)	2,242
OTHER INCOME (EXPENSES), Net.....	-	346	88	(7)	-
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	-	22,004	(8,252)	(5,023)	2,242
INTEREST INCOME (EXPENSES):					
Interest income.....	-	89	-	-	-
Interest on long-term debt.....	-	(13,004)	-	-	-
Other interest charges.....	-	(39,996)	-	-	-
Net interest income (expenses).....	-	(52,911)	-	-	-
INCOME (LOSS) BEFORE TAXES.....	-	(30,907)	(8,252)	(5,023)	2,242
INCOME TAX EXPENSE (BENEFIT).....	-	(11,864)	(3,203)	(1,907)	864
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	-	(19,043)	(5,049)	(3,116)	1,378
LOSS FROM SUBSIDIARIES.....	(25,830)	(6,787)	-	-	-
NET INCOME (LOSS).....	<u>\$ (25,830)</u>	<u>\$ (25,830)</u>	<u>\$ (5,049)</u>	<u>\$ (3,116)</u>	<u>\$ 1,378</u>

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
OPERATING REVENUES.....	\$ (230,821)	\$ 516,055
COST OF GOODS SOLD:	(230,821)	432,881
Gross margin on revenues.....	-	83,174
Other operation and maintenance.....	-	41,058
Depreciation and amortization.....	-	21,468
Taxes other than income.....	-	10,104
OPERATING INCOME (LOSS).....	-	10,544
OTHER INCOME (EXPENSES), Net.....	-	427
EARNINGS (LOSS) BEFORE INTEREST AND TAXES.....	-	10,971
INTEREST INCOME (EXPENSES):		
Interest income.....	-	89
Interest on long-term debt.....	-	(13,004)
Other interest charges.....	-	(39,996)
Net interest income (expenses).....	-	(52,911)
INCOME (LOSS) BEFORE TAXES.....	-	(41,940)
INCOME TAX EXPENSE (BENEFIT).....	-	(16,110)
NET INCOME (LOSS) BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	-	(25,830)
LOSS FROM SUBSIDIARIES.....	32,617	-
NET INCOME (LOSS).....	<u>\$ 32,617</u>	<u>\$ (25,830)</u>

(dollars in thousands)	Transok Holding, LLC	Transok, LLC	Transok Gas Gathering, LLC	Transok Gas Processing, LLC	Transok Gas, LLC
BALANCE AT BEGINNING OF PERIOD.....	\$ (877)	\$ (877)	\$ (4,012)	\$ 27,039	\$ 3,543
ADD - net income (loss).....	(25,830)	(25,830)	(5,049)	(3,116)	1,378
BALANCE AT END OF PERIOD.....	\$ (26,707)	\$ (26,707)	\$ (9,061)	\$ 23,923	\$ 4,921

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (25,693)	\$ (877)
ADD - net income (loss).....	32,617	(25,830)
BALANCE AT END OF PERIOD.....	\$ 6,924	\$ (26,707)