

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, 1999, 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, 1999, Enogex had six wholly-owned active subsidiaries: Enogex Products Corporation, OGE Energy Resources Inc., Enogex Exploration Corporation, Enogex Arkansas Pipeline Corporation, Enogex Gas Gathering LLC and Transok Holding, LLC. At December 31, 1999, 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 Pipeline System LP. The NOARK Pipeline System LP 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. Transok Holding, LLC owned a one hundred percent interest in the Transok LLC. Transok LLC owned one hundred percent interests in the Transok Gas Gathering LLC, Transok Gas Processing LLC and Transok Gas 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, 1999, Origen had one wholly-owned active subsidiary: OGE Energy Technologies. During 1999, Origen discontinued operations of its two subsidiaries, Geothermal Design and Engineering, Inc. ("GD&E") and GT Co. 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.

	Total Company -----	Arkansas -----	Oklahoma -----
Mcf	None	-	-
Kwh by OG&E	23,842,157,000	3,153,599,000	20,688,558,000
Revenue by OG&E	\$ 1,286,844,244	\$ 124,418,142	\$ 1,162,426,102

(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.

	Total Company -----	Arkansas -----
Mcf	None	-
Kwh by OG&E	2,421,656,000	2,421,656,000
Revenue by OG&E	\$ 99,819,723	\$ 99,819,723

(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.

	Total Company	Arkansas	State Line (Other Utilities)
	-----	-----	-----
Mcf	None	-	-
Kwh by OG&E	992,559,000	631,971,000	360,588,000
Revenue by OG&E	\$ 47,269,560	\$ 19,933,276	\$ 27,336,284

(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	355,263,000	2,050,000	353,213,000
Revenue by OG&E	\$ 15,748,095	\$ 51,038	\$ 15,697,060

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, 1999, 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, 1999, and Consolidating Balance Sheet as of December 31, 1999, 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, 1999, 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 28th day of February 2000.

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

EXHIBIT INDEX

Exhibit	Description
A.	Consolidating Statement of Income and Retained Earnings for the year ended December 31, 1999, and Consolidating Balance Sheet as of December 31, 1999, 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, 1999

(dollars in thousands except per share data)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust
	-----	-----	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ 1,286,844	\$1,086,027	\$ 78	\$ -
OPERATING EXPENSES:					
Fuel.....	-	350,814	-	-	-
Purchased power.....	-	249,203	-	-	-
Gas and electricity purchased for resale.....	-	-	831,309	-	-
Other operation and maintenance.....	(6,171)	253,312	132,556	2,538	-
Depreciation.....	4,326	119,059	41,633	23	-
Taxes other than income.....	1,845	44,892	9,417	28	-
Total operating expenses.....	-	1,017,280	1,014,915	2,589	-
OPERATING INCOME.....	-	269,564	71,112	(2,511)	-
OTHER INCOME (EXPENSES):					
Interest charges.....	(17,232)	(45,939)	(42,463)	(89)	(3,357)
Other, net.....	5,648	381	2,848	(116)	3,357
Income from subsidiaries.....	159,074	-	-	-	-
Total other income (expenses).....	147,490	(45,558)	(39,615)	(205)	-
EARNINGS BEFORE INCOME TAXES.....	147,490	224,006	31,497	(2,716)	-
PROVISION (BENEFIT) FOR INCOME TAXES.....	(3,769)	84,965	9,834	(1,086)	-
NET INCOME (LOSS).....	\$ 151,259	\$ 139,041	\$ 21,663	\$(1,630)	\$ -
AVERAGE COMMON SHARES OUTSTANDING (thousands).....	77,916				
EARNINGS PER AVERAGE COMMON SHARE.....	\$ 1.94				

	Consolidating Adjustments	OGE Consolidated Statements
	-----	-----
OPERATING REVENUES.....	\$ (200,515)	\$ 2,172,434
OPERATING EXPENSES:		
Fuel.....	(41,487)	309,327
Purchased power.....	-	249,203
Gas and electricity purchased for resale.....	(159,028)	672,281
Other operation and maintenance.....	-	382,235
Depreciation.....	-	165,041
Taxes other than income.....	-	56,182
Total operating expenses.....	(200,515)	1,834,269
OPERATING INCOME.....	-	338,165
OTHER INCOME (EXPENSES):		
Interest charges.....	8,801	(100,279)
Other, net.....	(8,801)	3,317
Income from subsidiaries.....	(159,074)	-
Total other income (expenses).....	(159,074)	(96,962)
EARNINGS BEFORE INCOME TAXES.....	(159,074)	241,203
PROVISION (BENEFIT) FOR INCOME TAXES.....	-	89,944
NET INCOME (LOSS).....	\$ (159,074)	\$ 151,259
AVERAGE COMMON SHARES OUTSTANDING (thousands).....		77,916
EARNINGS PER AVERAGE COMMON SHARE.....		\$ 1.94

OGE Energy Corp.
 Consolidating Statement of Retained Earnings
 Year Ended December 31, 1999

(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.....	\$ 529,768	\$ 341,125	\$ 20,601	\$(1,914)	\$ -	\$ (359,812)
ADD - net income (loss).....	151,259	139,041	21,663	(1,630)	-	(159,074)
Total.....	681,027	480,166	42,264	(3,544)	-	(518,886)
OTHER CHARGES TO RETAINED EARNINGS.....	-	-	-	18	-	(18)
DEDUCT:						
Cash dividends declared on common stock.....	103,495	103,475	2,550	-	-	(106,025)
BALANCE AT END OF PERIOD.....	\$ 577,532	\$ 376,691	\$ 39,714	\$(3,526)	\$ -	\$ (412,879)
	=====	=====	=====	=====	=====	=====

(dollars in thousands)	OGE Consolidated Statements

BALANCE AT BEGINNING OF PERIOD.....	\$ 529,768
ADD - net income (loss).....	151,259
Total.....	681,027
OTHER CHARGES TO RETAINED EARNINGS.....	-
DEDUCT:	
Cash dividends declared on common stock.....	103,495
BALANCE AT END OF PERIOD.....	\$ 577,532
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OGE Energy Corp.
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
ASSETS						
CURRENT ASSETS:						
Cash and cash equivalents.....	\$ -	\$ 1,779	\$ 5,441	\$ 51	\$ -	\$ -
Accounts receivable - customers, less reserve of \$5,270.....	-	96,212	167,496	-	-	-
Accounts receivable - affiliates.....	469,529	-	6,997	-	209,548	(686,074)
Accrued utility revenues.....	-	40,200	-	-	-	-
Accounts receivable-other.....	-	8,074	2,344	44	-	-
Fuel inventories, at LIFO cost.....	-	75,465	41,720	-	-	-
Materials and supplies, at average cost..	2,085	30,311	6,798	-	-	-
Prepayments and other.....	3,451	3,100	10,360	-	-	-
Accumulated deferred tax assets.....	101	7,681	947	-	-	-
Total current assets.....	475,166	262,822	242,103	95	209,548	(686,074)
OTHER PROPERTY AND INVESTMENTS, at cost....	1,336,368	12,731	2,521	2,577	-	(1,323,185)
PROPERTY, PLANT & EQUIPMENT:						
In service.....	35,596	3,747,690	1,426,497	-	-	-
Construction work in progress.....	24,107	15,575	16,871	-	-	-
Total property, plant and equipment....	59,703	3,763,265	1,443,368	-	-	-
Less accumulated depreciation.....	6,348	1,810,898	207,103	-	-	-
Net property, plant and equipment.....	53,355	1,952,367	1,236,265	-	-	-
DEFERRED CHARGES:						
Advance payments for gas.....	-	11,800	-	-	-	-
Income taxes recoverable through future rates.....	-	39,692	-	-	-	-
Other.....	9,376	41,248	42,559	-	-	-
Total deferred charges.....	9,376	92,740	42,559	-	-	-
TOTAL ASSETS.....	\$1,874,265	\$ 2,320,660	\$1,523,448	\$ 2,672	\$ 209,548	\$ (2,009,259)

(dollars in thousands)	OGE Consolidated Statements
ASSETS	
CURRENT ASSETS:	
Cash and cash equivalents.....	\$ 7,271
Accounts receivable - customers, less reserve of \$5,270.....	263,708
Accounts receivable - affiliates.....	-
Accrued utility revenues.....	40,200
Accounts receivable-other.....	10,462
Fuel inventories, at LIFO cost.....	117,185
Materials and supplies, at average cost..	39,194
Prepayments and other.....	16,911
Accumulated deferred tax assets.....	8,729
Total current assets.....	503,660
OTHER PROPERTY AND INVESTMENTS, at cost....	31,012
PROPERTY, PLANT & EQUIPMENT:	
In service.....	5,209,783
Construction work in progress.....	56,553
Total property, plant and equipment....	5,266,336
Less accumulated depreciation.....	2,024,349
Net property, plant and equipment.....	3,241,987
DEFERRED CHARGES:	
Advance payments for gas.....	11,800
Income taxes recoverable through future rates.....	39,692
Other.....	93,183
Total deferred charges.....	144,675
TOTAL ASSETS.....	\$ 3,921,334

OGE Energy Corp.
Consolidating Balance Sheet
December 31, 1999

(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.....	\$ 589,100	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable - affiliates.....	210,254	75,674	398,961	1,185	-	(686,074)
Accounts payable - other.....	2,674	36,231	122,278	-	-	-
Dividends payable.....	25,889	-	-	-	-	-
Customers' deposits.....	-	22,137	1	-	-	-
Accrued taxes.....	15,711	19,545	5,959	-	-	-
Accrued interest.....	938	14,573	9,322	-	3,358	-
Long-term debt due within one year.....	-	110,000	59,000	-	-	-
Other.....	4,794	20,893	14,374	84	-	-
	-----	-----	-----	-----	-----	-----
Total current liabilities.....	849,360	299,053	609,895	1,269	3,358	(686,074)
LONG-TERM DEBT.....	-	593,045	347,487	-	200,000	-
DEFERRED CREDITS AND OTHER LIABILITIES:						
Accrued pension and benefit obligation	(286)	14,886	2,086	-	-	-
Accumulated deferred income taxes.....	2,786	450,028	113,395	(72)	-	-
Accumulated deferred investment tax credits....	-	62,578	-	-	-	-
Other.....	3,026	11,933	24,202	-	-	-
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities..	5,526	539,425	139,683	(72)	-	-
STOCKHOLDERS' EQUITY:						
Common stockholders' equity.....	441,847	512,446	386,669	5,001	6,190	(910,306)
Retained earnings.....	577,532	376,691	39,714	(3,526)	-	(412,879)
	-----	-----	-----	-----	-----	-----
Total stockholders' equity.....	1,019,379	889,137	426,383	1,475	6,190	(1,323,185)
	-----	-----	-----	-----	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$1,874,265	\$ 2,320,660	\$1,523,448	\$ 2,672	\$ 209,548	\$ (2,009,259)
	=====	=====	=====	=====	=====	=====

(dollars in thousands)

OGE
Consolidated
Statements

LIABILITIES AND STOCKHOLDERS' EQUITY**CURRENT LIABILITIES:**

Short-term debt.....	\$ 589,100
Accounts payable - affiliates.....	-
Accounts payable - other.....	161,183
Dividends payable.....	25,889
Customers' deposits.....	22,138
Accrued taxes.....	41,215
Accrued interest.....	28,191
Long-term debt due within one year.....	169,000
Other.....	40,145

Total current liabilities..... 1,076,861

LONG-TERM DEBT..... 1,140,532

DEFERRED CREDITS AND OTHER LIABILITIES:

Accrued pension and benefit obligation	16,686
Accumulated deferred income taxes.....	566,137
Accumulated deferred investment tax credits....	62,578
Other.....	39,161

Total deferred credits and other liabilities.. 684,562

STOCKHOLDERS' EQUITY:

Common stockholders' equity.....	441,847
Retained earnings.....	577,532

Total stockholders' equity..... 1,019,379

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY..... **\$ 3,921,334**

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Enogex Inc.
Consolidating Statement of Income
Year Ended December 31, 1999

(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.....	\$ 20,330	\$ 70,472	\$ 756,390	\$ 25,557	\$ 40,309	\$ 76,630
OPERATING EXPENSES:						
Gas purchased for resale.....	-	39,293	742,352	-	28,690	27,366
Other operation and maintenance.....	4,874	24,107	7,958	9,580	6,414	17,327
Depreciation.....	7,571	3,835	1,550	7,306	2,679	8,649
Taxes other than income.....	1,660	787	289	40	1,157	387
Total operating expenses.....	14,105	68,022	752,149	16,926	38,940	53,729
OPERATING INCOME.....	6,225	2,450	4,241	8,631	1,369	22,901
OTHER INCOME (EXPENSES):						
Interest charges.....	(16,278)	(23)	(359)	-	(5,889)	(707)
Other, net.....	3,678	(516)	840	17	2,054	195
Income from subsidiaries.....	12,655	-	-	-	-	-
Total other income (expenses).....	55	(539)	481	17	(3,835)	(512)
EARNINGS BEFORE INCOME TAXES.....	6,280	1,911	4,722	8,648	(2,466)	22,389
PROVISION (BENEFIT) FOR INCOME TAXES.....	(1,566)	379	1,842	629	(1,123)	8,609
NET INCOME (LOSS).....	\$ 7,846	\$ 1,532	\$ 2,880	\$ 8,019	\$ (1,343)	\$ 13,780

(dollars in thousands)	Transok Holding LLC	Consolidating Adjustments	Enogex Consolidated Statements
OPERATING REVENUES.....	\$ 274,948	\$ (178,609)	\$ 1,086,027
OPERATING EXPENSES:			
Gas purchased for resale.....	173,346	(179,738)	831,309
Other operation and maintenance.....	62,298	(2)	132,556
Depreciation.....	10,043	-	41,633
Taxes other than income.....	5,097	-	9,417
Total operating expenses.....	250,784	(179,740)	1,014,915
OPERATING INCOME.....	24,164	1,131	71,112
OTHER INCOME (EXPENSES):			
Interest charges.....	(22,318)	3,111	(42,463)
Other, net.....	764	(4,184)	2,848
Income from subsidiaries.....	-	(12,655)	-
Total other income (expenses).....	(21,554)	(13,728)	(39,615)
EARNINGS BEFORE INCOME TAXES.....	2,610	(12,597)	31,497
PROVISION (BENEFIT) FOR INCOME TAXES.....	1,041	23	9,834
NET INCOME (LOSS).....	\$ 1,569	\$ (12,620)	\$ 21,663

Enogex Inc.
 Consolidating Statement of Retained Earnings
 Year Ended December 31, 1999

(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.....	\$ 20,783	\$ 5,418	\$ 446	\$ 10,598	\$ (1,300)	\$ 8,815
ADD - net income (loss).....	7,846	1,532	2,880	8,019	(1,343)	13,780
Total.....	28,629	6,950	3,326	18,617	(2,643)	22,595
DEDUCT:						
Cash dividends declared on common stock.....	2,550	-	-	-	-	-
BALANCE AT END OF PERIOD.....	\$ 26,079	\$ 6,950	\$ 3,226	\$ 18,617	\$ (2,643)	\$ 22,595
	=====	=====	=====	=====	=====	=====

(dollars in thousands)	Transok Holding LLC	Consolidating Adjustments	Enogex Consolidated Statements
	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ (24,159)	\$ 20,601
ADD - net income (loss).....	1,569	(12,620)	21,663
Total.....	1,569	(36,779)	42,264
DEDUCT:			
Cash dividends declared on common stock.....	-	-	2,550
BALANCE AT END OF PERIOD.....	\$ 1,569	\$ (36,779)	\$ 39,714
	=====	=====	=====

Enogex Inc.
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering LLC
ASSETS						
CURRENT ASSETS:						
Cash and cash equivalents.....	\$ -	\$ 3,743	\$ 7,436	\$ -	\$ 2,184	\$ -
Accounts receivable - customers, less reserve of \$1,865.....	2,474	10,665	83,783	3,786	3,158	1,598
Accounts receivable - affiliates.....	703,660	-	29,660	-	932	3,764
Accounts receivable-other.....	241	201	-	-	756	(4)
Fuel inventories, at LIFO cost.....	11,424	2,035	9,536	-	-	-
Materials and supplies, at average cost.....	2,979	258	-	15	579	-
Prepayments and other.....	1,109	574	2,792	393	34	-
Accumulated deferred tax assets.....	597	38	236	76	-	-
Total current assets.....	722,484	17,514	133,443	4,270	7,643	5,358
OTHER PROPERTY AND INVESTMENTS, at cost..	61,693	-	49	64	-	-
PROPERTY, PLANT & EQUIPMENT:						
In service.....	198,012	77,441	2,891	95,754	144,866	204,264
Construction work in progress.....	1,290	769	48	-	1,005	3,061
Total property, plant and equipment..	199,302	78,210	2,939	95,754	145,871	207,325
Less accumulated depreciation.....	73,007	12,354	443	37,728	4,219	69,254
Net property, plant and equipment.....	126,295	65,856	2,496	58,026	141,652	138,071
DEFERRED CHARGES	1,081	4,957	4,541	265	10,866	6,726
TOTAL ASSETS.....	\$911,553	\$ 88,327	\$ 140,529	\$ 62,625	\$ 160,161	\$ 150,155

(dollars in thousands)	Transok Holding LLC	Consolidating Adjustments	Enogex Consolidated Statements
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents.....	\$ -	\$ (7,922)	\$ 5,441
Accounts receivable - customers, less reserve of \$1,865.....	62,032	-	167,496
Accounts receivable - affiliates.....	-	(731,019)	6,997
Accounts receivable-other.....	1,150	-	2,344
Fuel inventories, at LIFO cost.....	18,725	-	41,720
Materials and supplies, at average cost.....	2,967	-	6,798
Prepayments and other.....	5,458	-	10,360
Accumulated deferred tax assets.....	-	-	947
Total current assets.....	90,332	(738,941)	242,103
OTHER PROPERTY AND INVESTMENTS, at cost..	-	(59,285)	2,521
PROPERTY, PLANT & EQUIPMENT:			
In service.....	703,269	-	1,426,497
Construction work in progress.....	10,698	-	16,871
Total property, plant and equipment..	713,967	-	1,443,368
Less accumulated depreciation.....	10,098	-	207,103
Net property, plant and equipment.....	703,869	-	1,236,265
DEFERRED CHARGES	14,207	(84)	42,559
TOTAL ASSETS.....	\$ 808,408	\$ (798,310)	\$ 1,523,448

Enogex Inc.
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Enogex Inc.	Enogex Products Corporation	OGE Energy Resources Inc.	Enogex Exploration Corporation	Enogex Arkansas Pipeline Corp.	Enogex Gas Gathering LLC
LIABILITIES AND STOCKHOLDERS' EQUITY						
CURRENT LIABILITIES:						
Accounts payable - affiliates.....	\$358,972	\$ 52,558	\$ 41,420	\$ 19,737	\$ 69,960	\$ 37,424
Accounts payable - other.....	3,460	6,912	79,693	599	3,953	441
Customers' deposits.....	1	-	-	-	-	-
Accrued taxes.....	687	501	79	12	111	348
Accrued interest.....	4,412	-	-	-	459	-
Long-term debt due within one year.....	57,000	-	-	-	2,000	-
Other.....	4,735	1,759	622	517	-	318
Total current liabilities.....	429,267	61,730	121,814	20,865	76,483	38,531
LONG-TERM DEBT.....	93,000	-	-	-	81,487	-
DEFERRED CREDITS AND OTHER LIABILITIES:						
Accrued pension and benefit obligation.....	1,928	-	105	-	-	-
Accumulated deferred income taxes.....	61,457	7,542	168	10,392	4,797	-
Other.....	9,751	8,392	115	-	36	1,492
Total deferred credits and other liabilities.....	73,136	15,934	388	10,392	4,833	1,492
STOCKHOLDERS' EQUITY:						
Common stockholders' equity.....	290,171	3,713	15,001	12,751	1	87,537
Retained earnings.....	26,079	6,950	3,326	18,617	(2,643)	22,595
Total stockholders' equity.....	316,250	10,663	18,327	31,368	(2,642)	110,132
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$911,553	\$ 88,327	\$ 140,529	\$ 62,625	\$ 160,161	\$ 150,155

(dollars in thousands)	Transok Holding LLC	Consolidating Adjustments	Enogex Consolidated Statements
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable - affiliates.....	\$ 542,507	\$ (723,517)	\$ 398,961
Accounts payable - other.....	27,220	-	122,278
Customers' deposits.....	-	-	1
Accrued taxes.....	4,221	-	5,959
Accrued interest.....	4,451	-	9,322
Long-term debt due within one year.....	-	-	59,000
Other.....	21,848	(15,425)	14,374
Total current liabilities.....	600,247	(738,942)	609,895
LONG-TERM DEBT.....	173,000	-	347,487
DEFERRED CREDITS AND OTHER LIABILITIES:			
Accrued pension and benefit obligation.....	53	-	2,086
Accumulated deferred income taxes.....	29,039	-	113,395
Other.....	4,500	(84)	24,202
Total deferred credits and other liabilities.....	33,592	(84)	139,683
STOCKHOLDERS' EQUITY:			
Common stockholders' equity.....	-	(22,505)	386,669
Retained earnings.....	1,569	(36,779)	39,714
Total stockholders' equity.....	1,569	(59,284)	426,383
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 808,408	\$ (798,310)	\$ 1,523,448

Enogex Products Corporation
Consolidating Statement of Income
Year Ended December 31, 1999

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
OPERATING REVENUES.....	\$ 29,228	\$ -	\$ 8,936	\$ 2,850	\$ 31,032
OPERATING EXPENSES:					
Gas purchased for resale.....	12,271	-	7,542	1,341	19,713
Other operation and maintenance.....	18,800	234	1,139	180	3,995
Depreciation.....	1,159	20	523	216	1,917
Taxes other than income.....	344	7	94	6	336
	-----	-----	-----	-----	-----
Total operating expenses.....	32,574	261	9,298	1,743	25,961
	-----	-----	-----	-----	-----
OPERATING INCOME.....	(3,346)	(261)	(362)	1,107	5,071
OTHER INCOME (EXPENSES):					
Interest charges.....	-	-	-	-	(23)
Other, net.....	(33)	31	263	111	452
Income from subsidiaries.....	5,290	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (expenses).....	5,257	31	263	111	429
EARNINGS BEFORE INCOME TAXES.....	1,911	(230)	(99)	1,218	5,500
PROVISIONS FOR INCOME TAXES.....	379	-	-	-	-
	-----	-----	-----	-----	-----
NET INCOME (LOSS).....	\$ 1,532	\$ (230)	\$ (99)	\$ 1,218	\$ 5,500
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
OPERATING REVENUES.....	\$ (1,574)	\$ 70,472
OPERATING EXPENSES:		
Gas purchased for resale.....	(1,574)	39,293
Other operation and maintenance.....	(241)	24,107
Depreciation.....	-	3,835
Taxes other than income.....	-	787
	-----	-----
Total operating expenses.....	(1,815)	68,022
	-----	-----
OPERATING INCOME.....	241	2,450
OTHER INCOME (EXPENSES):		
Interest charges.....	-	(23)
Other, net.....	(1,340)	(516)
Income from subsidiaries.....	(5,290)	-
	-----	-----
Total other income (expenses).....	(6,630)	(539)
EARNINGS BEFORE INCOME TAXES.....	(6,389)	1,911
PROVISION FOR INCOME TAXES.....	-	379
	-----	-----
NET INCOME (LOSS).....	\$ (6,389)	\$ 1,532
	=====	=====

Enogex Products Corporation
 Consolidating Statement of Retained Earnings
 Year Ended December 31, 1999

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ 5,418	\$ (134)	\$ 36	\$ 14	\$ 3,394
ADD - net income (loss).....	1,532	(230)	(99)	1,218	5,500
BALANCE AT END OF PERIOD.....	<u>\$ 6,950</u>	<u>\$ (364)</u>	<u>\$ (63)</u>	<u>\$ 1,232</u>	<u>\$ 8,894</u>

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ (3,310)	\$ 5,418
ADD - net income (loss).....	(6,389)	1,532
BALANCE AT END OF PERIOD.....	<u>\$ (9,699)</u>	<u>\$ 6,950</u>

Enogex Products Corporation
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents.....	\$ -	\$ 830	\$ -	\$ -	\$ 3,614
Accounts receivable - customers, less reserve of \$500.....	4,364	1,836	-	-	4,465
Accounts receivable - affiliates.....	-	-	-	1,830	-
Accounts receivable-other.....	198	1	1	1	-
Fuel inventories, at LIFO cost.....	2,035	-	-	-	-
Materials and supplies, at average cost.....	-	-	-	-	258
Prepayments and other.....	572	-	-	-	2
Accumulated deferred tax assets.....	38	-	-	-	-
	-----	-----	-----	-----	-----
Total current assets.....	7,207	2,667	1	1,831	8,339
OTHER PROPERTY AND INVESTMENTS, at cost.....	47,475	135	-	-	-
PROPERTY, PLANT & EQUIPMENT:					
In service.....	23,244	70	10,915	1,769	41,443
Construction work in progress.....	99	-	263	2	405
	-----	-----	-----	-----	-----
Total property, plant and equipment.....	23,343	70	11,178	1,771	41,848
Less accumulated depreciation.....	6,913	21	755	121	4,544
	-----	-----	-----	-----	-----
Net property, plant and equipment.....	16,430	49	10,423	1,650	37,304
DEFERRED CHARGES.....	1,797	252	23	1,947	938
	-----	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 72,909	\$ 3,103	\$ 10,447	\$ 5,428	\$ 46,581
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents.....	\$ (701)	\$ 3,743
Accounts receivable - customers, less reserve of \$500.....	-	10,665
Accounts receivable - affiliates.....	(1,830)	-
Accounts receivable-other.....	-	201
Fuel inventories, at LIFO cost.....	-	2,035
Materials and supplies, at average cost.....	-	258
Prepayments and other.....	-	574
Accumulated deferred tax assets.....	-	38
	-----	-----
Total current assets.....	(2,531)	17,514
OTHER PROPERTY AND INVESTMENTS, at cost.....	(47,610)	-
PROPERTY, PLANT & EQUIPMENT:		
In service.....	-	77,441
Construction work in progress.....	-	769
	-----	-----
Total property, plant and equipment.....	-	78,210
Less accumulated depreciation.....	-	12,354
	-----	-----
Net property, plant and equipment.....	-	65,856
DEFERRED CHARGES.....	-	4,957
	-----	-----
TOTAL ASSETS.....	\$ (50,141)	\$ 88,327
	=====	=====

Enogex Products Corporation
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners LP	Todd Ranch Partners LP	NuStar Joint Venture
	-----	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Accounts payable - affiliates.....	\$ 51,262	\$ 1,296	\$ -	\$ -	\$ -
Accounts payable - other.....	1,421	911	-	-	4,580
Accrued taxes.....	91	1	83	2	324
Other.....	1,877	866	1,006	34	509
	-----	-----	-----	-----	-----
Total current liabilities.....	54,651	3,074	1,089	36	5,413
DEFERRED CREDITS AND OTHER LIABILITIES:					
Accumulated deferred income taxes.....	7,542	-	-	-	-
Other.....	53	79	21	4	-
	-----	-----	-----	-----	-----
Total deferred credits and other liabilities..	7,595	79	21	4	-
STOCKHOLDERS' EQUITY:					
Common stockholders' equity.....	3,713	314	9,400	4,156	32,274
Retained earnings.....	6,950	(364)	(63)	1,232	8,894
	-----	-----	-----	-----	-----
Total stockholders' equity.....	10,663	(50)	9,337	5,388	41,168
	-----	-----	-----	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 72,909	\$ 3,103	\$ 10,447	\$ 5,428	\$ 46,581
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable - affiliates.....	\$ -	\$ 52,558
Accounts payable - other.....	-	6,912
Accrued taxes.....	-	501
Other.....	(2,533)	1,759
	-----	-----
Total current liabilities.....	(2,533)	61,730
DEFERRED CREDITS AND OTHER LIABILITIES:		
Accumulated deferred income taxes.....	-	7,542
Other.....	8,235	8,392
	-----	-----
Total deferred credits and other liabilities..	8,235	15,934
STOCKHOLDERS' EQUITY:		
Common stockholders' equity.....	(46,144)	3,713
Retained earnings.....	(9,699)	6,950
	-----	-----
Total stockholders' equity.....	(55,843)	10,663
	-----	-----
TOTAL CAPITALIZATION AND LIABILITIES.....	\$ (50,141)	\$ 88,327
	=====	=====

Enogex Arkansas Pipeline Corporation
 Consolidating Statement of Income
 Year Ended December 31, 1999

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ 40,309	\$ -	\$ 40,309
OPERATING EXPENSES:				
Gas purchased for resale.....	-	28,690	-	28,690
Other operation and maintenance.....	1,660	4,754	-	6,414
Depreciation.....	198	3,063	(582)	2,679
Taxes other than income.....	-	1,157	-	1,157
Total operating expenses.....	----- 1,858	----- 37,664	----- (582)	----- 38,940
OPERATING INCOME.....	(1,858)	2,645	582	1,369
OTHER INCOME (EXPENSES):				
Interest charges.....	(425)	(6,259)	795	(5,889)
Other, net.....	365	49	1,640	2,054
Income from subsidiaries.....	(1,447)	-	1,447	-
Total other income (expenses).....	----- (1,507)	----- (6,210)	----- 3,882	----- (3,835)
EARNINGS BEFORE INCOME TAXES.....	(3,365)	(3,565)	4,464	(2,466)
BENEFIT FOR INCOME TAXES.....	(1,123)	-	-	(1,123)
NET INCOME (LOSS).....	----- \$ (2,242)	----- \$ (3,565)	----- \$ 4,464	----- \$ (1,343)
	=====	=====	=====	=====

Enogex Arkansas Pipeline Corporation
 Consolidating Statement of Retained Earnings
 Year Ended December 31, 1999

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ (1,300)	\$ (4,114)	\$ 4,114	\$ (1,300)
ADD - net income (loss).....	(2,242)	(3,565)	4,464	(1,343)
	-----	-----	-----	-----
BALANCE AT END OF PERIOD.....	\$ (3,542)	\$ (7,679)	\$ 8,578	\$ (2,643)
	=====	=====	=====	=====

Enogex Arkansas Pipeline Corporation
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents.....	\$ -	\$ 2,184	\$ -	\$ 2,184
Accounts receivable - customers.....	-	3,158	-	3,158
Accounts receivable - affiliates.....	2,725	1,101	(2,894)	932
Accounts receivable-other.....	756	-	-	756
Materials and supplies, at average cost.....	-	579	-	579
Prepayments and other.....	-	34	-	34
	-----	-----	-----	-----
Total current assets.....	3,481	7,056	(2,894)	7,643
OTHER PROPERTY AND INVESTMENTS, at cost.....	72,952	-	(72,952)	-
PROPERTY, PLANT & EQUIPMENT:				
In service.....	36	183,682	(38,852)	144,866
Construction work in progress.....	-	1,005	-	1,005
	-----	-----	-----	-----
Total property, plant and equipment.....	36	184,687	(38,852)	145,871
Less accumulated depreciation.....	22	20,205	(16,008)	4,219
	-----	-----	-----	-----
Net property, plant and equipment.....	14	164,482	(22,844)	141,652
DEFERRED CHARGES.....	-	13,713	(2,847)	10,866
	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 76,447	\$185,251	\$ (101,537)	\$ 160,161
	=====	=====	=====	=====

Enogex Arkansas Pipeline Corporation
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System LP	Consolidating Adjustments	Consolidated Statements
	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Accounts payable - affiliates.....	\$ 69,960	\$ 2,894	\$ (2,894)	\$ 69,960
Accounts payable - other.....	-	3,953	-	3,953
Accrued taxes.....	(960)	1,071	-	111
Accrued interest.....	-	459	-	459
Long-term debt due within one year.....	-	2,000	-	2,000
	-----	-----	-----	-----
Total current liabilities.....	69,000	10,377	(2,894)	76,483
LONG-TERM DEBT.....	6,487	75,000	-	81,487
DEFERRED CREDITS AND OTHER LIABILITIES:				
Accumulated deferred income taxes.....	4,797	-	-	4,797
Other.....	-	36	-	36
	-----	-----	-----	-----
Total deferred credits and other liabilities..	4,797	36	-	4,833
STOCKHOLDERS' EQUITY:				
Common stockholders' equity.....	(295)	107,517	(107,221)	1
Retained earnings.....	(3,542)	(7,679)	8,578	(2,643)
	-----	-----	-----	-----
Total stockholders' equity.....	(3,837)	99,838	(98,643)	(2,642)
	-----	-----	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 76,447	\$185,251	\$ (101,537)	\$ 160,161
	=====	=====	=====	=====

NOARK Pipeline System LP
Consolidating Statement of Income
Year Ended December 31, 1999

(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.....	\$ -	\$ 19,992	\$ 463	\$ 29,702	\$ 24,908	\$ -
OPERATING EXPENSES:						
Gas purchased for resale.....	-	244	-	40,757	22,445	-
Other operation and maintenance.....	563	3,812	50	1	328	-
Depreciation.....	-	2,810	98	-	155	-
Taxes other than income.....	9	1,138	(4)	-	14	-
Total operating expenses.....	572	8,004	144	40,758	22,942	-
OPERATING INCOME.....	(572)	11,988	319	(11,056)	1,966	-
OTHER INCOME (EXPENSES):						
Interest charges.....	(5,713)	(543)	(3)	-	-	(5,601)
Other, net.....	38	9	-	-	2	5,601
Income from subsidiaries.....	2,682	-	-	-	-	-
Total other income (expenses).....	(2,993)	(534)	(3)	-	2	-
NET INCOME (LOSS).....	\$ (3,565)	\$ 11,454	\$ 316	\$ (11,056)	\$ 1,968	\$ -

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
OPERATING REVENUES.....	\$ (34,756)	\$ 40,309
OPERATING EXPENSES:		
Gas purchased for resale.....	(34,756)	28,690
Other operation and maintenance.....	-	4,754
Depreciation.....	-	3,063
Taxes other than income.....	-	1,157
Total operating expenses.....	(34,756)	37,664
OPERATING INCOME.....	-	2,645
OTHER INCOME (EXPENSES):		
Interest charges.....	5,601	(6,259)
Other, net.....	(5,601)	49
Income from subsidiaries.....	(2,682)	-
Total other income (expenses).....	(2,682)	(6,210)
NET INCOME (LOSS).....	\$ (2,682)	\$ (3,565)

NOARK Pipeline System LP
 Consolidating Statement of Retained Earnings
 Year Ended December 31, 1999

(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.....	\$ (4,114)	\$ 3,717	\$ 85	\$ (1,932)	\$ 593	\$ -
ADD - net income (loss).....	(3,565)	11,454	316	(11,056)	1,968	-
BALANCE AT END OF PERIOD.....	<u>\$ (7,679)</u>	<u>\$ 15,171</u>	<u>\$ 401</u>	<u>\$ (12,988)</u>	<u>\$ 2,561</u>	<u>\$ -</u>

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ (2,463)	\$ (4,114)
ADD - net income (loss).....	(2,682)	(3,565)
BALANCE AT END OF PERIOD.....	<u>\$ (5,145)</u>	<u>\$ (7,679)</u>

NOARK Pipeline System LP
Consolidating Balance Sheet
December 31, 1999

(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
	-----	-----	-----	-----	-----	-----
ASSETS						
CURRENT ASSETS:						
Cash and cash equivalents.....	\$ 3,492	\$ 22	\$ -	\$ -	\$ -	\$ -
Accounts receivable - customers.....	139	2,254	-	400	365	-
Accounts receivable - affiliates.....	-	16,447	599	-	1,566	459
Materials and supplies, at average cost.....	-	579	-	-	-	-
Prepayments and other.....	-	34	-	-	-	2,000
	-----	-----	-----	-----	-----	-----
Total current assets.....	3,631	19,336	599	400	1,931	2,459
OTHER PROPERTY AND INVESTMENTS, at cost.....	179,677	-	-	-	-	-
PROPERTY, PLANT & EQUIPMENT:						
In service.....	-	176,146	2,452	-	5,084	-
Construction work in progress.....	-	376	58	-	571	-
	-----	-----	-----	-----	-----	-----
Total property, plant and equipment.....	-	176,522	2,510	-	5,655	-
Less accumulated depreciation.....	-	19,125	624	-	456	-
	-----	-----	-----	-----	-----	-----
Net property, plant and equipment.....	-	157,397	1,886	-	5,199	-
DEFERRED CHARGES.....	2,090	10,758	20	845	-	75,000
	-----	-----	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 185,398	\$ 187,491	\$ 2,505	\$ 1,245	\$ 7,130	\$ 77,459
	=====	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents.....	\$ (1,330)	\$ 2,184
Accounts receivable - customers.....	-	3,158
Accounts receivable - affiliates.....	(17,970)	1,101
Materials and supplies, at average cost.....	-	579
Prepayments and other.....	(2,000)	34
	-----	-----
Total current assets.....	(21,300)	7,056
OTHER PROPERTY AND INVESTMENTS, at cost.....	(179,677)	-
PROPERTY, PLANT & EQUIPMENT:		
In service.....	-	183,682
Construction work in progress.....	-	1,005
	-----	-----
Total property, plant and equipment.....	-	184,687
Less accumulated depreciation.....	-	20,205
	-----	-----
Net property, plant and equipment.....	-	164,482
DEFERRED CHARGES.....	(75,000)	13,713
	-----	-----
TOTAL ASSETS.....	\$ (275,977)	\$ 185,251
	=====	=====

NOARK Pipeline System LP
Consolidating Balance Sheet
Ended December 31, 1999

(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
LIABILITIES AND STOCKHOLDERS' EQUITY						
CURRENT LIABILITIES:						
Accounts payable - affiliates.....	\$ 7,664	\$ -	\$ -	\$ 9,074	\$ 2,259	\$ -
Accounts payable - other.....	10	736	78	4,172	(1,043)	-
Accrued taxes.....	-	1,063	1	-	7	-
Accrued interest.....	459	-	-	-	-	458
Long-term debt due within one year.....	2,000	-	-	-	-	2,000
Other.....	428	-	31	951	1,328	-
Total current liabilities.....	10,561	1,799	110	14,197	2,551	2,458
LONG-TERM DEBT.....	75,000	-	-	-	-	75,000
OTHER LIABILITIES.....	-	-	-	36	-	-
STOCKHOLDERS' EQUITY:						
Common stockholders' equity.....	107,516	170,521	1,994	-	2,018	1
Retained earnings.....	(7,679)	15,171	401	(12,988)	2,561	-
Total stockholders' equity.....	99,837	185,692	2,395	(12,988)	4,579	1
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 185,398	\$ 187,491	\$ 2,505	\$ 1,245	\$ 7,130	\$ 77,459

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable - affiliates.....	\$ (16,103)	\$ 2,894
Accounts payable - other.....	-	3,953
Accrued taxes.....	-	1,071
Accrued interest.....	(458)	459
Long-term debt due within one year.....	(2,000)	2,000
Other.....	(2,738)	-
Total current liabilities.....	(21,299)	10,377
LONG-TERM DEBT.....	(75,000)	75,000
OTHER LIABILITIES.....	-	36
STOCKHOLDERS' EQUITY:		
Common stockholders' equity.....	(174,533)	107,517
Retained earnings.....	(5,145)	(7,679)
Total stockholders' equity.....	(179,678)	99,838
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ (275,977)	\$ 185,251

Transok Holding, LLC
Consolidating Statement of Income
Year Ended December 31, 1999

(dollars in thousands)	Transok Holding LLC	Transok LLC	Transok Gas Gathering LLC	Transok Gas Processing LLC	Transok Gas LLC
	-----	-----	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ 47,383	\$ 7,995	\$ 74,125	\$269,591
OPERATING EXPENSES:					
Gas purchased for resale.....	-	4,751	-	14,126	256,156
Cost of Service.....	-	18,274	-	-	-
Other operation and maintenance.....	-	8,579	3,866	46,277	7,761
Depreciation.....	-	3,680	2,142	4,221	-
Taxes other than income.....	-	3,018	794	1,285	-
Total operating expenses.....	-	38,302	6,802	65,909	263,917
OPERATING INCOME.....	-	9,081	1,193	8,216	5,674
OTHER INCOME (EXPENSES):					
Interest charges.....	-	(16,878)	(1,194)	(3,571)	(675)
Other, net.....	-	763	1	-	-
Income from subsidiaries.....	1,569	5,905	-	-	-
Total other income (expenses).....	1,569	(10,210)	(1,193)	(3,571)	(675)
EARNINGS BEFORE INCOME TAXES.....	1,569	(1,129)	-	4,645	4,999
PROVISION (BENEFIT) FOR INCOME TAXES.....	-	(2,697)	1	1,805	1,932
NET INCOME (LOSS).....	\$ 1,569	\$ 1,568	\$ (1)	\$ 2,840	\$ 3,067
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
OPERATING REVENUES.....	\$ (124,146)	\$ 274,948
OPERATING EXPENSES:		
Gas purchased for resale.....	(101,687)	173,346
Cost of Service.....	(18,274)	-
Other operation and maintenance.....	(4,185)	62,298
Depreciation.....	-	10,043
Taxes other than income.....	-	5,097
Total operating expenses.....	(124,146)	250,784
OPERATING INCOME.....	-	24,164
OTHER INCOME (EXPENSES):		
Interest charges.....	-	(22,318)
Other, net.....	-	764
Income from subsidiaries.....	(7,474)	-
Total other income (expenses).....	(7,474)	(21,554)
EARNINGS BEFORE INCOME TAXES.....	(7,474)	2,610
PROVISION (BENEFIT) FOR INCOME TAXES.....	-	1,041
NET INCOME (LOSS).....	\$ (7,474)	\$ 1,569
	=====	=====

Transok Holding, LLC
 Consolidating Statement of Retained Earnings
 Year Ended December 31, 1999

(dollars in thousands)	Transok Holding LLC	Transok LLC	Transok Gas Gathering LLC	Transok Gas Processing LLC	Transok Gas LLC
	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ -	\$ -	\$ -	\$ -
ADD - net income (loss).....	1,569	1,568	(1)	2,840	3,067
BALANCE AT END OF PERIOD.....	<u>\$ 1,569</u>	<u>\$ 1,568</u>	<u>\$ (1)</u>	<u>\$ 2,840</u>	<u>\$ 3,067</u>

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ -
ADD - net income (loss).....	(7,474)	1,569
BALANCE AT END OF PERIOD.....	<u>\$ (7,474)</u>	<u>\$ 1,569</u>

Transok Holding, LLC
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Transok Holding LLC	Transok LLC	Transok Gas Gathering LLC	Transok Gas Processing LLC	Transok Gas LLC
	-----	-----	-----	-----	-----
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents.....	\$ -	\$ -	\$ -	\$ 2	\$ -
Accounts receivable - customers, less reserve of \$462.....	-	14,452	-	33	47,547
Accounts receivable - affiliates.....	-	11,518	5,398	13,001	-
Accounts receivable - other.....	-	1,144	4	2	-
Fuel inventories, at LIFO cost.....	-	-	-	-	18,725
Materials and supplies, at average cost.....	-	2,967	-	-	-
Prepayments and other.....	-	736	35	27	4,660
	-----	-----	-----	-----	-----
Total current assets.....	-	30,817	5,437	13,065	70,932
OTHER PROPERTY AND INVESTMENTS, at cost.....	1,569	319,466	-	-	-
PROPERTY, PLANT & EQUIPMENT:					
In service.....	-	404,562	85,676	213,031	-
Construction work in progress.....	-	1,097	4,581	5,020	-
	-----	-----	-----	-----	-----
Total property, plant and equipment.....	-	405,659	90,257	218,051	-
Less accumulated depreciation.....	-	3,677	2,143	4,278	-
	-----	-----	-----	-----	-----
Net property, plant and equipment.....	-	401,982	88,114	213,773	-
DEFERRED CHARGES.....	-	7,418	-	76	6,713
	-----	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 1,569	\$ 759,683	\$ 93,551	\$ 226,914	\$ 77,645
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents.....	\$ (2)	\$ -
Accounts receivable - customers, less reserve of \$462.....	-	62,032
Accounts receivable - affiliates.....	(29,917)	-
Accounts receivable - other.....	-	1,150
Fuel inventories, at LIFO cost.....	-	18,725
Materials and supplies, at average cost.....	-	2,967
Prepayments and other.....	-	5,458
	-----	-----
Total current assets.....	(29,919)	90,332
OTHER PROPERTY AND INVESTMENTS, at cost.....	(321,035)	-
PROPERTY, PLANT & EQUIPMENT:		
In service.....	-	703,269
Construction work in progress.....	-	10,698
	-----	-----
Total property, plant and equipment.....	-	713,967
Less accumulated depreciation.....	-	10,098
	-----	-----
Net property, plant and equipment.....	-	703,869
DEFERRED CHARGES.....	-	14,207
	-----	-----
TOTAL ASSETS.....	\$ (350,954)	\$ 808,408
	=====	=====

Transok Holding, LLC
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Transok Holding LLC	Transok LLC	Transok Gas Gathering LLC	Transok Gas Processing LLC	Transok Gas LLC
	-----	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Accounts payable - affiliates.....	\$ -	\$ 540,534	\$ 41	\$ -	\$ 1,932
Accounts payable - other.....	-	7,587	2	1,303	18,328
Accrued taxes.....	-	2,682	658	881	-
Accrued interest.....	-	4,451	-	-	-
Other.....	-	16,432	26,308	4,371	4,656
	-----	-----	-----	-----	-----
Total current liabilities.....	-	571,686	27,009	6,555	24,916
LONG-TERM DEBT.....	-	173,000	-	-	-
DEFERRED CREDITS AND OTHER LIABILITIES:					
Accrued pension and benefit obligation.....	-	53	-	-	-
Accumulated deferred income taxes.....	-	8,875	5,358	14,806	-
Other.....	-	4,500	-	-	-
	-----	-----	-----	-----	-----
Total deferred credits and other liabilities..	-	13,428	5,358	14,806	-
STOCKHOLDERS' EQUITY:					
Common stockholders' equity.....	-	1	61,185	202,713	49,662
Retained earnings.....	1,569	1,568	(1)	2,840	3,067
	-----	-----	-----	-----	-----
Total stockholders' equity.....	1,569	1,569	61,184	205,553	52,729
	-----	-----	-----	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 1,569	\$ 759,683	\$ 93,551	\$ 226,914	\$ 77,645
	=====	=====	=====	=====	=====

(dollars in thousands)	Consolidating Adjustments	Consolidated Statements
	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable - affiliates.....	\$ -	\$ 542,507
Accounts payable - other.....	-	27,220
Accrued taxes.....	-	4,221
Accrued interest.....	-	4,451
Other.....	(29,919)	21,848
	-----	-----
Total current liabilities.....	(29,919)	600,247
LONG-TERM DEBT.....	-	173,000
DEFERRED CREDITS AND OTHER LIABILITIES:		
Accrued Pension and benefit obligation.....	-	53
Accumulated deferred income taxes.....	-	29,039
Other.....	-	4,500
	-----	-----
Total deferred credits and other liabilities..	-	33,592
STOCKHOLDERS' EQUITY:		
Common stockholders' equity.....	(313,561)	-
Retained earnings.....	(7,474)	1,569
	-----	-----
Total stockholders' equity.....	(321,035)	1,569
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ (350,954)	\$ 808,408
	=====	=====

Origen
Consolidating Statement of Income
Year Ended December 31, 1999

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	GD&E	GT CO	Consolidating Adjustments	Origen Consolidated Statements
OPERATING REVENUES.....	\$ -	\$ -	\$ 8	\$ 70	\$ -	\$ 78
OPERATING EXPENSES:						
Other operation and maintenance.....	386	616	356	1,180	-	2,538
Depreciation.....	-	-	19	4	-	23
Taxes other than income.....	-	28	-	-	-	28
Total operating expenses.....	386	644	375	1,184	-	2,589
OPERATING INCOME.....	(386)	(644)	(367)	(1,114)	-	(2,511)
OTHER INCOME (EXPENSES):						
Interest charges.....	(89)	(110)	(2)	-	112	(89)
Other, net.....	277	-	2	(283)	(112)	(116)
Income from subsidiaries.....	(1,546)	-	-	-	1,546	-
Total other income (expenses).....	(1,358)	(110)	-	(283)	1,546	(205)
EARNINGS BEFORE INCOME TAXES.....	(1,744)	(754)	(367)	(1,397)	1,546	(2,716)
BENEFIT FOR INCOME TAXES.....	(114)	(290)	(142)	(540)	-	(1,086)
NET INCOME (LOSS).....	\$ (1,630)	\$ (464)	\$ (225)	\$ (857)	\$ 1,546	\$ (1,630)

Origen
 Consolidating Statement of Retained Earnings
 Year Ended December 31, 1999

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	GD&E	GT CO	Consolidating Adjustments	Origen Consolidated Statements
	-----	-----	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ (1,914)	\$ (1,537)	\$ (914)	\$ -	\$ 2,451	\$ (1,914)
ADD - net income (loss).....	(1,630)	(464)	(225)	(857)	1,546	(1,630)
OTHER CHARGES TO RETAINED EARNINGS.....	18	-	1,139	857	(1,996)	18
BALANCE AT END OF PERIOD.....	\$ (3,526)	\$ (2,001)	\$ -	\$ -	\$ 2,001	\$ (3,526)
	=====	=====	=====	=====	=====	=====

Origen
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	Consolidating Adjustments	Origen Consolidated Statements
	-----	-----	-----	-----
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents.....	\$ 51	\$ -	\$ -	\$ 51
Accounts receivable - affiliates.....	3,243	-	(3,243)	-
Accounts receivable - other.....	44	-	-	44
	-----	-----	-----	-----
Total current assets.....	3,338	-	(3,243)	95
OTHER PROPERTY AND INVESTMENTS, at cost.....	577	-	2,000	2,577
	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 3,915	\$ -	\$ (1,243)	\$ 2,672
	=====	=====	=====	=====

Origen
Consolidating Balance Sheet
December 31, 1999

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	Consolidating Adjustments	Origen Consolidated Statements
	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Accounts payable - affiliates.....	\$ 2,442	\$ 1,986	\$ (3,243)	\$ 1,185
Other.....	70	14	-	84
	-----	-----	-----	-----
Total current liabilities.....	2,512	2,000	(3,243)	1,269
ACCUMULATED DEFERRED INCOME TAXES.....	(72)	-	-	(72)
STOCKHOLDERS' EQUITY:				
Common stockholders' equity.....	5,001	1	(1)	5,001
Retained earnings.....	(3,526)	(2,001)	2,001	(3,526)
	-----	-----	-----	-----
Total stockholders' equity.....	1,475	(2,000)	2,000	1,475
	-----	-----	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 3,915	\$ -	\$ (1,243)	\$ 2,672
	=====	=====	=====	=====

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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, 1999 and is qualified in its entirety by reference to such Form U-3A-2.

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YEAR
DEC-31-1999
JAN-1-1999
DEC-31-1999
PER-BOOK
3,921,334
2,172,434
151,259