

## 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, 2000, 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, 2000, Enogex had six wholly-owned active subsidiaries: Enogex Products Corporation, OGE Energy Resources, Inc., Enogex Exploration Corporation, Enogex Arkansas Pipeline Corporation, Enogex Gas Gathering, L.L.C. and Transok Holding, LLC. At December 31, 2000, 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. 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. At December 31, 2000, Origen had one wholly-owned active subsidiary: OGE Energy Technologies. Origen and its subsidiary 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	25,258,044,000	3,360,382,000	21,897,662,000
Revenue by OG&E	\$ 1,453,585,179	\$ 134,199,157	\$ 1,319,386,022

(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	2,533,253,000	2,533,253,000
Revenue by OG&E	\$ 104,444,541	\$ 104,444,541

(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	1,069,690,000	837,534,000	232,156,000
Revenue by OG&E	\$ 40,803,424	\$ 28,771,503	\$ 12,031,921

(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	641,294,000	4,290,000	637,004,000
Revenue by OG&E	\$ 33,800,482	\$ 194,496	\$ 33,605,986

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, 2000, 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, 2000, and Consolidating Balance Sheet as of December 31, 2000, for OGE Energy Corp. (the "Company") and its subsidiary companies.

B. 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, 2000, the Company did not hold directly or indirectly any interest in an EWG or a foreign utility company.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 26th day of February 2001.

OGЕ 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

<u>Exhibit</u>	<u>Description</u>
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A.	<u>Consolidating Statement of Income and Retained Earnings for the year ended December 31, 2000, and Consolidating Balance Sheet as of December 31, 2000, for OGE Energy Corp. (the "Company") and its subsidiary companies.</u>
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OGE Energy Corp.  
Consolidating Balance Sheet  
December 31, 2000

(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.....	\$ -	\$ 422	\$ -	\$ 32	\$ -	\$ -
Accounts receivable - customers, less reserve of \$4,135.....	-	130,920	315,265	-	-	-
Accounts receivable - affiliates.....	-	-	-	62	209,679	(209,741)
Accrued unbilled revenues.....	-	49,000	-	-	-	-
Accounts receivable-other.....	437	14,092	10,150	34	-	-
Fuel inventories.....	-	75,515	124,801	-	-	-
Materials and supplies, at average cost..	2,223	32,796	6,498	-	-	-
Prepayments and other.....	4,520	38,521	2,674	-	-	-
Price risk management.....	-	-	45,727	-	-	-
Accumulated deferred tax assets.....	701	8,454	1,514	-	-	-
<b>Total current assets.....</b>	<b>7,881</b>	<b>349,720</b>	<b>506,629</b>	<b>128</b>	<b>209,679</b>	<b>(209,741)</b>
<b>OTHER PROPERTY AND INVESTMENTS, at cost....</b>	<b>1,388,978</b>	<b>15,396</b>	<b>2,707</b>	<b>1,458</b>	<b>-</b>	<b>(1,371,559)</b>
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>						
In service.....	36,439	3,867,886	1,419,216	-	-	-
Construction work in progress.....	1,365	14,889	30,762	-	-	-
<b>Total property, plant and equipment....</b>	<b>37,804</b>	<b>3,882,775</b>	<b>1,449,978</b>	<b>-</b>	<b>-</b>	<b>-</b>
Less accumulated depreciation.....	12,677	1,897,696	240,720	-	-	-
<b>Net property, plant and equipment.....</b>	<b>25,127</b>	<b>1,985,079</b>	<b>1,209,258</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>DEFERRED CHARGES:</b>						
Advance payments for gas.....	-	12,500	-	-	-	-
Income taxes recoverable through future rates.....	-	38,654	-	-	-	-
Other.....	11,313	36,100	100,323	-	-	-
<b>Total deferred charges.....</b>	<b>11,313</b>	<b>87,254</b>	<b>100,323</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL ASSETS.....</b>	<b>\$ 1,433,299</b>	<b>\$ 2,437,449</b>	<b>\$ 1,818,917</b>	<b>\$ 1,586</b>	<b>\$ 209,679</b>	<b>\$ (1,581,300)</b>

(dollars in thousands)	OGE Consolidated Statements
<b>ASSETS</b>	
<b>CURRENT ASSETS:</b>	
Cash and cash equivalents.....	\$ 454
Accounts receivable - customers, less reserve of \$4,135.....	446,185
Accounts receivable - affiliates.....	-
Accrued unbilled revenues.....	49,000
Accounts receivable-other.....	24,713
Fuel inventories.....	200,316
Materials and supplies, at average cost..	41,517
Prepayments and other.....	45,715
Price risk management.....	45,727
Accumulated deferred tax assets.....	10,669
<b>Total current assets.....</b>	<b>864,296</b>
<b>OTHER PROPERTY AND INVESTMENTS, at cost....</b>	<b>36,980</b>
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>	
In service.....	5,323,541
Construction work in progress.....	47,016
<b>Total property, plant and equipment....</b>	<b>5,370,557</b>
Less accumulated depreciation.....	2,151,093
<b>Net property, plant and equipment.....</b>	<b>3,219,464</b>
<b>DEFERRED CHARGES:</b>	
Advance payments for gas.....	12,500
Income taxes recoverable through future rates.....	38,654
Other.....	147,736
<b>Total deferred charges.....</b>	<b>198,890</b>
<b>TOTAL ASSETS.....</b>	<b>\$ 4,319,630</b>

(dollars in thousands)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
<b>CURRENT LIABILITIES:</b>						
Short-term debt.....	\$ 284,500	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts payable - affiliates.....	39,897	90,474	79,370	-	-	(209,741)
Accounts payable - other.....	1,641	107,416	221,388	-	-	-
Dividends payable.....	25,890	-	-	-	-	-
Customers' deposits.....	-	22,645	2	-	-	-
Accrued taxes.....	6,062	19,951	7,054	-	-	-
Accrued interest.....	-	14,535	22,675	-	3,489	-
Long-term debt due within one year.....	-	-	2,000	-	-	-
Price risk management.....	-	-	33,709	-	-	-
Other.....	4,446	21,249	11,210	70	-	-
<b>Total current liabilities.....</b>	<b>362,436</b>	<b>276,270</b>	<b>377,408</b>	<b>70</b>	<b>3,489</b>	<b>(209,741)</b>
<b>LONG-TERM DEBT.....</b>	<b>-</b>	<b>702,582</b>	<b>745,941</b>	<b>-</b>	<b>200,000</b>	<b>-</b>
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>						
Accrued pension and benefit obligation .....	252	11,277	2,727	-	-	-
Accumulated deferred income taxes.....	2,795	449,420	166,145	-	-	-
Accumulated deferred investment tax credits.....	-	57,429	-	-	-	-
Other.....	3,508	12,500	90,814	-	-	-
<b>Total deferred credits and other liabilities..</b>	<b>6,555</b>	<b>530,626</b>	<b>259,686</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>STOCKHOLDERS' EQUITY:</b>						
Common stockholders' equity.....	443,298	512,446	386,668	5,001	6,190	(910,305)
Retained earnings.....	621,010	415,525	49,214	(3,485)	-	(461,254)
<b>Total stockholders' equity.....</b>	<b>1,064,308</b>	<b>927,971</b>	<b>435,882</b>	<b>1,516</b>	<b>6,190</b>	<b>(1,371,559)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 1,433,299</b>	<b>\$ 2,437,449</b>	<b>\$ 1,818,917</b>	<b>\$ 1,586</b>	<b>\$ 209,679</b>	<b>\$ (1,581,300)</b>

(dollars in thousands)	OGE Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
<b>CURRENT LIABILITIES:</b>	
Short-term debt.....	\$ 284,500
Accounts payable - affiliates.....	-
Accounts payable - other.....	330,445
Dividends payable.....	25,890
Customers' deposits.....	22,647
Accrued taxes.....	33,067
Accrued interest.....	40,699
Long-term debt due within one year.....	2,000
Price risk management.....	33,709
Other.....	36,975
<b>Total current liabilities.....</b>	<b>809,932</b>
<b>LONG-TERM DEBT.....</b>	<b>1,648,523</b>
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>	
Accrued pension and benefit obligation .....	14,256
Accumulated deferred income taxes.....	618,360
Accumulated deferred investment tax credits.....	57,429
Other.....	106,822
<b>Total deferred credits and other liabilities..</b>	<b>796,867</b>
<b>STOCKHOLDERS' EQUITY:</b>	
Common stockholders' equity.....	443,298
Retained earnings.....	621,010
<b>Total stockholders' equity.....</b>	<b>1,064,308</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 4,319,630</b>

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OGE Energy Corp.  
Consolidating Statement of Income  
Year Ended December 31, 2000

(dollars in thousands except per share data)	OGE Energy Corp.	Oklahoma Gas and Electric Company	Enogex Inc.	Origen Inc.	OGE Capital Trust	Consolidating Adjustments
<b>OPERATING REVENUES.....</b>	<b>\$ -</b>	<b>\$ 1,453,585</b>	<b>\$ 2,111,600</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (266,458)</b>
<b>OPERATING EXPENSES:</b>						
Fuel.....	-	489,049	-	-	-	(37,436)
Purchased power.....	-	263,328	-	-	-	-
Gas and electricity purchased for resale.....	-	-	1,687,108	-	-	(229,023)
Other operation and maintenance.....	(8,495)	267,353	277,864	29	-	-
Depreciation and amortization.....	6,668	117,257	52,219	-	-	-
Taxes other than income.....	2,124	45,460	15,401	-	-	-

Total operating expenses.....	297	1,182,447	2,032,592	29	-	(266,459)
OPERATING INCOME.....	(297)	271,138	79,008	(29)	-	1
OTHER INCOME (EXPENSES), Net.....	313	(2,745)	5,027	-	-	-
EARNINGS BEFORE INTEREST AND TAXES.....	16	268,393	84,035	(29)	-	1
INTEREST INCOME (EXPENSES):						
Interest income.....	4,648	1,121	2,878	113	17,268	(22,240)
Interest on long-term debt.....	-	(45,858)	(55,594)	-	-	-
Interest on trust preferred securities.....	-	-	-	-	(17,268)	-
Other interest charges.....	(32,921)	(922)	(2,335)	(6)	-	22,240
Net interest income (expenses).....	(28,273)	(45,659)	(55,051)	107	-	-
EARNINGS BEFORE INCOME TAXES.....	(28,257)	222,734	28,984	78	-	1
INCOME TAX EXPENSE.....	(13,159)	80,342	9,285	37	-	-
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES..	(15,098)	142,392	19,699	41	-	1
INCOME FROM SUBSIDIARIES.....	162,133	-	-	-	-	(162,133)
NET INCOME.....	\$ 147,035	\$ 142,392	\$ 19,699	\$ 41	\$ -	\$ (162,132)
AVERAGE COMMON SHARES						
OUTSTANDING (thousands).....	77,864					
EARNINGS PER AVERAGE						
COMMON SHARE.....	\$ 1.89					

OGE  
Consolidated  
Statements

OPERATING REVENUES.....	\$ 3,298,727
OPERATING EXPENSES:	
Fuel.....	451,613
Purchased power.....	263,328
Gas and electricity purchased for resale.....	1,458,085
Other operation and maintenance.....	536,751
Depreciation and amortization.....	176,144
Taxes other than income.....	62,985
Total operating expenses.....	2,948,906
OPERATING INCOME.....	349,821
OTHER INCOME (EXPENSES), Net.....	2,595
EARNINGS BEFORE INTEREST AND TAXES.....	352,416
INTEREST INCOME (EXPENSES):	
Interest income.....	3,788
Interest on long-term debt.....	(101,452)
Interest on trust preferred securities.....	(17,268)
Other interest charges.....	(13,944)
Net interest income (expenses).....	(128,876)
EARNINGS BEFORE INCOME TAXES.....	223,540
INCOME TAX EXPENSE.....	76,505
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES..	147,035
INCOME FROM SUBSIDIARIES.....	-
NET INCOME.....	\$ 147,035
AVERAGE COMMON SHARES	
OUTSTANDING (thousands).....	77,864
EARNINGS PER AVERAGE	
COMMON SHARE.....	\$ 1.89

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Exhibit A

OGE Energy Corp.  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2000

(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.....	\$ 577,532	\$ 376,691	\$ 39,715	\$ (3,526)	\$ -	\$ (412,880)
ADD - net income (loss).....	147,035	142,392	19,699	41	-	(162,132)
Total.....	724,567	519,083	59,414	(3,485)	-	(575,012)
DEDUCT:						
Cash dividends declared on common stock.....	103,557	103,558	10,200	-	-	(113,758)
BALANCE AT END OF PERIOD.....	\$ 621,010	\$ 415,525	\$ 49,214	\$ (3,485)	\$ -	\$ (461,254)

(dollars in thousands)	OGE Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ 577,532
ADD - net income (loss).....	147,035
Total.....	724,567
DEDUCT:	
Cash dividends declared on common stock.....	103,557
BALANCE AT END OF PERIOD.....	\$ 621,010 =====

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Exhibit A

Enogex Inc.  
Consolidating Balance Sheet  
December 31, 2000

(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.....	\$ -	\$ 8,088	\$ 13,460	\$ -	\$ 838	\$ -
Accounts receivable - customers, less reserve of \$463.....	9,027	8,590	250,310	-	4,201	1,403
Accounts receivable - affiliates.....	706,406	-	-	-	3,615	-
Accounts receivable-other.....	204	116	3,442	6,378	37	(27)
Fuel inventories.....	-	-	-	-	-	38,980
Materials and supplies, at average cost.....	2,900	258	-	-	561	-
Prepayments and other.....	1,100	-	111	678	44	-
Price risk management.....	-	-	18,824	26,903	-	-
Accumulated deferred tax assets.....	620	-	880	-	-	-
Total current assets.....	720,257	17,052	287,027	33,959	9,296	40,356
OTHER PROPERTY AND INVESTMENTS, at cost..	198,304	-	55	-	-	-
PROPERTY, PLANT & EQUIPMENT:						
In service.....	201,160	74,344	3,335	74,557	147,696	208,053
Construction work in progress.....	544	9,779	9	-	1,323	3,428
Total property, plant and equipment..	201,704	84,123	3,344	74,557	149,019	211,481
Less accumulated depreciation.....	78,290	14,888	1,023	33,959	7,318	74,831
Net property, plant and equipment.....	123,414	69,235	2,321	40,598	141,701	136,650
DEFERRED CHARGES	48,332	3,463	9,233	-	10,667	14,383
TOTAL ASSETS.....	\$1,090,307 =====	\$ 89,750 =====	\$ 298,636 =====	\$ 74,557 =====	\$ 161,664 =====	\$ 191,389 =====

(dollars in thousands)	Transok Holding, LLC	Consolidating Adjustments	Enogex Consolidated Statements
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents.....	\$ -	\$ (22,386)	\$ -
Accounts receivable - customers, less reserve of \$463.....	41,734	-	315,265
Accounts receivable - affiliates.....	-	(710,021)	-
Accounts receivable-other.....	-	-	10,150
Fuel inventories.....	85,821	-	124,801
Materials and supplies, at average cost.....	2,779	-	6,498
Prepayments and other.....	741	-	2,674
Price risk management.....	-	-	45,727
Accumulated deferred tax assets.....	14	-	1,514
Total current assets.....	131,089	(732,407)	506,629
OTHER PROPERTY AND INVESTMENTS, at cost..	29	(195,681)	2,707
PROPERTY, PLANT & EQUIPMENT:			
In service.....	710,071	-	1,419,216
Construction work in progress.....	15,679	-	30,762
Total property, plant and equipment..	725,750	-	1,449,978
Less accumulated depreciation.....	30,411	-	240,720

Net property, plant and equipment.....	695,339	-	1,209,258
DEFERRED CHARGES	29,629	(15,384)	100,323
TOTAL ASSETS.....	\$ 856,086	\$ (943,472)	\$ 1,818,917

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Exhibit A

Enogex Inc.  
Consolidating Balance Sheet  
December 31, 2000

(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.....	\$ -	\$ 39,276	\$ 78,634	\$ 23,155	\$ 64,986	\$ 61,389
Accounts payable - other.....	4,086	13,779	158,890	309	6,565	10,955
Customers' deposits.....	2	-	-	-	-	-
Accrued taxes.....	667	510	17	11	1,083	507
Accrued interest.....	17,777	-	-	-	448	-
Long-term debt due within one year.....	-	-	-	-	2,000	-
Price risk management.....	-	-	33,709	-	-	-
Other.....	3,228	-	1,125	15	-	-
Total current liabilities.....	25,760	53,565	272,375	23,490	75,082	72,851
LONG-TERM DEBT.....	493,000	-	-	-	79,941	-
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>						
Accrued pension and benefit obligation.....	2,574	-	153	-	-	-
Accumulated deferred income taxes.....	63,492	8,240	235	10,224	8,002	-
Other.....	69,599	8,938	4,414	-	1,928	-
Total deferred credits and other liabilities.....	135,665	17,178	4,802	10,224	9,930	-
<b>STOCKHOLDERS' EQUITY:</b>						
Common stockholders' equity.....	386,668	3,713	15,001	12,751	1	91,327
Retained earnings.....	49,214	15,294	6,458	28,092	(3,290)	27,211
Total stockholders' equity.....	435,882	19,007	21,459	40,843	(3,289)	118,538
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$1,090,307</b>	<b>\$ 89,750</b>	<b>\$ 298,636</b>	<b>\$ 74,557</b>	<b>\$ 161,664</b>	<b>\$ 191,389</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.....	\$ 521,951	\$ (710,021)	\$ 79,370
Accounts payable - other.....	49,191	(22,387)	221,388
Customers' deposits.....	-	-	2
Accrued taxes.....	4,259	-	7,054
Accrued interest.....	4,450	-	22,675
Long-term debt due within one year.....	-	-	2,000
Price risk management.....	-	-	33,709
Other.....	6,842	-	11,210
Total current liabilities.....	586,693	(732,408)	377,408
LONG-TERM DEBT.....	173,000	-	745,941
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>			
Accrued pension and benefit obligation.....	-	-	2,727
Accumulated deferred income taxes.....	75,952	-	166,145
Other.....	21,318	(15,383)	90,814
Total deferred credits and other liabilities.....	97,270	(15,383)	259,686
<b>STOCKHOLDERS' EQUITY:</b>			
Common stockholders' equity.....	-	(122,793)	386,668
Retained earnings.....	(877)	(72,888)	49,214
Total stockholders' equity.....	(877)	(195,681)	435,882
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 856,086</b>	<b>\$ (943,472)</b>	<b>\$ 1,818,917</b>

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Enogex Inc.  
Consolidating Statement of Income  
Year Ended December 31, 2000

(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.....	\$ 29,283	\$ 140,718	\$ 1,755,521	\$ 27,100	\$ 73,409	\$ 170,084
OPERATING EXPENSES:						
Gas and electricity purchased for resale.....	-	102,599	1,735,552	-	60,310	133,024
Other operation and maintenance.....	21,129	20,895	11,630	11,440	5,939	18,556
Depreciation and amortization.....	8,037	3,812	1,771	6,231	3,201	8,610
Taxes other than income.....	1,693	861	361	94	1,055	2,007
Total operating expenses.....	30,859	128,167	1,749,314	17,765	70,505	162,197
OPERATING INCOME.....	(1,576)	12,551	6,207	9,335	2,904	7,887
OTHER INCOME (EXPENSES), Net.....	(20)	674	(803)	2,343	1,264	311
EARNINGS BEFORE INTEREST AND TAXES.....	(1,596)	13,225	5,404	11,678	4,168	8,198
INTEREST INCOME (EXPENSES):						
Interest income.....	35,574	486	502	-	155	167
Interest on long-term debt.....	(35,267)	-	-	-	(5,574)	(692)
Other interest charges.....	(1,881)	-	(1,023)	-	(454)	-
Net interest income (expenses).....	(1,574)	486	(521)	-	(5,873)	(525)
EARNINGS BEFORE INCOME TAXES.....	(3,170)	13,711	4,883	11,678	(1,705)	7,673
INCOME TAX EXPENSES.....	(395)	5,367	1,751	2,203	(1,058)	3,057
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(2,775)	8,344	3,132	9,475	(647)	4,616
INCOME FROM SUBSIDIARIES.....	22,474	-	-	-	-	-
NET INCOME (LOSS).....	\$ 19,699	\$ 8,344	\$ 3,132	\$ 9,475	\$ (647)	\$ 4,616

(dollars in thousands)	Transok Holding, LLC	Consolidating Adjustments	Enogex Consolidated Statements
OPERATING REVENUES.....	\$ 677,432	\$ (761,947)	\$ 2,111,600
OPERATING EXPENSES:			
Gas and electricity purchased for resale.....	416,913	(761,290)	1,687,108
Other operation and maintenance.....	188,275	-	277,864
Depreciation and amortization.....	20,557	-	52,219
Taxes other than income.....	9,330	-	15,401
Total operating expenses.....	635,075	(761,290)	2,032,592
OPERATING INCOME.....	42,357	(657)	79,008
OTHER INCOME (EXPENSES), Net.....	601	657	5,027
EARNINGS BEFORE INTEREST AND TAXES.....	42,958	-	84,035
INTEREST INCOME (EXPENSES):			
Interest income.....	393	(34,399)	2,878
Interest on long-term debt.....	(14,061)	-	(55,594)
Other interest charges.....	(33,376)	34,399	(2,335)
Net interest income (expenses).....	(47,044)	-	(55,051)
EARNINGS BEFORE INCOME TAXES.....	(4,086)	-	28,984
INCOME TAX EXPENSES.....	(1,640)	-	9,285
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	(2,446)	-	19,699
INCOME FROM SUBSIDIARIES.....	-	(22,474)	-
NET INCOME (LOSS).....	\$ (2,446)	\$ (22,474)	\$ 19,699

Enogex Inc.  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2000

(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.
------------------------	----------------	-----------------------------------	----------------------------------	--------------------------------------	--------------------------------------	------------------------------------



BALANCE AT BEGINNING OF PERIOD.....	\$ 39,715	\$ 6,950	\$ 3,326	\$ 18,617	\$ (2,643)	\$ 22,595
ADD - net income (loss).....	19,699	8,344	3,132	9,475	(647)	4,616
Total.....	59,414	15,294	6,458	28,092	(3,290)	27,211
DEDUCT:						
Cash dividends declared on common stock.....	10,200	-	-	-	-	-
BALANCE AT END OF PERIOD.....	\$ 49,214	\$ 15,294	\$ 6,458	\$ 28,092	\$ (3,290)	\$ 27,211

(dollars in thousands)	Transok Holding, LLC	Consolidating Adjustments	Enogex Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ 1,569	\$ (50,414)	\$ 39,715
ADD - net income (loss).....	(2,446)	(22,474)	19,699
Total.....	(877)	(72,888)	59,414
DEDUCT:			
Cash dividends declared on common stock.....	-	-	10,200
BALANCE AT END OF PERIOD.....	\$ (877)	\$ (72,888)	\$ 49,214

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Exhibit A

Enogex Products Corporation  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners, L.P.	Todd Ranch Partners, L.P.	NuStar Joint Venture	Consolidating Adjustments
ASSETS						
CURRENT ASSETS:						
Cash and cash equivalents.....	\$ -	\$ 3,307	\$ -	\$ -	\$ 4,867	\$ (86)
Accounts receivable - customers.....	215	2,260	-	-	6,115	-
Accounts receivable - affiliates.....	-	-	-	2,008	-	(2,008)
Accounts receivable - other.....	-	1	-	-	115	-
Materials and supplies, at average cost.....	-	-	-	-	258	-
Total current assets.....	215	5,568	-	2,008	11,355	(2,094)
OTHER PROPERTY AND INVESTMENTS, at cost.....	50,796	146	-	-	-	(50,942)
PROPERTY, PLANT & EQUIPMENT:						
In service.....	18,119	70	11,726	1,790	42,639	-
Construction work in progress.....	3,158	-	582	-	6,039	-
Total property, plant and equipment.....	21,277	70	12,308	1,790	48,678	-
Less accumulated depreciation.....	6,829	43	1,294	199	6,523	-
Net property, plant and equipment.....	14,448	27	11,014	1,591	42,155	-
DEFERRED CHARGES.....	1,074	466	-	1,804	119	-
TOTAL ASSETS.....	\$ 66,533	\$ 6,207	\$ 11,014	\$ 5,403	\$ 53,629	\$ (53,036)

(dollars in thousands)	EPC Consolidated Statements
ASSETS	
CURRENT ASSETS:	
Cash and cash equivalents.....	\$ 8,088
Accounts receivable - customers.....	8,590
Accounts receivable - affiliates.....	-
Accounts receivable - other.....	116
Materials and supplies, at average cost.....	258
Total current assets.....	17,052
OTHER PROPERTY AND INVESTMENTS, at cost.....	-
PROPERTY, PLANT & EQUIPMENT:	
In service.....	74,344
Construction work in progress.....	9,779
Total property, plant and equipment.....	84,123

Less accumulated depreciation.....	14,888
Net property, plant and equipment.....	69,235
DEFERRED CHARGES.....	3,463
TOTAL ASSETS.....	\$ 89,750

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Exhibit A

Enogex Products Corporation  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners, L.P.	Todd Ranch Partners, L.P.	NuStar Joint Venture	Consolidating Adjustments
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
<b>CURRENT LIABILITIES:</b>						
Accounts payable - affiliates.....	\$ 35,753	\$ 3,705	\$ 543	\$ -	\$ -	\$ (725)
Accounts payable - other.....	3,373	2,703	-	-	7,703	-
Accrued taxes.....	72	1	74	1	362	-
Other.....	88	-	-	-	1,282	(1,370)
Total current liabilities.....	39,286	6,409	617	1	9,347	(2,095)
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>						
Accumulated deferred income taxes.....	8,240	-	-	-	-	-
Other.....	-	-	-	-	100	8,838
Total deferred credits and other liabilities..	8,240	-	-	-	100	8,838
<b>STOCKHOLDERS' EQUITY:</b>						
Common stockholders' equity.....	3,713	324	9,400	4,157	28,975	(42,856)
Retained earnings.....	15,294	(526)	997	1,245	15,207	(16,923)
Total stockholders' equity.....	19,007	(202)	10,397	5,402	44,182	(59,779)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 66,533</b>	<b>\$ 6,207</b>	<b>\$ 11,014</b>	<b>\$ 5,403</b>	<b>\$ 53,629</b>	<b>\$ (53,036)</b>

(dollars in thousands)	EPC Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
<b>CURRENT LIABILITIES:</b>	
Accounts payable - affiliates.....	\$ 39,276
Accounts payable - other.....	13,779
Accrued taxes.....	510
Other.....	-
Total current liabilities.....	53,565
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>	
Accumulated deferred income taxes.....	8,240
Other.....	8,938
Total deferred credits and other liabilities..	17,178
<b>STOCKHOLDERS' EQUITY:</b>	
Common stockholders' equity.....	3,713
Retained earnings.....	15,294
Total stockholders' equity.....	19,007
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 89,750</b>

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Exhibit A

Enogex Products Corporation  
Consolidating Statement of Income  
Year Ended December 31, 2000

(dollars in thousands)	Enogex Products Corporation	Belvan Corporation	Belvan Partners, L.P.	Todd Ranch Partners, L.P.	NuStar Joint Venture	Consolidating Adjustments
OPERATING REVENUES.....	\$ 54,336	\$ -	\$ 16,747	\$ 2,317	\$ 70,658	\$ (3,340)
<b>OPERATING EXPENSES:</b>						
Gas and electricity purchased for resale.....	31,131	-	14,153	2,039	58,616	(3,340)

Other operation and maintenance.....	15,494	283	1,413	140	3,805	(240)
Depreciation and amortization.....	1,001	21	539	222	2,029	-
Taxes other than income.....	299	7	87	2	466	-
Total operating expenses.....	47,925	311	16,192	2,403	64,916	(3,580)
OPERATING INCOME.....	6,411	(311)	555	(86)	5,742	240
OTHER INCOME (EXPENSES), Net.....	1,338	-	505	99	234	(1,502)
EARNINGS BEFORE INTEREST AND TAXES.....	7,749	(311)	1,060	13	5,976	(1,262)
INTEREST INCOME (EXPENSES):						
Interest income.....	-	149	-	-	337	-
EARNINGS BEFORE INCOME TAXES.....	7,749	(162)	1,060	13	6,313	(1,262)
INCOME TAX EXPENSES.....	5,367	-	-	-	-	-
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	2,382	(162)	1,060	13	6,313	(1,262)
INCOME FROM SUBSIDIARIES.....	5,962	-	-	-	-	(5,962)
NET INCOME (LOSS).....	\$ 8,344	\$ (162)	\$ 1,060	\$ 13	\$ 6,313	\$ (7,224)

(dollars in thousands)	EPC Consolidated Statements	
OPERATING REVENUES.....	\$ 140,718	
OPERATING EXPENSES:		
Gas and electricity purchased for resale.....	102,599	
Other operation and maintenance.....	20,895	
Depreciation and amortization.....	3,812	
Taxes other than income.....	861	
Total operating expenses.....	128,167	
OPERATING INCOME.....	12,551	
OTHER INCOME (EXPENSES), Net.....	674	
EARNINGS BEFORE INTEREST AND TAXES.....	13,225	
INTEREST INCOME (EXPENSES):		
Interest income.....	486	
EARNINGS BEFORE INCOME TAXES.....	13,711	
INCOME TAX EXPENSES.....	5,367	
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES.....	8,344	
INCOME FROM SUBSIDIARIES.....	-	
NET INCOME (LOSS).....	\$ 8,344	

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Exhibit A

Enogex Products Corporation  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2000

(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.....	\$ 6,950	\$ (364)	\$ (63)	\$ 1,232	\$ 8,894	\$ (9,699)
ADD - net income (loss).....	8,344	(162)	1,060	13	6,313	(7,224)
BALANCE AT END OF PERIOD.....	\$ 15,294	\$ (526)	\$ 997	\$ 1,245	\$ 15,207	\$ (16,923)

(dollars in thousands)	EPC Consolidated Statements	
BALANCE AT BEGINNING OF PERIOD.....	\$ 6,950	
ADD - net income (loss).....	8,344	
BALANCE AT END OF PERIOD.....	\$ 15,294	

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
	-----	-----	-----	-----
<b>ASSETS</b>				
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents.....	\$ -	\$ 838	\$ -	\$ 838
Accounts receivable - customers.....	-	4,201	-	4,201
Accounts receivable - affiliates.....	-	3,851	(236)	3,615
Accounts receivable - other.....	-	37	-	37
Materials and supplies, at average cost.....	-	561	-	561
Prepayments and other.....	-	44	-	44
	-----	-----	-----	-----
Total current assets.....	-	9,532	(236)	9,296
OTHER PROPERTY AND INVESTMENTS, at cost.....	75,294	-	(75,294)	-
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>				
In service.....	-	186,547	(38,851)	147,696
Construction work in progress.....	-	1,323	-	1,323
	-----	-----	-----	-----
Total property, plant and equipment.....	-	187,870	(38,851)	149,019
Less accumulated depreciation.....	-	23,716	(16,398)	7,318
	-----	-----	-----	-----
Net property, plant and equipment.....	-	164,154	(22,453)	141,701
DEFERRED CHARGES.....	-	14,981	(4,314)	10,667
	-----	-----	-----	-----
<b>TOTAL ASSETS.....</b>	<b>\$ 75,294</b>	<b>\$ 188,667</b>	<b>\$ (102,297)</b>	<b>\$ 161,664</b>
	=====	=====	=====	=====

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
	-----	-----	-----	-----
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES:</b>				
Accounts payable - affiliates.....	\$ 64,987	\$ 14	\$ (15)	\$ 64,986
Accounts payable - other.....	-	6,565	-	6,565
Accrued taxes.....	235	847	1	1,083
Accrued interest.....	-	448	-	448
Long-term debt due within one year.....	220	2,000	(220)	2,000
	-----	-----	-----	-----
Total current liabilities.....	65,442	9,874	(234)	75,082
LONG-TERM DEBT.....	6,941	73,000	-	79,941
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>				
Accumulated deferred income taxes.....	8,002	-	-	8,002
Other.....	-	1,928	-	1,928
	-----	-----	-----	-----
Total deferred credits and other liabilities..	8,002	1,928	-	9,930
<b>STOCKHOLDERS' EQUITY:</b>				
Common stockholders' equity.....	(297)	112,936	(112,638)	1
Retained earnings.....	(4,794)	(9,071)	10,575	(3,290)
	-----	-----	-----	-----
Total stockholders' equity.....	(5,091)	103,865	(102,063)	(3,289)
	-----	-----	-----	-----
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 75,294</b>	<b>\$ 188,667</b>	<b>\$ (102,297)</b>	<b>\$ 161,664</b>
	=====	=====	=====	=====

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Statement of Income  
Year Ended December 31, 2000

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
	-----	-----	-----	-----
OPERATING REVENUES.....	\$ (224)	\$ 73,633	\$ -	\$ 73,409

OPERATING EXPENSES:				
Gas purchased for resale.....	-	60,310	-	60,310
Other operation and maintenance.....	2,139	3,800	-	5,939
Depreciation.....	1	3,590	(390)	3,201
Taxes other than income.....	20	1,035	-	1,055
	-----	-----	-----	-----
Total operating expenses.....	2,160	68,735	(390)	70,505
	-----	-----	-----	-----
OPERATING INCOME.....	(2,384)	4,898	390	2,904
	-----	-----	-----	-----
OTHER INCOME (EXPENSES), Net.....	-	21	1,243	1,264
	-----	-----	-----	-----
EARNINGS BEFORE INTEREST AND TAXES.....	(2,384)	4,919	1,633	4,168
	-----	-----	-----	-----
INTEREST INCOME:				
Interest income.....	352	137	(334)	155
Interest on long-term debt.....	-	(6,448)	874	(5,574)
Other.....	(454)	-	-	(454)
	-----	-----	-----	-----
Net interest income (expenses).....	(102)	(6,311)	540	(5,873)
	-----	-----	-----	-----
EARNINGS BEFORE INCOME TAXES.....	(2,486)	(1,392)	2,173	(1,705)
	-----	-----	-----	-----
INCOME TAX EXPENSES.....	(1,058)	-	-	(1,058)
	-----	-----	-----	-----
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES..	(1,428)	(1,392)	2,173	(647)
	-----	-----	-----	-----
INCOME FROM SUBSIDIARIES.....	176	-	(176)	-
	-----	-----	-----	-----
NET INCOME (LOSS).....	\$ (1,252)	\$ (1,392)	\$ 1,997	\$ (647)
	=====	=====	=====	=====

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Exhibit A

Enogex Arkansas Pipeline Corporation  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2000

(dollars in thousands)	Enogex Arkansas Pipeline Corp.	NOARK Pipeline System, LP	Consolidating Adjustments	EAPC Consolidated Statements
	-----	-----	-----	-----
BALANCE AT BEGINNING OF PERIOD.....	\$ (3,542)	\$ (7,679)	\$ 8,578	\$ (2,643)
ADD - net income (loss).....	(1,252)	(1,392)	1,997	(647)
	-----	-----	-----	-----
BALANCE AT END OF PERIOD.....	\$ (4,794)	\$ (9,071)	\$ 10,575	\$ (3,290)
	=====	=====	=====	=====

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Exhibit A

NOARK Pipeline System, Limited Partnership  
Consolidating Balance Sheet  
December 31, 2000

(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.
	-----	-----	-----	-----	-----
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents.....	\$ 3,663	\$ -	\$ -	\$ -	\$ -
Accounts receivable - customers.....	137	1,899	107	(49)	2,107
Accounts receivable - affiliates.....	20,057	26,823	715	-	5,702
Accounts receivable - other.....	-	47	-	-	(10)
Materials and supplies, at average cost.....	-	561	-	-	-
Prepayments and other.....	-	41	-	-	3
	-----	-----	-----	-----	-----
Total current assets.....	23,857	29,371	822	(49)	7,802
	-----	-----	-----	-----	-----
OTHER PROPERTY AND INVESTMENTS, at cost.....	180,391	-	-	-	-
	-----	-----	-----	-----	-----
PROPERTY, PLANT & EQUIPMENT:					
In service.....	60	177,811	2,487	-	6,189
Construction work in progress.....	-	353	-	-	970
	-----	-----	-----	-----	-----
Total property, plant and equipment.....	60	178,164	2,487	-	7,159
Less accumulated depreciation.....	28	22,261	722	-	705
	-----	-----	-----	-----	-----
Net property, plant and equipment.....	32	155,903	1,765	-	6,454
	-----	-----	-----	-----	-----
DEFERRED CHARGES.....	1,976	14,545	16	-	-
	-----	-----	-----	-----	-----
TOTAL ASSETS.....	\$ 206,256	\$ 199,819	\$ 2,603	\$ (49)	\$ 14,256
	=====	=====	=====	=====	=====

(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.....	\$ -	\$ (2,825)	\$ 838
Accounts receivable - customers.....	-	-	4,201
Accounts receivable - affiliates.....	448	(49,894)	3,851
Accounts receivable - other.....	-	-	37
Materials and supplies, at average cost.....	-	-	561
Prepayments and other.....	2,000	(2,000)	44
Total current assets.....	2,448	(54,719)	9,532
OTHER PROPERTY AND INVESTMENTS, at cost.....	-	(180,391)	-
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>			
In service.....	-	-	186,547
Construction work in progress.....	-	-	1,323
Total property, plant and equipment.....	-	-	187,870
Less accumulated depreciation.....	-	-	23,716
Net property, plant and equipment.....	-	-	164,154
DEFERRED CHARGES.....	73,000	(74,556)	14,981
<b>TOTAL ASSETS.....</b>	<b>\$ 75,448</b>	<b>\$ (309,666)</b>	<b>\$ 188,667</b>

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Exhibit A

NOARK Pipeline System, Limited Partnership  
Consolidating Balance Sheet  
December 31, 2000

(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.....	\$ 27,097	\$ -	\$ -	\$ 19,707	\$ 349
Accounts payable - other.....	-	(33)	-	581	6,017
Accrued taxes.....	-	841	-	-	6
Accrued interest.....	-	-	-	-	-
Long-term debt due within one year.....	2,000	-	-	-	-
Other.....	294	135	-	2,459	2,691
Total current liabilities.....	29,391	943	-	22,747	9,063
LONG-TERM DEBT.....	73,000	-	-	-	-
OTHER LIABILITIES.....	-	1,916	-	260	1,307
<b>STOCKHOLDERS' EQUITY:</b>					
Common stockholders' equity.....	112,936	168,912	1,974	-	2,019
Retained earnings.....	(9,071)	28,048	629	(23,056)	1,867
Total stockholders' equity.....	103,865	196,960	2,603	(23,056)	3,886
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....</b>	<b>\$ 206,256</b>	<b>\$ 199,819</b>	<b>\$ 2,603</b>	<b>\$ (49)</b>	<b>\$ 14,256</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.....	\$ -	\$ (47,139)	\$ 14
Accounts payable - other.....	-	-	6,565
Accrued taxes.....	-	-	847
Accrued interest.....	448	-	448
Long-term debt due within one year.....	2,000	(2,000)	2,000
Other.....	-	(5,579)	-
Total current liabilities.....	2,448	(54,718)	9,874
LONG-TERM DEBT.....	73,000	(73,000)	73,000
OTHER LIABILITIES.....	-	(1,555)	1,928

STOCKHOLDERS' EQUITY:			
Common stockholders' equity.....	-	(172,905)	112,936
Retained earnings.....	-	(7,488)	(9,071)
	-----		-----
Total stockholders' equity.....	-	(180,393)	103,865
	-----		-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 75,448	\$ (309,666)	\$ 188,667
	=====		=====

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Exhibit A

NOARK Pipeline System, Limited Partnership  
Consolidating Statement of Income  
Year Ended December 31, 2000

(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.
	-----	-----	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ 19,757	\$ 417	\$ 35,304	\$ 62,541
OPERATING EXPENSES:					
Gas purchased for resale.....	-	(3,127)	-	45,371	62,452
Other operation and maintenance.....	(2,030)	5,237	66	1	526
Depreciation.....	5	3,237	98	-	250
Taxes other than income.....	1	998	21	-	15
	-----	-----	-----	-----	-----
Total operating expenses.....	(2,024)	6,345	185	45,372	63,243
	-----	-----	-----	-----	-----
OPERATING INCOME.....	2,024	13,412	232	(10,068)	(702)
OTHER INCOME (EXPENSES), Net.....	8	5	-	-	8
	-----	-----	-----	-----	-----
EARNINGS BEFORE INTEREST AND TAXES.....	2,032	13,417	232	(10,068)	(694)
INTEREST INCOME (EXPENSES):					
Interest income.....	137	-	-	-	-
Interest on long-term debt.....	(5,904)	(540)	(4)	-	-
	-----	-----	-----	-----	-----
Net interest income (expense).....	(5,767)	(540)	(4)	-	-
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES..	(3,735)	12,877	228	(10,068)	(694)
INCOME FROM SUBSIDIARIES.....	2,343	-	-	-	-
	-----	-----	-----	-----	-----
NET INCOME (LOSS).....	\$ (1,392)	\$ 12,877	\$ 228	\$ (10,068)	\$ (694)
	=====	=====	=====	=====	=====

(dollars in thousands)	NOARK Pipeline Finance, L.L.C.	Consolidating Adjustments	NOARK Consolidated Statements
	-----	-----	-----
OPERATING REVENUES.....	\$ -	\$ (44,386)	\$ 73,633
OPERATING EXPENSES:			
Gas purchased for resale.....	-	(44,386)	60,310
Other operation and maintenance.....	-	-	3,800
Depreciation.....	-	-	3,590
Taxes other than income.....	-	-	1,035
	-----	-----	-----
Total operating expenses.....	-	(44,386)	68,735
	-----	-----	-----
OPERATING INCOME.....	-	-	4,898
OTHER INCOME (EXPENSES), Net.....	-	-	21
	-----	-----	-----
EARNINGS BEFORE INTEREST AND TAXES.....	-	-	4,919
INTEREST INCOME (EXPENSES):			
Interest income.....	5,457	(5,457)	137
Interest on long-term debt.....	(5,457)	5,457	(6,448)
	-----	-----	-----
Net interest income (expense).....	-	-	(6,311)
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES..	-	-	(1,392)
INCOME FROM SUBSIDIARIES.....	-	(2,343)	-
	-----	-----	-----
NET INCOME (LOSS).....	\$ -	\$ (2,343)	\$ (1,392)
	=====	=====	=====

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Exhibit A

NOARK Pipeline System, Limited Partnership  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2000

(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.....	\$ (7,679)	\$ 15,171	\$ 401	\$ (12,988)	\$ 2,561
ADD - net income (loss).....	(1,392)	12,877	228	(10,068)	(694)
BALANCE AT END OF PERIOD.....	\$ (9,071)	\$ 28,048	\$ 629	\$ (23,056)	\$ 1,867

(dollars in thousands)	NOARK Pipeline Finance, L.L.C.	Consolidating Adjustments	NOARK Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ -	\$ (5,145)	\$ (7,679)
ADD - net income (loss).....	-	(2,343)	(1,392)
BALANCE AT END OF PERIOD.....	\$ -	\$ (7,488)	\$ (9,071)

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Exhibit A

Transok Holding, LLC  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Transok Holding, LLC	Transok, LLC	Transok Gas Gathering, LLC	Transok Gas Processing, LLC	Transok Gas, LLC
<b>ASSETS</b>					
<b>CURRENT ASSETS:</b>					
Cash and cash equivalents.....	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts receivable - customers, less reserve of \$463.....	-	11,304	743	1,418	28,269
Accounts receivable - affiliates.....	-	-	-	52,366	-
Fuel inventories.....	-	-	-	-	85,821
Materials and supplies, at average cost.....	-	2,779	-	-	-
Prepayments and other.....	-	741	-	-	-
Accumulated deferred tax assets.....	-	-	-	-	14
Total current assets.....	-	14,824	743	53,784	114,104
OTHER PROPERTY AND INVESTMENTS, at cost.....	(877)	340,129	-	-	-
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>					
In service.....	-	404,327	88,759	216,985	-
Construction work in progress.....	-	1,850	3,855	9,974	-
Total property, plant and equipment.....	-	406,177	92,614	226,959	-
Less accumulated depreciation.....	-	10,042	7,374	12,995	-
Net property, plant and equipment.....	-	396,135	85,240	213,964	-
DEFERRED CHARGES.....	-	(1,095)	3	50	30,671
TOTAL ASSETS.....	\$ (877)	\$ 749,993	\$ 85,986	\$ 267,798	\$ 144,775

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents.....	\$ -	\$ -
Accounts receivable - customers, less reserve of \$463.....	-	41,734
Accounts receivable - affiliates.....	(52,366)	-
Fuel inventories.....	-	85,821
Materials and supplies, at average cost.....	-	2,779
Prepayments and other.....	-	741
Accumulated deferred tax assets.....	-	14
Total current assets.....	(52,366)	131,089
OTHER PROPERTY AND INVESTMENTS, at cost.....	(339,223)	29
<b>PROPERTY, PLANT &amp; EQUIPMENT:</b>		
In service.....	-	710,071
Construction work in progress.....	-	15,679
Total property, plant and equipment.....	-	725,750
Less accumulated depreciation.....	-	30,411



Net property, plant and equipment.....	-	695,339
DEFERRED CHARGES.....	-	29,629
TOTAL ASSETS.....	\$ (391,589)	\$ 856,086

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Exhibit A

Transok Holding, LLC  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Transok Holding, LLC	Transok, LLC	Transok Gas Gathering, LLC	Transok Gas Processing, LLC	Transok Gas, LLC
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES:</b>					
Accounts payable - affiliates.....	\$ -	\$ 494,690	\$ 14,856	\$ -	\$ 64,770
Accounts payable - other.....	-	22,595	27	(138)	26,707
Accrued taxes.....	-	2,502	721	941	95
Accrued interest.....	-	4,450	-	-	-
Other.....	-	6,845	(3)	-	-
Total current liabilities.....	-	531,082	15,601	803	91,572
LONG-TERM DEBT.....	-	173,000	-	-	-
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>					
Accumulated deferred income taxes.....	-	25,468	13,243	37,243	(2)
Other.....	-	21,318	-	-	-
Total deferred credits and other liabilities..	-	219,786	13,243	37,243	(2)
<b>STOCKHOLDERS' EQUITY:</b>					
Common stockholders' equity.....	-	2	61,154	202,713	49,662
Retained earnings.....	(877)	(877)	(4,012)	27,039	3,543
Total stockholders' equity.....	(877)	(875)	57,142	229,752	53,205
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ (877)	\$ 749,993	\$ 85,986	\$ 267,798	\$ 144,775

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable - affiliates.....	\$ (52,365)	\$ 521,951
Accounts payable - other.....	-	49,191
Accrued taxes.....	-	4,259
Accrued interest.....	-	4,450
Other.....	-	6,842
Total current liabilities.....	(52,365)	586,693
LONG-TERM DEBT.....	-	173,000
<b>DEFERRED CREDITS AND OTHER LIABILITIES:</b>		
Accumulated deferred income taxes.....	-	75,952
Other.....	-	21,318
Total deferred credits and other liabilities..	-	97,270
<b>STOCKHOLDERS' EQUITY:</b>		
Common stockholders' equity.....	(313,531)	-
Retained earnings.....	(25,693)	(877)
Total stockholders' equity.....	(339,224)	(877)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ (391,589)	\$ 856,086

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Exhibit A

Transok Holding, LLC  
Consolidating Statement of Income  
Year Ended December 31, 2000

(dollars in thousands)	Transok Holding,	Transok,	Transok Gas Gathering,	Transok Gas Processing,	Transok Gas,
------------------------	------------------	----------	------------------------	-------------------------	--------------

	LLC	LLC	LLC	LLC	LLC
OPERATING REVENUES.....	\$ -	\$ 55,277	\$ 11,462	\$ 211,078	\$ 716,475
OPERATING EXPENSES:					
Gas purchased for resale.....	-	35	-	17,854	715,884
Other operation and maintenance.....	-	33,764	11,777	142,734	-
Depreciation.....	-	7,013	4,701	8,843	-
Taxes other than income.....	-	5,098	1,853	2,169	210
Total operating expenses.....	-	45,910	18,331	171,600	716,094
OPERATING INCOME.....	-	9,367	(6,869)	39,478	381
OTHER INCOME (EXPENSES), Net.....	-	395	185	21	-
EARNINGS BEFORE INCOME TAXES.....	-	9,762	(6,684)	39,499	381
INTEREST INCOME (EXPENSES):					
Interest income.....	-	1	-	-	392
Interest on long-term debt.....	-	(14,061)	-	-	-
Other interest charges.....	-	(33,376)	-	-	-
Net interest income (expenses).....	-	(47,436)	-	-	392
EARNINGS BEFORE INCOME TAXES.....	-	(37,674)	(6,684)	39,499	773
INCOME TAX EXPENSES.....	-	(14,564)	(2,673)	15,300	297
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES..	-	(23,110)	(4,011)	24,199	476
INCOME FROM SUBSIDIARIES.....	(2,446)	20,664	-	-	-
NET INCOME (LOSS).....	\$ (2,446)	\$ (2,446)	\$ (4,011)	\$ 24,199	\$ 476

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
OPERATING REVENUES.....	\$ (316,860)	\$ 677,432
OPERATING EXPENSES:		
Gas purchased for resale.....	(316,860)	416,913
Other operation and maintenance.....	-	188,275
Depreciation.....	-	20,557
Taxes other than income.....	-	9,330
Total operating expenses.....	(316,860)	635,075
OPERATING INCOME.....	-	42,357
OTHER INCOME (EXPENSES), Net.....	-	601
EARNINGS BEFORE INTEREST AND TAXES.....	-	42,958
INTEREST INCOME (EXPENSES):		
Interest income.....	-	393
Interest on long-term debt.....	-	(14,061)
Other interest charges.....	-	(33,376)
Net interest income (expenses).....	-	(47,044)
EARNINGS BEFORE INCOME TAXES.....	-	(4,086)
INCOME TAX EXPENSES.....	-	(1,640)
NET INCOME BEFORE CONTRIBUTION FROM SUBSIDIARIES..	-	(2,446)
INCOME FROM SUBSIDIARIES.....	(18,218)	-
NET INCOME (LOSS).....	\$ (18,218)	\$ (2,446)

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Exhibit A

Transok Holding, LLC  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2000

(dollars in thousands)	Transok Holding, LLC	Transok, LLC	Transok Gas Gathering, LLC	Transok Gas Processing, LLC	Transok Gas, LLC
BALANCE AT BEGINNING OF PERIOD.....	\$ 1,569	\$ 1,569	\$ (1)	\$ 2,840	\$ 3,067
ADD - net income (loss).....	(2,446)	(2,446)	(4,011)	24,199	476
BALANCE AT END OF PERIOD.....	\$ (877)	\$ (877)	\$ (4,012)	\$ 27,039	\$ 3,543

(dollars in thousands)	Consolidating Adjustments	Transok Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (7,475)	\$ 1,569
ADD - net income (loss).....	(18,218)	(2,446)
BALANCE AT END OF PERIOD.....	\$ (25,693)	\$ (877)

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Exhibit A

Origen Inc.  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	Consolidating Adjustments	Origen Consolidated Statements
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents.....	\$ 32	\$ -	\$ -	\$ 32
Accounts receivable - affiliates.....	62	1	(1)	62
Accounts receivable - other.....	34	-	-	34
Total current assets.....	128	1	(1)	128
OTHER PROPERTY AND INVESTMENTS, at cost.....	1,458	-	-	1,458
TOTAL ASSETS.....	\$ 1,586	\$ 1	\$ (1)	\$ 1,586

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Exhibit A

Origen Inc.  
Consolidating Balance Sheet  
December 31, 2000

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	Consolidating Adjustments	Origen Consolidated Statements
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Other.....	\$ 70	\$ -	\$ -	\$ 70
STOCKHOLDERS' EQUITY:				
Common stockholders' equity.....	5,001	1	(1)	5,001
Retained earnings.....	(3,485)	-	-	(3,485)
Total stockholders' equity.....	1,516	1	(1)	1,516
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....	\$ 1,586	\$ 1	\$ (1)	\$ 1,586

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Exhibit A

Origen Inc.  
Consolidating Statement of Income  
Year Ended December 31, 2000

(dollars in thousands)	Origen Inc.	OGE Energy Technologies	Consolidating Adjustments	Origen Consolidated Statements
OPERATING REVENUES.....	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES:				
Other operation and maintenance.....	29	-	-	29
OPERATING INCOME.....	(29)	-	-	(29)
INTEREST INCOME (EXPENSES):				
Interest income.....	113	-	-	113
Other interest income.....	(6)	-	-	(6)

Net interest income (expenses).....	107	-	-	107
EARNINGS BEFORE INCOME TAXES.....	78	-	-	78
INCOME TAX EXPENSE.....	37	-	-	37
NET INCOME.....	\$ 41	\$ -	\$ -	\$ 41

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Exhibit A

Origen Inc.  
Consolidating Statement of Retained Earnings  
Year Ended December 31, 2000

(dollars in thousands)

	Origen Inc.	OGE Energy Technologies	Consolidating Adjustments	Origen Consolidated Statements
BALANCE AT BEGINNING OF PERIOD.....	\$ (3,526)	\$ (2,001)	\$ 2,001	\$ (3,526)
ADD - net income.....	41	-	-	41
OTHER CHARGES TO RETAINED EARNINGS.....	-	2,001	(2,001)	-
BALANCE AT END OF PERIOD.....	\$ (3,485)	\$ -	\$ -	\$ (3,485)

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