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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2016

**OR**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-12579

**OGE ENERGY CORP.**

(Exact name of registrant as specified in its charter)

**Oklahoma**

(State or other jurisdiction of  
incorporation or organization)

**73-1481638**

(I.R.S. Employer  
Identification No.)

**321 North Harvey**

**P.O. Box 321**

**Oklahoma City, Oklahoma 73101-0321**

(Address of principal executive offices)  
(Zip Code)

**405-553-3000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

At September 30, 2016, there were 199,702,959 shares of common stock, par value \$0.01 per share, outstanding.

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**OGE ENERGY CORP.**  
**FORM 10-Q**  
**FOR THE QUARTER ENDED SEPTEMBER 30, 2016**  
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## GLOSSARY OF TERMS

The following is a glossary of frequently used abbreviations that are found throughout this Form 10-Q.

Abbreviation	Definition
2015 Form 10-K	Annual Report on Form 10-K for the year ended December 31, 2015
ALJ	Administrative Law Judge
APSC	Arkansas Public Service Commission
ArcLight group	Bronco Midstream Holdings, LLC and Bronco Midstream Holdings II, LLC, collectively
ASU	Financial Accounting Standards Board Accounting Standards Update
AVEC	Arkansas Valley Electric Cooperative Corporation
CenterPoint	CenterPoint Energy Resources Corp., wholly-owned subsidiary of CenterPoint Energy, Inc.
CO <sub>2</sub>	Carbon dioxide
Company	OGE Energy, collectively with its subsidiaries
CSAPR	Cross-State Air Pollution Rule
Dry Scrubbers	Dry flue gas desulfurization units with spray dryer absorber
ECP	Environmental Compliance Plan
Enable	Enable Midstream Partners, LP, a partnership between OGE Energy, the ArcLight group and CenterPoint Energy, Inc. formed to own and operate the midstream businesses of OGE Energy and CenterPoint
Enogex Holdings	Enogex Holdings LLC, the parent company of Enogex LLC and a majority-owned subsidiary of OGE Holdings, LLC (prior to May 1, 2013)
Enogex LLC	Enogex LLC, collectively with its subsidiaries (effective July 30, 2013, the name was changed to Enable Oklahoma Intrastate Transmission, LLC)
EPA	U.S. Environmental Protection Agency
FASB	Financial Accounting Standards Board
Federal Clean Water Act	Federal Water Pollution Control Act of 1972, as amended
FERC	Federal Energy Regulatory Commission
FIP	Federal implementation plan
GAAP	Accounting principles generally accepted in the United States
IRP	Integrated Resource Plan
kV	Kilovolt
MATS	Mercury and Air Toxics Standards
Mustang Modernization Plan	OG&E's plan to replace the soon-to-be retired Mustang steam turbines in late 2017 with 400 MWs of new, efficient combustion turbines at the Mustang site in 2018 and 2019
MW	Megawatt
NAAQS	National Ambient Air Quality Standards
NGLs	Natural gas liquids
NO <sub>x</sub>	Nitrogen oxide
OCC	Oklahoma Corporation Commission
ODEQ	Oklahoma Department of Environmental Quality
OG&E	Oklahoma Gas and Electric Company, wholly-owned subsidiary of OGE Energy
OGE Holdings	OGE Enogex Holdings, LLC, wholly-owned subsidiary of OGE Energy, parent company of Enogex Holdings (prior to May 1, 2013) and 26.3 percent owner of Enable Midstream Partners
Pension Plan	Qualified defined benefit retirement plan
Ppb	Parts per billion
PUD	Public Utility Division of the Oklahoma Corporation Commission
Restoration of Retirement Income Plan	Supplemental retirement plan to the Pension Plan
SESH	Southeast Supply Header, LLC
SIP	State implementation plan
SO <sub>2</sub>	Sulfur dioxide
SPP	Southwest Power Pool
System sales	Sales to OG&E's customers
TBtu/d	Trillion British thermal units per day

## FORWARD-LOOKING STATEMENTS

Except for the historical statements contained herein, the matters discussed in this Form 10-Q, including those matters discussed in "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations," are forward-looking statements that are subject to certain risks, uncertainties and assumptions. Such forward-looking statements are intended to be identified in this document by the words "anticipate", "believe", "estimate", "expect", "intend", "objective", "plan", "possible", "potential", "project" and similar expressions. Actual results may vary materially from those expressed in forward-looking statements. In addition to the specific risk factors discussed in "Item 1A. Risk Factors" in the Company's 2015 Form 10-K and "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" herein, factors that could cause actual results to differ materially from the forward-looking statements include, but are not limited to:

- general economic conditions, including the availability of credit, access to existing lines of credit, access to the commercial paper markets, actions of rating agencies and their impact on capital expenditures;
- the ability of the Company and its subsidiaries to access the capital markets and obtain financing on favorable terms as well as inflation rates and monetary fluctuations;
- prices and availability of electricity, coal, natural gas and NGLs;
- the timing and extent of changes in commodity prices, particularly natural gas and NGLs, the competitive effects of the available pipeline capacity in the regions Enable serves, and the effects of geographic and seasonal commodity price differentials, including the effects of these circumstances on re-contracting available capacity on Enable's interstate pipelines;
- the timing and extent of changes in the supply of natural gas, particularly supplies available for gathering by Enable's gathering and processing business and transporting by Enable's interstate pipelines, including the impact of natural gas and NGLs prices on the level of drilling and production activities in the regions Enable serves;
- business conditions in the energy and natural gas midstream industries, including the demand for natural gas, NGLs, crude oil and midstream services;
- competitive factors including the extent and timing of the entry of additional competition in the markets served by the Company;
- unusual weather;
- availability and prices of raw materials for current and future construction projects;
- the effect of retroactive repricing of transactions in the SPP markets or adjustments in market pricing mechanisms by the SPP;
- Federal or state legislation and regulatory decisions and initiatives that affect cost and investment recovery, have an impact on rate structures or affect the speed and degree to which competition enters the Company's markets;
- environmental laws and regulations that may impact the Company's operations;
- changes in accounting standards, rules or guidelines;
- the discontinuance of accounting principles for certain types of rate-regulated activities;
- the cost of protecting assets against, or damage due to, terrorism or cyber-attacks and other catastrophic events;
- advances in technology;
- creditworthiness of suppliers, customers and other contractual parties;
- difficulty in making accurate assumptions and projections regarding future revenues and costs associated with the Company's equity investment in Enable that the Company does not control; and
- other risk factors listed in the reports filed by the Company with the Securities and Exchange Commission including those listed in "Item 1A. Risk Factors" and in Exhibit 99.01 to the Company's 2015 Form 10-K.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

**OGE ENERGY CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited)

<i>(In millions except per share data)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
OPERATING REVENUES	\$ 743.9	\$ 719.8	\$ 1,728.4	\$ 1,749.8
COST OF SALES	269.8	259.8	645.4	682.3
OPERATING EXPENSES				
Other operation and maintenance	113.1	109.4	354.6	334.3
Depreciation and amortization	82.2	77.9	240.8	230.0
Taxes other than income	21.5	21.9	66.5	68.8
Total operating expenses	216.8	209.2	661.9	633.1
OPERATING INCOME	257.3	250.8	421.1	434.4
OTHER INCOME (EXPENSE)				
Equity in earnings of unconsolidated affiliates	34.5	(71.9)	79.5	(12.0)
Allowance for equity funds used during construction	3.9	2.2	9.2	5.4
Other income	5.7	8.9	18.9	19.4
Other expense	(3.3)	(5.3)	(10.8)	(8.5)
Net other income (expense)	40.8	(66.1)	96.8	4.3
INTEREST EXPENSE				
Interest on long-term debt	35.8	37.0	107.3	110.9
Allowance for borrowed funds used during construction	(2.0)	(1.1)	(4.7)	(2.7)
Interest on short-term debt and other interest charges	1.6	1.1	5.1	4.2
Interest expense	35.4	37.0	107.7	112.4
INCOME BEFORE TAXES	262.7	147.7	410.2	326.3
INCOME TAX EXPENSE	79.1	36.5	129.9	84.4
NET INCOME	\$ 183.6	\$ 111.2	\$ 280.3	\$ 241.9
BASIC AVERAGE COMMON SHARES OUTSTANDING	199.7	199.7	199.7	199.6
DILUTED AVERAGE COMMON SHARES OUTSTANDING	199.9	199.7	199.8	199.6
BASIC EARNINGS PER AVERAGE COMMON SHARE	\$ 0.92	\$ 0.55	\$ 1.40	\$ 1.21
DILUTED EARNINGS PER AVERAGE COMMON SHARE	\$ 0.92	\$ 0.55	\$ 1.40	\$ 1.21
DIVIDENDS DECLARED PER COMMON SHARE	\$ 0.30250	\$ 0.27500	\$ 0.85250	\$ 0.77500

*The accompanying Notes to Condensed Consolidated Financial Statements are an integral part hereof.*

**OGE ENERGY CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited)

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	\$ 183.6	\$ 111.2	\$ 280.3	\$ 241.9
Other comprehensive income (loss), net of tax				
Pension Plan and Restoration of Retirement Income Plan:				
Amortization of deferred net loss, net of tax of \$0.4, \$0.3, \$1.2 and \$1.7, respectively	0.8	0.7	2.3	1.9
Settlement cost, net of tax of \$0.0, \$2.4, \$3.2 and \$2.4, respectively	—	3.8	5.0	3.8
Postretirement Benefit Plans:				
Amortization of deferred net loss, net of tax of \$0.0, \$0.2, \$0.0 and \$0.6, respectively	—	0.3	—	0.9
Amortization of prior service cost, net of tax of (\$0.2), (\$0.3), (\$0.7) and (\$0.8), respectively	(0.4)	(0.4)	(1.2)	(1.3)
Other comprehensive income, net of tax	0.4	4.4	6.1	5.3
Comprehensive income	\$ 184.0	\$ 115.6	\$ 286.4	\$ 247.2

*The accompanying Notes to Condensed Consolidated Financial Statements are an integral part hereof.*

**OGE ENERGY CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

<i>(In millions)</i>	Nine Months Ended September 30,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 280.3	\$ 241.9
Adjustments to reconcile net income to net cash provided from operating activities		
Depreciation and amortization	240.8	230.0
Deferred income taxes and investment tax credits	134.2	62.3
Equity in earnings of unconsolidated affiliates	(79.5)	12.0
Distributions from unconsolidated affiliates	79.9	67.1
Allowance for equity funds used during construction	(9.2)	(5.4)
Stock-based compensation	3.2	3.8
Excess tax benefit on stock-based compensation	—	(5.2)
Regulatory assets	(10.5)	12.7
Regulatory liabilities	(9.8)	(13.9)
Other assets	18.0	12.7
Other liabilities	(19.8)	0.1
Change in certain current assets and liabilities		
Accounts receivable, net	(51.2)	(33.8)
Accounts receivable - unconsolidated affiliates	(0.7)	0.5
Accrued unbilled revenues	(17.5)	(22.4)
Fuel, materials and supplies inventories	30.9	(25.5)
Fuel clause under recoveries	(0.5)	66.7
Other current assets	(13.1)	(8.9)
Accounts payable	(90.6)	(57.7)
Fuel clause over recoveries	(59.9)	34.5
Other current liabilities	1.9	37.6
Net Cash Provided from Operating Activities	<b>426.9</b>	<b>609.1</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures (less allowance for equity funds used during construction)	(466.7)	(375.0)
Return of capital - equity method investments	25.9	36.9
Proceeds from sale of assets	0.3	2.2
Net Cash Used in Investing Activities	<b>(440.5)</b>	<b>(335.9)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Dividends paid on common stock	(164.7)	(149.7)
Issuance of common stock	—	7.2
Excess tax benefit on stock-based compensation	—	5.2
Payment of long-term debt	(110.1)	(0.1)
Increase (decrease) in short-term debt	213.2	(98.0)
Net Cash Used in Financing Activities	<b>(61.6)</b>	<b>(235.4)</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>(75.2)</b>	<b>37.8</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>75.2</b>	<b>5.5</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ —</b>	<b>\$ 43.3</b>

*The accompanying Notes to Condensed Consolidated Financial Statements are an integral part hereof.*

**OGE ENERGY CORP.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

<i>(In millions)</i>	September 30, 2016	December 31, 2015
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ —	\$ 75.2
Accounts receivable, less reserve of \$2.0 and \$1.4, respectively	224.3	173.1
Accounts receivable - unconsolidated affiliates	2.4	1.7
Accrued unbilled revenues	71.0	53.5
Income taxes receivable	17.7	17.2
Fuel inventories	87.6	113.8
Materials and supplies, at average cost	75.4	80.1
Fuel clause under recoveries	0.5	—
Other	68.2	55.6
Total current assets	547.1	570.2
<b>OTHER PROPERTY AND INVESTMENTS</b>		
Investment in unconsolidated affiliates	1,168.0	1,194.4
Other	72.0	70.7
Total other property and investments	1,240.0	1,265.1
<b>PROPERTY, PLANT AND EQUIPMENT</b>		
In service	10,599.6	10,318.3
Construction work in progress	365.8	278.5
Total property, plant and equipment	10,965.4	10,596.8
Less accumulated depreciation	3,431.1	3,274.4
Net property, plant and equipment	7,534.3	7,322.4
<b>DEFERRED CHARGES AND OTHER ASSETS</b>		
Regulatory assets	404.8	402.2
Other	57.8	20.7
Total deferred charges and other assets	462.6	422.9
<b>TOTAL ASSETS</b>	<b>\$ 9,784.0</b>	<b>\$ 9,580.6</b>

*The accompanying Notes to Condensed Consolidated Financial Statements are an integral part hereof.*



**OGE ENERGY CORP.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (Continued)**  
(Unaudited)

<i>(In millions)</i>	September 30, 2016	December 31, 2015
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Short-term debt	\$ 213.2	\$ —
Accounts payable	129.4	262.5
Dividends payable	60.4	54.9
Customer deposits	77.4	77.0
Accrued taxes	58.7	45.9
Accrued interest	33.0	42.9
Accrued compensation	34.1	54.4
Long-term debt due within one year	124.9	110.0
Fuel clause over recoveries	1.4	61.3
Other	62.8	43.9
Total current liabilities	795.3	752.8
LONG-TERM DEBT	2,505.2	2,628.8
<b>DEFERRED CREDITS AND OTHER LIABILITIES</b>		
Accrued benefit obligations	280.2	299.9
Deferred income taxes	2,314.5	2,178.2
Regulatory liabilities	292.0	273.6
Other	151.6	121.3
Total deferred credits and other liabilities	3,038.3	2,873.0
Total liabilities	6,338.8	6,254.6
<b>COMMITMENTS AND CONTINGENCIES (NOTE 12)</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Common stockholders' equity	1,104.4	1,101.3
Retained earnings	2,369.8	2,259.8
Accumulated other comprehensive loss, net of tax	(29.0)	(35.1)
Total stockholders' equity	3,445.2	3,326.0
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 9,784.0</b>	<b>\$ 9,580.6</b>

*The accompanying Notes to Condensed Consolidated Financial Statements are an integral part hereof.*

**OGE ENERGY CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(Unaudited)**

<i>(In millions)</i>	Common Stock	Premium on Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2015	\$ 2.0	\$ 1,099.3	\$ 2,259.8	\$ (35.1)	\$ 3,326.0
Net income	—	—	280.3	—	280.3
Other comprehensive income, net of tax	—	—	—	6.1	6.1
Dividends declared on common stock	—	—	(170.3)	—	(170.3)
Stock-based compensation	—	3.1	—	—	3.1
Balance at September 30, 2016	\$ 2.0	\$ 1,102.4	\$ 2,369.8	\$ (29.0)	\$ 3,445.2
Balance at December 31, 2014	\$ 2.0	\$ 1,085.6	\$ 2,198.2	\$ (41.4)	\$ 3,244.4
Net income	—	—	241.9	—	241.9
Other comprehensive income, net of tax	—	—	—	5.3	5.3
Dividends declared on common stock	—	—	(154.8)	—	(154.8)
Issuance of common stock	—	7.2	—	—	7.2
Stock-based compensation	—	9.4	—	—	9.4
Balance at September 30, 2015	\$ 2.0	\$ 1,102.2	\$ 2,285.3	\$ (36.1)	\$ 3,353.4

*The accompanying Notes to Condensed Consolidated Financial Statements are an integral part hereof.*

**OGE ENERGY CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Summary of Significant Accounting Policies**

**Organization**

The Company is an energy and energy services provider offering physical delivery and related services for both electricity and natural gas primarily in the south central United States. The Company conducts these activities through two business segments: (i) electric utility and (ii) natural gas midstream operations. The accounts of the Company and its wholly owned subsidiaries are included in the Condensed Consolidated Financial Statements. All intercompany transactions and balances are eliminated in consolidation. The Company generally uses the equity method of accounting for investments where its ownership interest is between 20 percent and 50 percent and lacks the power to direct activities that most significantly impact economic performance.

The electric utility segment generates, transmits, distributes and sells electric energy in Oklahoma and western Arkansas. Its operations are conducted through OG&E and are subject to regulation by the OCC, the APSC and the FERC. OG&E was incorporated in 1902 under the laws of the Oklahoma Territory, and is a wholly owned subsidiary of the Company. OG&E is the largest electric utility in Oklahoma and its franchised service territory includes Fort Smith, Arkansas and the surrounding communities. OG&E sold its retail natural gas business in 1928 and is no longer engaged in the natural gas distribution business.

The natural gas midstream operations segment represents the Company's investment in Enable through its wholly owned subsidiary OGE Holdings. Enable is engaged in the business of gathering, processing, transporting and storing natural gas. Enable's natural gas gathering and processing assets are strategically located in four states and serve natural gas production from shale developments in the Anadarko, Arkoma and Ark-La-Tex basins. Enable also owns an emerging crude oil gathering business in the Bakken shale formation, principally located in the Williston basin of North Dakota. Enable's natural gas transportation and storage assets extend from western Oklahoma and the Texas Panhandle to Alabama and from Louisiana to Illinois.

Enable was formed effective May 1, 2013 by the Company, the ArcLight group and CenterPoint to own and operate the midstream businesses of the Company and CenterPoint. In the formation transaction, the Company and the ArcLight group contributed Enogex LLC to Enable and the Company deconsolidated its previously held investment in Enogex Holdings and acquired an equity interest in Enable. The Company determined that its contribution of Enogex LLC to Enable met the requirements of being in substance real estate and was recorded at historical cost. The general partner of Enable is equally controlled by CenterPoint and the Company, who each have 50 percent management ownership. Based on the 50/50 management ownership, with neither company having control, the Company began accounting for its interest in Enable using the equity method of accounting.

**Basis of Presentation**

The Condensed Consolidated Financial Statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations; however, the Company believes that the disclosures are adequate to prevent the information presented from being misleading.

In the opinion of management, all adjustments necessary to fairly present the consolidated financial position of the Company at September 30, 2016 and December 31, 2015, the results of its operations for the three and nine months ended September 30, 2016 and 2015 and its cash flows for the nine months ended September 30, 2016 and 2015, have been included and are of a normal recurring nature except as otherwise disclosed.

Due to seasonal fluctuations and other factors, the Company's operating results for the three and nine months ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016 or for any future period. The Condensed Consolidated Financial Statements and Notes thereto should be read in conjunction with the audited Consolidated Financial Statements and Notes thereto included in the Company's 2015 Form 10-K.

## Accounting Records

The accounting records of OG&E are maintained in accordance with the Uniform System of Accounts prescribed by the FERC and adopted by the OCC and the APSC. Additionally, OG&E, as a regulated utility, is subject to accounting principles for certain types of rate-regulated activities, which provide that certain incurred costs that would otherwise be charged to expense can be deferred as regulatory assets, based on the expected recovery from customers in future rates. Likewise, certain actual or anticipated credits that would otherwise reduce expense can be deferred as regulatory liabilities, based on the expected flowback to customers in future rates. Management's expected recovery of deferred costs and flowback of deferred credits generally results from specific decisions by regulators granting such ratemaking treatment.

OG&E records certain incurred costs and obligations as regulatory assets or liabilities if, based on regulatory orders or other available evidence, it is probable that the costs or obligations will be included in amounts allowable for recovery or refund in future rates.

The following table is a summary of OG&E's regulatory assets and liabilities at:

<i>(In millions)</i>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
<b>Regulatory Assets</b>		
Current		
Oklahoma demand program rider under recovery (A)	\$ 48.9	\$ 36.6
SPP cost tracker rider under recovery (A)	2.4	4.5
Fuel clause under recoveries	0.5	—
Other (A)	7.6	5.4
<b>Total Current Regulatory Assets</b>	<b>\$ 59.4</b>	<b>\$ 46.5</b>
Non-Current		
Benefit obligations regulatory asset	\$ 235.0	\$ 242.2
Income taxes recoverable from customers, net	60.0	56.7
Smart Grid	43.4	43.6
Deferred storm expenses	35.9	27.6
Unamortized loss on reacquired debt	13.7	14.8
Other	16.8	17.3
<b>Total Non-Current Regulatory Assets</b>	<b>\$ 404.8</b>	<b>\$ 402.2</b>
<b>Regulatory Liabilities</b>		
Current		
Fuel clause over recoveries	\$ 1.4	\$ 61.3
Other (B)	3.8	7.5
<b>Total Current Regulatory Liabilities</b>	<b>\$ 5.2</b>	<b>\$ 68.8</b>
Non-Current		
Accrued removal obligations, net	\$ 260.1	\$ 254.9
Pension tracker	30.9	17.7
Other (C)	1.0	1.0
<b>Total Non-Current Regulatory Liabilities</b>	<b>\$ 292.0</b>	<b>\$ 273.6</b>

(A) Included in Other Current Assets on the Condensed Consolidated Balance Sheets.

(B) Included in Other Current Liabilities on the Condensed Consolidated Balance Sheets.

(C) Prior year amount of \$1.0 million reclassified from Deferred Other Liabilities to Non-Current Regulatory Liabilities.

Management continuously monitors the future recoverability of regulatory assets. When in management's judgment future recovery becomes impaired, the amount of the regulatory asset is adjusted, as appropriate. If OG&E were required to discontinue the application of accounting principles for certain types of rate-regulated activities for some or all of its operations, it could result in writing off the related regulatory assets, which could have significant financial effects.

## Investment in Unconsolidated Affiliate

The Company's investment in Enable is considered to be a variable interest entity because the owners of the equity at risk in this entity have disproportionate voting rights in relation to their obligations to absorb the entity's expected losses or to receive its expected residual returns. However, the Company is not considered the primary beneficiary of Enable since it does not have the power to direct the activities of Enable that are considered most significant to the economic performance of Enable. The Company accounts for its investment in Enable using the equity method of accounting. Under the equity method, the investment will be adjusted each period for contributions made, distributions received and the Company's share of the investee's comprehensive income as adjusted for basis differences. The Company's maximum exposure to loss related to Enable is limited to the Company's equity investment in Enable as presented on the Company's Condensed Consolidated Balance Sheet at September 30, 2016. The Company evaluates its equity method investments for impairment when events or changes in circumstances indicate there is a loss in value of the investment that is other than a temporary decline.

The Company considers distributions received from Enable, which do not exceed cumulative equity in earnings subsequent to the date of investment, to be a return on investment and are classified as operating activities in the Condensed Consolidated Statements of Cash Flows. The Company considers distributions received from Enable in excess of cumulative equity in earnings subsequent to the date of investment to be a return of investment and are classified as investing activities in the Condensed Consolidated Statements of Cash Flows.

## Asset Retirement Obligations

The following table summarizes changes to the Company's asset retirement obligations during the nine months ended September 30, 2016 and 2015.

<i>(In millions)</i>	<b>Nine Months Ended September 30,</b>	
	<b>2016</b>	<b>2015</b>
Balance at January 1	\$ 63.3	\$ 58.6
Accretion expense	2.1	1.9
Liabilities settled	(0.2)	(0.4)
Revisions in estimated cash flows	—	1.6
Balance at September 30	\$ 65.2	\$ 61.7

## Accumulated Other Comprehensive Income (Loss)

The following table summarizes changes in the components of accumulated other comprehensive income (loss) attributable to the Company during the nine months ended September 30, 2016 and 2015. All amounts below are presented net of tax.

<i>(In millions)</i>	Pension Plan and Restoration of Retirement Income Plan		Postretirement Benefit Plans		Total
	Net loss	Prior service cost	Net income	Prior service cost	
Balance at December 31, 2015	\$ (39.2)	\$ 0.1	\$ 2.5	\$ 1.5	\$ (35.1)
Amounts reclassified from accumulated other comprehensive income (loss)	2.3	—	—	(1.2)	1.1
Settlement cost	5.0	—	—	—	5.0
Net current period other comprehensive income (loss)	7.3	—	—	(1.2)	6.1
Balance at September 30, 2016	\$ (31.9)	\$ 0.1	\$ 2.5	\$ 0.3	\$ (29.0)

<i>(In millions)</i>	Pension Plan and Restoration of Retirement Income Plan		Postretirement Benefit Plans		Total
	Net loss	Prior service cost	Net loss	Prior service cost	
Balance at December 31, 2014	\$ (36.8)	\$ 0.1	\$ (8.0)	\$ 3.3	\$ (41.4)
Amounts reclassified from accumulated other comprehensive income (loss)	1.9	—	0.9	(1.3)	1.5
Settlement cost	3.8	—	—	—	3.8
Net current period other comprehensive income (loss)	5.7	—	0.9	(1.3)	5.3
Balance at September 30, 2015	\$ (31.1)	\$ 0.1	\$ (7.1)	\$ 2.0	\$ (36.1)

The following table summarizes significant amounts reclassified out of accumulated other comprehensive income (loss) by the respective line items in net income during the three and nine months ended September 30, 2016 and 2015.

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified from Accumulated Other Comprehensive Income (Loss)				Affected Line Item in the Statement Where Net Income is Presented
	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
<i>(In millions)</i>	2016	2015	2016	2015	
Amortization of defined benefit pension and restoration of retirement income plan items					
Actuarial losses	\$ (1.2)	\$ (1.0)	\$ (3.5)	(3.6)	(A)
Settlement	—	(6.2)	(8.2)	(6.2)	(A)
	(1.2)	(7.2)	(11.7)	(9.8)	Total before tax
	(0.4)	(2.7)	(4.4)	(4.1)	Tax benefit
	\$ (0.8)	\$ (4.5)	\$ (7.3)	(5.7)	Net of tax
Amortization of postretirement benefit plan items					
Actuarial losses	\$ —	\$ (0.5)	\$ —	(1.5)	(A)
Prior service credit	0.6	0.7	1.9	2.1	(A)
	0.6	0.2	1.9	0.6	Total before tax
	0.2	0.1	0.7	0.2	Tax expense
	\$ 0.4	\$ 0.1	\$ 1.2	0.4	Net of tax
Total reclassifications for the period	\$ (0.4)	\$ (4.4)	\$ (6.1)	(5.3)	Net of tax

(A) These accumulated other comprehensive income (loss) components are included in the computation of net periodic benefit cost (see Note 10 for additional information).

## Reclassifications

Certain prior-year amounts have been reclassified to conform to the current year presentation.

The December 31, 2015 Condensed Consolidated Balance Sheet has been adjusted for the reclassification of \$16.8 million of debt issuance costs from Total Deferred Charges and Other Assets to Long-Term Debt to be consistent with the 2016 presentation due to the adoption of ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs," in 2016.

## 2. Accounting Pronouncements

**Revenue from Contracts with Customers.** In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)". The new guidance was intended to be effective for fiscal years beginning after December 15, 2016. On July 9, 2015, the FASB decided to delay the effective date of the new revenue standard by one year. Reporting entities may choose to adopt the standard as of the original effective date. The deferral results in the new revenue standard being effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. The Company has yet to select a transition method or determine the impact on its Condensed Consolidated Financial Statements, however, the impact is not expected to be material.

**Consolidation.** In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810)". The amendments in ASU 2015-02 affect reporting entities that are required to evaluate whether they should consolidate certain legal entities. The new standard modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities along with eliminating the presumption that a general partner should consolidate a limited partnership. The new standard is effective for fiscal years beginning after December 15, 2015. The adoption of this new standard did not result in the consolidation of any non-consolidated entities.

**Leases.** In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)". The main difference between current lease accounting and Topic 842 is the recognition of right-to-use assets and lease liabilities by lessees for those leases classified as operating leases under current accounting guidance. Lessees, such as the Company, will need to recognize a right-of-use asset and a lease liability for virtually all of their leases, other than leases that meet the definition of a short-term lease. The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. For income statement purposes, the Topic 842 retains a dual model, requiring leases to be classified as either operating or finance. Operating leases will result in straight-line expense, while finance leases will result in a front-loaded expense pattern, similar to current capital leases. Classification of operating and finance leases will be based on criteria that are largely similar to those applied in current lease guidance, but without the explicit thresholds. The new guidance is effective for fiscal years beginning after December 2018. The new guidance must be adopted using a modified retrospective transition, and provides for certain practical expedients. Transition will require application of the new guidance at the beginning of the earliest comparative period presented. The Company has started evaluating its current lease contracts. The Company has not determined the amount of impact on its Condensed Consolidated Financial Statements, but it anticipates an increase in the recognition of right-of-use assets and lease liabilities.

**Investments.** In March 2016, the FASB issued ASU 2016-07, "Investments-Equity Method and Joint Ventures; Simplifying the Transition to the Equity Method of Accounting (Topic 323)." The amendments in ASU 2016-07 eliminate the requirement to retroactively adopt the equity method of accounting for a qualifying equity method investment. ASU 2016-07 requires equity method investors to add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. The amendments in this ASU are effective for the fiscal years and interim periods within those fiscal years, beginning after December 15, 2016. The Company does not believe this ASU will have any effect on its Condensed Consolidated Financial Statements.

**Employee Share Based Payment Accounting.** In March 2016, the FASB issued ASU 2016-09, "Improvements to Employee Share Based Payment Accounting," which amends ASC Topic 718, Compensation - Stock Compensation. ASU 2016-09 includes provisions intended to simplify various aspects related to how share based payments are accounted for and presented in the financial statements. The new guidance among other requirements will require all of the tax effects related to share based payments at settlement (or expiration) to be recorded through the income statement. Currently, tax benefits in excess of compensation cost ("windfalls") are recorded in equity, and tax deficiencies ("shortfalls") are recorded in equity to the extent of previous windfalls, and then to the income statement. This change is required to be applied prospectively to all excess tax benefits and tax deficiencies resulting from settlements after the date of adoption of the ASU 2016-09. Under the new guidance, the windfall tax benefit will be recorded when it arises, subject to normal valuation allowance considerations. This change is required to be applied on a modified retrospective basis, with a cumulative effect adjustment to opening retained earnings. All tax related cash flows resulting from share based payments are to be reported as operating activities on the statement of cash flows, a change from the current requirement to present windfall tax benefits as an inflow from financing activities and an outflow from operating activities. Either prospective or retrospective transition of this provision is permitted. ASU 2016-09 is effective for annual reporting periods beginning after December 15, 2016, and interim periods within that reporting period. Early adoption will be permitted in any interim or annual period, with any adjustments reflected as of the beginning of the fiscal year of adoption. The Company has not determined the impact on its Condensed Consolidated Financial Statements, however, the impact is not expected to be material.

**Financial Instruments-Credit Losses.** In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments.” The amendment in this update requires entities to measure all expected credit losses of financial assets held at a reporting date based on historical experience, current conditions, and reasonable and supportable forecasts in order to record credit losses in a more timely matter. ASU 2016-13 also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The standard is effective for interim and annual reporting periods beginning after December 15, 2019, although early adoption is permitted for interim and annual periods beginning after December 15, 2018. The Company does not believe this ASU will have any effect on its Condensed Consolidated Financial Statements.

### **3. Investment in Unconsolidated Affiliate and Related Party Transactions**

On March 14, 2013, the Company entered into a Master Formation Agreement with the ArcLight group and CenterPoint pursuant to which the Company, the ArcLight group and CenterPoint agreed to form Enable to own and operate the midstream businesses of the Company and CenterPoint that was initially structured as a private limited partnership. This transaction closed on May 1, 2013.

Pursuant to the Master Formation Agreement, the Company and the ArcLight group indirectly contributed 100 percent of the equity interests in Enogex LLC to Enable. The Company determined that its contribution of Enogex LLC to Enable met the requirements of being in substance real estate and was recorded at historical cost.

In April 2014, Enable completed an initial public offering of 25.0 million common units resulting in Enable becoming a publicly traded Master Limited Partnership. At September 30, 2016, the Company owned 111.0 million common units, or 26.3 percent of which 68.2 million units were subordinated.

The Company and CenterPoint also own a 60 percent and 40 percent interest, respectively, in the incentive distribution rights held by the general partner of Enable.

Distributions received from Enable were \$35.3 million and \$35.1 million during the three months ended September 30, 2016 and 2015, respectively, and \$105.9 million and \$104.0 million for the nine months ended September 30, 2016 and 2015, respectively. On November 1, 2016, Enable announced a quarterly dividend distribution of \$0.31800 per unit on its outstanding common and subordinated units, representing the same dividend distribution as the previous quarter.

CenterPoint had previously announced that it was evaluating strategic alternatives for its investment in Enable. On July 18, 2016, CenterPoint and its wholly owned subsidiary, CenterPoint Energy Resources Corp., provided notice to the Company of CenterPoint’s solicitation of offers from unrelated third parties to acquire all or any portion of the common units and subordinated units of Enable owned by CenterPoint Energy Resources Corp. and all of the membership interests of the general partner of Enable owned by CenterPoint Energy Resources Corp. This notice also constituted a notice pursuant to the right of first offer held by the Company under the Partnership Agreement and the Third Amended and Restated Limited Liability Company Agreement of the general partner. Under the terms of the right of first offer, the Company had 30 days from receipt of the notice from CenterPoint to make an offer to buy all of CenterPoint’s membership interests in the general partner and all or any portion of CenterPoint Energy Resources Corp. common units and subordinated units. The Company submitted to CenterPoint a proposal to acquire, in conjunction with a third party, all of CenterPoint’s membership interests in Enable GP and all of the common units and subordinated units of Enable owned by CenterPoint. The Company did not receive a reply from CenterPoint within the required timeframe.

#### **Related Party Transactions**

Operating costs charged and related party transactions between the Company and its affiliate, Enable, are discussed below.

On May 1, 2013, the Company and Enable entered into a Services Agreement, an Employee Transition Agreement, and other agreements whereby the Company agreed to provide certain support services to Enable such as accounting, legal, risk management and treasury functions for an initial term ending on April 30, 2016. As of December 31, 2015, Enable terminated all support services except certain information technology, payroll and benefits administration. The remaining services automatically extended for another year on May 1, 2016. Under these agreements, the Company charged operating costs to Enable of \$1.0 million and \$2.6 million for the three months ended September 30, 2016 and 2015, respectively, and \$3.6 million and \$7.9 million for the nine months ended September 30, 2016 and 2015, respectively. The Company charges operating costs to OG&E and Enable based on several factors. Operating costs directly related to OG&E and/or Enable are assigned as



such. Operating costs incurred for the benefit of OG&E are allocated either as overhead based primarily on labor costs or using the "Distrigas" method.

Additionally, the Company agreed to provide seconded employees to Enable to support its operations for an initial term ending on December 31, 2014. In October 2014, the Company, CenterPoint and Enable agreed to continue the secondment to Enable of 192 employees that participate in the Company's defined benefit and retirement plans beyond December 31, 2014. The Company billed Enable for reimbursement of \$6.6 million and \$7.0 million during the three months ended September 30, 2016 and 2015, respectively, and \$20.7 million and \$25.1 million during the nine months ended September 30, 2016 and 2015, respectively, under the Transitional Seconding Agreement for employment costs.

The Company had accounts receivable from Enable for amounts billed for transitional services, including the cost of seconded employees, of \$3.7 million and \$3.4 million as of September 30, 2016 and December 31, 2015, respectively.

#### Related Party Transactions with Enable

OG&E entered into a contract with Enable to provide gas transportation services effective May 1, 2014. This transportation agreement grants Enable the responsibility of delivering natural gas to OG&E's generating facilities and performing an imbalance service. With this imbalance service, in accordance with the cash-out provision of the contract, OG&E purchases gas from Enable when Enable's deliveries exceed OG&E's pipeline receipts. Enable purchases gas from OG&E when OG&E's pipeline receipts exceed Enable's deliveries. The following table summarizes related party transactions between OG&E and Enable during the three and nine months ended September 30, 2016 and 2015.

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Operating Revenues:</b>				
Electricity to power electric compression assets	\$ 3.7	\$ 4.4	\$ 9.0	\$ 11.1
<b>Cost of Sales:</b>				
Natural gas transportation services	\$ 8.8	\$ 8.8	\$ 26.3	\$ 26.3
Natural gas purchases/(sales)	4.4	2.5	11.3	7.1

#### Summarized Financial Information of Enable

Summarized unaudited financial information for 100 percent of Enable is presented below at September 30, 2016 and December 31, 2015 and for the three and nine months ended September 30, 2016 and 2015.

<b>Balance Sheet</b>	September 30, 2016	December 31, 2015
<i>(In millions)</i>		
Current assets	\$ 408	\$ 381
Non-current assets	10,833	10,845
Current liabilities	338	615
Non-current liabilities	3,174	3,080

<b>Income Statement</b>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<i>(In millions)</i>				
Operating revenues	\$ 620	\$ 646	\$ 1,658	\$ 1,852
Cost of natural gas and natural gas liquids	268	287	717	856
Operating income	139	(975)	299	(778)
Net income	110	(985)	231	(817)

The formation of Enable was considered a business combination and CenterPoint was the acquirer of Enogex Holdings for accounting purposes. Under this method, the fair value of the consideration paid by CenterPoint for Enogex Holdings is allocated to the assets acquired and liabilities assumed on May 1, 2013 based on their fair value. Enogex Holdings' assets, liabilities and equity have accordingly been adjusted to estimated fair value as of May 1, 2013, resulting in an increase to equity of \$2.2 billion. Due to the contribution of Enogex LLC to Enable, meeting the requirements of being in substance real estate and thus recording the initial investment at historical cost, the effects of the amortization and depreciation expense associated with the fair value adjustments on Enable's results of operations have been eliminated in the Company's recording of its equity in earnings of Enable.

The Company recorded equity in earnings of unconsolidated affiliates of \$34.5 million and \$79.5 million for the three and nine months ended September 30, 2016, respectively, and a loss in equity in earnings of \$71.9 million and \$12.0 million for the three and nine months ended September 30, 2015, respectively. Equity in earnings of unconsolidated affiliates includes the Company's share of Enable's earnings adjusted for the amortization of the basis difference of the Company's original investment in Enogex and its underlying equity in the net assets of Enable. The basis difference is the result of the initial contribution of Enogex to Enable in May 2013, and subsequent issuances of equity by Enable, including the initial public offering in April 2014 and the issuance of common units for the acquisition of CenterPoint's 24.95 percent interest in SESH. The basis difference is being amortized over approximately 30 years, the average life of the assets to which the basis difference is attributed. Equity in earnings of unconsolidated affiliates is also adjusted for the elimination of the Enogex Holdings fair value adjustments, as described below.

*2015 Goodwill Impairment.* Enable tested its goodwill for impairment annually on October 1, or more frequently if events or changes in circumstances indicated that the carrying value of goodwill may not be recoverable. Goodwill was assessed for impairment by comparing the fair value of the reporting unit with its book value, including goodwill. Subsequent to the completion of the October 1, 2014 annual test, the crude oil and natural gas industry was impacted by further commodity price declines, which consequently resulted in decreased producer activity in certain regions in which Enable operates. Based on the decline in producer activity and the forecasted impact on future periods, in addition to an increase in the weighted average cost of capital, Enable determined that the impact on its forecasted operating profits and cash flows for its gathering and processing and transportation and storage segments for the next five years would be significantly reduced. As a result, when Enable performed the first step of its annual goodwill impairment analysis as of October 1, 2015, it determined that the carrying value of the gathering and processing and transportation and storage segments exceeded fair value. Enable completed the second step of the goodwill impairment analysis comparing the implied fair value for those reporting units to the carrying amount of that goodwill and determined that goodwill for those units was completely impaired in the amount of \$1,086.4 million as of September 30, 2015, and wrote off all of its goodwill in the third quarter of 2015.

The following table reconciles the Company's equity in earnings (loss) of its unconsolidated affiliates for the three and nine months ended September 30, 2016 and 2015.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
Reconciliation of Equity in Earnings (Loss) of Unconsolidated Affiliates	2016	2015	2016	2015
<i>(In millions)</i>				
Enable net income (loss)	\$ 110.1	\$ (985.1)	\$ 230.8	\$ (817.3)
Distributions senior to limited partners	(9.1)	—	(9.1)	—
Differences due to timing of OGE Energy and Enable accounting close and permanent items	3.0	4.2	(3.6)	9.9
Enable net income (loss) used to calculate OGE Energy's equity in earnings	\$ 104.0	\$ (980.9)	\$ 218.1	\$ (807.4)
OGE Energy's percent ownership	26.3%	26.3%	26.3%	26.3%
OGE Energy's portion of Enable net income (loss)	\$ 27.3	\$ (257.2)	\$ 57.5	\$ (212.0)
Impairments recognized by Enable associated with OGE Energy's basis differences	—	177.7	0.6	177.7
OGE Energy's share of Enable net income (loss)	\$ 27.3	\$ (79.5)	\$ 58.1	\$ (34.3)
Amortization of basis difference	2.9	3.5	8.8	10.6
Elimination of Enable fair value step up	4.3	4.1	12.6	11.7
Equity in earnings (loss) of unconsolidated affiliates	\$ 34.5	\$ (71.9)	\$ 79.5	\$ (12.0)

The difference between the Company's investment in Enable and its underlying equity in the net assets of Enable was \$761.5 million as of September 30, 2016. The following table reconciles the basis difference in Enable from December 31, 2015 to September 30, 2016.

<i>(In millions)</i>	
Basis difference as of December 31, 2015	\$ 783.5
Impairments recognized by Enable associated with OGE Energy's basis difference	(0.6)
Amortization of basis difference	(8.8)
Elimination of Enable fair value step up and other adjustments	(12.6)
Basis difference as of September 30, 2016	\$ 761.5

#### 4. Fair Value Measurements

The classification of the Company's fair value measurements requires judgment regarding the degree to which market data is observable or corroborated by observable market data. GAAP establishes a fair value hierarchy that prioritizes the inputs used to measure fair value based on observable and unobservable data. The hierarchy categorizes the inputs into three levels, with the highest priority given to quoted prices in active markets for identical unrestricted assets or liabilities (Level 1) and the lowest priority given to unobservable inputs (Level 3). Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The three levels defined in the fair value hierarchy are as follows:

Level 1 inputs are quoted prices in active markets for identical unrestricted assets or liabilities that are accessible at the measurement date.

Level 2 inputs are inputs other than quoted prices in active markets included within Level 1 that are either directly or indirectly observable at the reporting date for the asset or liability for substantially the full term of the asset or liability. Level 2 inputs include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 inputs are prices or valuation techniques for the asset or liability that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity). Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The Company had no financial instruments measured at fair value on a recurring basis at September 30, 2016 and December 31, 2015.

The following table summarizes the fair value and carrying amount of the Company's financial instruments at September 30, 2016 and December 31, 2015.

<i>(In millions)</i>	September 30, 2016		December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Long-Term Debt</b>				
Senior Notes	\$ 2,385.0	\$ 2,818.2	\$ 2,493.9	\$ 2,754.6
OG&E Industrial Authority Bonds	135.4	135.4	135.4	135.4
Tinker Debt	9.9	10.0	10.0	9.2
OGE Energy Senior Notes	99.8	99.9	99.5	99.9

The fair value of the Company's long-term debt is based on quoted market prices and estimates of current rates available for similar issues with similar maturities and is classified as Level 2 in the fair value hierarchy with the exception of the Tinker Debt which fair value is based on calculating the net present value of the monthly payments discounted by the Company's current borrowing rate and is classified as Level 3 in the fair value hierarchy.

## 5. Stock-Based Compensation

The following table summarizes the Company's pre-tax compensation expense and related income tax benefit during the three and nine months ended September 30, 2016 and 2015 related to the Company's performance units and restricted stock.

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Performance units</b>				
Total shareholder return	\$ 1.2	\$ 1.9	\$ 3.4	\$ 5.7
Earnings per share	(1.3)	(0.8)	(0.3)	0.3
Total performance units	(0.1)	1.1	3.1	6.0
<b>Restricted stock</b>				
Total compensation expense	(0.1)	1.1	3.2	6.1
Less: Amount paid by unconsolidated affiliates	—	(0.2)	—	0.3
Net compensation expense	\$ (0.1)	\$ 1.3	\$ 3.2	\$ 5.8
Income tax benefit	\$ —	\$ 0.5	\$ 1.3	\$ 2.3

During the three and nine months ended September 30, 2016, the Company issued an immaterial number of shares to satisfy restricted stock grants.

## 6. Income Taxes

The Company files consolidated income tax returns in the U.S. Federal jurisdiction and various state jurisdictions. With few exceptions, the Company is no longer subject to U.S. Federal tax examinations by tax authorities for years prior to 2013 or state and local tax examinations by tax authorities for years prior to 2012. Income taxes are generally allocated to each company in the affiliated group based on its stand-alone taxable income or loss. Federal investment tax credits previously claimed on electric utility property have been deferred and are being amortized to income over the life of the related property. OG&E earns both Federal and Oklahoma state tax credits associated with production from its wind farms and earns Oklahoma state tax credits associated with its investments in electric generating facilities which further reduce the Company's effective tax rate.

## 7. Common Equity

### *Automatic Dividend Reinvestment and Stock Purchase Plan*

The Company issued no shares of common stock under its Automatic Dividend Reinvestment and Stock Purchase Plan during the three and nine months ended September 30, 2016.

## Earnings Per Share

Basic earnings per share is calculated by dividing net income attributable to the Company by the weighted average number of the Company's common shares outstanding during the period. In the calculation of diluted earnings per share, weighted average shares outstanding are increased for additional shares that would be outstanding if potentially dilutive securities were converted to common stock. Potentially dilutive securities for the Company consist of performance units and restricted stock units. Basic and diluted earnings per share for the Company were calculated as follows:

<i>(In millions except per share data)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	\$ 183.6	\$ 111.2	\$ 280.3	\$ 241.9
Average Common Shares Outstanding				
Basic average common shares outstanding	199.7	199.7	199.7	199.6
Effect of dilutive securities:				
Contingently issuable shares (performance and restricted stock units)	0.2	—	0.1	—
Diluted average common shares outstanding	199.9	199.7	199.8	199.6
Basic Earnings Per Average Common Share	\$ 0.92	\$ 0.55	\$ 1.40	\$ 1.21
Diluted Earnings Per Average Common Share	\$ 0.92	\$ 0.55	\$ 1.40	\$ 1.21
Anti-dilutive shares excluded from earnings per share calculation	—	—	—	—

## 8. Long-Term Debt

At September 30, 2016, the Company was in compliance with all of its debt agreements.

### OG&E Industrial Authority Bonds

OG&E has tax-exempt pollution control bonds with optional redemption provisions that allow the holders to request repayment of the bonds on any business day. The bonds, which can be tendered at the option of the holder during the next 12 months, are as follows:

SERIES	DATE DUE	AMOUNT
		<i>(In millions)</i>
0.05% - 0.84%	Garfield Industrial Authority, January 1, 2025	\$ 47.0
0.07% - 0.80%	Muskogee Industrial Authority, January 1, 2025	32.4
0.05% - 0.82%	Muskogee Industrial Authority, June 1, 2027	56.0
Total (redeemable during next 12 months)		\$ 135.4

All of these bonds are subject to an optional tender at the request of the holders, at 100 percent of the principal amount, together with accrued and unpaid interest to the date of purchase. The bond holders, on any business day, can request repayment of the bond by delivering an irrevocable notice to the tender agent stating the principal amount of the bond, payment instructions for the purchase price and the business day the bond is to be purchased. The repayment option may only be exercised by the holder of a bond for the principal amount. When a tender notice has been received by the trustee, a third party remarketing agent for the bonds will attempt to remarket any bonds tendered for purchase. This process occurs once per week. Since the original issuance of these series of bonds in 1995 and 1997, the remarketing agent has successfully remarketed all tendered bonds. If the remarketing agent is unable to remarket any such bonds, OG&E is obligated to repurchase such unremarketed bonds. As OG&E has both the intent and ability to refinance the bonds on a long-term basis and such ability is supported by an ability to consummate the refinancing, the bonds are classified as long-term debt in the Company's Condensed Consolidated Financial Statements. OG&E believes that it has sufficient liquidity to meet these obligations.

## 9. Short-Term Debt and Credit Facilities

The Company borrows on a short-term basis, as necessary, by the issuance of commercial paper and by borrowings under its revolving credit agreement. As of September 30, 2016, the Company had \$213.2 million of short-term debt as compared to no balance at December 31, 2015. The following table provides information regarding the Company's revolving credit agreements at September 30, 2016.

Entity	Aggregate Commitment	Amount Outstanding (A)	Weighted-Average Interest Rate	Maturity
<i>(In millions)</i>				
OGE Energy (B)	\$ 750.0	\$ 213.2	0.74% (D)	December 13, 2018 (E)
OG&E (C)	400.0	1.7	0.95% (D)	December 13, 2018 (E)
Total	\$ 1,150.0	\$ 214.9	0.74%	

(A) Includes direct borrowings under the revolving credit agreements, commercial paper borrowings and letters of credit at September 30, 2016.

(B) This bank facility is available to back up OGE Energy's commercial paper borrowings and to provide revolving credit borrowings. This bank facility can also be used as a letter of credit facility.

(C) This bank facility is available to back up OG&E's commercial paper borrowings and to provide revolving credit borrowings. This bank facility can also be used as a letter of credit facility.

(D) Represents the weighted-average interest rate for the outstanding borrowings under the revolving credit agreements, commercial paper borrowings and letters of credit.

(E) As of September 30, 2016, commitments of \$16.3 million and \$8.7 million of the OGE Energy's and OG&E's credit facilities, respectively, were not extended and unless the non-extending lender is replaced in accordance with the terms of the credit facility, such commitments will expire December 13, 2017.

The Company's ability to access the commercial paper market could be adversely impacted by a credit ratings downgrade or major market disruptions. Pricing grids associated with the Company's credit facilities could cause annual fees and borrowing rates to increase if an adverse rating impact occurs. The impact of any future downgrade could include an increase in the costs of the Company's short-term borrowings, but a reduction in the Company's credit ratings would not result in any defaults or accelerations. Any future downgrade could also lead to higher long-term borrowing costs and, if below investment grade, would require the Company to post collateral or letters of credit.

OG&E must obtain regulatory approval from the FERC in order to borrow on a short-term basis. OG&E has the necessary regulatory approvals to incur up to \$800.0 million in short-term borrowings at any one time for a two-year period beginning January 1, 2015 and ending December 31, 2016. OG&E has requested renewal of this authority for an additional two-year period and expects to receive approval prior to the expiration of its current authority.

## 10. Retirement Plans and Postretirement Benefit Plans

In accordance with ASC Topic 715, "Compensation - Retirement Benefits," a one-time settlement charge is required to be recorded by an organization when lump sum payments or other settlements that relieve the organization from the responsibility for the pension benefit obligation during a plan year exceed the service cost and interest cost components of the organization's net periodic pension cost. During the quarter ended June 30, 2016, the Company experienced a settlement of its Supplemental Executive Retirement Plan and its non-qualified Restoration of Retirement Income Plan. As a result, the Company recorded pension settlement charges of \$8.7 million during the nine months ended September 30, 2016. During the first nine months of 2015, the Company experienced an increase in both the number of employees electing to retire and the amount of lump sum payments paid to such employees upon retirement. As a result, the Company recorded pension settlement charges of \$16.2 million in the third quarter of 2015. The pension settlement charge did not increase the Company's total pension expense over time, as the charges were an acceleration of costs that otherwise would be recognized as pension expense in future periods.

The details of net periodic benefit cost, before consideration of capitalized amounts, of the Company's Pension Plan, the Restoration of Retirement Income Plan and the postretirement benefit plans included in the Condensed Consolidated Financial Statements are as follows:

### Net Periodic Benefit Cost

<i>(In millions)</i>	Pension Plan				Restoration of Retirement Income Plan			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30,		September 30,		September 30,		September 30,	
	2016 (B)	2015 (B)	2016 (C)	2015 (C)	2016 (B)	2015 (B)	2016 (C)	2015 (C)
Service cost	\$ 4.0	\$ 4.2	\$ 11.9	\$ 12.1	\$ —	\$ 0.4	\$ 0.2	\$ 1.0
Interest cost	6.4	6.6	19.1	19.6	0.1	0.2	0.3	0.5
Expected return on plan assets	(10.4)	(11.0)	(31.1)	(34.5)	—	—	—	—
Amortization of net loss	4.1	3.8	12.3	13.5	0.2	0.2	0.5	0.5
Amortization of unrecognized prior service cost (A)	(0.1)	0.1	(0.1)	0.3	0.1	—	0.1	0.1
Settlement	—	16.2	—	16.2	—	—	8.7	—
Total net periodic benefit cost	4.0	19.9	12.1	27.2	0.4	0.8	9.8	2.1
Less: Amount paid by unconsolidated affiliates	1.3	1.0	3.8	3.1	0.1	—	0.3	0.1
Net periodic benefit cost (net of unconsolidated affiliates)	\$ 2.7	\$ 18.9	\$ 8.3	\$ 24.1	\$ 0.3	\$ 0.8	\$ 9.5	\$ 2.0

(A) Unamortized prior service cost is amortized on a straight-line basis over the average remaining service period to the first eligibility age of participants who are expected to receive a benefit and are active at the date of the plan amendment.

(B) In addition to the \$3.0 million and \$19.7 million of net periodic benefit cost recognized during the three months ended September 30, 2016 and 2015, respectively, OG&E recognized the following:

- an increase in pension expense during the three months ended September 30, 2016 of \$2.4 million and a deferral of \$4.7 million for the three months ended September 30, 2015, to maintain the allowable amount to be recovered for pension expense in the Oklahoma jurisdiction which are included in the Pension tracker regulatory liability (see Note 1); and
- during the three months ended September 30, 2016 there were no costs relating to the deferral of pension expense compared to \$1.4 million for the three months ended September 30, 2015 related to the Arkansas jurisdictional portion of the pension settlement charge of \$16.2 million during the three months ended September 30, 2015.

(C) In addition to the \$17.8 million and \$26.1 million of net periodic benefit cost recognized during the nine months ended September 30, 2016 and 2015, respectively, OG&E recognized the following:

- an increase in pension expense during the nine months ended September 30, 2016 and 2015 of \$6.7 million and \$0.6 million, respectively, to maintain the allowable amount to be recovered for pension expense in the Oklahoma jurisdiction which are included in the Pension tracker regulatory liability (see Note 1); and
- costs relating to the deferral of pension expense during the nine months ended September 30, 2016 and 2015 of \$0.1 million and \$1.4 million, respectively, related to the Arkansas jurisdictional portion of the pension settlement charge of \$8.7 million and \$16.2 million, respectively.

<i>(In millions)</i>	Postretirement Benefit Plans			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016 (B)	2015 (B)	2016 (C)	2015 (C)
Service cost	\$ 0.2	\$ 0.4	\$ 0.6	\$ 1.2
Interest cost	2.4	2.6	7.1	7.7
Expected return on plan assets	(0.6)	(0.6)	(1.7)	(1.8)
Amortization of net loss	0.6	3.5	1.9	10.4
Amortization of unrecognized prior service cost (A)	(2.1)	(4.1)	(6.5)	(12.4)
Total net periodic benefit cost	0.5	1.8	1.4	5.1
Less: Amount paid by unconsolidated affiliates	—	0.4	0.1	1.0
Net periodic benefit cost (net of unconsolidated affiliates)	\$ 0.5	\$ 1.4	\$ 1.3	\$ 4.1

(A) Unamortized prior service cost is amortized on a straight-line basis over the average remaining service period to the first eligibility age of participants who are expected to receive a benefit and are active at the date of the plan amendment.

(B) In addition to the \$0.5 million and \$1.4 million of net periodic benefit cost recognized during the three months ended September 30, 2016 and 2015, respectively, OG&E recognized an increase in postretirement medical expense during the three months ended September 30, 2016 and 2015 of \$1.9 million and \$1.4 million, respectively, to maintain the allowable amount to be recovered for postretirement medical expense in the Oklahoma jurisdiction which are included in the Pension tracker regulatory liability (see Note 1).

(C) In addition to the \$1.3 million and \$4.1 million of net periodic benefit cost recognized during the nine months ended September 30, 2016 and 2015, respectively, OG&E recognized an increase in postretirement medical expense during the nine months ended September 30, 2016 and 2015 of \$5.9 million and \$4.3 million, respectively, to maintain the allowable amount to be recovered for postretirement medical expense in the Oklahoma jurisdiction which are included in the Pension tracker regulatory liability (see Note 1).

<i>(In millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	Capitalized portion of net periodic pension benefit cost	\$ 1.0	\$ 2.6	\$ 3.0
Capitalized portion of net periodic postretirement benefit cost	0.2	0.5	0.6	1.4

#### Pension Plan Funding

In July 2016, the Company contributed \$20.0 million to its Pension Plan. No additional contributions are expected in 2016.

#### 11. Report of Business Segments

The Company reports its operations in two business segments: (i) the electric utility segment, which is engaged in the generation, transmission, distribution and sale of electric energy, and (ii) the natural gas midstream operations segment.

Intersegment revenues are recorded at prices comparable to those of unaffiliated customers and are affected by regulatory considerations.



The following tables summarize the results of the Company's business segments during the three and nine months ended September 30, 2016 and 2015.

<b>Three Months Ended September 30, 2016</b>	Electric Utility	Natural Gas Midstream Operations	Other Operations	Eliminations	Total
<i>(In millions)</i>					
Operating revenues	\$ 743.9	\$ —	\$ —	\$ —	\$ 743.9
Cost of sales	269.8	—	—	—	269.8
Other operation and maintenance	115.2	(0.1)	(2.0)	—	113.1
Depreciation and amortization	80.8	—	1.4	—	82.2
Taxes other than income	20.9	—	0.6	—	21.5
Operating income	257.2	0.1	—	—	257.3
Equity in earnings of unconsolidated affiliates	—	34.5	—	—	34.5
Other income	6.0	—	0.3	—	6.3
Interest expense	34.3	—	1.1	—	35.4
Income tax expense (benefit)	69.0	12.1	(2.0)	—	79.1
Net income	\$ 159.9	\$ 22.5	\$ 1.2	\$ —	\$ 183.6
Investment in unconsolidated affiliates	\$ —	\$ 1,168.0	\$ —	\$ —	\$ 1,168.0
Total assets	\$ 8,511.5	\$ 1,503.1	\$ 93.3	\$ (323.9)	\$ 9,784.0

Three Months Ended September 30, 2015	Electric Utility	Natural Gas Midstream Operations	Other Operations	Eliminations	Total
<i>(In millions)</i>					
Operating revenues	\$ 719.8	\$ —	\$ —	\$ —	\$ 719.8
Cost of sales	259.8	—	—	—	259.8
Other operation and maintenance	107.4	4.9	(2.9)	—	109.4
Depreciation and amortization	75.9	—	2.0	—	77.9
Taxes other than income	21.0	—	0.9	—	21.9
Operating income	255.7	(4.9)	—	—	250.8
Equity in earnings of unconsolidated affiliates (A)	—	(71.9)	—	—	(71.9)
Other income	6.6	—	(0.7)	(0.1)	5.8
Interest expense	36.4	—	0.7	(0.1)	37.0
Income tax expense (benefit)	63.0	(26.8)	0.3	—	36.5
Net income	\$ 162.9	\$ (50.0)	\$ (1.7)	\$ —	\$ 111.2
Investment in unconsolidated affiliates	\$ —	\$ 1,202.2	\$ —	\$ —	\$ 1,202.2
Total assets	\$ 8,554.1	\$ 1,541.5	\$ 133.5	\$ (628.4)	\$ 9,600.7

(A) The Company recorded a \$108.4 million pre-tax charge during the three months ended September 30, 2015 for its share of Enable's goodwill impairment, as adjusted for the basis differences.

Nine Months Ended September 30, 2016	Electric Utility	Natural Gas Midstream Operations	Other Operations	Eliminations	Total
<i>(In millions)</i>					
Operating revenues	\$ 1,728.4	\$ —	\$ —	\$ —	\$ 1,728.4
Cost of sales	645.4	—	—	—	645.4
Other operation and maintenance	356.3	7.9	(9.6)	—	354.6
Depreciation and amortization	235.9	—	4.9	—	240.8
Taxes other than income	63.6	—	2.9	—	66.5
Operating income	427.2	(7.9)	1.8	—	421.1
Equity in earnings of unconsolidated affiliates	—	79.5	—	—	79.5
Other income	18.3	—	(0.8)	(0.2)	17.3
Interest expense	104.8	—	3.1	(0.2)	107.7
Income tax expense (benefit)	102.4	31.5	(4.0)	—	129.9
Net income	\$ 238.3	\$ 40.1	\$ 1.9	\$ —	\$ 280.3
Investment in unconsolidated affiliates	\$ —	\$ 1,168.0	\$ —	\$ —	\$ 1,168.0
Total assets	\$ 8,511.5	\$ 1,503.1	\$ 93.3	\$ (323.9)	\$ 9,784.0

Nine Months Ended September 30, 2015	Electric Utility	Natural Gas Midstream Operations	Other Operations	Eliminations	Total
<i>(In millions)</i>					
Operating revenues	\$ 1,749.8	\$ —	\$ —	\$ —	\$ 1,749.8
Cost of sales	682.3	—	—	—	682.3
Other operation and maintenance	337.3	5.9	(8.9)	—	334.3
Depreciation and amortization	224.0	—	6.0	—	230.0
Taxes other than income	65.7	—	3.1	—	68.8
Operating income	440.5	(5.9)	(0.2)	—	434.4
Equity in earnings of unconsolidated affiliates (A)	—	(12.0)	—	—	(12.0)
Other income	13.9	—	2.6	(0.2)	16.3
Interest expense	110.5	—	2.1	(0.2)	112.4
Income tax expense (benefit)	94.9	(8.7)	(1.8)	—	84.4
Net income	\$ 249.0	\$ (9.2)	\$ 2.1	\$ —	\$ 241.9
Investment in unconsolidated affiliates	\$ —	\$ 1,202.2	\$ —	\$ —	\$ 1,202.2
Total assets	\$ 8,554.1	\$ 1,541.5	\$ 133.5	\$ (628.4)	\$ 9,600.7

(A) The Company recorded a \$108.4 million pre-tax charge during the three months ended September 30, 2015 for its share of Enable's goodwill impairment, as adjusted for the basis differences.

## 12. Commitments and Contingencies

Except as set forth below, in Note 13 and under "Environmental Laws and Regulations" in Item 2 of Part I and in Item 1 of Part II of this Form 10-Q, the circumstances set forth in Notes 14 and 15 to the Company's Consolidated Financial Statements included in the Company's 2015 Form 10-K appropriately represent, in all material respects, the current status of the Company's material commitments and contingent liabilities.

### **Environmental Laws and Regulations**

The activities of OG&E are subject to numerous stringent and complex Federal, state and local laws and regulations governing environmental protection. These laws and regulations can change, restrict or otherwise impact OG&E's business activities in many ways including the handling or disposal of waste material, future construction activities to avoid or mitigate harm to threatened or endangered species and requiring the installation and operation of emissions pollution control equipment. Failure to comply with these laws and regulations could result in the assessment of administrative, civil and criminal penalties, the imposition of remedial requirements and the issuance of orders enjoining future operations. OG&E believes that its operations are in substantial compliance with current Federal, state and local environmental standards.

Environmental regulation can increase the cost of planning, design, initial installation and operation of OG&E's facilities. Historically, OG&E's total expenditures for environmental control facilities and for remediation have not been significant in relation to its condensed financial position or results of operations. The Company believes, however, that it is likely that the trend in environmental legislation and regulations will continue towards more restrictive standards. Compliance with these standards is expected to increase the cost of conducting business. Management continues to evaluate its compliance with existing and proposed environmental legislation and regulations and implement appropriate environmental programs in a competitive market.

OG&E is managing several significant uncertainties about the scope and timing for the acquisition, installation and operation of additional pollution control equipment and compliance costs for a variety of the EPA rules that are being challenged in court. OG&E is unable to predict the financial impact of these matters with certainty at this time.

#### ***Federal Clean Air Act New Source Review Litigation***

In July 2008, OG&E received a request for information from the EPA regarding Federal Clean Air Act compliance at OG&E's Muskogee and Sooner generating plants.

On July 8, 2013, the U.S. Department of Justice, on behalf of the EPA, filed a complaint against OG&E in United States District Court for the Western District of Oklahoma alleging that OG&E did not follow the Federal Clean Air Act procedures for projecting emission increases attributable to eight projects that occurred between 2003 and 2006. This complaint sought to have OG&E submit a new assessment of whether the projects were likely to result in a significant emissions increase. The Sierra Club intervened in this proceeding. On August 30, 2013, the government filed a Motion for Summary Judgment and on September 6, 2013, OG&E filed a Motion to Dismiss the case. On January 15, 2015, the Court dismissed the complaints filed by the EPA and the Sierra Club. The Court held that it lacked subject matter jurisdiction over plaintiffs' claims because plaintiffs failed to present an actual "case or controversy" as required by Article III of the Constitution. The court also ruled in the alternative that, even if plaintiffs had presented a case or controversy, it would have nonetheless "decline[d] to exercise jurisdiction." The EPA and the Sierra Club did not file an appeal of the Court's ruling.

On August 12, 2013, the Sierra Club filed a separate complaint against OG&E in the United States District Court for the Eastern District of Oklahoma alleging that OG&E projects at Muskogee Unit 6 in 2008 were made without obtaining a prevention of significant deterioration permit and that the plant had exceeded emissions limits for opacity and particulate matter. The Sierra Club sought a permanent injunction preventing OG&E from operating the Muskogee generating plant. On March 4, 2014, the District Court dismissed the prevention of significant deterioration permit claim based on the statute of limitations, but allowed the opacity and particulate matter claims to proceed. To obtain the right to appeal this decision, the Sierra Club subsequently withdrew a Notice of Intent to Sue for additional Clean Air Act violations and asked the District Court to dismiss its remaining claims with prejudice. On August 27, 2014, the District Court granted the Sierra Club's request. The Sierra Club appealed the District Court's dismissal of its prevention of significant deterioration claim to the United States Court of Appeals for the Tenth Circuit. On March 8, 2016, the Tenth Circuit affirmed the trial court's decision dismissing the Sierra Club's case. On March 21, 2016, the Sierra Club filed a request for rehearing *en banc* with the Tenth Circuit. On April 13, 2016, the Tenth Circuit denied the request for rehearing. The Sierra Club did not seek review of the case by the United States Supreme Court. OG&E considers this case now closed.

#### ***Air Quality Control System***

On September 10, 2014, OG&E executed a contract for the design, engineering and fabrication of two circulating dry scrubber systems to be installed at Sooner Units 1 and 2. OG&E entered into an agreement on February 9, 2015, to install the dry scrubber systems. The dry scrubbers are scheduled to be completed by 2019. More detail regarding the dry scrubber project can be found under "Pending Regulatory Matters" in Note 13.

#### ***Other***

In the normal course of business, the Company is confronted with issues or events that may result in a contingent liability. These generally relate to lawsuits or claims made by third parties, including governmental agencies. When appropriate, management consults with legal counsel and other experts to assess the claim. If, in management's opinion, the Company has incurred a probable loss as set forth by GAAP, an estimate is made of the loss and the appropriate accounting entries are reflected in the Company's Condensed Consolidated Financial Statements. At the present time, based on currently available information, the Company believes that any reasonably possible losses in excess of accrued amounts arising out of pending or threatened lawsuits or claims would not be quantitatively material to its financial statements and would not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

### **13. Rate Matters and Regulation**

Except as set forth below, the circumstances set forth in Note 15 to the Company's Consolidated Financial Statements included in the Company's 2015 Form 10-K appropriately represent, in all material respects, the current status of the Company's regulatory matters.

#### **Completed Regulatory Matters**

##### ***FERC Order No. 1000, Final Rule on Transmission Planning and Cost Allocation***

On July 21, 2011, the FERC issued Order No. 1000, which revised the FERC's existing regulations governing the process for planning enhancements and expansions of the electric transmission grid along with the corresponding process for allocating the costs of such expansions. Order No. 1000 requires individual regions to determine whether a previously-approved project is subject to reevaluation and is therefore governed by the new rule.

Order No. 1000 directs public utility transmission providers to remove from the FERC-jurisdictional tariff and agreement provisions that establish any Federal "right of first refusal" for the incumbent transmission owner (such as OG&E) regarding transmission facilities selected in a regional transmission planning process, subject to certain limitations. However, Order No. 1000 is not intended to affect the right of an incumbent transmission owner (such as OG&E) to build, own and recover costs for upgrades to its own transmission facilities or to alter an incumbent transmission owner's use and control of existing rights of way. Order No. 1000 also clarifies that incumbent transmission owners may rely on regional transmission facilities to meet their reliability needs or service obligations. The SPP's pre-Order No. 1000 tariff included a "right of first refusal" for incumbent transmission owners and this provision has played a role in OG&E being selected by the SPP to build previous transmission projects in Oklahoma. On May 29, 2013, the Governor of Oklahoma signed House Bill 1932 into law which establishes a "right of first refusal" for Oklahoma incumbent transmission owners, including OG&E, to build new transmission projects with voltages under 300kV that interconnect to those incumbent owners' existing facilities.

The SPP has submitted compliance filings implementing Order No. 1000's requirements. In response, the FERC issued an order on the SPP filings that required the SPP to remove certain "right of first refusal" language from the SPP Tariff and the SPP Membership Agreement. On December 15, 2014, OG&E filed an appeal in the Court challenging the FERC's order requiring the removal of the "right of first refusal" language from the SPP Membership Agreement.

On July 1, 2016, the Court upheld the FERC's decision requiring removal of the rights of first refusal for incumbent transmission providers from the SPP Membership Agreement. The Court determined that the FERC had reasonably found the rights of first refusal in the SPP Membership Agreement to be anticompetitive.

The Company does not believe the Court's ruling will have any impact on existing transmission projects for which the Company has already received a notice to construct from the SPP. The Company intends to actively participate in the SPP planning process for competitive transmission projects that we believe apply to transmission voltage levels projects greater than 300kV.

##### ***Fuel Adjustment Clause Review for Calendar Year 2014***

On July 28, 2015, the OCC staff filed an application to review OG&E's fuel adjustment clause for calendar year 2014, including the prudence of OG&E's electric generation, purchased power and fuel procurement costs. On May 26, 2016, the OCC issued a final order, finding that for the calendar year 2014 OG&E's electric generation, purchased power and fuel procurement processes and costs were prudent.

##### ***Oklahoma Demand Program Rider Review - SmartHours Program***

In July 2012, OG&E filed an application with the OCC to recover certain costs associated with Demand Programs through the Demand Program Rider, including the lost revenues associated with the SmartHours program. The SmartHours program is designed to incentivize participating customers to reduce on-peak usage or shift usage to off-peak hours during the months of May through October, by offering lower rates to those customers in the off-peak hours of those months. Lost revenues are created by the difference in the standard rates and the lower incentivized rates. Non-SmartHours program customers benefit from the reduction of on-peak usage by SmartHours customers by the reduction of more costly on-peak generation and the delay in adding new on-peak generation.

In December 2012, the OCC issued an order approving the recovery of costs associated with the Demand Programs, including the lost revenues associated with the SmartHours program, subject to the PUD Staff's review.

In March 2014, the PUD Staff began their review of the Demand Program costs, including the lost revenues associated with the SmartHours program. In November 2014, OG&E believed that it had reached an agreement with the PUD Staff on the methodology to be used to calculate lost revenues associated with the SmartHours program and the amount of lost revenue for 2013, which totaled \$10.1 million. The agreement also included utilizing the same methodology for calculating lost revenues for 2014 and beyond. In January 2015, OG&E implemented rates that began recovering the 2013 lost revenues (approximately \$10.0 million annually).

In April 2015, the PUD Staff filed an application, seeking an order from the OCC, for determining the proper methodology for calculating lost revenues pursuant to OG&E's Demand Program Rider, primarily affecting the SmartHours program lost revenues. In the application, the PUD Staff recommended the OCC approve the PUD Staff's methodology for calculating lost revenues associated with the SmartHours program, which differed from the methodology that OG&E believes it agreed upon and which would result in recovery of significantly less lost revenue for 2013, 2014 and 2015 than OG&E had recorded.

On March 28, 2016, the ALJ issued her recommendation on the PUD Staff's application. She found, among other things, that OG&E and the PUD Staff had not reached an agreement on all aspects of the calculation of lost revenues, that OG&E's methodology for calculating lost revenues was not consistent with the provisions of OG&E's tariff, and that the PUD Staff's methodology for calculating lost revenues was proper. The ALJ recommended that the OCC order OG&E to adjust its calculation of SmartHours lost revenue for 2013 through 2015 consistent with the PUD Staff's methodology, but that such adjustment should only be applied on a prospective basis following the issuance of an order by the OCC.

On August 9, 2016, OG&E entered into a settlement agreement with the PUD Staff to resolve the recoverable amount of lost revenues associated with the SmartHours program. The settlement provides for recovery of \$10.1 million per year for 2013, 2014 and 2015, for a total of \$30.3 million. OG&E had recorded \$36.6 million of lost revenues for 2013, 2014 and 2015. On August 16, 2016, the OCC issued an order adopting the settlement agreement. Accordingly, OG&E reduced lost revenues and the Oklahoma Demand Program Rider regulatory asset by \$6.3 million.

### ***Mustang Modernization Plan-Arkansas***

On April 13, 2016, OG&E filed an application at the APSC seeking authority to construct combustion turbines at its existing Mustang generating facility. Arkansas law requires a public utility to seek approval from the APSC to construct a power-generating facility located outside the boundaries of the state of Arkansas. The application did not seek any cost recovery for the capital expenditures in the application, as cost recovery will be determined in future proceedings. In July 2016, OG&E filed a motion to dismiss the APSC Mustang proceeding and in August, the APSC approved the dismissal. OG&E intends to seek cost recovery of the Mustang combustion turbines at a later date after the Mustang facility is placed in service.

### **Pending Regulatory Matters**

Set forth below is a list of various proceedings pending before state or federal regulatory agencies. Unless stated otherwise, OG&E cannot predict when the regulatory agency will act or what action the regulatory agency will take. OG&E's financial results are dependent in part on timely and adequate decisions by the regulatory agencies that set OG&E's rates.

### ***Environmental Compliance Plan***

On August 6, 2014, OG&E filed an application with the OCC for approval of its plan to comply with the EPA's MATS and Regional Haze Rule FIP while serving the best long-term interests of customers in light of future environmental uncertainties. The application sought approval of the ECP and for a recovery mechanism for the associated costs. The ECP includes installing dry scrubbers at Sooner Units 1 and 2 and the conversion of Muskogee Units 4 and 5 to natural gas. The application also asked the OCC to predetermine the prudence of its Mustang Modernization Plan, which calls for replacing OG&E's soon-to-be retired Mustang steam turbines in late 2017 with 400 MWs of new, efficient combustion turbines at the Mustang site in 2018 and 2019 and approval for a recovery mechanism for the associated costs. The OCC hearing on OG&E's application before an ALJ began on March 3, 2015, approximately seven months after OG&E filed its application, and concluded on April 8, 2015. Multiple parties advocating a variety of positions intervened in the proceeding.

On June 8, 2015, the ALJ issued his report on OG&E's application. While the ALJ in his report agreed that the installation of dry scrubbers at Sooner Units 1 and 2 and the conversion of Muskogee Units 4 and 5 to natural gas pursuant to OG&E's ECP is the best approach, the ALJ's report included several recommendations. OG&E filed exceptions to the ALJ's report and on July

21, 2015, Commissioner Bob Anthony issued his deliberation statement that was consistent with many parts of the ALJ's report, including the ALJ's support of OG&E's ECP, the ALJ's recommendation to pre-approve certain estimated costs of the environmental recovery plan, and the ALJ's recommendation to defer all other cost recovery issues until the next general rate case.

On December 2, 2015, OG&E received an order from the OCC denying its plan to comply with the environmental mandates of the Federal Clean Air Act, Regional Haze Rule and MATS. The OCC also denied OG&E's request for pre-approval of its Mustang Modernization Plan, revised depreciation rates for both the retirement of the Mustang units and the replacement combustion turbines and pre-approval of early retirement and replacement of generating units at its Mustang site, including cost recovery through a rider.

On December 11, 2015, OG&E filed a motion requesting modification of the OCC order for the purposes of approving only the ECP. OG&E did not seek modification to any other provisions of the OCC order, including cost recovery. OG&E also agreed that it would not implement a rider for recovery of the costs of the ECP until and unless authorized by the OCC in a subsequent proceeding. On December 23, 2015, the OCC rejected, by a two to one vote, a proposal by Commissioner Dana Murphy to grant OG&E's December 11, 2015 motion.

On February 12, 2016, OG&E filed an application requesting the OCC to issue an order approving its decision to install dry scrubbers at the Sooner facility on or before May 2, 2016. OG&E's application did not seek approval of the costs of the dry scrubber project. Instead, the reasonableness of the costs would be considered after the project is completed and OG&E seeks recovery in its rates. On April 28, 2016, the OCC approved the dry scrubber project and OG&E is proceeding with the project. Two parties to the proceeding have appealed the OCC's decision to the Oklahoma Supreme Court. After the OCC provides a certified record to the Oklahoma Supreme Court, the parties will file briefs by the end of 2016 or the first quarter of 2017.

OG&E anticipates the total cost of dry scrubbers will be \$547.5 million. As of September 30, 2016, OG&E had invested \$138.6 million of construction work in progress on the dry scrubbers. OG&E anticipates the combustion turbines for the Mustang Modernization Plan will be \$424.9 million. As of September 30, 2016, OG&E has invested \$133.6 million on the Mustang Modernization Plan.

### ***Integrated Resource Plans***

In August 2015, OG&E initiated the process to update its IRP pursuant to the OCC rules. After engaging interested stakeholders in August and September, OG&E finalized the 2015 IRP and submitted it to the OCC on October 1, 2015. The 2015 IRP updated certain assumptions contained in the IRP submitted in 2014, but did not make any material changes to the ECP and other parts of the action plan contained in the IRP submitted in 2014.

### ***Oklahoma Rate Case Filing***

As previously reported in the Company's 2015 Form 10-K, on December 18, 2015, OG&E filed a general rate case with the OCC requesting a rate increase of \$92.5 million and a 10.25 percent return on equity based on a common equity percentage of 53 percent. The rate case was based on a June 30, 2015 test year and included recovery of \$1.6 billion of electric infrastructure additions since its last general rate case in Oklahoma, the impact of the expiration of OG&E's wholesale contracts, increased operating costs such as vegetation management and increased recovery of depreciation and plant dismantlement of approximately \$8.0 million. Each 0.25 percent change in the requested return on equity affects the requested rate increase by approximately \$9.0 million.

In late March 2016, the PUD Staff and other intervenors filed testimony in the case. The PUD Staff recommended a \$6.1 million annual rate increase based on a return on equity of 9.25 percent and a common equity percentage of 53.0 percent. Included in the PUD Staff's recommendation is a reduction of \$33.0 million to OG&E's requested increase for depreciation and plant dismantlement.

The staff of the Oklahoma Attorney General made a recommendation to reduce rates \$10.8 million based on a return on equity of 9.25 percent and a common equity percentage of 50 percent, as well as a recommendation to reduce rates \$13.7 million based on a return on equity of 8.90 percent and a common equity percentage of 53 percent. Included in the Attorney General's recommendation is a reduction of \$20.9 million to OG&E's requested increase for depreciation and plant dismantlement.

The Oklahoma Industrial Electric Consumers recommended a \$47.9 million annual rate decrease based on a return on equity of 9.00 percent and a common equity percentage of 53 percent. Included in the Oklahoma Industrial Electric Consumers' recommendation is a reduction of \$52.5 million to OG&E's requested increase for depreciation and plant dismantlement.

The hearings in this matter began on May 3, 2016. While there is no statutory deadline for the ALJ to make a recommendation or for the commission to issue a final order, OG&E is allowed to implement increased rates subject to refund 180 days after the filing of its application on December 18, 2015. On July 1, 2016, OG&E implemented an annual interim rate increase of \$69.5 million while simultaneously reducing fuel costs billed to customers. The interim rates are subject to refund of any amount recovered in excess of the rates ultimately approved by the OCC in the rate case.

As of September 30, 2016, the Company has recorded \$23.6 million of revenues from the interim rate increase and has reserved \$21.0 million of that revenue.

### ***Arkansas Rate Case Filing***

On August 25, 2016, OG&E filed a general rate case with the APSC. The rate filing requested a \$16.5 million rate increase based on a 10.25 percent return on equity. The rate increase was based on a June 30, 2016 test year and included a recovery of over \$3.0 billion of electric infrastructure additions since the last Arkansas general rate case in 2011. The increase also reflects increases in operation and maintenance expenses, including vegetation management, and increased recovery of depreciation and dismantlement costs. OG&E has a hearing scheduled for the rate case in the second quarter of 2017.

### ***Fuel Adjustment Clause Review for Calendar Year 2015***

On September 8, 2016, the OCC staff filed an application to review OG&E's fuel adjustment clause for calendar year 2015, including the prudence of OG&E's electric generation, purchased power and fuel procurement costs. OG&E has verbally agreed to a March 9, 2017 hearing date.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### **Introduction**

The Company is an energy and energy services provider offering physical delivery and related services for both electricity and natural gas primarily in the south central United States. The Company conducts these activities through two business segments: (i) electric utility and (ii) natural gas midstream operations. The accounts of the Company and its wholly owned subsidiaries are included in the Condensed Consolidated Financial Statements. All intercompany transactions and balances are eliminated in consolidation. The Company generally uses the equity method of accounting for investments where its ownership interest is between 20 percent and 50 percent and lacks the power to direct activities that most significantly impact economic performance.

The electric utility segment generates, transmits, distributes and sells electric energy in Oklahoma and western Arkansas. Its operations are conducted through OG&E and are subject to regulation by the OCC, the APSC and the FERC. OG&E was incorporated in 1902 under the laws of the Oklahoma Territory, and is a wholly owned subsidiary of the Company. OG&E is the largest electric utility in Oklahoma and its franchised service territory includes Fort Smith, Arkansas and the surrounding communities. OG&E sold its retail natural gas business in 1928 and is no longer engaged in the natural gas distribution business.

The natural gas midstream operations segment represents the Company's investment in Enable through its wholly owned subsidiary OGE Holdings. Enable is engaged in the business of gathering, processing, transporting and storing natural gas. Enable's natural gas gathering and processing assets are strategically located in four states and serve natural gas production from shale developments in the Anadarko, Arkoma and Ark-La-Tex basins. Enable also owns an emerging crude oil gathering business in the Bakken shale formation, principally located in the Williston basin of North Dakota. Enable's natural gas transportation and storage assets extend from western Oklahoma and the Texas Panhandle to Alabama and from Louisiana to Illinois.

Over the course of 2015 and continuing into early 2016, natural gas and crude oil prices dropped to their lowest levels in over 10 years. During 2016, those prices increased, but have not rebounded to the pre-2015 levels. Based on these recent commodity prices, Enable has seen changes in producer activity that have negatively impacted Enable's operations and financial position and could see additional changes in producer activity that may negatively impact Enable's operations and affect its future distribution rates. If commodity prices decline further, Enable's future operating results and cash flows could be negatively impacted. A significant portion of our earnings and operating cash flows depend on the performance of, and distributions from, Enable. As disclosed in the Company's 2015 Form 10-K, Enable is subject to a number of risks. If any of those risks were to occur, the Company's business, financial condition, results of operations or cash flows could be materially adversely affected.

On November 1, 2016, Enable announced a quarterly dividend distribution of \$0.31800 per unit on its outstanding common and subordinated units, representing the same dividend distribution as the previous quarter.

## Overview

### *Company Strategy*

The Company's mission, through OG&E and its equity interest in Enable, is to fulfill its critical role in the nation's electric utility and natural gas midstream pipeline infrastructure and meet individual customer's needs for energy and related services, focusing on safety, efficiency, reliability, customer service and risk management. The Company's corporate strategy is to continue to maintain its existing business mix and diversified asset position of its regulated electric utility business and interest in a publicly traded midstream company, while providing competitive energy products and services to customers as well as seeking growth opportunities in both businesses.

Additionally, the Company wants to achieve a premium valuation of its businesses relative to its peers, grow earnings per share with a stable earnings pattern, create a high performance culture and achieve desired outcomes with target stakeholders. The Company's financial objectives include a long-term annual earnings growth rate for OG&E of three to five percent on a weather-normalized basis, maintaining a strong credit rating as well as targeting dividend increases of approximately 10 percent annually through 2019. The targeted annual dividend increase has been determined after consideration of numerous factors, including the largely retail composition of the Company's shareholder base, the Company's financial position, the Company's growth targets and the composition of the Company's assets and investment opportunities. The Company also utilizes cash distributions from its investment in Enable to help fund its capital needs and support future dividend growth. The Company believes it can accomplish these financial objectives by, among other things, pursuing multiple avenues to build its business, maintaining a diversified asset position, continuing to develop a wide range of skills to succeed with changes in its industries, providing products and services to customers efficiently, managing risks effectively and having strong regulatory and legislative relationships.

### *Summary of Operating Results*

#### *Three Months Ended September 30, 2016 as Compared to Three Months Ended September 30, 2015*

Net income attributable to the Company was \$183.6 million, or \$0.92 per diluted share, during the three months ended September 30, 2016 as compared to \$111.2 million, or \$0.55 per diluted share, during the same period in 2015. The increase in net income of \$72.4 million, or \$0.37 per diluted share, during the three months ended September 30, 2016 as compared to the same period in 2015 was primarily due to:

- an increase in net income attributable to OGE Holdings of \$72.5 million, or \$0.37 per diluted share of the Company's common stock, primarily due to an increase in earnings of unconsolidated affiliates due to a goodwill impairment in 2015 partially offset by an increase in income taxes resulting from higher taxable income; and
- an increase in net income at the Company of \$2.9 million, or \$0.02 per diluted share of the Company's common stock, primarily due to a decrease in income tax expense partially offset by an increase in losses associated with the deferred compensation plan.

These increases were partially offset by a decrease in net income at OG&E of \$3.0 million, or \$0.02 per diluted share of the Company's common stock, primarily due to an increase in other operation and maintenance expense, higher income tax expense, additional depreciation and amortization expense due to higher storm amortization and additional assets placed into service, and lower other income partially offset by an increase in gross margin and an increase in allowance for equity funds used during construction.

#### *Nine Months Ended September 30, 2016 as Compared to Nine Months Ended September 30, 2015*

Net income attributable to the Company was \$280.3 million, or \$1.40 per diluted share, during the nine months ended September 30, 2016 as compared to \$241.9 million, or \$1.21 per diluted share, during the same period in 2015. The increase in net income of \$38.4 million, or \$0.19 per diluted share, during the nine months ended September 30, 2016 as compared to the same period in 2015 was primarily due to:

- an increase in net income attributable to OGE Holdings of \$49.3 million, or \$0.25 per diluted share of the Company's common stock, primarily due to an increase in earnings of unconsolidated affiliates due to a goodwill impairment in 2015, partially offset by an increase in operation and maintenance expense, due to the settlement of the Supplemental Executive Retirement Plan and the Restoration of Retirement Income Plan, as described



in Note 10, an increase in state income tax expense due to a change in Louisiana tax law and an increase in income taxes resulting from higher taxable income; partially offset by

- a decrease in net income at OG&E of \$10.7 million, or \$0.06 per diluted share of the Company's common stock, primarily due to an increase in other operation and maintenance expense, higher depreciation and amortization expense due to additional assets being placed into service and an increase in income tax expense. These decreases were partially offset by an increase in gross margin, lower interest expense, higher other income and lower taxes other than income.

## 2016 Outlook

The Company's 2016 earnings guidance is between \$344.0 million to \$366.0 million of net income, or \$1.72 to \$1.83 per average diluted share. The guidance assumes, among other things, approximately 200 million average diluted shares outstanding, normal weather for the remainder of the year and a final order before the end of 2016 from the OCC in OG&E's general rate case granting OG&E adequate rate relief. See the Company's 2015 Form 10-K for other key factors and assumptions underlying its 2016 earnings guidance.

## Non-GAAP Financial Measures

Gross margin is defined by OG&E as operating revenues less fuel, purchased power and certain transmission expenses. Gross margin is a non-GAAP financial measure because it excludes depreciation and amortization, and other operation and maintenance expenses. Expenses for fuel and purchased power are recovered through fuel adjustment clauses and as a result changes in these expenses are offset in operating revenues with no impact on net income. OG&E believes gross margin provides a more meaningful basis for evaluating its operations across periods than operating revenues because gross margin excludes the revenue effect of fluctuations in these expenses. Gross margin is used internally to measure performance against budget and in reports for management and the Board of Directors. OG&E's definition of gross margin may be different from similar terms used by other companies.

## Results of Operations

The following discussion and analysis presents factors that affected the Company's consolidated results of operations for the three and nine months ended September 30, 2016 as compared to the same period in 2015 and the Company's consolidated financial position at September 30, 2016. Due to seasonal fluctuations and other factors, the Company's operating results for the three and nine months ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016 or for any future period. The following information should be read in conjunction with the Condensed Consolidated Financial Statements and Notes thereto. Known trends and contingencies of a material nature are discussed to the extent considered relevant.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
<i>(In millions except per share data)</i>	2016	2015	2016	2015
Net income	\$ 183.6	\$ 111.2	\$ 280.3	\$ 241.9
Basic average common shares outstanding	199.7	199.7	199.7	199.6
Diluted average common shares outstanding	199.9	199.7	199.8	199.6
Basic earnings per average common share	\$ 0.92	\$ 0.55	\$ 1.40	\$ 1.21
Diluted earnings per average common share	\$ 0.92	\$ 0.55	\$ 1.40	\$ 1.21
Dividends declared per common share	\$ 0.30250	\$ 0.27500	\$ 0.85250	\$ 0.77500

**Results by Business Segment**

<i>(In millions)</i>	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	2015	<b>2016</b>	2015
Net income (loss) attributable to OGE Energy				
OG&E (Electric Utility)	\$ 159.9	\$ 162.9	\$ 238.3	\$ 249.0
OGE Holdings (Natural Gas Midstream Operations)	22.5	(50.0)	40.1	(9.2)
Other Operations (A)	1.2	(1.7)	1.9	2.1
Consolidated net income	\$ 183.6	\$ 111.2	\$ 280.3	\$ 241.9

(A) Other Operations primarily includes the operations of the holding company and consolidating eliminations.

The following discussion of results of operations by business segment includes intercompany transactions that are eliminated in the Condensed Consolidated Financial Statements.

OG&E (Electric Utility)

(Dollars in millions)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Operating revenues	\$ 743.9	\$ 719.8	\$ 1,728.4	\$ 1,749.8
Cost of sales	269.8	259.8	645.4	682.3
Other operation and maintenance	115.2	107.4	356.3	337.3
Depreciation and amortization	80.8	75.9	235.9	224.0
Taxes other than income	20.9	21.0	63.6	65.7
Operating income	257.2	255.7	427.2	440.5
Allowance for equity funds used during construction	3.9	2.2	9.2	5.4
Other income	2.9	4.8	11.3	9.8
Other expense	0.8	0.4	2.2	1.3
Interest expense	34.3	36.4	104.8	110.5
Income tax expense	69.0	63.0	102.4	94.9
Net income	\$ 159.9	\$ 162.9	\$ 238.3	\$ 249.0
Operating revenues by classification				
Residential	\$ 351.9	\$ 318.1	\$ 750.0	\$ 726.7
Commercial	188.4	176.5	434.2	423.0
Industrial	60.4	59.2	147.4	150.2
Oilfield	47.3	49.1	118.4	128.2
Public authorities and street light	66.8	63.4	154.4	154.1
Sales for resale	—	0.9	0.2	21.7
System sales revenues	714.8	667.2	1,604.6	1,603.9
Provision for rate refund	(21.0)	—	(21.0)	—
Integrated market	13.2	13.5	33.0	34.8
Other	36.9	39.1	111.8	111.1
Total operating revenues	\$ 743.9	\$ 719.8	\$ 1,728.4	\$ 1,749.8
Reconciliation of gross margin to revenue:				
Operating revenues	\$ 743.9	\$ 719.8	\$ 1,728.4	\$ 1,749.8
Cost of sales	269.8	259.8	645.4	682.3
Gross margin	\$ 474.1	\$ 460.0	\$ 1,083.0	\$ 1,067.5
MWH sales by classification (In millions)				
Residential	3.2	3.1	7.3	7.4
Commercial	2.1	2.1	5.7	5.7
Industrial	1.0	1.0	2.8	2.8
Oilfield	0.8	0.8	2.4	2.5
Public authorities and street light	0.9	0.9	2.4	2.4
Sales for resale	—	—	—	0.5
System sales	8.0	7.9	20.6	21.3
Integrated market	0.7	0.4	1.5	1.1
Total sales	8.7	8.3	22.1	22.4
Number of customers	832,234	821,596	832,234	821,596
Weighted-average cost of energy per kilowatt-hour - cents				
Natural gas	2.688	2.668	2.366	2.666
Coal	2.222	2.209	2.251	2.170
Total fuel	2.337	2.300	2.175	2.245
Total fuel and purchased power	2.984	2.973	2.796	2.925
Degree days (A)				
Heating - Actual	3	—	1,714	1,984
Heating - Normal	19	19	2,020	2,020
Cooling - Actual	1,450	1,372	2,082	1,993
Cooling - Normal	1,380	1,380	2,018	2,018

(A) Degree days are calculated as follows: The high and low degrees of a particular day are added together and then averaged. If the calculated average is above 65 degrees, then the difference between the calculated average and 65 is expressed as cooling

degree days, with each degree of difference equaling one cooling degree day. If the calculated average is below 65 degrees, then the difference between the calculated average and 65 is expressed as heating degree days, with each degree of difference equaling one heating degree day. The daily calculations are then totaled for the particular reporting period.

### **Three Months Ended September 30, 2016 as Compared to Three Months Ended September 30, 2015**

OG&E's net income decreased \$3.0 million, or 1.8 percent, during the three months ended September 30, 2016 as compared to the same period in 2015 primarily due to higher other operation and maintenance expense, higher income tax expense, higher depreciation and amortization expense and lower other income partially offset by higher gross margin, lower interest expense and lower taxes other than income.

Operating revenues were \$743.9 million during the three months ended September 30, 2016 as compared to \$719.8 million during the same period in 2015, an increase of \$24.1 million, or 3.3 percent. Cost of sales were \$269.8 million during the three months ended September 30, 2016 as compared to \$259.8 million during the same period in 2015, an increase of \$10.0 million, or 3.8 percent. Gross margin was \$474.1 million during the three months ended September 30, 2016 as compared to \$460.0 million during the same period in 2015, an increase of \$14.1 million, or 3.1 percent. The below factors contributed to the change in gross margin:

<i>(In millions)</i>	Change
Interim rate increase - Oklahoma (A)	\$ 23.6
Reserve for rate refund (A)	(21.0)
Price variance (B)	10.8
Non-residential demand and related revenues	1.1
New customer growth	0.8
Quantity variance (primarily weather)	0.7
Other	0.1
Expiration of AVEC contract (C)	(0.6)
Wholesale transmission revenue	(1.4)
Change in gross margin	\$ 14.1

(A) As discussed in Note 13, on July 1, 2016, OG&E implemented an annual interim rate increase of \$69.5 million. Interim rates are subject to refund of any amount recovered in excess of the rates ultimately approved by the OCC in the general rate case.

(B) Increased primarily due to the pricing impact of weather related sales.

(C) On June 30, 2015, the wholesale power contract with AVEC expired.

Cost of sales for OG&E consists of fuel used in electric generation, purchased power and transmission related charges. Fuel expense was \$164.5 million during the three months ended September 30, 2016 as compared to \$148.7 million during the same period in 2015, an increase of \$15.8 million, or 10.6 percent, primarily due to an increase in generation. Purchased power costs were \$92.7 million during the three months ended September 30, 2016 as compared to \$100.3 million during the same period in 2015, a decrease of \$7.6 million, or 7.6 percent, primarily due to a decrease of \$5.7 million in purchases from the SPP and a decrease of \$1.6 million in cogeneration purchases. Transmission expense is charged to OG&E by the SPP for the utilization of transmission systems owned by other SPP members and is recovered from retail customers through the SPP Cost Tracker in Oklahoma and through the Transmission Cost Recovery Rider in Arkansas. Transmission related charges were \$12.6 million during the three months ended September 30, 2016 as compared to \$10.8 million during the same period in 2015, an increase of \$1.8 million, or 16.7 percent, primarily due to higher SPP charges for the base plan projects of other utilities.

The actual cost of fuel used in electric generation and certain purchased power costs are passed through to OG&E's customers through fuel adjustment clauses. The fuel adjustment clauses are subject to periodic review by the OCC, the APSC and the FERC. The OCC, the APSC and the FERC have authority to review the appropriateness of gas transportation charges or other fees OG&E pays to its affiliate, Enable.

## Operating Expenses

Other operation and maintenance expense was \$115.2 million during the three months ended September 30, 2016 as compared to \$107.4 million during the same period in 2015, an increase of \$7.8 million, or 7.3 percent. The below factors contributed to the change in other operation and maintenance expense:

<i>(In millions)</i>		Change
Salaries and wages (A)	\$	3.5
Contract professional services (B)		3.4
Marketing (related to demand side management)		2.2
Maintenance at power plants (C)		1.7
Corporate allocations and overheads		0.4
Injuries and damages		(1.1)
Capitalized labor (D)		(2.3)
Change in other operation and maintenance expense	\$	7.8

(A) Increased primarily due to increased overtime and an increase in incentive compensation.

(B) Increased primarily due to increased engineering services.

(C) Increased primarily due to increased work performed at the power plants.

(D) Decreased primarily due to capitalized labor related to storms.

Depreciation and amortization expense was \$80.8 million during the three months ended September 30, 2016 as compared to \$75.9 million during the same period in 2015, an increase of \$4.9 million, or 6.5 percent, primarily due to higher storm amortization and additional assets being placed in service.

### Additional Information

*Allowance for Equity Funds Used During Construction.* Allowance for Equity Funds Used During Construction was \$3.9 million during the three months ended September 30, 2016 as compared to \$2.2 million during the same period in 2015, an increase of \$1.7 million or 77.3 percent, primarily due to higher construction work in progress balances resulting from increased spending for environmental projects.

*Other Income.* Other income was \$2.9 million during the three months ended September 30, 2016 as compared to \$4.8 million during the same period in 2015, a decrease of \$1.9 million, or 39.6 percent, primarily due to lower guaranteed flat bill margins and lower non-utility income from contract work partially offset by an increase in the tax gross up related to higher allowance for funds used during construction.

*Income Tax Expense.* Income tax expense was \$69.0 million during the three months ended September 30, 2016 as compared to \$63.0 million during the same period in 2015, an increase of \$6.0 million, or 9.5 percent, primarily due to higher pre-tax income and a reduction in wind related tax credits generated.

### Nine Months Ended September 30, 2016 as Compared to Nine Months Ended September 30, 2015

OG&E's net income decreased \$10.7 million, or 4.3 percent, during the nine months ended September 30, 2016 as compared to the same period in 2015 primarily due to higher other operation and maintenance expense, higher depreciation and amortization expense and higher income tax expense partially offset by higher gross margin, lower interest expense, higher other income and lower taxes other than income.

Operating revenues were \$1,728.4 million during the nine months ended September 30, 2016 as compared to \$1,749.8 million during the same period in 2015, a decrease of \$21.4 million, or 1.2 percent. Cost of sales were \$645.4 million during the nine months ended September 30, 2016 as compared to \$682.3 million during the same period in 2015, a decrease of \$36.9 million, or 5.4 percent. Gross margin was \$1,083.0 million during the nine months ended September 30, 2016 as compared to \$1,067.5 million during the same period in 2015, an increase of \$15.5 million, or 1.5 percent. The below factors contributed to the change in gross margin:

<i>(In millions)</i>	Change
Interim rate increase - Oklahoma (A)	\$ 23.6
Reserve rate for refund (A)	(21.0)
Price variance (B)	21.2
Wholesale transmission revenue (C)	4.7
New customer growth	1.9
Non-residential demand and related revenues	(0.6)
Quantity variance (primarily weather)	(1.5)
Other	(3.1)
Expiration of AVEC contract (D)	(9.7)
Change in gross margin	\$ 15.5

(A) As discussed in Note 13, on July 1, 2016, OG&E implemented an annual interim rate increase of \$69.5 million. Interim rates are subject to refund of any amount recovered in excess of the rates ultimately approved by the OCC in the general rate case.

(B) Increased primarily due to the reversal of a reserve for gas transportation charges in addition to the pricing impact of weather related sales.

(C) Increased primarily due to a true up for the base plan projects in the SPP formula rate for 2014 and 2015 as well as a true up for Network Integration Transmission Services in the SPP formula rate for 2015.

(D) On June 30, 2015, the wholesale power contract with AVEC expired.

Cost of sales for OG&E consists of fuel used in electric generation, purchased power and transmission related charges. Fuel expense was \$330.1 million during the nine months ended September 30, 2016 as compared to \$368.4 million during the same period in 2015, a decrease of \$38.3 million, or 10.4 percent, primarily due to a decrease in generation due to lower sales. Purchased power costs were \$276.8 million during the nine months ended September 30, 2016 as compared to \$280.9 million during the same period in 2015, a decrease of \$4.1 million, or 1.5 percent, primarily due to a decrease of \$8.5 million in purchases from the SPP partially offset by an increase of \$2.4 million in wind purchases, an increase of \$1.4 million in cogeneration purchases and an increase of \$0.5 million from transmission and curtailment expenses. Transmission expense is charged to OG&E by the SPP for the utilization of transmission systems owned by other SPP members and is recovered from retail customers through the SPP Cost Tracker in Oklahoma and through the Transmission Cost Recovery Rider in Arkansas. Transmission related charges were \$38.5 million during the nine months ended September 30, 2016 as compared to \$33.0 million during the same period in 2015, an increase of \$5.5 million, or 16.7 percent, primarily due to higher SPP charges for the base plan projects of other utilities.

## Operating Expenses

Other operation and maintenance expense was \$356.3 million during the nine months ended September 30, 2016 as compared to \$337.3 million during the same period in 2015, an increase of \$19.0 million, or 5.6 percent. The below factors contributed to the change in other operation and maintenance expense:

<i>(In millions)</i>	Change
Salaries and wages (A)	\$ 6.2
Contract professional services (B)	4.7
Maintenance at power plants (C)	4.6
Corporate allocations and overheads (D)	4.5
Vegetation management (E)	3.6
Marketing (related to demand side management)	2.8
Employee benefits	(1.1)
Injuries and damages	(1.1)
Software expense	(1.5)
Capitalized labor (F)	(3.8)
Change in other operation and maintenance expense	\$ 18.9

(A) Increased primarily due to annual salary increases and an increase in incentive compensation.

(B) Increased primarily due to increased engineering services.

(C) Increased primarily due to increased work performed at the power plants.

(D) Increased primarily due to additional information technology and facility direct support.

(E) Increased primarily due to timing of vegetation management.

(F) Decreased primarily due to capitalized labor related to storms.

Depreciation and amortization expense was \$235.9 million during the nine months ended September 30, 2016 as compared to \$224.0 million during the same period in 2015, an increase of \$11.9 million, or 5.3 percent, primarily due to additional assets being placed in service.

## Additional Information

*Allowance for Equity Funds Used During Construction.* Allowance for Equity Funds Used During Construction was \$9.2 million during the nine months ended September 30, 2016 as compared to \$5.4 million during the same period in 2015, an increase of \$3.8 million, or 70.4 percent, primarily due to higher construction work in progress balances resulting from increased spending for environmental projects.

*Other Income.* Other income was \$11.3 million during the nine months ended September 30, 2016 as compared to \$9.8 million during the same period in 2015, an increase of \$1.5 million, or 15.3 percent, primarily due to an increase in the tax gross up related to higher allowance for funds used during construction partially offset by lower non-utility income from contract work.

*Allowance for Borrowed Funds Used During Construction.* Allowance for Borrowed Funds Used During Construction was \$4.7 million during the nine months ended September 30, 2016 as compared to \$2.7 million during the same period in 2015, an increase of \$2.0 million, or 74.1 percent, primarily due to higher construction work in progress balances resulting from increased spending for environmental projects.

*Income Tax Expense.* Income tax expense was \$102.4 million during the nine months ended September 30, 2016 as compared to \$94.9 million during the same period in 2015, an increase of \$7.5 million, or 7.9 percent, primarily due to a reduction in wind related tax credits generated partially offset by lower pretax income.

**OGE Holdings (Natural Gas Midstream Operations)**

<i>(In millions)</i>	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2016</b>	2015	<b>2016</b>	2015
Operating revenues	\$ —	\$ —	\$ —	\$ —
Cost of sales	—	—	—	—
Other operation and maintenance	<b>(0.1)</b>	4.9	<b>7.9</b>	5.9
Depreciation and amortization	—	—	—	—
Taxes other than income	—	—	—	—
Operating income (loss)	<b>0.1</b>	(4.9)	<b>(7.9)</b>	(5.9)
Equity in earnings of unconsolidated affiliates	<b>34.5</b>	(71.9)	<b>79.5</b>	(12.0)
Income before taxes	<b>34.6</b>	(76.8)	<b>71.6</b>	(17.9)
Income tax expense	<b>12.1</b>	(26.8)	<b>31.5</b>	(8.7)
Net income (loss) attributable to OGE Holdings	<b>\$ 22.5</b>	\$ (50.0)	<b>\$ 40.1</b>	\$ (9.2)

**Three Months Ended September 30, 2016 as Compared to Three Months Ended September 30, 2015**

OGE Holding's earnings before taxes increased \$111.4 million for the three months ended September 30, 2016 as compared to the same period in 2015, primarily due to an increase in equity in earnings of Enable of \$106.4 million. This increase in the Company's equity in earnings of Enable was attributable primarily to an increase in Enable's operating income, which increased \$1,114.0 million during the three months ended September 30, 2016 as compared to the same period in 2015. Goodwill and asset impairments recorded in the third quarter of 2015 represented \$1,097.0 million of such \$1,114.0 million increase. In addition to the \$108.4 million goodwill impairment that the Company recognized during 2015, other factors that contributed to the increase in Enable's operating income and their impact on the Company's equity in earnings of Enable included a decrease in operation and maintenance expense and administrative expense of \$22.0 million that increased the Company's equity in earnings of Enable by \$6.0 million, partially offset by a decrease in Enable's gross margin of \$7.0 million that decreased the Company's equity in earnings of Enable by \$2.0 million.

Income tax expense was \$12.1 million during the three months ended September 30, 2016 as compared to an income tax benefit of \$26.8 million during the same period in 2015, an increase of \$38.9 million primarily due to higher pretax operating income.

**Nine Months Ended September 30, 2016 as Compared to Nine Months Ended September 30, 2015**

OGE Holding's earnings before taxes increased \$89.5 million for the nine months ended September 30, 2016 as compared to the same period in 2015, primarily due to an increase in equity in earnings of Enable of \$91.5 million. This increase in the Company's equity in earnings of Enable was attributable primarily to an increase in Enable's operating income, which increased \$1,077.0 million during the nine months ended September 30, 2016 as compared to the same period in 2015. Goodwill and asset impairments recorded in the third quarter 2015 represented \$1,097.0 million of such \$1,077.0 million increase. In addition to the \$108.4 million goodwill impairment that the Company recognized during 2015, other factors that contributed to the increase in Enable's operating income and their impact on the Company's equity in earnings of Enable included a decrease in operation and maintenance expense and administrative expense of \$48.0 million that increased the Company's equity in earnings of Enable by \$13.0 million, partially offset by a decrease in Enable's gross margin primarily related to gathering and processing of \$45 million that decreased the Company's equity in earnings of Enable by \$12.0 million.

As discussed above, the Company reported a settlement of its Supplemental Executive Retirement Plan and its non-qualified Restoration of Retirement Income Plan. As a result, OGE Holdings recorded pension settlement charges of \$7.9 million for the nine months ended September 30, 2016.

Income tax expense was \$31.5 million during the nine months ended September 30, 2016 as compared to an income tax benefit of \$8.7 million during the same period in 2015, an increase of \$40.2 million primarily due to higher pretax operating income and a state deferred tax revaluation resulting from a change in Louisiana tax law.



## Enable Results of Operations

The following table represents summarized financial information of Enable for the three and nine months ended September 30, 2016 as compared to the same period in 2015:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Operating revenues	\$ 620	\$ 646	\$ 1,658	\$ 1,852
Cost of natural gas and natural gas liquids	268	287	717	856
Operating income	139	(975)	299	(778)
Net income	110	(985)	231	(817)

## Enable Operating Data

The following table presents Enable's operating data for the three and nine months ended September 30, 2016 as compared to the same period in 2015:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Gathered volumes - TBtu/d	3.16	3.17	3.11	3.17
Transportation volumes - TBtu/d	4.79	4.62	4.92	5.10
Natural gas processed volumes - TBtu/d	1.78	1.87	1.78	1.79
NGLs sold - million gallons/d (A)(B)	73.45	81.63	77.93	74.45

(A) Excludes condensate.

(B) NGLs sold includes volumes of NGLs withdrawn from inventory or purchased for system balancing purposes.

## Reconciliation of Equity in Earnings of Unconsolidated Affiliates

The following table reconciles the Company's equity in earnings of its unconsolidated affiliates for the three and nine months ended September 30, 2016 as compared to the same period in 2015:

Reconciliation of Equity in Earnings (Loss) of Unconsolidated Affiliates	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
(In millions)				
Enable net income (loss)	\$ 110.1	\$ (985.1)	\$ 230.8	\$ (817.3)
Distributions senior to limited partners	(9.1)	—	(9.1)	—
Differences due to timing of OGE Energy and Enable accounting close and permanent items	3.0	4.2	(3.6)	9.9
Differences due to timing of OGE Energy and Enable accounting close and permanent items	\$ 104.0	\$ (980.9)	\$ 218.1	\$ (807.4)
OGE Energy's percent ownership	26.3%	26.3%	26.3%	26.3%
OGE Energy's portion of Enable net income (loss)	\$ 27.3	\$ (257.2)	\$ 57.5	\$ (212.0)
Impairments recognized by Enable associated with OGE Energy's basis differences	—	177.7	0.6	177.7
OGE Energy's share of Enable net income (loss)	27.3	(79.5)	58.1	(34.3)
Amortization of basis difference	2.9	3.5	8.8	10.6
Elimination of Enable fair value step up	4.3	4.1	12.6	11.7
Equity in earnings (loss) of unconsolidated affiliates	\$ 34.5	\$ (71.9)	\$ 79.5	\$ (12.0)

## Off-Balance Sheet Arrangement

There have been no significant changes in the Company's off-balance sheet arrangement from that discussed in the Company's 2015 Form 10-K. The Company has no off-balance sheet arrangements with equity method investments that would affect its liquidity.

## Liquidity and Capital Resources

### Working Capital

Working capital is defined as the difference in current assets and current liabilities. The Company's working capital requirements are driven generally by changes in accounts receivable, accounts payable, commodity prices, credit extended to, and the timing of collections from customers, the level and timing of spending for maintenance and expansion activity, inventory levels and fuel recoveries.

*Cash and Cash Equivalents.* There was no balance in Cash and Cash Equivalents at September 30, 2016 compared to a balance of \$75.2 million at December 31, 2015, primarily due to the use of cash and payment of long-term debt of \$110.0 million that matured in January 2016.

*Accounts Receivable and Accrued Unbilled Revenues.* The balance of Accounts Receivable and Accrued Unbilled Revenues was \$297.7 million and \$228.3 million at September 30, 2016 and December 31, 2015, respectively, an increase of \$69.4 million, or 30.4 percent, primarily due to an increase in billings to OG&E's retail customers reflecting higher usage due to warmer weather in September 2016 as compared to December 2015.

*Fuel Inventories.* The balance of Fuel Inventories was \$87.6 million and \$113.8 million at September 30, 2016 and December 31, 2015, respectively, a decrease of \$26.2 million, or 23.0 percent, primarily due to lower coal inventory balances at OG&E from higher coal generation.

*Other Current Assets.* The balance of Other Current Assets was \$68.2 million and \$55.6 million at September 30, 2016 and December 31, 2015, respectively, an increase of \$12.6 million, or 22.7 percent, primarily due to reduced revenue collections from customers and increased revenue requirements that are not included in current rates.

*Short-Term Debt.* The balance of Short-term Debt was \$213.2 million at September 30, 2016 compared to no balance at December 31, 2015. The Company borrows on a short-term basis, as necessary, by the issuance of commercial paper and by borrowings under its revolving credit agreements.

*Accounts Payable.* The balance of Accounts Payable was \$129.4 million and \$262.5 million at September 30, 2016 and December 31, 2015, respectively, a decrease of \$133.1 million, or 50.7 percent, primarily due to the timing of vendor payments and a decrease in accruals.

*Accrued Taxes.* The balance of Accrued Taxes was \$58.7 million and \$45.9 million at September 30, 2016 and December 31, 2015, respectively, an increase of \$12.8 million, or 27.9 percent, primarily resulting from ad valorem tax accruals of approximately \$77.5 million offset by payments of approximately \$64.7 million.

*Accrued Interest.* The balance of Accrued Interest was \$33.0 million and \$42.9 million at September 30, 2016 and December 31, 2015, respectively, a decrease of \$9.9 million, or 23.1 percent, primarily due to long-term debt that matured in January 2016 and the timing of interest payments on long-term debt.

*Accrued Compensation.* The balance of Accrued Compensation was \$34.1 million and \$54.4 million at September 30, 2016 and December 31, 2015, respectively, a decrease of \$20.3 million, or 37.3 percent, primarily resulting from the payment of retirement restoration benefits at June 30, 2016.

*Long-Term Debt Due Within One Year.* The balance of Long-Term Debt Due Within One Year was \$124.9 million and \$110.0 million at September 30, 2016 and December 31, 2015, respectively, an increase of \$14.9 million, or 13.5 percent, primarily due to long-term debt that matured in January 2016 and the reclassification of long-term debt that will mature July 2017.

*Fuel Clause Over Recoveries.* The balance of Fuel Clause Over Recoveries was \$1.4 million and \$61.3 million at September 30, 2016 and December 31, 2015, respectively, a decrease of \$59.9 million, or 97.7 percent, primarily due to lower amounts billed to OG&E retail customers as compared to the actual cost of fuel and purchased power.

*Other Current Liabilities.* The balance of Other Current Liabilities was \$62.8 million and \$43.9 million at September 30, 2016 and December 31, 2015, respectively, an increase of \$18.9 million, or 43.1 percent, primarily due to revenue that has been collected from customers but is reserved and subject to refund until the Company receives a rate case order from the OCC.

**Cash Flows**

<i>(In millions)</i>	<b>Nine Months Ended</b>			
	<b>September 30,</b>		2016 vs. 2015	
	<b>2016</b>	2015	\$ Change	% Change
Net cash provided from operating activities	\$ 426.9	\$ 609.1	\$ (182.2)	(29.9)%
Net cash used in investing activities	(440.5)	(335.9)	(104.6)	31.1 %
Net cash used in financing activities	(61.6)	(235.4)	173.8	(73.8)%

**Operating Activities**

The decrease of \$182.2 million, or 29.9 percent, in net cash provided from operating activities during the nine months ended September 30, 2016 as compared to the same period in 2015 was primarily due to higher fuel refunds during the nine months ended September 30, 2016 as compared to higher fuel recoveries in 2015 at OG&E.

**Investing Activities**

The increase of \$104.6 million, or 31.1 percent, in net cash used in investing activities during the nine months ended September 30, 2016 as compared to the same period in 2015 was primarily due to an increase in capital expenditures related to environmental projects at OG&E and a decrease in investments related to return of capital from Enable.

**Financing Activities**

The decrease of \$173.8 million, or 73.8 percent, in net cash used in financing activities during the nine months ended September 30, 2016 as compared to the same period in 2015 was primarily due to an increase in short-term debt partially offset by the payment of long-term debt in January of 2016 and an increase in the payment of dividends.

**Future Capital Requirements and Financing Activities**

The Company's primary needs for capital are related to acquiring or constructing new facilities and replacing or expanding existing facilities at OG&E. Other working capital requirements are expected to be primarily related to maturing debt, operating lease obligations, fuel clause under and over recoveries and other general corporate purposes. The Company generally meets its cash needs through a combination of cash generated from operations, short-term borrowings (through a combination of bank borrowings and commercial paper) and permanent financings.

## Capital Expenditures

The Company's consolidated estimates of capital expenditures for the years 2016 through 2020 are shown in the following table. These capital expenditures represent the base maintenance capital expenditures (i.e., capital expenditures to maintain and operate the Company's business) plus capital expenditures for known and committed projects. Estimated capital expenditures for Enable are not included in the table below.

(In millions)	2016	2017	2018	2019	2020
OG&E Base Transmission	\$ 50	\$ 35	\$ 30	\$ 30	\$ 30
OG&E Base Distribution	185	195	175	175	175
OG&E Base Generation	45	40	75	75	75
OG&E Other	40	35	25	25	25
<b>Total Base Transmission, Distribution, Generation and Other</b>	<b>320</b>	<b>305</b>	<b>305</b>	<b>305</b>	<b>305</b>
OG&E Known and Committed Projects:					
Transmission Projects:					
Other Regionally Allocated Projects (A)	45	55	20	20	20
Large SPP Integrated Transmission Projects (B) (C)	20	150	20	—	—
<b>Total Transmission Projects</b>	<b>65</b>	<b>205</b>	<b>40</b>	<b>20</b>	<b>20</b>
Other Projects:					
Environmental - low NO <sub>x</sub> burners (D)	20	10	—	—	—
Environmental - dry scrubbers (D)	125	145	85	25	—
Combustion turbines - Mustang	150	160	30	—	—
Environmental - natural gas conversion (D)	—	20	25	25	—
Allowance of funds used during construction and ad valorem taxes	20	55	40	5	—
<b>Total Other Projects</b>	<b>315</b>	<b>390</b>	<b>180</b>	<b>55</b>	<b>—</b>
<b>Total Known and Committed Projects</b>	<b>380</b>	<b>595</b>	<b>220</b>	<b>75</b>	<b>20</b>
<b>Total</b>	<b>\$ 700</b>	<b>\$ 900</b>	<b>\$ 525</b>	<b>\$ 380</b>	<b>\$ 325</b>

(A) Typically 100kV to 299kV projects. Approximately 30 percent of revenue requirement allocated to SPP members other than OG&E.

(B) Typically 300kV and above projects. Approximately 85 percent of revenue requirement allocated to SPP members other than OG&E.

(C)	Project Type	Project Description	Estimated Cost (In millions)	Projected In-Service Date
	Integrated Transmission Project	30 miles of transmission line from OG&E's Gracemont substation to an AEP companion transmission line to its Elk City substation. Approximately \$5.0 million of the estimated cost has been spent prior to 2016.	\$45	Late 2017
	Integrated Transmission Project	126 miles of transmission line from OG&E's Woodward District Extra High Voltage substation to OG&E's Cimarron substation; construction of the Mathewson substation on this transmission line. Approximately \$55.0 million of the estimated cost associated with the Mathewson to Cimarron line and substations will go into service in 2016; \$35.0 million has been spent prior to 2016.	\$185	Mid 2018

(D) Represent capital costs associated with OG&E's ECP to comply with the EPA's MATS and Regional Haze Rule. More detailed discussion regarding the Regional Haze Rule and OG&E's ECP can be found in Note 13 and under "Environmental Laws and Regulations" within "Management's Discussion and Analysis of Financial Condition and Results of Operations" under Part I, Item 2 of this Form 10-Q.

Additional capital expenditures beyond those identified in the table above, including additional incremental growth opportunities in electric transmission assets, will be evaluated based on their impact on the Company's financial objectives.

## ***Pension Plan Funding***

In July 2016, the Company contributed \$20.0 million to its Pension Plan. No additional contributions are expected in 2016.

## ***Security Ratings***

Access to reasonably priced capital is dependent in part on credit and security ratings. Generally, lower ratings lead to higher financing costs. Pricing grids associated with the Company's credit facilities could cause annual fees and borrowing rates to increase if an adverse rating impact occurs. The impact of any future downgrade could include an increase in the costs of the Company's short-term borrowings, but a reduction in the Company's credit ratings would not result in any defaults or accelerations. Any future downgrade could also lead to higher long-term borrowing costs and, if below investment grade, would require the Company to post collateral or letters of credit.

A security rating is not a recommendation to buy, sell or hold securities. Such rating may be subject to revision or withdrawal at any time by the credit rating agency and each rating should be evaluated independently of any other rating.

## ***Future Sources of Financing***

Management expects that cash generated from operations, proceeds from the issuance of long and short-term debt, proceeds from other offerings and distributions from Enable will be adequate over the next three years to meet anticipated cash needs and to fund future growth opportunities. The Company utilizes short-term borrowings (through a combination of bank borrowings and commercial paper) to satisfy temporary working capital needs and as an interim source of financing capital expenditures until permanent financing is arranged.

## ***Short-Term Debt and Credit Facilities***

Short-term borrowings generally are used to meet working capital requirements. The Company borrows on a short-term basis, as necessary, by the issuance of commercial paper and by borrowings under its revolving credit agreement. The Company has revolving credit facilities totaling in the aggregate \$1,150.0 million. These bank facilities can also be used as letter of credit facilities. As of September 30, 2016, the Company had \$213.2 million of short-term debt as compared to no balance at December 31, 2015. The average balance of short-term debt during the nine months ended September 30, 2016 was \$222.1 million at a weighted-average interest rate of 0.74 percent. The maximum month-end balance of short-term debt during the nine months ended September 30, 2016 was \$355.6 million. At September 30, 2016, there were \$1.7 million supporting letters of credit at a weighted-average interest rate of 0.95 percent. At September 30, 2016, the Company had \$935.1 million of net available liquidity under its revolving credit agreements. OG&E has the necessary regulatory approvals to incur up to \$800.0 million in short-term borrowings at any one time for a two-year period beginning January 1, 2015 and ending December 31, 2016. OG&E has requested renewal of this authority for an additional two-year period and expects to receive approval prior to the expiration of its current authority. At September 30, 2016, the Company had no balance in cash and cash equivalents. See Note 9 for a discussion of the Company's short-term debt activity.

## ***Quarterly Distributions by Enable***

Pursuant to the Enable Limited Partnership Agreement, during the three and nine months ended September 30, 2016, Enable made distributions of \$35.3 million and \$105.9 million, respectively, to the Company. On June 22, 2016, Enable's Limited Partnership Agreement was amended to change the last permitted distribution date from 45 days to 60 days after the close of each quarter. Enable's General Partner Agreement was amended to change the distribution deadline from 50 days after the close of each quarter to five days following distributions by Enable.

## ***Critical Accounting Policies and Estimates***

The Condensed Consolidated Financial Statements and Notes to Condensed Consolidated Financial Statements contain information that is pertinent to Management's Discussion and Analysis. In preparing the Condensed Consolidated Financial Statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities at the date of the Condensed Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Changes to these assumptions and estimates could have a material effect on the Company's Condensed Consolidated Financial Statements. However, the Company believes it has taken reasonable positions where assumptions and estimates are used in order to minimize the negative financial impact to the Company that could result if actual results vary from the assumptions and estimates.

In management's opinion, the areas of the Company where the most significant judgment is exercised for all Company segments includes the determination of Pension Plan assumptions, income taxes, contingency reserves, asset retirement obligations and depreciable lives of property, plant and equipment. For the electric utility segment, significant judgment is also exercised in the determination of regulatory assets and liabilities and unbilled revenues. The selection, application and disclosure of the Company's critical accounting estimates have been discussed with the Company's Audit Committee and are discussed in detail in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2015 Form 10-K.

## **Commitments and Contingencies**

In the normal course of business, the Company is confronted with issues or events that may result in a contingent liability. These generally relate to lawsuits or claims made by third parties, including governmental agencies. When appropriate, management consults with legal counsel and other experts to assess the claim. If, in management's opinion, the Company has incurred a probable loss as set forth by GAAP, an estimate is made of the loss and the appropriate accounting entries are reflected in the Company's Condensed Consolidated Financial Statements. At the present time, based on available information, the Company believes that any reasonably possible losses in excess of accrued amounts arising out of pending or threatened lawsuits or claims would not be quantitatively material to its financial statements and would not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows. See Notes 12 and 13 for a discussion of the Company's commitments and contingencies.

## **Environmental Laws and Regulations**

The activities of OG&E are subject to numerous, stringent and complex Federal, state and local laws and regulations governing environmental protection. These laws and regulations can change, restrict or otherwise impact OG&E's business activities in many ways including the handling or disposal of waste material, future construction activities to avoid or mitigate harm to threatened or endangered species and requiring the installation and operation of emissions pollution control equipment. Failure to comply with these laws and regulations could result in the assessment of administrative, civil and criminal penalties, the imposition of remedial requirements and the issuance of orders enjoining future operations. OG&E believes that its operations are in substantial compliance with current Federal, state and local environmental standards. These environmental laws and regulations are discussed in detail in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2015 Form 10-K. Except as set forth below, there have been no material changes to such items.

### **Air**

#### ***Federal Clean Air Act Overview***

OG&E's operations are subject to the Federal Clean Air Act as amended, and comparable state laws and regulations. These laws and regulations regulate emissions of air pollutants from various industrial sources, including electric generating units, and also impose various monitoring and reporting requirements. Such laws and regulations may require that OG&E obtain pre-approval for the construction or modification of certain projects or facilities expected to produce air emissions or result in the increase of existing air emissions, obtain and strictly comply with air permits containing various emissions and operational limitations or install emission control equipment. OG&E will likely be required to incur certain capital expenditures in the future for air pollution control equipment and technology in connection with obtaining and maintaining operating permits and approvals for air emissions.

#### ***Regional Haze Control Measures***

The EPA's 2005 Regional Haze Rule is intended to protect visibility in certain national parks and wilderness areas throughout the United States that may be impacted by air pollutant emissions.

On February 18, 2010, Oklahoma submitted its SIP to the EPA, which set forth the state's plan for compliance with Regional Haze Rule. On December 28, 2011, the EPA issued a final Regional Haze Rule for Oklahoma in which it rejected the SO<sub>2</sub> portion of the previously submitted Oklahoma SIP and issued a FIP in its place. OG&E and the State of Oklahoma's subsequent appeal of the FIP with the Tenth Circuit of Appeals and the U.S. Supreme Court ended on May 27, 2014 when the Supreme Court denied Petition for Certiorari, upholding the EPA's FIP for SO<sub>2</sub>. The FIP compliance date is now January 4, 2019.

On December 9, 2015, the EPA released a final rule partially disapproving the revisions to the 2010 Oklahoma SIP for Regional Haze Rule and promulgated FIPs in their place for Oklahoma and Texas. The EPA disapproved portions of the Oklahoma SIP related to the establishment of reasonable progress goals for the Class I area located within the state and promulgated revised

reasonable progress goals based on the FIP implementation in Texas. As a result, no further requirements are required in Oklahoma to meet the 2018 reasonable progress goals for Oklahoma.

On August 6, 2014, OG&E filed an application with the OCC for approval of its plan to comply with the EPA's MATS and Regional Haze Rule FIP while serving the best long-term interests of customers in light of future environmental uncertainties. The application sought approval of the ECP and for a recovery mechanism for the associated costs. The ECP includes installing dry scrubbers at Sooner Units 1 and 2 and the conversion of Muskogee Units 4 and 5 to natural gas. The application also asked the OCC to predetermine the prudence of its Mustang Modernization Plan, which calls for replacing OG&E's soon-to-be retired Mustang steam turbines in late 2017 with 400 MWs of new, efficient combustion turbines at the Mustang site in 2018 and 2019 and approval for a recovery mechanism for the associated costs. The OCC hearing on OG&E's application before an ALJ began on March 3, 2015, approximately seven months after OG&E filed its application, and concluded on April 8, 2015. Multiple parties advocating a variety of positions intervened in the proceeding.

On June 8, 2015, the ALJ issued his report on OG&E's application. While the ALJ in his report agreed that the installation of dry scrubbers at Sooner Units 1 and 2 and the conversion of Muskogee Units 4 and 5 to natural gas pursuant to OG&E's ECP is the best approach, the ALJ's report included several recommendations. OG&E filed exceptions to the ALJ's report and on July 21, 2015, Commissioner Bob Anthony issued his deliberation statement that was consistent with many parts of the ALJ's report, including the ALJ's support of OG&E's ECP, the ALJ's recommendation to pre-approve certain estimated costs of the environmental recovery plan, and the ALJ's recommendation to defer all other cost recovery issues until the next general rate case.

On December 2, 2015, OG&E received an order from the OCC denying its plan to comply with the environmental mandates of the Federal Clean Air Act, Regional Haze Rule and MATS. The OCC also denied OG&E's request for pre-approval of its Mustang Modernization Plan, revised depreciation rates for both the retirement of the Mustang units and the replacement combustion turbines and pre-approval of early retirement and replacement of generating units at its Mustang site, including cost recovery through a rider.

On December 11, 2015, OG&E filed a motion requesting modification of the OCC order for the purposes of approving only the ECP. OG&E did not seek modification to any other provisions of the OCC order, including cost recovery. OG&E also agreed that it would not implement a rider for recovery of the costs of the ECP until and unless authorized by the OCC in a subsequent proceeding. On December 23, 2015, the OCC rejected, by a two to one vote, a proposal by Commissioner Dana Murphy to grant OG&E's December 11, 2015 motion.

On February 12, 2016, OG&E filed an application requesting the OCC to issue an order approving its decision to install dry scrubbers at the Sooner facility on or before May 2, 2016. OG&E's application did not seek approval of the costs of the dry scrubber project. Instead, the reasonableness of the costs would be considered after the project is completed and OG&E seeks recovery in its rates. On April 28, 2016, the OCC approved the dry scrubber project and OG&E is proceeding with the project. Two parties to the proceeding have appealed the OCC's decision to the Oklahoma Supreme Court. After the OCC provides a certified record to the Oklahoma Supreme Court, the parties will file briefs by the end of 2016 or the first quarter of 2017.

As of September 30, 2016, OG&E has incurred \$138.6 million of construction work in progress on the dry scrubbers.

#### ***Cross-State Air Pollution Rule***

In August 2011, the EPA finalized its CSAPR that required 27 states in the eastern half of the United States to reduce power plant emissions that contribute to ozone and particulate matter pollution in other states. In December 2011, the EPA published a supplemental CSAPR, which would make six additional states, including Oklahoma, subject to the CSAPR for NO<sub>x</sub> emissions during the ozone-season from May 1 through September 30. Under the rule, OG&E would have been required to reduce ozone-season NO<sub>x</sub> emissions from its electrical generating units within the state beginning in 2012. In response to legal challenges of the final rule on December 30, 2011, the U.S. Court of Appeals issued a stay of the rule, which includes the supplemental rule, pending a decision on the merits. By order dated August 21, 2012, the Court of Appeals vacated the CSAPR and ordered the EPA to promulgate a replacement rule. On April 29, 2014, the U.S. Supreme Court reversed the decision by the Court of Appeals. On October 23, 2014, the Court of Appeals for the District of Columbia Circuit granted the EPA's request that the court lift the stay of the CSAPR. The EPA subsequently clarified that compliance with the CSAPR would begin in 2015 using the amount of allowances originally scheduled to be available in 2012. As of December 31, 2015, OG&E has installed five low NO<sub>x</sub> burner systems on two Muskogee units, two Sooner units and one Seminole unit and is in compliance with the final rule. In the meantime, the petitions for review of the supplemental rule remain pending before the D.C. Circuit Court of Appeals for consideration of issues that are not addressed by the Supreme Court's decision.

On September 7, 2016, the EPA finalized an update to the 2011 CSAPR which had been previously remanded back to the EPA by the D.C. Circuit Court of Appeals. The new rule, which was proposed on December 3, 2015, applies to ozone season, NO<sub>x</sub> only, in 22 eastern states including Oklahoma, utilizes a cap and trade program for NO<sub>x</sub> emissions and will take effect on May 1, 2017. The final rule reduces the 2016 CSAPR emissions cap from all seven of OG&E's coal and gas facilities by 47 percent combined. The Company does not anticipate additional capital expenditures beyond what has been disclosed to comply with this new rule, and does not expect the reduced emissions cap will have a material impact on the Company's consolidated financial position, results of operations or cash flows.

#### ***Hazardous Air Pollutants Emission Standards***

On February 16, 2012, the EPA published the final MATS rule regulating the emissions of certain hazardous air pollutants from electric generating units, which became effective April 16, 2012. The final rule uses a numerical standard to establish limits for particulate matter (as a surrogate for toxic metals), hydrogen chloride and mercury emissions from coal-fired boilers. Compliance was required within three years of the rule's effective date. Based on OG&E's request for a one-year extension, the deadline for compliance was extended to April 16, 2016. To comply with this rule, OG&E utilized activated carbon injections at each of its five coal-fired units during 2015.

The final MATS rule was appealed by several parties, but OG&E was not a party to the appeals. After withstanding judicial scrutiny at the District of Columbia Circuit Court of Appeals, the MATS rule was challenged at the U.S. Supreme Court. On June 29, 2015, the U.S. Supreme Court found that the EPA should have considered the compliance costs imposed on utilities at the first stage of the EPA's regulatory analysis. The U.S. Supreme Court did not vacate the rule, but reversed the D.C. Circuit's decision and remanded to the D.C. Circuit for further proceedings. The Company believes that it is in compliance with the existing MATS rule.

#### ***Federal Clean Air Act New Source Review Litigation***

In July 2008, OG&E received a request for information from the EPA regarding Federal Clean Air Act compliance at OG&E's Muskogee and Sooner generating plants.

On July 8, 2013, the U.S. Department of Justice, on behalf of the EPA, filed a complaint against OG&E in United States District Court for the Western District of Oklahoma alleging that OG&E did not follow the Federal Clean Air Act procedures for projecting emission increases attributable to eight projects that occurred between 2003 and 2006. This complaint sought to have OG&E submit a new assessment of whether the projects were likely to result in a significant emissions increase. The Sierra Club intervened in this proceeding. On August 30, 2013, the government filed a Motion for Summary Judgment and on September 6, 2013, OG&E filed a Motion to Dismiss the case. On January 15, 2015, the Court dismissed the complaints filed by the EPA and the Sierra Club. The Court held that it lacked subject matter jurisdiction over plaintiffs' claims because plaintiffs failed to present an actual "case or controversy" as required by Article III of the Constitution. The court also ruled in the alternative that, even if plaintiffs had presented a case or controversy, it would have nonetheless "decline[d] to exercise jurisdiction." The EPA and the Sierra Club did not file an appeal of the Court's ruling.

On August 12, 2013, the Sierra Club filed a separate complaint against OG&E in the United States District Court for the Eastern District of Oklahoma alleging that OG&E projects at Muskogee Unit 6 in 2008 were made without obtaining a prevention of significant deterioration permit and that the plant had exceeded emissions limits for opacity and particulate matter. The Sierra Club sought a permanent injunction preventing OG&E from operating the Muskogee generating plant. On March 4, 2014, the District Court dismissed the prevention of significant deterioration permit claim based on the statute of limitations, but allowed the opacity and particulate matter claims to proceed. To obtain the right to appeal this decision, the Sierra Club subsequently withdrew a Notice of Intent to Sue for additional Clean Air Act violations and asked the District Court to dismiss its remaining claims with prejudice. On August 27, 2014, the District Court granted the Sierra Club's request. The Sierra Club appealed the District Court's dismissal of its prevention of significant deterioration claim to the United States Court of Appeals for the Tenth Circuit. On March 8, 2016, the Tenth Circuit affirmed the trial court's decision dismissing the Sierra Club's case. On March 21, 2016, the Sierra Club filed a request for rehearing *en banc* with the Tenth Circuit. On April 13, 2016, the Tenth Circuit denied the request for rehearing. The Sierra Club did not seek review of the case by the United States Supreme Court. OG&E considers this case now closed.



## ***National Ambient Air Quality Standards***

The EPA is required to set NAAQS for certain pollutants considered to be harmful to public health or the environment. The Clean Air Act requires the EPA to review each NAAQS every five years. As a result of these reviews, the EPA periodically has taken action to adopt more stringent NAAQS for those pollutants. If any areas of Oklahoma were to be designated as not attaining the NAAQS for a particular pollutant, the Company could be required to install additional emission controls on its facilities to help the state achieve attainment with the NAAQS. As of September 30, 2016, no areas of Oklahoma had been designated as non-attainment for pollutants that are likely to affect the Company's operations. Several processes are under way to designate areas in Oklahoma as attaining or not attaining revised NAAQS. The Company is monitoring those processes and their possible impact on its operations but, at this time, cannot determine with any certainty whether they will cause a material impact to the Company's financial results.

In August of 2013, the Sierra Club and the Natural Resources Defense Council filed a complaint under the citizen suit provision of the Clean Air Act based on the EPA's failure to promulgate and publish designations for the 2010 revised primary SO<sub>2</sub> NAAQS. On March 2, 2015, the U.S. District Court for the Northern District of California issued an order granting the EPA and the Sierra Club's joint motion to approve and enter a consent decree that set forth mandatory deadlines for the EPA to issue designations for all areas of the country that remained undesignated. On September 18, 2015 the ODEQ reported to the EPA that no areas in Oklahoma should be designated as non-attainment for the 2010 SO<sub>2</sub> standard. In a letter dated February 11, 2016, EPA Region 6 notified Oklahoma of their intent to designate part of Muskogee County in which OG&E's Muskogee Power Plant is located, as non-attainment for the 2010 SO<sub>2</sub> NAAQS. This new designation was required to be finalized according to the EPA-Sierra Club consent decree by July 2, 2016. On June 17, 2016 and again on August 30, 2016, the EPA and the Sierra Club entered into a joint agreement to extend the July 2, 2016 deadline for certain areas including the Muskogee area. The date for a final EPA decision on the proposed designation for the Muskogee area is pending. The EPA published final decisions on all other areas not subject to the extension on July 2, 2016. In this decision, Noble County, in which the Sooner plant is located, was deemed to be in attainment with the 2010 standard. On August 21, 2015, the EPA finalized a data requirements rule for implementing the 2010 SO<sub>2</sub> standard requiring air agencies to characterize air quality around sources that emit 2,000 tons per year or more of SO<sub>2</sub> via air quality modeling or ambient air monitoring. On June 28, 2016, the ODEQ filed their emissions monitoring plan with the EPA in compliance with the rule, stating that ambient monitoring will be used as the method for characterizing air quality for sources which release 2,000 tons of SO<sub>2</sub> per year or more. At this time, OG&E cannot determine with any certainty whether this determination will cause a material impact to the Company's financial results.

On September 30, 2015 the EPA finalized a new ambient standard for ozone at 70 Ppb which is more stringent than the current standard of 75 Ppb, set in 2008. In September 2016, Governor Mary Fallin submitted to the EPA the recommendation of "attainment/unclassifiable" for all 77 counties in Oklahoma. This recommendation is subject to approval by the EPA.

The Company is monitoring those processes and their possible impact on its operations but, at this time, cannot determine with any certainty whether they will cause a material impact to the Company's financial results.

## ***Clean Power Plan***

On October 23, 2015, the EPA published the final Clean Power Plan that established standards of performance for CO<sub>2</sub> emissions from existing fossil-fuel-fired power plants along with state-specific CO<sub>2</sub> reduction standards expressed as both rate-based (lbs/MWh) and mass-based (tons/yr) goals. The 2030 rate-based reduction requirement for all existing generating units in Oklahoma has decreased from a proposed 43 percent reduction to 32 percent in the final rule. The mass-based approach for existing units calls for a 24 percent reduction by 2030 in Oklahoma. The Clean Power Plan required that states submit to the EPA plans for achieving the state-specific CO<sub>2</sub> reduction goals by September 6, 2016 or submit an extension request for up to two years. The compliance period was to begin in 2022, and emission reductions were to be phased in by 2030. The EPA also proposed a federal compliance plan to implement the Clean Power Plan in the event that an approvable state plan was not submitted to the EPA by the required deadline.

A number of states have filed lawsuits against the Clean Power Plan. On February 9, 2016, the U.S. Supreme Court issued orders staying implementation of the Clean Power Plan pending resolution of challenges to the rule. The Company is unable to determine what impact the lawsuits will ultimately have on the Clean Power Plan or what impact the stay in implementation will have; however, if the Clean Power Plan survives judicial review and is implemented as written, it could result in significant additional compliance costs that would affect our future consolidated financial position, results of operations and cash flows if such costs are not recovered through regulated rates. Significant uncertainties would remain with regards to potential implementation in Oklahoma (and the federal plan that would be imposed by the EPA for states that do not submit approvable plans), including whether states would elect an emissions standards approach versus a state measures approach, whether and what type of emissions trading would be allowed, and available cost mitigation options. Due to the pending litigation and the uncertainties

in the state approaches, the ultimate timing and impact of these standards on our operations cannot be determined with certainty at this time.

### ***Climate Change and Greenhouse Gas Emissions***

There is continuing discussion and evaluation of possible global climate change in certain regulatory and legislative arenas. The focus is generally on emissions of greenhouse gases, including CO<sub>2</sub>, sulfur hexafluoride and methane, and whether these emissions are contributing to the warming of the earth's atmosphere. In December 2015, as part of the 21st Conference of the Parties to the United Nations Framework Convention on Climate Change, the United States committed to reduce economy wide emissions by 26 percent to 28 percent below 2005 emission levels. This multinational agreement became open for signing on April 22, 2016 and will require countries to review and "represent a progression" every five years beginning in 2020. The agreement could result in future additional emissions reductions in the United States, however, it is not possible to determine what the international legal standards for greenhouse gas emissions will be in the future and the extent to which commitments under the December 2015 Paris Agreement will be implemented through the Clean Air Act, other than existing statutes and new legislation.

Several states have passed laws, adopted regulations or undertaken regulatory initiatives to reduce the emission of greenhouse gases, primarily through the planned development of greenhouse gas emission inventories and/or regional greenhouse gas cap and trade programs.

If legislation or regulations are passed at the Federal or state levels in the future requiring mandatory reductions of CO<sub>2</sub> and other greenhouse gases on the Company's facilities, this could result in significant additional compliance costs that would affect the Company's future financial position, results of operations and cash flows if such costs are not recovered through regulated rates.

In 2009, the EPA adopted a comprehensive national system for reporting emissions of CO<sub>2</sub> and other greenhouse gases produced by major sources in the United States. The reporting requirements apply to large direct emitters of greenhouse gases with emissions equal to or greater than a threshold of 25,000 metric tons per year, which includes certain OG&E facilities. OG&E also reports quarterly its CO<sub>2</sub> emissions from generating units subject to the Federal Acid Rain Program. OG&E has submitted the reports required by the applicable reporting rules.

Nonetheless, OG&E's current business strategy will result in a reduced carbon emissions rate compared to current levels. As discussed in "Pending Regulatory Matters", OG&E has filed an application with the OCC for approval of its plan to comply with the EPA's MATS and Regional Haze Rule FIP by converting two coal-fired generating units at Muskogee Station to natural gas, among other measures. OG&E's deployment of Smart Grid technology helps to reduce the peak load demand. OG&E also seeks to utilize renewable energy sources that do not emit greenhouse gases. OG&E's service territory borders one of the nation's best wind resource areas. OG&E has leveraged its geographic position to develop renewable energy resources and completed transmission investments to deliver the renewable energy. The SPP has begun to authorize the construction of transmission lines capable of bringing renewable energy out of the wind resource area in western Oklahoma, the Texas Panhandle and western Kansas to load centers by planning for more transmission to be built in the area. In addition to increasing overall system reliability, these new transmission resources should provide greater access to additional wind resources that are currently constrained due to existing transmission delivery limitations.

### ***EPA Startup, Shutdown, and Malfunction Policy***

On May 22, 2015, the EPA issued a final rule to address the outdated provisions in the SIPs of 36 states, including Oklahoma, regarding the treatment of emissions that occur during startup, shutdown and malfunction operations. The final rule clarifies the EPA's Startup, Shutdown and Malfunction Policy to assure consistency with the Clean Air Act and other recent court decisions. The Oklahoma Department of Environmental Quality is in the process of developing a SIP to comply with this rule, which is to be submitted to the EPA before November 2016. Although the extent of impact is not known, this rule will impact certain OG&E units.

### ***Endangered Species***

Certain Federal laws, including the Bald and Golden Eagle Protection Act, the Migratory Bird Treaty Act and the Endangered Species Act, provide special protection to certain designated species. These laws and any state equivalents provide for significant civil and criminal penalties for unpermitted activities that result in harm to or harassment of certain protected animals and plants, including damage to their habitats. If such species are located in an area in which the Company conducts operations, or if additional species in those areas become subject to protection, the Company's operations and development projects, particularly

transmission, wind or pipeline projects, could be restricted or delayed, or the Company could be required to implement expensive mitigation measures.

In 2014, the Company enrolled in the Western Association of Fish and Wildlife Agencies range-wide conservation plan which consists of industry-specific conservation practices that apply to projects and activities in the impacted area. The range-wide conservation plan was approved by the U.S. Fish and Wildlife Service and incorporated as part of the agency's final decision on March 27, 2014 to list the lesser prairie chicken as a threatened species. On September 1, 2015, the U.S. District Court Western District of Texas vacated federal protections for the lesser prairie chicken based on the U.S. Fish and Wildlife Service's failure to thoroughly consider the active conservation efforts in making the listing decision. On July 19, 2016, the U.S. Fish and Wildlife Service issued a final rule to amend its regulations to remove the lesser prairie chicken from the list of threatened species under the Endangered Species Act. On September 8, 2016, WildEarth Guardians, Defenders of Wildlife and the Center for Biological Diversity filed a petition with the U.S. Fish and Wildlife Services to list the lesser prairie chicken as "endangered" under the Endangered Species Act. OG&E will continue to monitor the progress of the petition.

#### **Air Quality Control System**

On September 10, 2014, OG&E executed a contract for the design, engineering and fabrication of two circulating dry scrubber systems to be installed at Sooner Units 1 and 2. OG&E entered into an agreement on February 9, 2015, to install the dry scrubber systems. The dry scrubbers are scheduled to be completed by 2019. More detail regarding the dry scrubber project can be found under "Pending Regulatory Matters" in Note 13.

#### **Waste**

OG&E's operations generate wastes that are subject to the Federal Resource Conservation and Recovery Act of 1976 as well as comparable state laws which impose detailed requirements for the handling, storage, treatment and disposal of waste.

On December 19, 2014, the EPA finalized a rule under the Federal Resource Conservation and Recovery Act for the handling and disposal of coal combustion residuals or coal ash. The final rule regulates coal ash as a solid waste rather than a hazardous waste, which would have made the management of coal ash more costly. The final rule is currently being appealed at the D.C. Circuit Court of Appeals. OG&E is in compliance with this rule at this time.

The Company has sought and will continue to seek pollution prevention opportunities and to evaluate the effectiveness of its waste reduction, reuse and recycling efforts. In 2015, the Company obtained refunds of \$2.3 million from the recycling of scrap metal, salvaged transformers and used transformer oil. This figure does not include the additional savings gained through the reduction and/or avoidance of disposal costs and the reduction in material purchases due to the reuse of existing materials. Similar savings are anticipated in future years.

#### **Water**

OG&E's operations are subject to the Federal Clean Water Act and comparable state laws and regulations. These laws and regulations impose detailed requirements and strict controls regarding the discharge of pollutants into state and Federal waters.

The EPA issued a final rule on May 19, 2014 to implement Section 316(b) of the Federal Clean Water Act, which requires that power plant cooling water intake structure location, design, construction and capacity reflect the best available technology for minimizing their adverse environmental impact via the impingement and entrainment of aquatic organisms. OG&E submitted compliance plans to the state in April 2015. OG&E expects to be able to provide a reasonable estimate of any material costs associated with the rule's implementation following issuance of the permits from the state.

On September 30, 2015, the EPA issued a final rule addressing the effluent limitation guidelines for power plants under the Federal Clean Water Act. The final rule establishes technology and performance based standards that may apply to discharges of six waste streams including bottom ash transport water. Compliance with this rule occurs between 2018 and 2023. OG&E is evaluating what if any compliance actions are needed but is not able to quantify with any certainty, what costs may be incurred. OG&E expects to be able to provide a reasonable estimate of any material costs associated with the rule's implementation following issuance of the permits from the state.

#### **Site Remediation**

The Comprehensive Environmental Response, Compensation and Liability Act of 1980 and comparable state laws impose liability, without regard to the legality of the original conduct, on certain classes of persons responsible for the release of hazardous

substances into the environment. Because OG&E utilizes various products and generate wastes that are considered hazardous substances for purposes of the Comprehensive Environmental Response, Compensation and Liability Act of 1980, OG&E could be subject to liability for the costs of cleaning up and restoring sites where those substances have been released to the environment. At this time, it is not anticipated that any associated liability will cause a significant impact to OG&E.

For a further discussion regarding contingencies relating to environmental laws and regulations, see Note 12.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

There have been no significant changes in the market risks affecting the Company from those discussed in the Company's 2015 Form 10-K.

**Item 4. Controls and Procedures.**

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. In addition, the disclosure controls and procedures ensure that information required to be disclosed is accumulated and communicated to management, including the chief executive officer and chief financial officer, allowing timely decisions regarding required disclosure. As of the end of the period covered by this report, based on an evaluation carried out under the supervision and with the participation of the Company's management, including the chief executive officer and chief financial officer, of the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934), the chief executive officer and chief financial officer have concluded that the Company's disclosure controls and procedures are effective.

No change in the Company's internal control over financial reporting has occurred during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934).

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings.

Reference is made to Item 3 of Part I of the Company's 2015 Form 10-K for a description of certain legal proceedings presently pending. Except as described above under Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations - Environmental Laws and Regulations," there are no new significant cases to report against the Company or its subsidiaries and there have been no material changes in the previously reported proceedings.

### Item 1A. Risk Factors.

Except as discussed below, there have been no significant changes in the Company's risk factors from those discussed in the Company's 2015 Form 10-K, which are incorporated herein by reference.

***Enable's Series A Preferred Units have rights, preferences and privileges that are not held by, and are preferential to the rights of, holders of its common units.***

Enable's 10 percent Series A Fixed-to-Floating Non-Cumulative Redeemable Perpetual Preferred Units representing limited partner interests in Enable (Enable's "Series A Preferred Units"), issued in February 2016, rank senior to all of its other classes or series of equity securities with respect to distribution rights and rights upon liquidation. Enable cannot declare or pay a distribution to its common or subordinated unitholders for any quarter unless full distributions have been or contemporaneously are being paid on all outstanding Series A Preferred Units for such quarter. These preferences could adversely affect the cash distributions we receive from Enable, or could make it more difficult for Enable to sell its common units in the future.

Holders of the Series A Preferred Units will receive, on a non-cumulative basis and if and when declared by Enable's general partner, a quarterly cash distribution, subject to certain adjustments, equal to an annual rate of 10 percent on the stated liquidation preference from the date of original issue to, but not including, the five year anniversary of the original issue date, and an annual rate of the London Interbank Offered Rate plus a spread of 850 basis points on the stated liquidation preference thereafter. In connection with certain transfers of the Series A Preferred Units, the Series A Preferred Units will automatically convert into one or more new series of preferred units (the "other preferred units") on the later of the date of transfer or the second anniversary of the date of issue. The other preferred units will have the same terms as Enable's Series A Preferred Units except that unpaid distributions on the other preferred units will accrue from the date of their issuance on a cumulative basis until paid. Enable's Series A Preferred Units are convertible into common units by the holders of such units in certain circumstances. Payment of distributions on Enable's Series A Preferred Units, or on the common units issued following the conversion of such Series A Preferred Units, could impact its liquidity and reduce the amount of cash flow available for working capital, capital expenditures, growth opportunities, acquisitions, and other general partnership purposes. Enable's obligations to the holders of Series A Preferred Units could also limit its ability to obtain additional financing or increase its borrowing costs, which could have an adverse effect on its financial condition.

***Enable's Series A Preferred Units contain covenants that may limit its business flexibility.***

Enable's Series A Preferred Units contain covenants preventing it from taking certain actions without the approval of the holders of 66 2/3 percent of the Series A Preferred Units. The need to obtain the approval of holders of the Series A Preferred Units before taking these actions could impede Enable's ability to take certain actions that management or its board of directors may consider to be in the best interests of its unitholders. The affirmative vote of 66 2/3 percent of the outstanding Series A Preferred Units, voting as a single class, is necessary to amend Enable's Partnership Agreement in any manner that would or could reasonably be expected to have a material adverse effect on the rights, preferences, obligations or privileges of the Series A Preferred Units. The affirmative vote of 66 2/3 percent of the outstanding Series A Preferred Units and any outstanding series of other preferred units, voting as a single class, is necessary to (A) create or issue certain party securities with proceeds in an aggregate amount in excess of \$700.0 million or create or issue any senior securities or (B) subject to Enable's right to redeem the Series A Preferred Units, approve certain fundamental transactions.

***Enable's Series A Preferred Units are required to be redeemed in certain circumstances if they are not eligible for trading on the New York Stock Exchange, and Enable may not have sufficient funds to redeem its Series A Preferred Units if it is required to do so.***

The holders of Enable's Series A Preferred Units may request that Enable list those units for trading on the New York Stock Exchange. If Enable is unable to list the Series A Preferred Units in certain circumstances, it will be required to redeem the Series A Preferred Units. There can be no assurance that Enable would have sufficient financial resources available to satisfy its

obligation to redeem the Series A Preferred Units. In addition, mandatory redemption of Enable's Series A Preferred Units could have a material adverse effect on its business, financial position, results of operations and ability to make quarterly cash distributions to its unitholders.

***Our operating cash flow is derived partially from cash distributions we receive from Enable.***

Our operating cash flow is derived partially from cash distributions we receive from Enable. The amount of cash Enable can distribute on its units principally depends upon the amount of cash generated from its operations, which will fluctuate from quarter to quarter based on, among other things:

- the fees and gross margins it realizes with respect to the volume of natural gas, NGLs and crude oil that it handles;
- the prices of, levels of production of, and demand for natural gas, NGLs and crude oil;
- the volume of natural gas, NGLs and crude oil it gathers, compresses, treats, dehydrates, processes, fractionates, transports and stores;
- the relationship among prices for natural gas, NGLs and crude oil;
- cash calls and settlements of hedging positions;
- margin requirements on open price risk management assets and liabilities;
- the level of competition from other midstream energy companies;
- adverse effects of governmental and environmental regulation;
- the level of its operation and maintenance expenses and general and administrative costs; and
- prevailing economic conditions.

In addition, the actual amount of cash Enable will have available for distribution will depend on other factors, including:

- the level and timing of capital expenditures it makes;
- the cost of acquisitions;
- its debt service requirements and other liabilities;
- fluctuations in working capital needs;
- its ability to borrow funds and access capital markets;
- restrictions contained in its debt agreements;
- the amount of cash reserves established by its general partner;
- distributions paid on its Series A Preferred Units; and
- other business risks affecting its cash levels.

***The amount of cash Enable has available for distribution to its limited partners depends primarily on its cash flow rather than on its profitability, which may prevent Enable from making distributions, even during periods in which it records net income.***

The amount of cash Enable has available for distribution depends primarily upon its cash flows and not solely on profitability, which will be affected by non-cash items. As a result, Enable may make cash distributions during periods when it records losses for financial accounting purposes and may not make cash distributions during periods when it records net earnings for financial accounting purposes.

Enable is expected to pay a specified minimum quarterly distribution on its outstanding common and subordinated units, including those units that we own, to the extent it has sufficient cash from operations after establishment of cash reserves, payments of distributions on the Series A Preferred Units and payment of fees and expenses, including payments to its general partner and its affiliates. The principal difference between Enable's common units and subordinated units is that in any quarter during the applicable subordination period, holders of the subordinated units are not entitled to receive any distribution until the common units have received the minimum quarterly distribution plus any arrearages in the payment of the minimum quarterly distribution on common units from prior quarters. If Enable does not pay distributions on its subordinated units, its subordinated units will not accrue arrearages for those unpaid distributions.

**Enable may issue additional units without the approval of its unitholders, which would dilute unitholders' existing ownership interests.**

Enable's partnership agreement does not limit the number of additional limited partner interests, including limited partner interests that rank senior to the common units, that it may issue at any time without the approval of its unitholders. The issuance by Enable of additional common units or other equity securities of equal or senior rank will have the following effects:

- Enable's existing unitholders' proportionate ownership interest in Enable will decrease;
- the amount of distributable cash flow on each unit may decrease;
- because a lower percentage of total outstanding units will be subordinated units, the risk that a shortfall in the payment of the minimum quarterly distribution will be borne by Enable's common unitholders will increase;
- because the amount payable to holders of incentive distribution rights is based on a percentage of the total distributable cash flow, the distributions to holders of incentive distribution rights will increase even if the per unit distribution on common units remains the same;
- the ratio of taxable income to distributions may increase;
- the relative voting strength of each previously outstanding unit may be diminished; and
- the market price of the common units may decline.

In addition, upon a change of control, Enable's Series A Preferred Units are convertible into common units at the option of the holders of such units. If a substantial portion of the Series A Preferred Units were converted into common units, common unitholders could experience significant dilution. In addition, if holders of such converted Series A Preferred Units were to dispose of a substantial portion of these common units in the public market, whether in a single transaction or series of transactions, it could adversely affect the market price for Enable's common units. In addition, these sales, or the possibility that these sales may occur, could make it more difficult for Enable to sell its common units in the future.

**Affiliates of Enable's general partner may sell common units in the public or private markets, which could have an adverse impact on the trading price of the common units.**

As of July 2016, subsidiaries of CenterPoint Energy and the Company hold an aggregate of 136,983,998 common units and 207,855,430 subordinated units, and CenterPoint Energy holds 14,520,000 Series A Preferred Units. Upon a change of control, Enable's Series A Preferred Units are convertible into common units at the option of the holders of such units. All of the subordinated units will convert into common units at the end of the subordination period and some may convert earlier under certain circumstances. In addition, Enable has agreed to provide CenterPoint Energy, the Company and ArcLight with certain registration rights. The sale of these units in the public or private markets could have an adverse impact on the price of the common units or on any trading market that may develop.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

The following table contains information about the Company's purchases of its common stock during the third quarter of 2016.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
07/01/16 - 07/31/16	167	\$ 32.03	N/A	N/A
08/01/16 - 08/31/16	—	\$ —	N/A	N/A
09/01/16 - 09/30/16	767	\$ 32.33	N/A	N/A

**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
31.01	Certifications Pursuant to Rule 13a-14(a)/15d-14(a) As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01	Certification Pursuant to 18 U.S.C. Section 1350 As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Schema Document.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.
101.LAB	XBRL Taxonomy Label Linkbase Document.
101.CAL	XBRL Taxonomy Calculation Linkbase Document.
101.DEF	XBRL Definition Linkbase Document.





**CERTIFICATIONS**

I, Sean Trauschke, certify that:

1. I have reviewed this quarterly report on Form 10-Q of OGE Energy Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2016

/s/ Sean Trauschke

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Sean Trauschke

President and Chief Executive Officer

**CERTIFICATIONS**

I, Stephen Merrill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of OGE Energy Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2016

/s/ Stephen Merrill

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Stephen Merrill  
Chief Financial Officer

**Certification Pursuant to 18 U.S.C. Section 1350  
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2016, as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 3, 2016

/s/ Sean Trauschke

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Sean Trauschke  
President and Chief Executive Officer

/s/ Stephen Merrill

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Stephen Merrill  
Chief Financial Officer