



Walker Hendrix
Director – Regulatory Law

May 31, 2011

Received
on

MAY 31 2011

by
State Corporation Commission
of Kansas

Mr. Tom Day, Acting Executive Director
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, Kansas 66044

Re: In the Matter of the Kansas Gas Service Compliance Docket as Established in
Docket No. 06-GIMX-181-GIV. Docket No. 11-KGSG-____-CPL.

Dear Mr. Day:

In accordance with the Commission's order of December 3, 2010, in Docket No. 06-GIMX-181-GIV and the Report of the Commission Staff and the Active Participating Utilities dated October 27, 2010, Kansas Gas Service submits for filing certain documents and schedules in conformity with the agreed upon procedures set forth in the order.

As part of the filing, Kansas Gas Service seeks to classify its document in A.1., as confidential. This document explains the methodology used to allocate and assign costs by a regulated public utility and associated non-jurisdictional companies. This document is classified as confidential because it includes internal financial policies of the utility, concerns private business information and has competitive implications for ONEOK's non-regulated operations and their cost structures.

The remaining documents and information filed in this docket at this time are not classified as confidential, but as additional filings are made in this docket to address periodic filing requirements or informational requests, Kansas Gas Service reserves the right to classify information that is confidential in nature under the designation "CONFIDENTIAL."

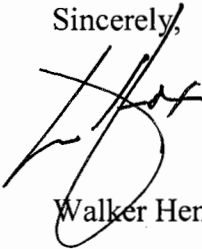
In accordance with the Report of the Commission Staff and the Active Participating Utilities dated October 27, 2010 and the Commission's Order of December 3, 2010, in Docket No. 06-GIMX-181-GIV, Kansas Gas Service files the following documents:

- A.1. A Cost Allocation Manual (CAM) [Confidential].
- A.2. Not applicable.

- B.1. Corporate Organizational Chart.
 - B.2. Description of Business Activities
 - B.3. Personnel Organizational Chart with descriptions.
 - B.4. Summaries of Debt Agreements.
 - B.5. Balance Sheet and Income Statement for Consolidated Utility Operations, Consolidated Non-Regulated Operations and Consolidated Corporate Operations.
 - B.6. Financial Ratios for Consolidated Utility Operations, Consolidated Non-Regulated Operations and Consolidated Corporate Operations.
- C.3. List of Equity and Credit Analysts following ONEOK, Inc., whose reports are proprietary and not subject to distribution.

Please accept the filing as being made subject to the procedures set forth in the Report of the Commission Staff and the Active Participating Utilities in Docket No. 06-GIMX-181-GIV. If you have any questions or comments, please feel free to contact me.

Sincerely,



Walker Hendrix

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

In the Matter of the Kansas Gas Service Compliance)
Docket as Established in Docket No. 06-GIMX-181-GIV.) Docket No. 11-KGSG- -CPL

COMPLIANCE FILING

KCC Requirement:

A. To ensure proper allocation or assignment of joint or common costs for non-power goods and services, so a regulated utility bears only its fair share of costs, the public utility shall submit the following information on an annual basis by May 31st:

1. A Cost Allocation Manual (CAM) on a calendar year basis that:
 - a. Explains the methodology used for all costs allocated or assigned for non-power goods and services provided by: (i) the regulated utility, (ii) a holding company, or (iii) a centralized corporate services subsidiary to any associate company that is a jurisdictional public utility;
 - b. Demonstrates that all costs are allocated or assigned justly and reasonably and that the allocation or assignment of costs is not unduly discriminatory or preferential; and,
 - c. If a fully distributed cost methodology is not used, an explanation supporting use of the alternative method of allocation.

With respect to the CAM, it should be filed in the individual utility compliance docket, but if no changes are made to the CAM, a letter in place of the CAM indicating no changes have been made may be filed by the May 31st annual filing date. If the annual filing reflects changes made in the CAM, those changes should be noted and fully described.

2. Any centralized corporate services subsidiary, within a holding company that includes a jurisdictional public utility, required to file FERC Form No. 60, shall file a copy with the Commission by May 31st of the calendar year following the year subject of the report.

KGS Response

1. See the attached Cost Allocation Manual. Please note that the Cost Allocation Manual and its attachments are deemed Confidential and Proprietary.
2. Not Applicable

KCC Requirement

B. Each jurisdictional public utility shall provide annually by May 31st the following information using diagrams, schedules or narrative discussion as may be appropriate:

1. A complete detailed organization chart identifying each regulated utility and each associate company;
2. A detailed description of the activities and business conducted at each non-utility associate company;
3. An organizational chart of personnel that includes a list of all directors, corporate officers, and other key personnel shared by any jurisdictional public utility and any non-utility associate company or holding company, if any, along with a description of each person's duties and responsibilities to each entity;
4. Summaries of each mortgage, loan document and debt agreement, including a discussion of the type of collateral or security pledged to support the debt. The utility will also describe any loan or debt agreement taken out to finance an unregulated affiliate that encumbers utility property or cash-flow for security;
5. To the extent financial separations are maintained for either legal or financial accounting purposes and at a level in which financial statements are reasonably capable of being produced by the utility's accounting system, each jurisdictional public utility shall file income statements, balance sheets and cash flow statements for (1) consolidated utility operations; (2) consolidated non-regulated operations; and (3) consolidated corporate financials; and
6. To the extent financial separations are maintained for either legal or financial accounting purposes and at a level in which financial statements are reasonably capable of being produced by the utility's accounting system, each jurisdictional public utility shall file a summary of financial ratios as of the end of the last completed fiscal year, as described by way of example in the attachment to these rules and consistent with the method used to report such information to the principal bond rating agency or Standard & Pools for (1) consolidated utility operations; (2) consolidated non-regulated operations; and (3) consolidated corporate financials.

KGS Response

1. Please see the attached organization chart, containing KGS affiliated entities within ONEOK.
2. Please see the attached description of the business activities of these affiliates.
3. Please see the attached organization chart of personnel, including a listing of officers shared between utility and non-utility operations. Certain officers listed are not involved in regulated utility operations and as such their costs are not directly or indirectly charged to regulated operations. The boxes depicting these officers are highlighted and are shown to maintain the accuracy of the organization chart.
4. Please see the attached summary of debt agreements. There is no utility debt that encumbers utility property used to finance unregulated affiliates.

5. Please see the attached income statements and balance sheet information outlining ONEOK consolidated utility operations, consolidated non-regulated operations and consolidated corporate financials. Please note that ONEOK Partners' operations contain both regulated and non-regulated operations. Cash flow information is not maintained in the requested format.
6. Please see the attached financial ratios split between consolidated utility operations, consolidated non-utility operations and consolidated corporate financials.

KCC Requirement

- A. Each jurisdictional public utility shall provide to the Director of Utilities and the Chief of Accounting and Financial Analysis at the Commission concurrent with the filing of 8-K disclosures the following:
 1. Written or verbal notice of any affiliate of the jurisdictional public utility or holding company, if any, that has an affiliate that has defaulted on a material obligation or debt for the purpose of 8-K reporting.
 2. Written or verbal notice of any requests by any jurisdictional public utility or holding company, if any, for material waivers or amendments as provided for the purpose of 8-K reporting to debt agreements that secure, encumber, or finance any jurisdictional public utility's assets.
 3. Each jurisdictional public utility shall file reports published by credit rating agencies and equity analysts regarding the utility's regulated and unregulated business within 10 days after publication of the report and its receipt by the utility. A public utility shall not be required to file reports that the utility has not received, or reports that cannot be disseminated or reproduced because of copyright or contractual restrictions.
 4. A summary of any debt secured or encumbered, in any way, by the assets of any jurisdictional public utility on behalf of a non-utility affiliate or holding company, if any.

KGS Response

1. KGS will provide written or verbal notice concurrently, in the event that any affiliate defaults on a material obligation or debt for the purpose of 8-K reporting. Neither ONEOK, nor any of its affiliates, has defaulted on a material obligation or debt.
2. KGS will provide written or verbal notice of any requests by a jurisdictional public utility or holding company if it seeks a material waiver or amendments as provided for the purpose of 8-K reporting to debt agreements that secure, encumber, or finance any jurisdictional public utility's assets. No such requests have been made.
3. ONEOK receives credit rating and equity analyst reports under an agreement with an outside vendor. According to the terms of the agreement, ONEOK is prohibited from releasing these reports to third parties.

Equity analysts covering ONEOK include:

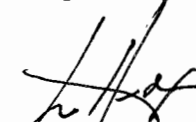
Argus Research Company
Barclays Capital
BMO Capital
Citi
Goldman Sachs
JP Morgan
Morgan Stanley
UBS
Wells Fargo

Credit analysts reporting on ONEOK debt include:

Barclays Capital
Wells Fargo
Moody's
Goldman Sachs

4. ONEOK does not have any debt issuances that are secured or encumbered with the assets of KGS.

Respectfully submitted,



Walker A. Hendrix #08835

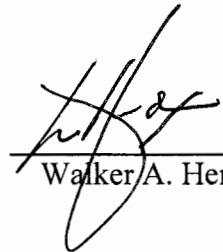
Kansas Gas Service, a Division of ONEOK, Inc
7421 W. 129th St.
Overland Park, KS
(913) 319-8620

VERIFICATION

STATE OF KANSAS)
) ss:
COUTNY OF JOHNSON)

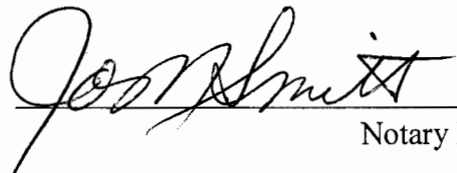
Walker A. Hendrix, of lawful age, being first duly sworn on oath, states:

That he is the attorney for Kansas Gas Service, a division of ONEOK, Inc. named in the foregoing Compliance Filing and is duly authorized to make this affidavit on behalf of Kansas Gas Service, a division of ONEOK, Inc.; that he has read the foregoing Compliance filing; knows the contents thereof; and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.

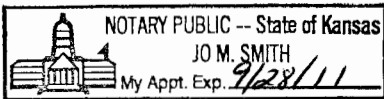


Walker A. Hendrix

SUBSCRIBED AND SWORN to before me this 31 day of May 2011.



Notary Public

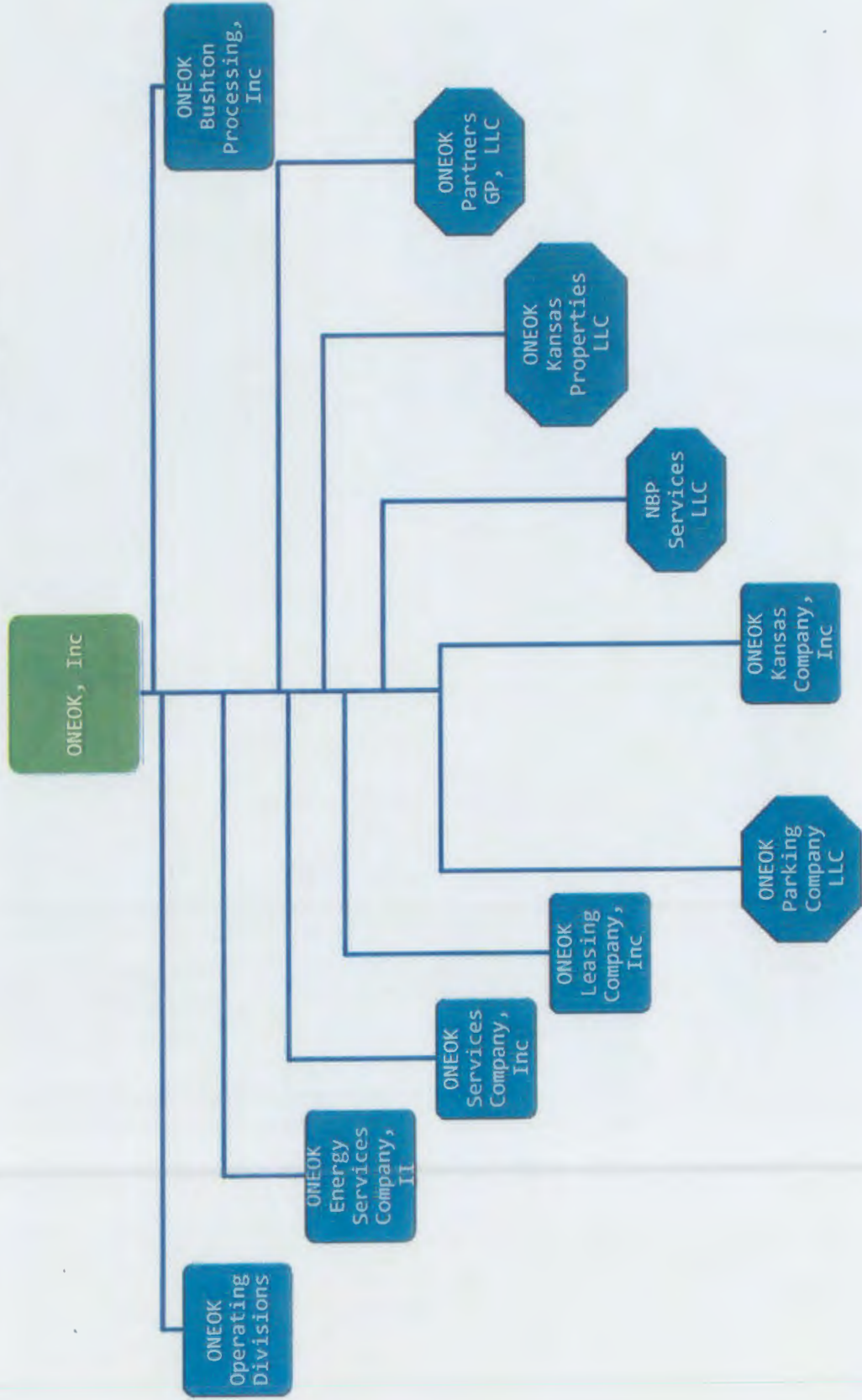


**ONEOK
CORPORATE
ALLOCATION
MANUAL
December 31, 2010**



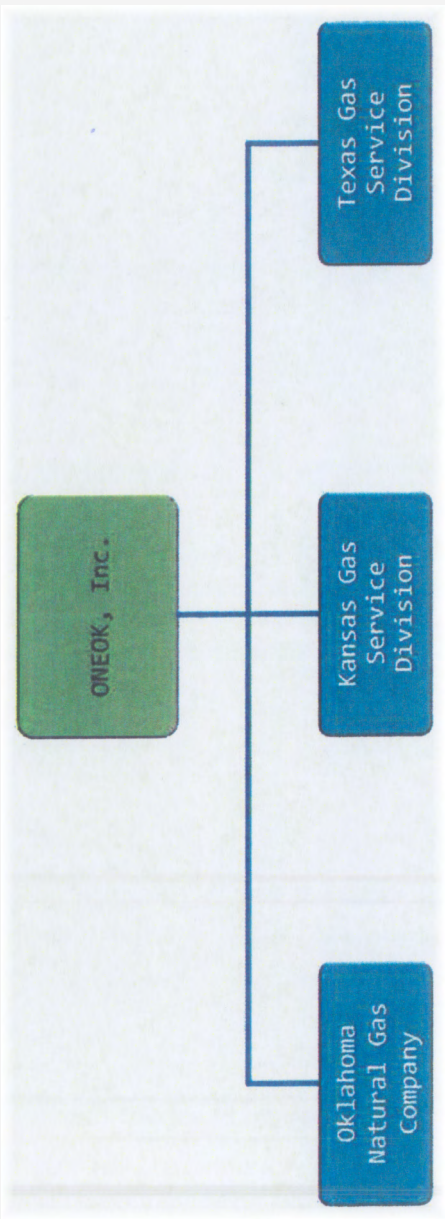
ONEOK, Inc Associated Companies

Attachment B-1



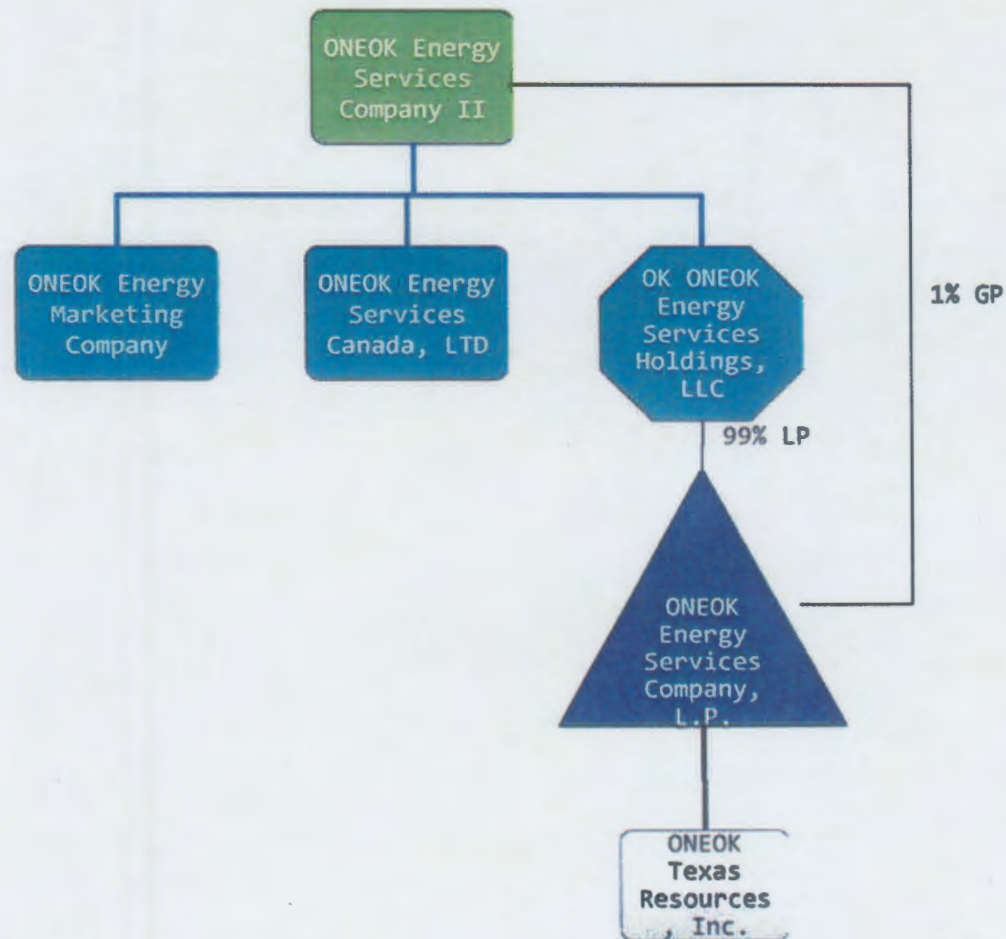
ONEOK Inc. Operating Divisions

Attachment B-1



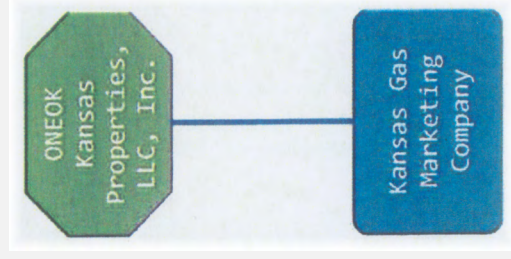
ONEOK Energy Services Company II

Attachment B-1



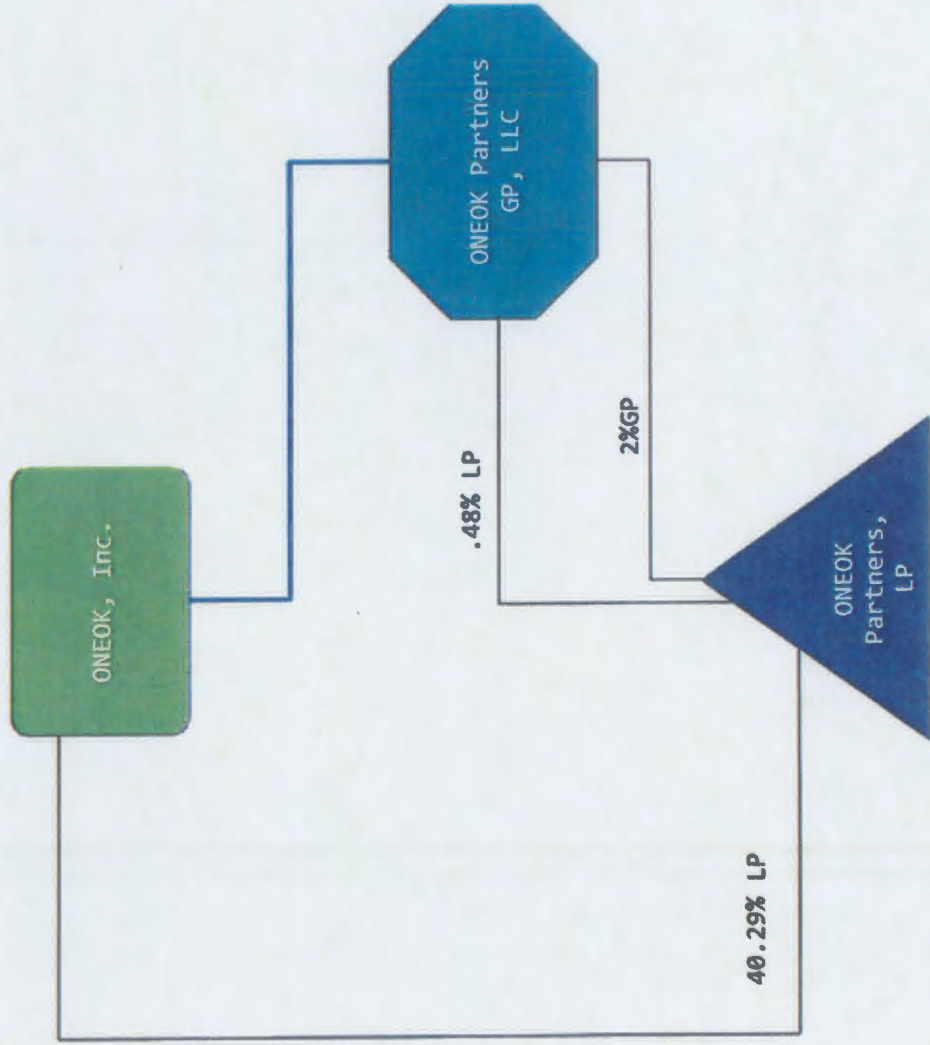
ONEOK Kansas Properties, LLC

Attachment B-1



ONEOK Partners

Attachment B-1



The following provides a detailed description of the activities and business conducted at each non-utility associate company for ONEOK, Inc. Except for ONEOK Partners, L.P., each of these subsidiaries is wholly owned, either directly or indirectly, by ONEOK, Inc.

ONEOK Partners L.P. - ONEOK Partners is one of the largest publicly traded master limited partnerships and a leader in the gathering, processing, storage and transportation of natural gas in the United States. In addition, ONEOK Partners owns one of the nation's premier natural gas liquids systems, connecting NGL supply in the Mid-Continent and Rocky Mountain regions with key market centers. ONEOK, Inc. and its subsidiaries are the sole general partner and own 42.8 percent of ONEOK Partners, L.P.

ONEOK Energy Services Company, II - This entity owns 100%, either directly or indirectly, of ONEOK Energy Marketing Company; ONEOK Energy Services Canada, LTD; ONEOK Energy Services Holdings, L.L.C.; ONEOK Energy Services, L.P.; and ONEOK Texas Resources, Inc. This company has no assets or operations other than its investment in these entities.

ONEOK Energy Marketing Company (OEMC) - This entity provides physical marketing and supply services. OEMC manages the commodity price and volumetric risk in our retail operations through a variety of risk management and hedging activities. The retail marketing business serves municipal, small commercial, industrial and agricultural customers in the Mid-Continent region, residential and agricultural customers in Nebraska and residential customers in Wyoming.

ONEOK Energy Services Canada, LTD - This entity delivers physical natural gas products and risk-management services through its network of contracted natural gas transportation and storage capacity and natural gas supply. This contracted storage and transportation capacity connects the major supply and demand centers throughout the United States into Canada.

ONEOK Energy Services Holdings, L.L.C. - This entity owns 99% of ONEOK Energy Services, L.P. This company has no assets or operations other than its investment in ONEOK Energy Services, L.P.

ONEOK Energy Services, L.P. - This entity delivers physical natural gas products and risk-management services through our network of contracted natural gas transportation and storage capacity and natural gas supply. This contracted storage and transportation capacity connects the major supply and demand centers throughout the United States and into Canada. Our customers are primarily LDCs, electric utilities, and commercial and industrial end-users.

ONEOK Texas Resources, Inc. - This entity owns available for sale marketable securities.

ONEOK Partners GP, L.L.C. - This entity owns the entire 2% general partner interest and 500,000 limited partner units of ONEOK Partners, L.P.

ONEOK Services Company - This entity provides labor resources to ONEOK and ONEOK Partners operations.

ONEOK Leasing Company - This entity owns operates and leases available space in ONEOK, Inc.'s corporate headquarters building to ONEOK, ONEOK Partners and third-parties.

ONEOK Parking Company, L.L.C - This entity owns operates and leases available space in ONEOK, Inc.'s parking garage attached to its corporate headquarters building to ONEOK, ONEOK Partners and third-parties.

ONEOK Bushton Processing, Inc. - This entity leases portions of equipment at a natural gas processing plant in Bushton, Kansas (the Bushton Plant) under non-cancelable operating leases. We acquired the leases in a business combination in prior years. ONEOK Partners has certain contractual rights to the Bushton Plant through a Processing and Services Agreement with us, which sets out the terms for processing and related services we provide at the Bushton Plant through 2012. ONEOK Partners has contracted for all of the capacity of the Bushton Plant from us. In exchange, ONEOK Partners pays us for all costs and expenses necessary for the operation and maintenance of the Bushton Plant and reimburses us for our obligations under equipment leases covering portions of the Bushton Plant.

ONEOK Kansas Properties, L.L.C. - This entity owns several pieces of intellectual properties used among the ONEOK group.

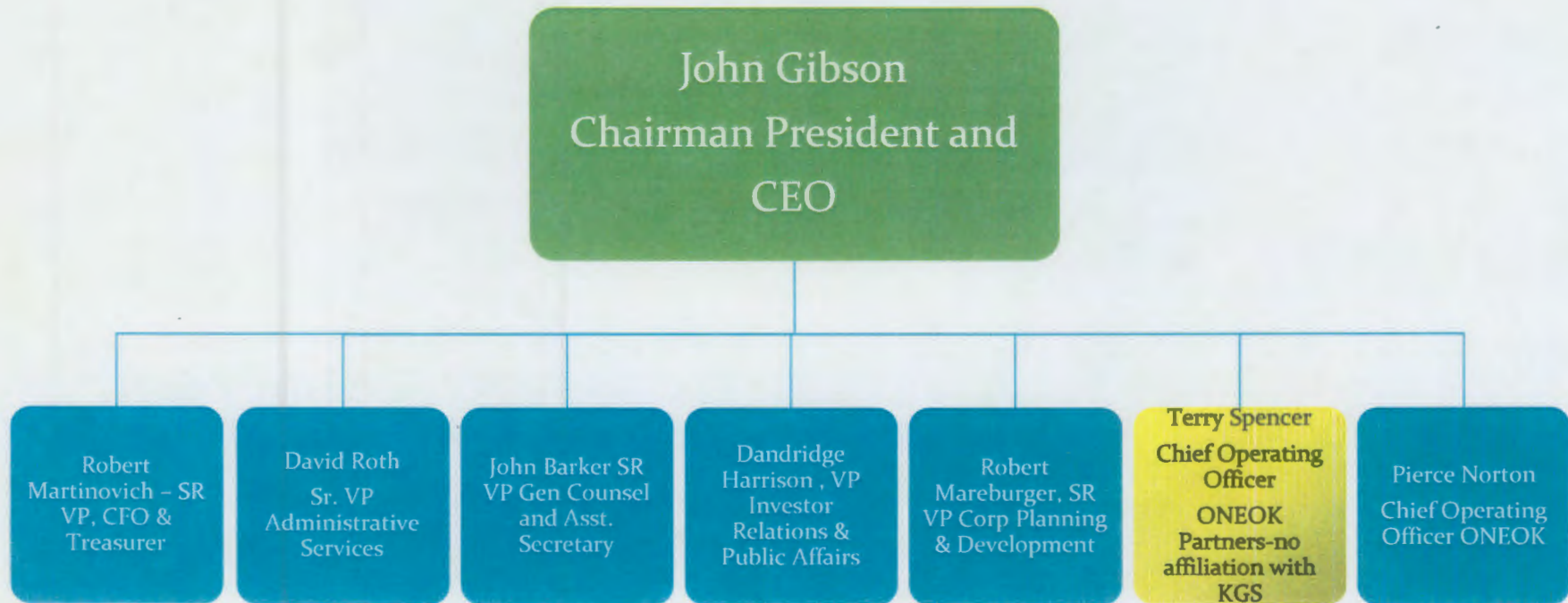
ONEOK Kansas Company - This entity acts as an internal bank for ONEOK and helps provide cash management functions among ONEOK's various entities other than ONEOK Partners.

NBP Services, LLC - This entity has no assets or operations.

Kansas Gas Marketing Company - This entity has no assets or operations.

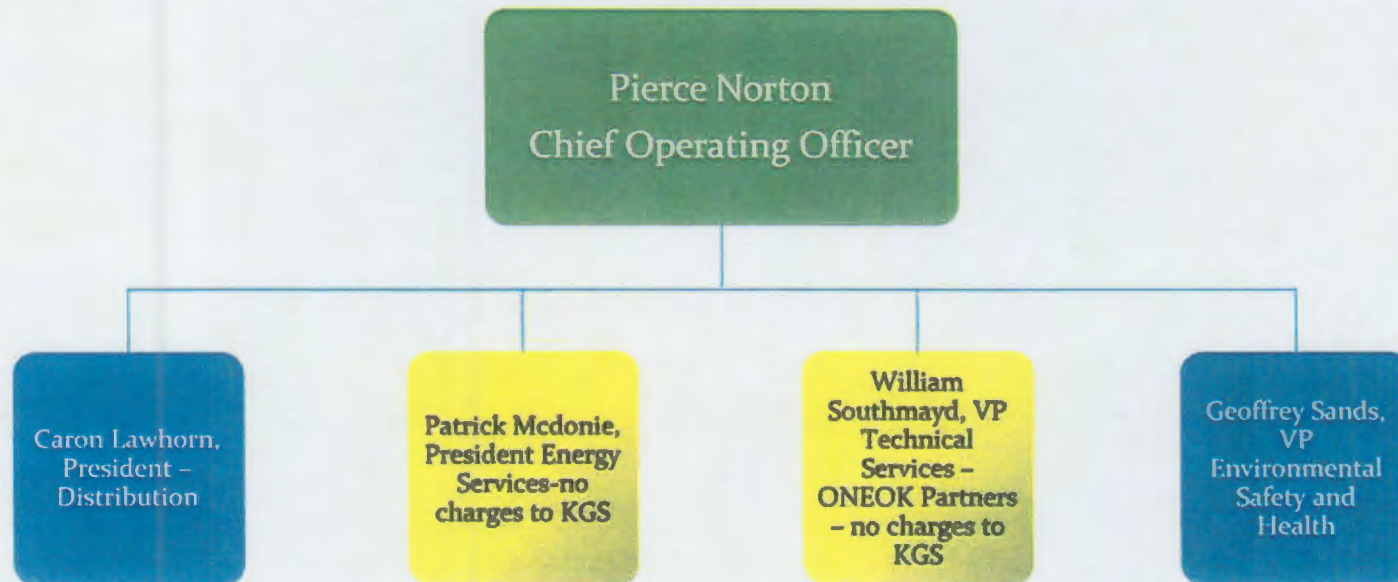
ONEOK Organization Chart

Attachment B-3



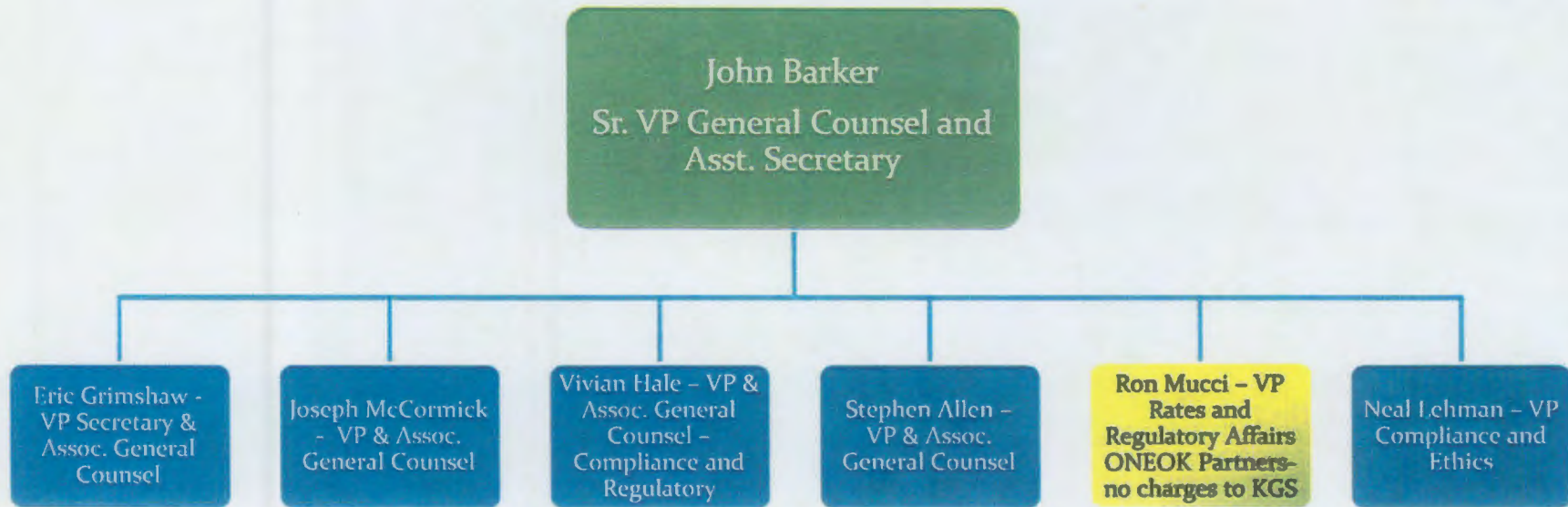
ONEOK Chief Operating Officer Organization Chart

Attachment B-3



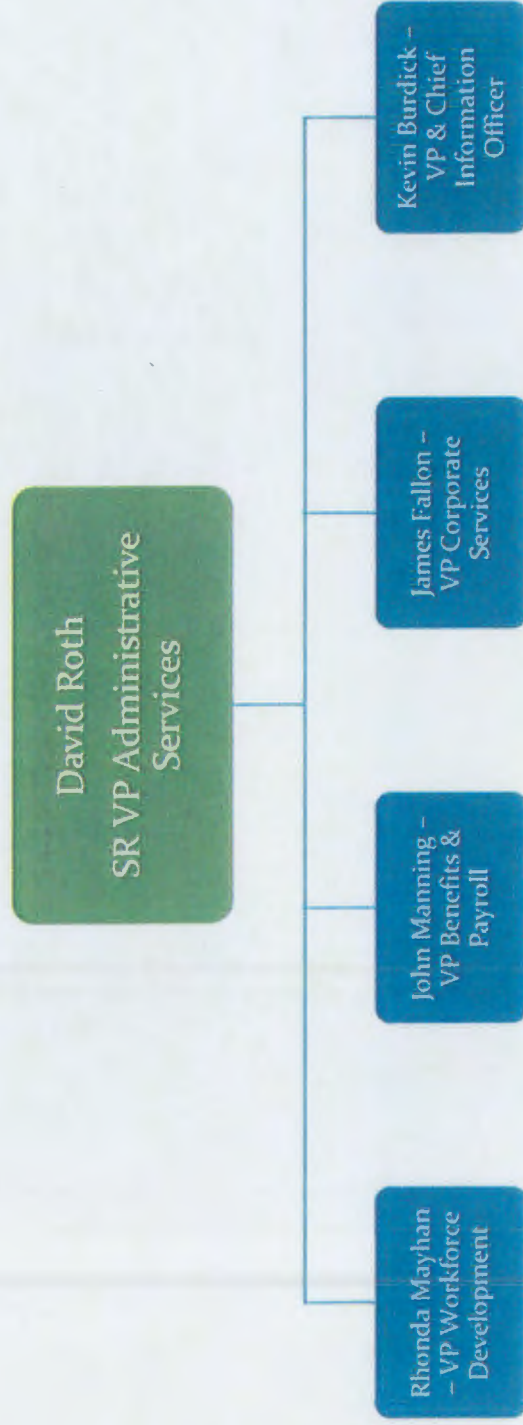
ONEOK Sr. VP General Counsel Organization Chart

Attachment B-3



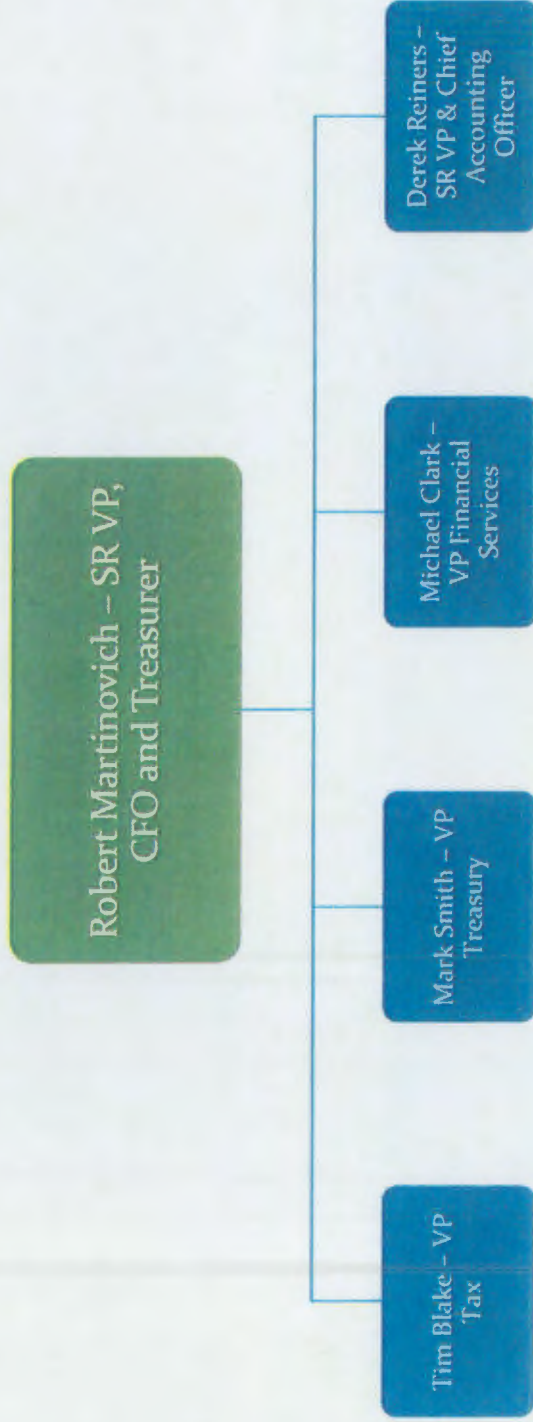
ONEOK Sr. VP Administrative Services Organization Chart

Attachment B-3



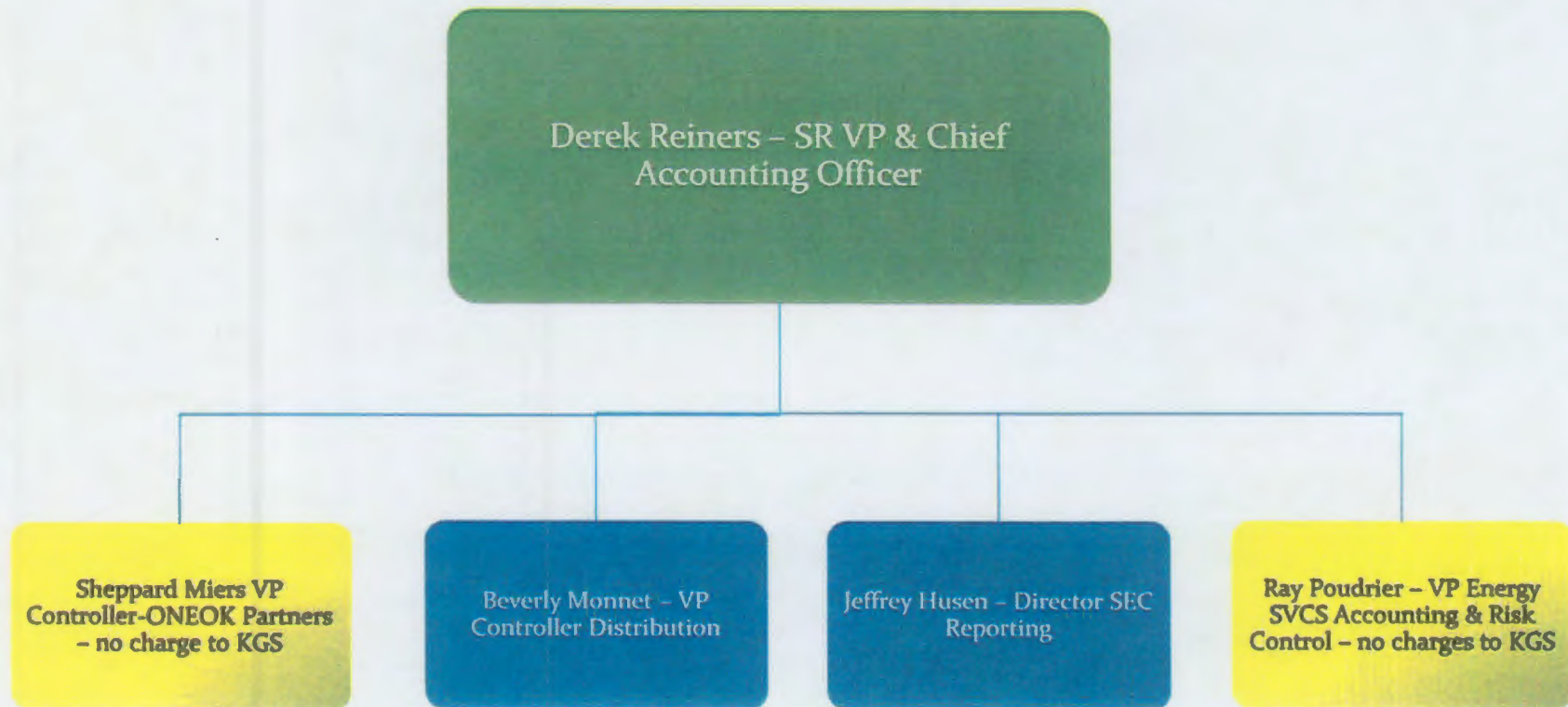
ONEOK Sr. VP, CFO and Treasurer Organization Chart

Attachment B-3



ONEOK Sr. VP, CFO and Treasurer Organization Chart

Attachment B-3



ONEOK President Distribution Companies Organization Chart

Attachment B-3



ONEOK INC
Listing of Officers Shared with Associated Companies

Attachment B-3

Allen, Stephen B	VP & ASSOC GEN COUNS	Advises company on legal rights and obligations. Manages the general law department and monitors the activity of outside counsel.
Arnold, Dave	VP CUSTOMER SERVICE	Responsible for implementation of all systems related to the delivery of customer service.
Barker, John Roy	SR VP, GEN COUNSEL AND ASST SEC	The head of all legal affairs of the company.
Blake, Timothy S (Tim)	VP TAX	Responsible for establishing and implementing tax policy and overseeing the preparation of tax returns and related reports to ensure compliance with all federal, state and local tax laws and regulations.
Burdick, Kevin L	VP & CHIEF INFORMATION OFFICER	Responsible for the total IT function and resources, including strategic planning.
Clark, Michael D	VP FINANCIAL SERVICES	Responsible for the company's audit, financial planning and financial business process improvement functions.
Fallon, James M	VP CORP SVCS	Responsible for staff functions such as building management, purchasing and right of way.
Gibson, John W	CHAIRMAN PRESIDENT AND CEO	Responsible for establishing and executing the company's major goals and objectives. Responsible for company profits and losses. Provide leadership, direction and guidance of company activities.
Grimshaw, Eric	VP, SECRETARY & ASSOC GEN COUNS	Responsible for preparing and maintaining all official corporate documents pertaining to the shareholders and the Board of Directors.
Hale, Vivian Cooper (Vick)	VP AND ASSOC GEN COUNSEL COMPL AND REG	Advises company on legal rights and obligations. Ensures compliance with federal, state and local laws and regulations.
Harrison, Dandridge L	VP INVESTOR RELAT & PUBLIC AFFAIRS	Responsible for the investor relations, corporate communications, government relations and community investment functions, including the ONEOK Foundation.
Lawhorn, Caron Allen	PRES ONEOK DISTRIB COMPANIES	Responsible for the company's three natural gas utilities and Retail Marketing.
Lehman, Neal	VP COMPLIANCE AND ETHICS	Responsible for the development and implementation of ONEOK ethic standards.
Manning, John E	VP BENEFITS & PAYROLL	Responsible for overall coordination and management of multiple functions, including development, implementation, and administration of human resource programs such as health and welfare benefits, payroll, government reporting and HRIS.

ONEOK INC
Listing of Officers Shared with Associated Companies

Attachment B-3

Mareburger, Robert S	SR VP CORP PLANNING & DEVELOPMENT	Responsible for business development, strategic and long-range planning and capital investment.
Martinovich, Robert F	SR VP, CFO AND TREAS	Responsible for all financial operations including accounting, tax, audit and treasury.
Mayhan, Rhonda L	VP WORKFORCE DEVELOPMENT	Responsible for designing, implementing and monitoring human resource programs and policies related to planning for long-term human resource needs and trends; ensuring that current employees have the necessary skills for future requirements.
McCormick, Joe	VP & ASSOCIATE GENERAL COUNSEL	Responsible for oversight of all legal activities within the distribution division.
Monnet, Beverly	VP, CONTROLLER DISTRIBUTION	Responsible for accounting functions for the three distribution divisions.
Norton, Pierce H	CHIEF OPERATING OFFICER	Responsible for the company's distribution and energy services business segments, as well as the environment, safety and health, and technical services organizations.
Reiners, Derek S	SR VP & CHIEF ACCTG OFFICER	Responsible for overseeing and directing accounting functions, including contributing to the formulation, implementation, and administration of corporate policies and business goals.
Roth, David E	SR VP ADMINISTRATIVE SERVICES	Directs and coordinates human resources, information technology and corporate services for the company.
Sands, Geoffrey Allen	VP ENVIRONMENTAL SAFETY & HEALTH	Responsible for designing and implementing company environmental control programs to ensure compliance with all federal, state, and local laws and regulations regarding the environment.
Smith, Mark Wayne	VP TREASURY	Responsible for treasury functions such as credit, finance and risk and insurance.
Walker, Dan	VP OPERATIONS & ENGINEERING	Responsible for distribution division safety compliance. Oversees implementation of capital budgets.

ONEOK INC
Summary of Debt Provisions

Attachment B-4

Maturity	2011	2015	2019	2028	2028
Issue Date	4/15/01	6/15/05	2/17/99	9/30/98	9/29/98
Maturity Date	4/15/11	6/15/05	2/1/19	9/30/28	9/30/28
Rate	7.125%	5.200%	6.40%	6.88%	6.50%
Principal	\$400,000,000	\$400,000,000	\$90,055,000	\$100,000,000	\$87,897,000
Annual Interest	\$28,500,000	\$20,800,000	\$5,763,520	\$6,875,000	\$5,713,305
Payments	4/15, 10/15	6/15, 12/15	2/1, 5/1, 8/1, 11/1	4/1, 10/1	2/28, 5/31, 8/31, 11/30
CUSIP	682680AL7	682680AM5	682680AD5	682380AB9	682680AA1
Trustee	Bank of NY	US Bank	Bank of NY	Bank of NY	Bank of NY
Lead Bank(s)	BOA	Citi UBS	Edward Jones	BOA Merrill Lynch	Edward Jones
Callable	Anytime	Anytime	After 2/1/2003	Anytime	After 10/1/2003
Premium	+30bps	+20 bps	None	+20bps	None
Collateral	None	None	None	None	None
Indenture	9/24/98	12/28/01	9/24/98	9/24/98	9/24/98
Filing	Same as Indenture (Annual compliance cert)	Same as Indenture (Annual compliance cert)	Same as Indenture (Annual compliance cert)	Same as Indenture (Annual compliance cert)	Same as Indenture (Annual compliance cert)
Events of Def	Fail to pay Int/Princ/Prem Interest: 30 days Covenants: 60 days Def on Agmt>\$15MM	Fail to pay Int/Princ/Prem Interest: 30 days Covenants: 60 days Def on Agmt>\$100MM	Fail to pay Int/Princ/Prem 30 days notice: Int Covenants: 60 days Def on Agmt>\$15MM	Fail to pay Int/Princ/Prem 30 days notice: Int Covenants: 60 days Def on Agmt>\$15MM	Fail to pay Int/Princ/Prem 30 days notice: Int Covenants: 60 days Def on Agmt>\$15MM
Limitations on Liens	Liens Language 1	Liens Language 1	Liens Language 2	Liens Language 2	Liens Language 2
Lim on S/L	S/L Language 2	S/L Language 2	S/L Language 2	S/L Language 2	S/L Language 2
Mod & Waiver	M&W Language 1	M&W Language 1	M&W Language 2	M&W Language 2	M&W Language 2
Defeasance	Defeasance Language 1	Defeasance Language 1	Defeasance Language 2	Defeasance Language 2	Defeasance Language 2
Covenants	Limitations on Liens Limitations on S/L	Limitations on Liens Limitations on S/L	Limitations on Liens Limitations on S/L	Limitations on Liens Limitations on S/L	Limitations on Liens Limitations on S/L

Attachment B-4

Maturity	2035	5-Year Credit Agreement	Indenture - Bank of NY	Indenture - US Bank
Issue Date	6/17/05	4/5/11	9/24/98	12/28/01
Maturity Date	6/15/35	4/5/16	-	-
Rate	6.00%	BOR (3 days) / Swingline (same d	-	-
Principal	\$400,000,000	\$1,200,000,000	-	-
Annual Interest	\$24,000,000	\$3,000,000 (Facility Fee)	-	-
Payments	6/15, 12/15	-	-	-
CUSIP	682380AN3	-	-	-
Trustee	US Bank	BOA (Administrative Agent)	-	-
Lead Bank(s)	Citi UBS	BOA JPMorgan Royal Bank of Scotland	Chase Bank of TX	US Bank
Callable	Anytime	-	-	-
Premium	+25 bps	-	-	-
Collateral	None	-	-	-
Indenture	12/28/01	-	-	-
Filing	Same as Indenture (Annual compliance cert)	See credit facility Covenants (Sec 6.01 - 6.12)	Comp Certificates Certain SEC filings	Comp Certificates Certain SEC filings
Events of Def	Fail to pay Int/Princ/Prem Interest: 30 days Covenants: 60 days Def on Agmt > \$100MM Bankruptcy, Reorganization	Credit facility Events of Default	See '98 Indenture (Events of Default)	See '01 Indenture (Events of Default)
Limitations on Liens	Liens Language 1	See credit facility covenants (Sec 7.01)	See '98 Indenture (Limitation on Liens)	See '01 Indenture (Limitation on Liens)
Lim on S/L	S/L Language 1	None	See '98 Indenture (S/L)	See '01 Indenture (S/L)
Mod & Waiver	M&W Language 1	None	See each note	See each note
Defeasance	Defeasance Language 1	None	See each note	See each note
Covenants	Limitations on Liens Limitations on S/L	See credit facility covenants	See '98 Indenture (Covenants)	See '01 Indenture (Covenants)

ONEOK, Inc.
Consolidating Income Statement
For the Year Ended December 31, 2010
(Thousands of dollars)

Attachment B-5
Income Statement

	<u>Nonregulated</u>							
	Consolidated				Stand-Alone	ONEOK		
	Utility Operations	Energy Services	Other	Eliminations	ONEOK	Partners	Eliminations	Consolidated
Revenues	\$ 1,817,402	\$ 3,301,177	\$ 641,426	\$ (774,564)	\$ 4,985,441	\$ 8,675,900	\$ (631,290)	\$ 13,030,051
Cost of sales and fuel	1,062,486	3,141,438	340,887	(597,448)	3,947,363	7,531,047	(520,901)	10,957,509
Net margin	754,916	159,739	300,539	(177,116)	1,038,078	1,144,853	(110,389)	2,072,542
Operating expenses								
Operations and maintenance	354,919	25,374	292,342	(177,116)	495,519	363,482	(110,389)	748,612
Depreciation and amortization	130,968	694	1,947	-	133,609	173,708	-	307,317
General taxes	43,941	3,010	4,270	-	51,221	39,994	-	91,215
Total operating expenses	529,828	29,078	298,559	(177,116)	680,349	577,184	(110,389)	1,147,144
Gain (loss) on sale of assets	(13)	-	-	-	(13)	18,632	-	18,619
Operating income	225,075	130,661	1,980	-	357,716	586,301	-	944,017
Equity earnings from investments	-	-	266,610	-	266,610	101,880	(266,610)	101,880
Allowance for equity funds used during construction	-	-	-	-	-	1,018	-	1,018
Other income	3,900	(6,486)	8,167	-	5,581	6,009	-	11,590
Other expense	(3,667)	(346)	(4,578)	-	(8,591)	(2,511)	-	(11,102)
Transfer charge	(19,337)	-	19,337	-	-	-	-	-
Interest expense	(52,305)	(2,707)	(32,920)	-	(87,932)	(204,307)	-	(292,239)
Income before income taxes	153,666	121,122	258,596	-	533,384	488,390	(266,610)	755,164
Income taxes	(60,643)	(42,658)	(95,451)	-	(198,752)	(15,082)	-	(213,834)
Income from continuing operations	93,023	78,464	163,145	-	334,632	473,308	(266,610)	541,330
Net income	93,023	78,464	163,145	-	334,632	473,308	(266,610)	541,330
Net income attributable to noncontrolling interests	-	-	-	-	-	(606)	(206,092)	(206,698)
Net income attributable to ONEOK	\$ 93,023	\$ 78,464	\$ 163,145	\$ -	\$ 334,632	\$ 472,702	\$ (472,702)	\$ 334,632

ONEOK, Inc.
Consolidating Balance Sheets
December 31, 2010
(Thousands of dollars)

Attachment B-5
Balance Sheet

	<u>Nonregulated</u>							ONEOK, Inc. Consolidated
	Consolidated Utility Operations	Energy Services	Other	Eliminations	Stand-Alone ONEOK	ONEOK Partners	Eliminations	
Assets								
Current assets								
Cash and cash equivalents	\$ (261,611)	\$ (222,052)	\$ 507,289	\$ 6,510	\$ 30,136	\$ 898	\$ -	\$ 31,034
Accounts receivable, net	258,166	279,999	134,427	(118,747)	553,845	820,302	(41,421)	1,332,726
Gas and natural gas liquids in storage	135,168	256,896	2,021	-	394,085	317,159	(2,311)	708,933
Commodity imbalances	2,843	-	-	-	2,843	92,353	(342)	94,854
Energy marketing and risk management assets	-	62,113	7,558	(9,347)	60,324	11,100	(9,484)	61,940
Other current assets	157,882	29,945	61,844	(136,993)	112,678	36,960	(80)	149,558
Total Current Assets	292,448	406,901	713,139	(258,577)	1,153,911	1,278,772	(53,638)	2,379,045
Property, plant and equipment	3,745,968	7,961	243,556	-	3,997,485	5,857,000	-	9,854,485
Accumulated depreciation, depletion, & amortization	(1,372,546)	(7,457)	(98,945)	37,194	(1,441,754)	(1,099,548)	-	(2,541,302)
Net property, plant and equipment	2,373,422	504	144,611	37,194	2,555,731	4,757,452	-	7,313,183
Investments and other assets								
Goodwill and intangible assets	157,953	10,255	1,100	-	169,308	661,204	192,382	1,022,894
Investments	-	-	1,994,469	-	1,994,469	1,188,124	(1,994,469)	1,188,124
Energy marketing and risk management assets	-	1,735	455	(269)	1,921	-	-	1,921
Regulatory assets, net	86,471	-	366,945	-	453,416	10,461	-	463,877
Other assets	4,787	10,513	2,170,655	(2,079,333)	106,622	24,087	(578)	130,131
Total investments and other assets	249,211	22,503	4,533,624	(2,079,602)	2,725,736	1,883,876	(1,802,665)	2,806,947
Total assets	\$ 2,915,081	\$ 429,908	\$ 5,391,374	\$ (2,300,985)	\$ 6,435,378	\$ 7,920,100	\$ (1,856,303)	\$ 12,499,175

ONEOK, Inc.
Consolidating Balance Sheets
December 31, 2010
(Thousands of dollars)

Attachment B-5
Balance Sheet

	<u>Nonregulated</u>				Stand-Alone ONEOK	ONEOK Partners	Eliminations	ONEOK, Inc. Consolidated
	Consolidated Utility Operations	Energy Services	Other	Eliminations				
Liabilities and equity								
Current liabilities								
Current maturities of long-term debt	\$ 305	\$ -	\$ 406,000	\$ -	\$ 406,305	\$ 236,931	\$ -	\$ 643,236
Notes payable	-	-	127,000	-	127,000	429,855	-	556,855
Accounts payable	172,358	252,246	62,427	(112,237)	374,794	882,095	(41,421)	1,215,468
Commodity imbalances	37	-	-	-	37	291,110	(2,653)	288,494
Energy marketing and risk management liabilities	-	34,111	7,520	(9,347)	32,284	-	(9,484)	22,800
Other current liabilities	168,782	68,659	184,856	(136,993)	285,304	134,151	4,804	424,259
Total current liabilities	341,482	355,016	787,803	(258,577)	1,225,724	1,974,142	(48,754)	3,151,112
Long-term debt, excluding current maturities	758,279	33,000	1,103,113	(789,422)	1,104,970	2,581,572	-	3,686,542
Deferred credits and other Liabilities								
Deferred income taxes	537,353	5,640	636,301	(34,463)	1,144,831	31,010	(3,844)	1,171,997
Energy marketing and risk management liabilities	-	1,902	588	(269)	2,221	-	-	2,221
Other deferred credits	63,255	702	409,506	37,194	510,657	56,383	(578)	566,462
Total deferred credits and other liabilities	600,608	8,244	1,046,395	2,462	1,657,709	87,393	(4,422)	1,740,680
Commitments and Contingencies								
Shareholders' equity								
ONEOK shareholders' equity								
Common stock	-	3	1,228	(3)	1,228	-	-	1,228
Paid-in capital	877,531	6,072	1,399,556	(890,488)	1,392,671	3,675,395	(3,675,395)	1,392,671
Accumulated other comprehensive income (loss)	-	16,508	(110,450)	(16,508)	(110,450)	6,283	(4,635)	(108,802)
Retained earnings	337,181	11,065	1,827,003	(348,449)	1,826,800	(409,861)	409,861	1,826,800
Treasury stock, at cost	-	-	(663,274)	-	(663,274)	-	-	(663,274)
Total ONEOK shareholders' equity	1,214,712	33,648	2,454,063	(1,255,448)	2,446,975	3,271,817	(3,270,169)	2,448,623
Noncontrolling interests in consolidated subsidiaries	-	-	-	-	-	5,176	1,467,042	1,472,218
Total equity	1,214,712	33,648	2,454,063	(1,255,448)	2,446,975	3,276,993	(1,803,127)	3,920,841
Total liabilities and equity	\$ 2,915,081	\$ 429,908	\$ 5,391,374	\$ (2,300,985)	\$ 6,435,378	\$ 7,920,100	\$ (1,856,303)	\$ 12,499,175

	Consolidated Utility Operations	Stand-alone ONEOK, Inc.	Consolidated ONEOK, Inc.
Total debt to total capitalization			
Notes payable	-	127,000	556,855
Current maturities of long-term debt	305	406,305	643,236
Current portion of capitalized lease obligations	-	-	-
Long-term debt	758,279	1,104,970	3,686,542
Total off balance sheet debt	-	-	-
	<u>758,584</u>	<u>1,638,275</u>	<u>4,886,633</u>
Notes payable	-	127,000	556,855
Current maturities of long-term debt	305	406,305	643,236
Current portion of capitalized lease obligations	-	-	-
Long-term debt	758,279	1,104,970	3,686,542
Total equity	<u>1,214,712</u>	<u>2,446,975</u>	<u>3,920,841</u>
	1,973,296	4,085,250	8,807,474
Total debt to total capitalization	38%	40%	55%
Funds from operations interest coverage			
Net income from continuing operations	93,023	334,632	541,330
Depreciation & amortization	130,968	133,608	307,317
Deferred income taxes (excluding investment tax credit)	58,580	131,904	142,727
Investment tax credit	(424)	(424)	(424)
Allowance for equity funds used during construction	-	-	(1,018)
Allowance for debt funds used during construction	(1,056)	(1,056)	(4,888)
Equity earnings from investments	-	(266,610)	(101,880)
Distributions received	-	303,804	114,805
Gain (loss) on sale of assets	13	13	(18,619)
Deferred income tax adjustment	-	-	-
	<u>281,104</u>	<u>635,871</u>	<u>979,350</u>
Cash paid for interest, net of amounts capitalized	52,305	91,647	298,354
Allowance for debt funds used during construction	1,056	1,056	4,888
Interest expense adjustment	-	-	-
Interest on off balance sheet debt	-	-	-
	<u>53,361</u>	<u>92,703</u>	<u>303,242</u>
	334,465	728,574	1,282,592
Interest expense	52,305	87,933	292,239
Interest expense adjustment	-	-	-
Allowance for debt funds used during construction	1,056	1,056	4,888
Interest on off balance sheet debt	-	-	-
	<u>53,361</u>	<u>88,989</u>	<u>297,127</u>
Funds from operations interest coverage	6.27	8.19	4.32
Funds from operations as a percentage of total debt			
Net income from continuing operations	93,023	334,632	541,330
Depreciation & amortization	130,968	133,608	307,317
Deferred income taxes (excluding investment tax credit)	58,580	131,904	142,727
Investment tax credit	(424)	(424)	(424)
Allowance for equity funds used during construction	-	-	(1,018)
Allowance for debt funds used during construction	(1,056)	(1,056)	(4,888)
Equity earnings from investments	-	(266,610)	(101,880)
Distributions received	-	303,804	114,805
Gain (loss) on sale of assets	13	13	(18,619)
Deferred income tax adjustment	-	-	-
	<u>281,104</u>	<u>635,871</u>	<u>979,350</u>
Notes payable	-	127,000	556,855
Current maturities of long-term debt	305	406,305	643,236
Current portion of capitalized lease obligations	-	-	-
Long-term debt	758,279	1,104,970	3,686,542
Capitalized lease obligations	-	-	-
Total off balance sheet debt	-	-	-
	<u>758,584</u>	<u>1,638,275</u>	<u>4,886,633</u>
Funds from operations as a percentage of total debt	37%	39%	20%