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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation

OGE ENERGY CORP. FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 321

City or town, state or province, country, and ZIP or foreign postal code

OKLAHOMA CITY, OK 73101

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☒ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ 12,130,957.

J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

73-6093572

B Telephone number (see instructions)

(405) 553-3622

C If exemption application is
pending, check here.☐

D 1 Foreign organizations, check here.

☐2 Foreign organizations meeting the
85% test, check here and attach
computation☐E If private foundation status was terminated
under section 507(b)(1)(A), check here.☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here.☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,500,000.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	63.	63.		
4 Dividends and interest from securities	229,962.	229,962.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	389,848.			
b Gross sales price for all assets on line 6a 7,433,184.				
7 Capital gain net income (from Part IV, line 2)		389,848.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1	8,033.	8,033.		
12 Total. Add lines 1 through 11	2,127,906.	627,906.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc. . .	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) [2]	38,379.	38,379.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [3]	19,500.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 4	7,364.			7,364.
24 Total operating and administrative expenses. Add lines 13 through 23.	65,243.	38,379.		7,364.
25 Contributions, gifts, grants paid	2,788,908.			2,788,908.
26 Total expenses and disbursements. Add lines 24 and 25	2,854,151.	38,379.		2,796,272.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . .	-726,245.			
b Net investment income (if negative, enter -0-)		589,527.		
c Adjusted net income (if negative, enter -0-)				

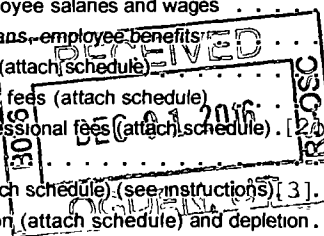
JSA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2015)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year		End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments				
3 Accounts receivable	613,132.	281,389.	281,389.	
Less allowance for doubtful accounts		1,617,501.	1,617,501.	
4 Pledges receivable				
Less allowance for doubtful accounts				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7 Other notes and loans receivable (attach schedule)				
Less allowance for doubtful accounts				
8 Inventories for sale or use	100,000.	100,000.	100,000.	
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations (attach schedule)				
b Investments - corporate stock (attach schedule) ATCH 6				
c Investments - corporate bonds (attach schedule) ATCH 7				
11 Investments - land, buildings, and equipment basis	6,364,864.	4,984,397.	4,984,397.	
Less accumulated depreciation (attach schedule)	6,461,710.	5,147,670.	5,147,670.	
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,539,706.	12,130,957.	12,130,957.	
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)				
24 Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.	0.	0.		
25 Unrestricted				
26 Temporarily restricted	13,539,706.	12,130,957.		
27 Permanently restricted				
28 Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
29 Capital stock, trust principal, or current funds				
30 Paid-in or capital surplus, or land, bldg., and equipment fund				
31 Retained earnings, accumulated income, endowment, or other funds				
Total net assets or fund balances (see instructions)	13,539,706.	12,130,957.		
Total liabilities and net assets/fund balances (see instructions)	13,539,706.	12,130,957.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,539,706.
2 Enter amount from Part I, line 27a	2	-726,245.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	12,813,461.
5 Decreases not included in line 2 (itemize)	5	682,504.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,130,957.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	389,848.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	2,770,981.	13,344,199.	0.207654
2013	2,466,077.	12,825,719.	0.192276
2012	1,939,465.	11,720,243.	0.165480
2011	2,076,636.	7,846,259.	0.264666
2010	1,407,304.	3,381,158.	0.416220
2 Total of line 1, column (d)			2 1.246296
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.249259
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 11,570,811.
5 Multiply line 4 by line 3			5 2,884,129.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,895.
7 Add lines 5 and 6			7 2,890,024.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,796,272.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	11,791.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	11,791.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,791.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	13,424.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,424.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,633.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 9,633. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address WWW.OGE.COM/COMMUNITY/OGEFOUNDATION		
14 The books are in care of CHUCK WALWORTH Telephone no 405-553-3566		
Located at P.O. BOX 321, MC/1100 OKLAHOMA CITY, OK ZIP+4 73101		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15	N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here N/A		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No	
If "Yes," list the years N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions), ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. ☐

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Part IX-A Summary of Direct Charitable Activities**Part IX-B Summary of Program-Related Investments** (see instructions)Form **990-PF** (2015)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,284,534.
b	Average of monthly cash balances	1b	462,482.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,747,016.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,747,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	176,205.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,570,811.
6	Minimum investment return. Enter 5% of line 5	6	578,541.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	578,541.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	11,791.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,791.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	566,750.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	566,750.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	566,750.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,796,272.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,796,272.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,796,272.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				566,750.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> ,20 <u>12</u> ,20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010 1,240,562.				
b From 2011 1,689,815.				
c From 2012 1,364,282.				
d From 2013 1,836,620.				
e From 2014 2,125,236.				
f Total of lines 3a through e	8,256,515.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>2,796,272.</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				566,750.
e Remaining amount distributed out of corpus.	2,229,522.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,486,037.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	1,240,562.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	9,245,475.			
10 Analysis of line 9				
a Excess from 2011 1,689,815.				
b Excess from 2012 1,364,282.				
c Excess from 2013 1,836,620.				
d Excess from 2014 2,125,236.				
e Excess from 2015 2,229,522.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

ATCH 10

b The form in which applications should be submitted and information and materials they should include

ATCH 11

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ATCH 12

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 13				
Total			▶ 3a	2,788,908.
b Approved for future payment ATCH 14				
Total			▶ 3b	257,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	63.	
4 Dividends and interest from securities				14	229,962.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	389,848.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a _____						
b ATCH 15 _____					8,033.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					627,906.	
13 Total. Add line 12, columns (b), (d), and (e)						627,906.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|---|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

4/15/16

► Treasures

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KELLI ARCHIBALD

Preparer's signature

Kelli + Andrew

Date

11/14/16

Check ☐ if self-employed

PTIN

P00180332

Firm's name	▶ ERNST & YOUNG U.S. LLP
-------------	--------------------------

Firm's EIN ▶ 34-6565596

Firm's address ▶ 2 N CENTRAL AVE, STE 2300
PHOENIX, AZ

85004

Phone no 602-322-3000

Form **990-PF** (2015)

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2015▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

OGE ENERGY CORP. FOUNDATION, INC.

Employer identification number

73-6093572

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization OGE ENERGY CORP. FOUNDATION, INC.

Employer identification number
73-6093572**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OKLAHOMA GAS AND ELECTRIC COMPANY P.O. BOX 321 OKLAHOMA CITY, OK 73101	\$ 1,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization OGE ENERGY CORP. FOUNDATION, INC.

Employer identification number

73-6093572

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization OGE ENERGY CORP. FOUNDATION, INC.

Employer identification number

73-6093572

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,433,184.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 7,043,336.				P	VAR 389,848.	VAR
TOTAL GAIN(LOSS)							<u>389,848.</u>	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REBATE FROM TRUSTEES FEE	8,033.	8,033.
TOTALS	8,033.	8,033.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TRUST SERVICE FEES	38,379.	38,379.
TOTALS	38,379.	38,379.

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
SECTION 4940 EXCISE TAX	19,500.
TOTALS	<u>19,500.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
DONEE SOFTWARE ADMIN FEE	7,364.	7,364.
TOTALS	<u>7,364.</u>	<u>7,364.</u>

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	OKLAHOMA CITY BOATHOUSE FOUNDATION	
ORIGINAL AMOUNT:	100,000.	
INTEREST RATE:	400.0000 %	
DATE OF NOTE:	12/15/2011	
MATURITY DATE:	12/31/2017	
REPAYMENT TERMS:	PAYABLE ON DEMAND BUT NO LATER THAN DEC. 31 2017	
SECURITY PROVIDED:	PROMISSORY NOTE	
PURPOSE OF LOAN:	LOAN PROVIDED TO 501(C)(3) ORGANIZATION	
BEGINNING BALANCE DUE		100,000.
ENDING BALANCE DUE		<u>100,000.</u>
ENDING FAIR MARKET VALUE		<u>100,000.</u>
 TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		<u><u>100,000.</u></u>
 TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		<u><u>100,000.</u></u>
 TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		<u><u>100,000.</u></u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DODGE & COX INTL STK FD	277,898.	277,898.
HARBOR INTERNATIONAL-INSTL	282,237.	282,237.
DFA LARGE CAP VAL PORTF	559,021.	559,021.
OPPENHEIMER DEV MKTS	285,083.	285,083.
T ROWE PRICE GWTH STK	721,400.	721,400.
T ROWE PRICE NEW HORIZONS	125,746.	125,746.
PRUD/JENN MIDCAP GRTH-Z	202,082.	202,082.
DFA US SML CAP VAL PORT	121,178.	121,178.
MFS INTL NEW DISCOVERY-I	287,405.	287,405.
VANGUARD INSTL INDX-INST	1,268,484.	1,268,484.
VANGUARD M/C INDEX INST	404,361.	404,361.
VANGUARD S/C INDEX INST	244,050.	244,050.
JOHN HANCOCK DISC VALUE M/C	205,452.	205,452.
TOTALS	<u>4,984,397.</u>	<u>4,984,397.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TEMPLETON GLOBAL BD-ADV	689,901.	689,901.
CAVANAL HILL S/T INC-INST	748,207.	748,207.
CAVANAL HILL BOND-INST	1,747,302.	1,747,302.
FEDERATED HI YLD BD-INST	661,767.	661,767.
METROPOLITAN WEST T/R BD-I	1,300,493.	1,300,493.
TOTALS	<u>5,147,670.</u>	<u>5,147,670.</u>

ATTACHMENT 8

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

UNREALIZED LOSSES

682,504.

TOTAL

682,504.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SEAN TRAUSCHKE P.O. BOX 321 OKLAHOMA CITY, OK 73101	PRESIDENT 1.00	0.	0.	0.
CHUCK WALWORTH P.O. BOX 321 OKLAHOMA CITY, OK 73101	TREASURER 1.00	0.	0.	0.
ROSE ROYAL P.O. BOX 321 OKLAHOMA CITY, OK 73101	SECRETARY 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEAN TRAUSCHKE
P.O. BOX 321, MAILCODE 1100
OKLAHOMA CITY, OK 73101
405-553-3397

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

NO SPECIFIC FORM. APPLICATION SHOULD INCLUDE IRS 501(C)(3)
DETERMINATION LETTER

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS ARE LIMITED TO ORGANIZATIONS LOCATED IN THE OKLAHOMA GAS
AND ELECTRIC SERVICE AREA.

OGE Energy Corp. Foundation, Inc			Attachment 13
EIN. 73-6093572			
Grants Paid During Year			
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount
I2E Inc. 840 Research Parkway, Ste 250 Oklahoma City, OK 73104	PC	General Support	15,000
Ablene Christian University ACU Box 29120 Abilene, TX 79699	PC	General Support	40
Ada Regional United Way PO Box 355 Ada, OK 74821	PC	General Support	4,882
Allied Arts 1015 N Broadway Avenue Oklahoma City, OK 73102	PC	General Support	100,000
Arthritis Foundation 1355 Peachtree St NE, Ste 600 Atlanta, GA 30309	PC	General Support	25,000
Benedictine College 1020 N 2nd St Atchison, KS 66002	PC	General Support	1,500
Boy Scouts of America Last Frontier Council 3031 NW 64th St Oklahoma City, OK 73116	PC	General Support	5,000
Broadmoore Elementary 3401 S Broadway St Moore, OK 73160	GOV	General Support	999
Bryan County United Way P.O. Box 192 Durant, OK 74702	PC	General Support	1,709
Bryant Elementary 9400 S Bryant Ave Oklahoma, OK 73160	PC	General Support	1,000
CASA of Oklahoma County 5905 Classen Court, Ste 302 Oklahoma City, OK 73118	PC	General Support	25,000

OGE Energy Corp Foundation, Inc.				Attachment 13
EIN: 73-6093572				
Grants Paid During Year				
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount	
Cavanaugh Elementary School 1025 School St Fort Smith, AR 72908	GOV	General Support	991	
Colby Community College Endowment Foundation 1255 S Range Ave Colby, KS 67701	PC	General Support	1,500	
County Line Elementary School 1200 W County Line Rd New Braunfels, TX 78130	GOV	General Support	1,000	
Creative Oklahoma, Inc. 133 W Main St, Ste 100 Oklahoma City, OK 73102	PC	General Support	15,000	
East Central University Foundation, Inc. ECU Alumni Center Ada, OK 74820	PC	General Support	1,000	
East Central University Foundation, Inc. ECU Alumni Center Ada, OK 74820	PC	General Support	5,000	
East Central University Foundation, Inc. ECU Alumni Center Ada, OK 74820	PC	General Support	520	
East Central University Foundation, Inc. ECU Alumni Center Ada, OK 74820	PC	General Support	5,000	
Enid Higher Education Council 1220 E Grand, PO Box 310 Tonkwa, OK 74653	PC	General Support	2,500	
Euper Lane Elementary School 6601 Euper Ln Fort Smith, AR 72903	GOV	General Support	644	
First Tee Metro OKC 600 N Martin Luther King Oklahoma City, 73101	PC	General Support	12,500	

OGE Energy Corp. Foundation, Inc.			Attachment 13
EIN: 73-6093572			
Grants Paid During Year			
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount
Freedom School Oklahoma City, Inc. PO Box 554364 Oklahoma City, OK 73154	PC	General Support	1,000
Glenpool Middle School 14401 S College St Glenpool, OK 74033	GOV	General Support	980
Greater Oklahoma City Chamber 123 Park Ave Oklahoma City, OK 73102	SO-1	General Support	30,000
Heartline, Inc PO Box 12832 Oklahoma City, OK 73157	PC	General Support	5,000
Homer Elementary School 1400 N Monte Vista St Ada, OK 74820	GOV	General Support	999
Junior Achievement of Oklahoma City 39947 S 103rd E Ave Tulsa, OK 74146	PC	General Support	15,000
Junior Achievement of Oklahoma City 39947 S 103rd E Ave Tulsa, OK 74146	PC	General Support	10,000
Lake Area United Way 221 West Ridge Rd Griffith, IN 46319	PC	General Support	20,800
Leadership Oklahoma 730 W Wilshire Blvd, Ste 116 Oklahoma City, OK 73116	PC	General Support	5,000
Leonardo's Children Museum 200 E Maple Ave Enid, OK 73701	PC	General Support	25,000
Lone Grove Primary School 54 1st St Lone Grove, OK 73443	GOV	General Support	968

OGE Energy Corp. Foundation, Inc.			Attachment 13
EIN: 73-6093572			
Grants Paid During Year			
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount
McCloud Elementary School 200 S Main St McCloud, OK 74851	GOV	General Support	967
Morrison High School 2nd St Morrison, OK 73061	GOV	General Support	1,000
Myriad Gardens Foundation 301 W Reno Oklahoma City, OK 73102	PC	General Support	25,000
Oklahoma Christian University Oklahoma City, OK 73136	PC	General Support	1,000
Oklahoma City All Sports Association, Inc. 211 N Robinson Oklahoma City, OK 73102	PC	General Support	625,000
Oklahoma City Boathouse Foundation 725 S Lincoln Oklahoma City, OK 73129	PC	General Support	125,000
Oklahoma City Boathouse Foundation 725 S Lincoln Oklahoma City, OK 73129	PC	General Support	125,000
Oklahoma City Boathouse Foundation 725 S Lincoln Oklahoma City, OK 73129	PC	General Support	125,000
Oklahoma City Museum of Art 415 Couch Drive Oklahoma City, OK 73102	PC	General Support	25,000
Oklahoma City Philharmonic 428 W California Oklahoma City, OK 73102	SO - I	General Support	15,000
Oklahoma City Philharmonic 428 W California Oklahoma City, OK 73102	GOV	General Support	15,000

OGE Energy Corp. Foundation, Inc.			Attachment 13
EIN: 73-6093572			
Grants Paid During Year			
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount
Oklahoma City Public Schools Foundation 431 W Main St, Ste E	PC	General Support	50,000
Oklahoma City, OK 73102			
Oklahoma City University	PC	General Support	3,600
2501 N Blackwelder			
Oklahoma City, OK 73106			
Oklahoma City University	PC	General Support	50
2501 N Blackwelder			
Oklahoma City, OK 73106			
Oklahoma FIRST Robotics	PC	General Support	5,000
200 Bedford St			
Manchester, NH 03101			
Oklahoma School of Science & Mathematics	PC	General Support	50,000
1141 N Lincoln Blvd			
Oklahoma City, OK 73104			
Oklahoma State University Foundation	PC	General Support	8,175
PO Box 1749			
Stillwater, OK 74076			
Oklahoma State University Foundation	PC	General Support	1,100
PO Box 1749			
Stillwater, OK 74076			
Oklahoma State University Foundation	PC	General Support	4,450
PO Box 1749			
Stillwater, OK 74076			
Oklahoma State University Foundation	PC	General Support	100
PO Box 1749			
Stillwater, OK 74076			
Oklahoma State University Foundation	PC	General Support	5,000
PO Box 1749			
Stillwater, OK 74076			
Oklahoma State University Foundation	PC	General Support	225,000
PO Box 1749			
Stillwater, OK 74076			

OGE Energy Corp. Foundation, Inc.				Attachment 13
EIN: 73-6093572				
Grants Paid During Year				
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount	
OSU Foundation for the Energy Laboratory PO Box 1749 Stillwater, OK 74076	PC	General Support	15,000	
Northeastern State University Foundation 812 N Cedar Ave Tahlequah, OK 74462	PC	General Support	250	
Regional Food bank of Oklahoma PO Box 270968 Oklahoma City, OK 73137	PC	General Support	12,500	
Regional Food bank of Oklahoma PO Box 270968 Oklahoma City, OK 73137	PC	General Support	11,575	
Regional Food bank of Oklahoma PO Box 270968 Oklahoma City, OK 73137	PC	General Support	5,000	
Roland Upper Elementary School 300 Ranger Blvd Roland, OK 74954	GOV	General Support	1,000	
Rose Union Elementary 5100 NW 220th St Edmond, OK 73025	GOV	General Support	1,000	
Seminole State College Educational Foundation PO Box 351 Seminole, OK 74818	PC	General Support	2,600	
Seminole State College Educational Foundation PO Box 351 Seminole, OK 74818	PC	General Support	100	
Seminole State College Educational Foundation PO Box 351 Seminole, OK 74818	PC	General Support	100	
Seminole State College Educational Foundation PO Box 351 Seminole, OK 74818	PC	General Support	200	

OGE Energy Corp Foundation, Inc.				Attachment 13
EIN: 73-6093572				
Grants Paid During Year				
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount	
Southern Nazarene University 6729 NW 39th Expressway ethany, OK 73008	PC	General Support	100	
Southern Nazarene University 6729 NW 39th Expressway ethany, OK 73008	PC	General Support	1,800	
Southwestern Christian University 7210 NW 39th Expressway Bethany, OK 73008	PC	General Support	2,500	
Spring Creek Elementary 15400 N Rockwell Ave Edmond, OK 73013	PC	General Support	999	
St. Gregory's University 1900 W Macarthur Shawnee, OK 74804	PC	General Support	250	
St. Gregory's University 1900 W Macarthur Shawnee, OK 74804	PC	General Support	2,600	
St. Gregory's University 1900 W Macarthur Shawnee, OK 74804	PC	General Support	250	
Stillwater Area United Way 109 E 9th Stillwater, OK 74074	PC	General Support	2,806	
Tabor College 400 S Jefferson Hillsboro, KS 67063	PC	General Support	500	
Teach for America - Oklahoma 25 Broadway, 12 Floor New York, NY 10004	PC	General Support	150,000	
The Foundation for Oklahoma City Public Schools 431 West main Street, Ste E Oklahoma City, OK 73102	PC	General Support	20,000	

OGE Energy Corp. Foundation, Inc.				Attachment 13
EIN: 73-6093572				
Grants Paid During Year				
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount	
The Nature Conservancy 4245 N Fairfax Dr, Ste 100 Arlington, VA 22203	PC	General Support	100,000	
The Nature Conservancy 4245 N Fairfax Dr, Ste 100 Arlington, VA 22203	PC	General Support	10,000	
The Salvation Army - Central Oklahoma Area Command 1001 N Pennsylvania Ave Oklahoma City, OK 73107	PC	General Support	100,000	
Tilles Elementary School 815 N 16th St Fort Smith, AR 72901	GOV	General Support	450	
Tulsa Area United Way 1430 S Boulder Tulsa, OK 74199	PC	General Support	9,964	
United Fund of Woodward PO Box 584 Woodward, OK 73802	PC	General Support	2,097	
United Way of Candadian County PO Box 850097 Yukon, OK 73085	PC	General Support	14,137	
United Way of Central Oklahoma 1444 NW 28th St Oklahoma City, OK 73106	PC	General Support	264,230	
United Way of Central Oklahoma 1444 NW 28th St Oklahoma City, OK 73106	PC	General Support	100,000	
United Way of Central Oklahoma 1444 NW 28th St Oklahoma City, OK 73106	PC	General Support	75,000	
United Way of Enid & NW Oklahoma PO Box 5828 Enid, OK 73702	PC	General Support	6,492	

OGE Energy Corp. Foundation, Inc.			Attachment 13
EIN: 73-6093572			
Grants Paid During Year			
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount
United Way of Logan County PO Box 1602 Guthrie, OK 73044	PC	General Support	3,694
United Way of Ft. Smith 4000 Southpark Tyler, TX 75703	PC	General Support	9,155
United Way of Norman 2424 Springer Dr Norman, OK 73069	PC	General Support	20,495
United Way of Ponca City 205 North 2nd Ponca City, OK 74601	PC	General Support	325
United Way of Pottawatomie County PO Box 697 Shawnee, OK 74802	PC	General Support	10,152
United Way of South Central Oklahoma PO Box 323 Ardmore, OK 73402	PC	General Support	5,940
United Way of Southeastern Oklahoma PO Box 68 McAlester, OK 74502	PC	General Support	90
University of Arkansas Foundation 535 Research Center Blvd, No 120 Fayetteville, AR 72701	PC	General Support	1,450
University of Arkansas Foundation 535 Research Center Blvd, No 120 Fayetteville, AR 72701	PC	General Support	600
University of Arkansas - Ft. Smith 5210 Grand Ave Fort Smith, AR 72904	PC	General Support	5,000
University of Arkansas - Ft. Smith 5210 Grand Ave Fort Smith, AR 72904	PC	General Support	11,000

OGE Energy Corp. Foundation, Inc.			Attachment 13
EIN: 73-6093572			
Grants Paid During Year			
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount
University of Central Oklahoma 1444 NW 28th St Oklahoma City, OK 73106	PC	General Support	1,100
University of Central Oklahoma 1444 NW 28th St Oklahoma City, OK 73106	PC	General Support	2,500
University of Illinois 601 East John St Champaign, IL 61820	GOV	General Support	50
University of Illinois 601 East John St Champaign, IL 61820	GOV	General Support	75
University of Oklahoma Foundation 100 Timberdell Rd Norman, OK 73019	PC	General Support	3,850
University of Oklahoma Foundation 100 Timberdell Rd Norman, OK 73019	PC	General Support	480
University of Oklahoma Foundation 100 Timberdell Rd Norman, OK 73019	PC	General Support	3,110
University of Oklahoma Foundation 100 Timberdell Rd Norman, OK 73019	PC	General Support	2,850
University of South Dakota Foundation 1110 N Dakota, PO Box 5555 Vermillion, SD 57069	PC	General Support	100
University of South Dakota Foundation 1110 N Dakota, PO Box 5555 Vermillion, SD 57069	PC	General Support	100
University of Tulsa 800 S Tucker Dr Tulsa, OK 74104	PC	General Support	250

OGE Energy Corp. Foundation, Inc.				Attachment 13
EIN: 73-6093572				
Grants Paid During Year				
Grantee	Foundation Status of Recipient	Purpose of Grant	Amount	
University of Wisconsin - Platteville 1 University Plaza Platteville, WI 53818	GOV	General Support	75	
Urban League of Greater Oklahoma City 3900 Martin Luther King Ave Oklahoma City, OK 73111	PC	General Support	15,000	
Washington Grade Center 600 S Oak Ada, OK 74820	GOV	General Support	998	
Woodward Early Childhood Center 3801 34th St Woodward, OK 73801	GOV	General Support	997	
Total			2,788,908	

FORM 950PE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENID HIGHER EDUCATION COUNCIL PO BOX 310 TOKAWA, OK 74653	NONE PC	PROVIDE SCHOLARSHIPS	7,500
GREATER OKC CHAMBER OF COMMERCE 123 PARK AVE OKLAHOMA CITY, OK 73102	NONE PC	FORWARD OKC V	150,000
OKLAHOMA SCHOOL OF SCIENCE AND MATHEMATICS 1141 N LINCOLN BLVD OKLAHOMA CITY, OK 73104	NONE PC	BRIDGE/FACULTY ENDOWMENT	100,000
TOTAL CONTRIBUTIONS APPROVED			<u>257,500</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
REBATE FR TRUSTEE FEE			01	8,033.	
TOTALS				<u>8,033.</u>	

OFFICE OF THE SECRETARY OF STATE



**AMENDED NOT FOR PROFIT
CERTIFICATE OF INCORPORATION**

WHEREAS, the Amended Not For Profit Certificate of Incorporation of

OGE ENERGY CORP. FOUNDATION, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
27th day of February, 2008.*

M. Susan Savage

Secretary of State

OKLAHOMA SECRETARY OF STATE



SOS



8986260002

**AMENDED
CERTIFICATE OF INCORPORATION
(NOT FOR PROFIT)**

TO: OKLAHOMA SECRETARY OF STATE
2300 N Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 521-3912

The undersigned corporation, for the purpose of amending its certificate of incorporation pursuant to Title 18, Section 1077, hereby certifies:

1. A. The name of the corporation is:

Oklahoma Gas and Electric Company Foundation, Inc.

- B. As amended: The name of the corporation has been changed to:

OGE Energy Corp. Foundation, Inc.

(Please note: The new name of the corporation **MUST** contain one of the following words or abbreviations: association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate, limited, co., corp., inc. or ltd.)

2. In the event the corporation is a church, the street address of its location is:

Street Address (P.O. BOXES ARE NOT ACCEPTABLE) Code	City	Zip
--	------	-----

3. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

Name of Agent	Street Address (P.O. BOXES ARE NOT ACCEPTABLE)	City	County	Zip Code
Carla Brockman	321 N. Harvey Ave.	Oklahoma City	Oklahoma	73102

4. Set forth clearly any and all amendments to the Certificate of Incorporation which are desired to be made:

See Amended Articles of Incorporation attached hereto.

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**OKLAHOMA SECRETARY
OF STATE**

CHECK ONE OF THE FOLLOWING STATEMENTS, WHICHEVER IS APPLICABLE:

 The governing body of the corporation adopted a resolution setting forth the amendment proposed and declaring its advisability.

At a subsequent meeting held upon notice stating the purpose thereof and given in accordance with the provision of Title 18, Section 1067, a majority of all the members of the governing body voted in favor of the amendment.

OR

 X At a meeting of the governing body of said corporation, a resolution was duly adopted setting forth the foregoing proposed amendment(s) to the certificate of incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members for consideration thereof.

Pursuant to such call and to due written notice given to each member, a meeting was held, at which meeting the necessary number of members as required by the certificate of incorporation of said corporation voted in favor of the amendment(s).

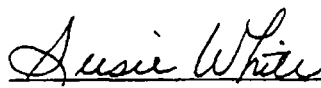
IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President or Vice President and attested by its Secretary or Assistant Secretary, this 1st day of November, 2007


By _____ President

Pete Delaney

(PLEASE PRINT NAME)

ATTEST:


By _____ Secretary-Treasurer

Susie White

(PLEASE PRINT NAME)

OKLAHOMA GAS AND ELECTRIC COMPANY FOUNDATION, INC.
SPECIAL MEETING OF BOARD OF DIRECTORS
NOVEMBER 1, 2007

Pursuant to Article III, Section 4, of the By-laws of the Oklahoma Gas and Electric Company Foundation, Inc., the Directors of the corporation held a special meeting on November 1, 2007, at the office of the Oklahoma Gas and Electric Company, 321 North Harvey, Oklahoma City, Oklahoma.

The following Directors were present, to-wit:

P B Delaney	Director
J R Hatfield	Director
C D Brockman	Secretary-Treasurer

Upon discussion, the Directors discussed appointing Mr. Pete Delaney to fill the unexpired term of President due to the death of Mr. Steve Moore and appointing Ms. Susie White to replace Mrs. Carla Brockman as Secretary-Treasurer of the Corporation and be an authorized signer on the Foundation's checking account.

After such discussion and upon proper motion the Directors voted, pursuant to Article III, Section 4, of the By-Laws of the Corporation, to elect Mr. Pete Delaney to the position of President and Ms. Susie White to the position of Secretary-Treasurer of the Corporation.

Pursuant to Article III, Section 4, of the By-laws of the Corporation, the Directors elected the following officers for the unexpired terms thereof:

Pete Delaney	President
Susie White	Secretary-Treasurer

After discussion, upon motions made, seconded and carried, the following resolution was unanimously adopted:

BE IT AND IT IS HEREBY RESOLVED by the Board of Directors of OGE Energy Corp. Foundation, Inc. (formerly Oklahoma Gas and Electric Company Foundation, Inc.) that Mr. Pete Delaney be elected to the position of President of the Foundation and that Ms. Susie White be elected to the position of Secretary-Treasurer of the Foundation, and that any two of the following named signatures are to be recognized in the payment of funds from the OGE Energy Corp foundation, Inc. General Checking Account at the Bank of Oklahoma, N.A. in Oklahoma city, effective November 1, 2007.

Hand Signatures:

Pete Delaney
James R. Hatfield

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OF STATE

Paul Renfrow
Danny P. Harris
Susie White

Pursuant to Article V of the By-Laws of the Corporation, the Directors, upon proper Resolution therefore and declaring the advisability thereof, approved amending the By-laws of the Corporation. A true and correct copy of the so amended By-Laws is attached to these Minutes.

After discussion, upon motions made, seconded and carried, the following resolution was unanimously adopted:

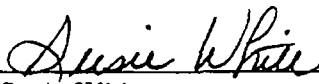
BE IT AND IT IS HEREBY RESOLVED by the Board of Directors of OGE Energy Corp. Foundation, Inc. (formerly Oklahoma Gas and Electric Company Foundation, Inc.) the Amended By-Laws attached to these minutes be and are hereby approved.

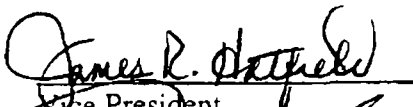
All actions of the Officers and Directors in connection with the affairs of the Corporation since the last annual meeting were ratified and confirmed.

There being no further business to come before the meeting, the same was, upon motion duly made and seconded, adjourned.

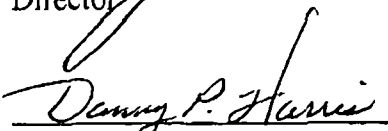
APPROVED:


President


Susie White
Secretary


Vice President


Director


Director

OKLAHOMA GAS AND ELECTRIC COMPANY FOUNDATION, INC.
SPECIAL MEETING OF MEMBERS
NOVEMBER 1, 2007

Pursuant to Article I, Section 4, of the By-laws of the Oklahoma Gas and Electric Company Foundation, Inc., the Members of the corporation held a special meeting on November 1, 2007, at the office of the Oklahoma Gas and Electric Company, 321 North Harvey, Oklahoma City, Oklahoma.

The following Members were present, to-wit:

P B Delaney	Director
J R Hatfield	Director
C D Brockman	Secretary-Treasurer

The Members discussed appointing Ms. Susie White to replace Mrs. Carla Brockman as Secretary-Treasurer of the Corporation and be an authorized signer on the Foundation's checking account.

Pursuant to Article I, Section 1, of the By-Laws of the Corporation, the Members by a majority vote increased the number of Members to five (5) electing the following as a Members of the Corporation:

Paul Renfrow
Danny P. Harris
Susie White, as replacement for Carla Brockman

Pursuant to Title 18, Section 1077 of the Oklahoma Statutes, the Directors, upon consideration of a proper Resolution and declaring its advisability, approved the Amended Certificate of Incorporation and Amended Articles of Incorporation, true and correct copies attached to these Minutes, and directed the filing thereof with the Secretary of State of the States of Oklahoma and Arkansas.

After discussion, upon motions made, seconded and carried, the following resolution was unanimously adopted:

BE IT AND IT IS HEREBY RESOLVED by Members of Oklahoma Gas and Electric Company Foundation, Inc. that the Amended Certificate of Incorporation and Amended Articles of Incorporation attached to these minutes be and are hereby approved and be filed with the Secretary of State of the States of Oklahoma and Arkansas.

Pursuant to Article V of the By-Laws of the Corporation, the Members upon discussion to increase the number of Directors from three to five, upon motions made, seconded and carried, the following resolution was unanimously adopted:

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**OKLAHOMA SECRETARY
OF STATE**

BE IT AND IT IS HEREBY RESOLVED by the members of OGE Energy Corp Foundation, Inc. (formerly Oklahoma Gas and Electric Company Foundation, Inc.), that the By-Laws, Article II, Section 1, be amended to read as follows:

"Section 1. The number of Directors shall be five, who shall hold their office until their successors are elected and qualified."

In all other respects the By-Laws shall remain unchanged.

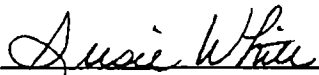
All actions of the Officers and Directors in connection with the affairs of the Corporation since the last annual meeting were ratified and confirmed.

There being no further business to come before the meeting, the same was, upon motion duly made and seconded, adjourned.

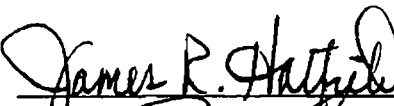
APPROVED:



President



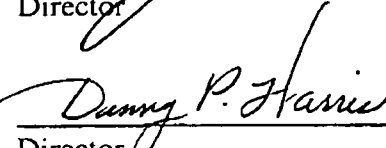
Susie White
Secretary



Vice President



Director



Director

AMENDED ARTICLES OF INCORPORATION OF
OKLAHOMA GAS AND ELECTRIC COMPANY FOUNDATION, INC.

We, Pete Delaney, James Hatfield, and Carla Brockman, the directors and officers of **OKLAHOMA GAS AND ELECTRIC COMPANY FOUNDATION, INC.**, respectfully show:

1. That on March 22, 1957, Articles of Incorporation were filed in the office of the Secretary of State of Oklahoma; that under said Articles of Incorporation and the charter issued thereunder, said corporation was chartered for a perpetual existence. Said Articles of Incorporation and charter are here referred to and made a part hereof as though set out in full.
2. That the corporation is a non-stock, charitable corporation and has no stated capital.
3. That the undersigned show that said corporation has paid the annual franchise tax and real and personal tax, as evidenced by certificates from the Oklahoma Tax Commission and the County Treasurer herewith presented.
4. That the undersigned, as officers and directors of said corporation, desire to amend the Articles of Incorporation of Oklahoma Gas and Electric Company Foundation, Inc., and for such purposes state:

FIRST

The name of this corporation shall be OGE ENERGY CORP. FOUNDATION, INC.

SECOND

The address of its Registered Office in the State of Oklahoma is 321 North Harvey Avenue, Oklahoma City, Oklahoma County, Oklahoma 73102, and the name of its Registered Agent is Carla D. Brockman, whose address is 321 North Harvey Avenue, Oklahoma City, Oklahoma County, Oklahoma 73102.

THIRD

The term for which this corporation shall exist is perpetual.

FOURTH

This corporation is organized and will be operated exclusively for charitable, scientific, literary and educational purposes, no part of the net earnings of which shall ever inure to

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**OKLAHOMA SECRETARY
OF STATE**

the benefit of any private member or individual, and no part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. In furtherance of, and in keeping with, the purposes for which this corporation is formed, it is authorized to take and receive money, securities and property of every type by gift, bequest, devise, transfer or otherwise, and to hold and disburse the same and the income therefrom. It is further authorized to borrow money, mortgage, sell, invest and reinvest its assets and income in any type of property, and to do any and all things necessary, incident or convenient to the carrying on of its corporate purposes provided, however, that the corporate property, including the income therefrom, shall be used only within the United States.

FIFTH

This corporation is a non-stock, non-profit, charitable corporation, and has no stated capital.

SIXTH

No person shall be a member of this corporation who is not an officer, director, employee or corporate affiliate or subsidiary of OGE Energy Corp.

SEVENTH

The number of directors of this corporation shall be five, and the names of those who are selected as such directors and who shall hold their office until the next annual election or until their successors are elected and qualified are as follows:

Pete Delaney
James Hatfield
Paul Renfrow
Danny Harris
Susie White

The Certificate of Incorporation to be issued will be subject to the following constitutional requirements: That the corporation to which it is issued will submit any difference it may have with employees with references to labor, to arbitration, as shall be provided by law.

EIGHTH

In the event of the dissolution of the corporation, after the payment of all obligations, all funds and property remaining shall be applied solely for the purposes for which the corporation is found.

NINTH

The Directors of this corporation are authorized to adopt, alter or repeal the by-laws, subject to the power of the members to alter or repeal such by-laws provided, however, the Board of Directors shall not adopt or alter any by-law fixing their number, qualifications, classifications or term of office.

In Witness Whereof, We have hereunto subscribed our names this 1st day of November, 2007. (Signatures of All Directors)

Pete Delaney
James E. Hatfield
Carla A Brockman

STATE OF OKLAHOMA }
COUNTY OF Oklahoma } SS.

The foregoing instrument was acknowledged before me on the 1st day of NOVEMBER, 2007, by Pete Delaney, James Hatfield, and Carla Brockman, as Directors of Oklahoma Gas and Electric Company Foundation, Inc., an Oklahoma corporation, on behalf of the corporation.

My Commission Expires:

July 6, 2009

Kelly Hammett Coyle
Notary Public
Commission No. 01009409



CERTIFICATE

I do hereby certify that the Directors named in the Amended Articles of Incorporation were duly elected at a meeting of the members held for said purpose, conducted by me at 321 North Harvey Avenue, Oklahoma City, Oklahoma, on the 1st day of November, 2007.

Pete B. Delaney

Pete Delaney

Presiding Chairman of said meeting

STATE OF OKLAHOMA }
 } SS.
COUNTY OF Cleveland }

PETE DELANEY, of lawful age, being first duly sworn, says:

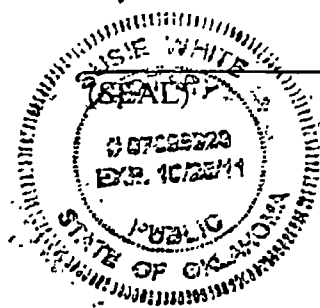
That he is the above-named Presiding Chairman; that he has read the foregoing instrument, knows the contents thereof, and that the facts set forth therein are true and correct.

Pete B. Delaney

Pete Delaney

Subscribed and sworn to before me this 1st day of November, 2007.

My Commission Expires: 10/25/11



Susie White

Notary Public

Commission No. 07009920

CERTIFICATE OF COUNTY TREASURER
AS TO PAYMENT OF TAXES

STATE OF OKLAHOMA }
 } SS.
COUNTY OF OKLAHOMA }

The undersigned, Forrest "Butch" Freeman, County Treasurer of Oklahoma County, State of Oklahoma, does hereby certify that all taxes heretofore levied against **OKLAHOMA GAS AND ELECTRIC COMPANY FOUNDATION, INC.**, located in the City of Oklahoma City, Oklahoma, have been paid up to and including the first half of the fiscal year ending December 31, 2006, and that there are no delinquent taxes against said corporation shown by the records in the office of the County Treasurer of Oklahoma County, Oklahoma.

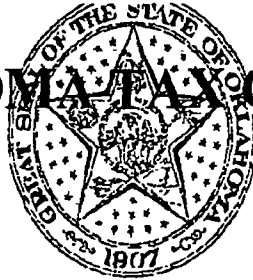
In witness whereof, the said County Treasurer has hereunto set his hand and affixed his seal a such County Treasurer, this the 16th day of January, 2007.⁸

COUNTY TREASURER OF OKLAHOMA COUNTY

By Beverly Ray
Forrest "Butch" Freeman



OKLAHOMA TAX COMMISSION



TAXPAYER ASSISTANCE DIVISION
Connie Stewart, Director
(405) 522-4180

December 31, 2007

TPA

Oklahoma Gas and Electric Company Foundation, Inc.
PO Box 321
Oklahoma City, OK 73101-0321

Dear Ms. Blundell:

A review of the records of the Oklahoma Tax Commission does not indicate any outstanding liabilities for Oklahoma Gas and Electric Company Foundation, Inc. or any tax warrants filed under 736093572.

Please note that this opinion does not reflect an actual field audit of books and records and as such the Tax Commission is not prohibited from issuing any subsequent assessments arising from either subsequent information or an audit of actual books and records.

Sincerely,

OKLAHOMA TAX COMMISSION

A handwritten signature in cursive script, reading "Sharon Cargill".
Sharon Cargill