#### April 30, 2013

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#### ONEOK, Inc. and Subsidiaries CONSOLIDATED STATEMENTS OF INCOME

#### Three Months Ended March 31, (Unaudited) 2013 2012 (Thousands of dollars, except per share amounts) 3,541,445 Revenues \$ 3,414,600 2,917,993 Cost of sales and fuel 2,771,013 623,452 Net margin 643,587 Operating expenses 223,603 Operations and maintenance 192,881 83,409 Depreciation and amortization 90,221 10,255 Goodwill impairment General taxes 35,820 31,177 317,722 Total operating expenses 349,644 57 Gain on sale of assets Operating income 273,849 325.922 25,855 34,620 Equity earnings from investments Allowance for equity funds used during construction 9,087 975 7,364 9,861 Other income (2,596)(2,274)Other expense Interest expense (net of capitalized interest of \$12,868 and \$8,977, respectively) (80,437)(75,815)233,122 293,289 Income before income taxes (67,417)(73,839) Income taxes 165,705 219,450 Income from continuing operations Income from discontinued operations, net of tax 762 Gain on sale of discontinued operations, net of tax 13,250 Net income 165,705 233,462 Less: Net income attributable to noncontrolling interests 53,184 110,597 112,521 Net income attributable to ONEOK 122,865 \$ Amounts attributable to ONEOK: \$ 112,521 Income from continuing operations \$ 108,853 Income from discontinued operations 14,012 112,521 Net income \$ 122,865 \$ Basic earnings per share: \$ Income from continuing operations 0.55\$ 0.52 Income from discontinued operations 0.07 \$ 0.55 Net income \$ 0.59 Diluted earnings per share: \$ 0.54 \$ 0.51 Income from continuing operations Income from discontinued operations 0.07 \$ 0.54 Net Income \$ 0.58 Average shares (thousands) Basic 205,479 207.617 Diluted 209,458 211,852 \$ 0.36 Dividends declared per share of common stock 0.305

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#### ONEOK, Inc. and Subsidiaries CONSOLIDATED BALANCE SHEETS

(Unaudited)	March 31, 2013	December 31, 2012	
Assets	(Thousands		
Current assets	(	· <b>y</b>	
Cash and cash equivalents	\$ 143,947	\$ 583,618	
Accounts receivable, net	1,261,804	1,349,371	
Gas and natural gas liquids in storage	302,473	517,014	
Commodity imbalances	75,629	90,211	
Energy marketing and risk management assets	11,656	48,577	
Other current assets	154,154	175,869	
Total current assets	1,949,663	2,764,660	
Property, plant and equipment Property, plant and equipment Accumulated depreciation and amortization	13,560,483 3,039,265	13,088,991 2,974,651	
Net property, plant and equipment	10,521,218	10,114,340	
Investments and other assets			
Investments in unconsolidated affiliates	1,220,129	1,221,405	
Goodwill and intangible assets	994,289	996,206	
Other assets	760,920	758,664	
Total investments and other assets	2,975,338	2,976,275	
Total assets	\$ 15,446,219	\$ 15,855,275	

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#### ONEOK, Inc. and Subsidiaries CONSOLIDATED BALANCE SHEETS (Continued)

(Unaudited)	March 3 2013	31,	December 31, 2012
Liabilities and equity	(Thousands of dollars)		
Current liabilities			,
Current maturities of long-term debt	\$ 10,	771	\$ 10,855
Notes payable	551	,250	817,170
Accounts payable	1,205	,248	1,333,489
Commodity imbalances	201	,553	272,436
Energy marketing and risk management liabilities	10	,323	9,990
Other current liabilities	357	,880	369,054
Total current liabilities	2,337	,025	2,812,994
Long-term debt, excluding current maturities	6,513	,327	6,515,372
Deferred credits and other liabilities			
Deferred income taxes	1,678	,887	1,592,802
Other deferred credits	712	,847	701,657
Total deferred credits and other liabilities	2,391	,734	2,294,459
Commitments and contingencies			
Equity			
ONEOK shareholders' equity:			
Common stock, \$0.01 par value:			
authorized 600,000,000 shares; issued 245,811,180 shares and outstanding			
206,088,765 shares at March 31, 2013; issued 245,811,180 shares and			
outstanding 204,935,043 shares at December 31, 2012	2	,458	2,458
Paid-in capital	1,267	,735	1,324,698
Accumulated other comprehensive loss	(223	,153)	(216,798)
Retained earnings	2,097	,764	2,059,024
Treasury stock, at cost: 39,722,415 shares at March 31, 2013, and			
40,876,137 shares at December 31, 2012	(1,010	,450)	(1,039,773)
Total ONEOK shareholders' equity	2,134	,354	2,129,609
Noncontrolling interests in consolidated subsidiaries	2,069	,779	2,102,841
Total equity	4,204	,133	4,232,450
Total liabilities and equity	\$ 15,446	,219	\$ 15,855,275

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#### ONEOK, Inc. and Subsidiaries CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended				
(Unaudited)	March 31, 2013 2012				
(Ondidated)		(Thousands	of do		
Operating activities		(Incusanas	oj uc	, iiii 15)	
Net income	\$	165,705	\$	233,462	
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization		90,221		83,417	
Impairment of goodwill		· -		10,255	
Gain on sale of discontinued operations		-		(13,250)	
Equity earnings from investments		(25,855)		(34,620)	
Distributions received from unconsolidated affiliates		23,495		36,879	
Deferred income taxes		68,107		51,411	
Share-based compensation expense		16,756		5,008	
Allowance for equity funds used during construction		(9,087)		(975)	
Gain on sale of assets		(41)		(57)	
Other		(2,227)		28,501	
Changes in assets and liabilities:		(2,221)		20,501	
Accounts receivable		90,953		180,413	
		214,541			
Gas and natural gas liquids in storage		· · · · · · · · · · · · · · · · · · ·		251,227	
Accounts payable		(103,690)		(176,674)	
Commodity imbalances, net		(56,301)		(101,604)	
Energy marketing and risk management assets and liabilities		21,346		(122,900)	
Other assets and liabilities, net  Cash provided by operating activities		(22,425) 471,498		426,085	
Investing activities					
Capital expenditures (less allowance for equity funds used during construction)		(501,065)		(348,437)	
Proceeds from sale of discontinued operations, net of cash sold		-		32,008	
Contributions to unconsolidated affiliates		(3,036)		(2,577)	
Distributions received from unconsolidated affiliates		6,698		4,062	
Proceeds from sale of assets		2,596		521	
Other		, <u>-</u>		24	
Cash used in investing activities		(494,807)		(314,399)	
Financing activities					
Repayment of notes payable, net		(265,920)		(422,225)	
Issuance of debt, net of discounts		-		699,657	
Long-term debt financing costs		_		(5,392)	
Repayment of debt		(1,975)		(3,082)	
Issuance of common stock		2,831		2,228	
Issuance of common units, net of issuance costs		12,819		459,735	
Dividends paid		(73,781)		(63,375)	
Distributions to noncontrolling interests		(90,336)		(72,852)	
Cash provided by (used in) financing activities		(416,362)		594,694	
Change in cash and cash equivalents		(439,671)		706,380	
Change in cash and cash equivalents  Change in cash and cash equivalents included in discontinued operations		(437,071)		8,859	
Change in cash and cash equivalents included in discontinued operations  Change in cash and cash equivalents from continuing operations		(439,671)		715,239	
Cash and cash equivalents from continuing operations  Cash and cash equivalents at beginning of period		583,618		65,953	
Cash and cash equivalents at beginning of period	\$	143,947	\$	781,192	

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ONEOK, Inc. and Subsidiaries INFORMATION AT A GLANCE

Three Months Ended March 31.

		Marc	h 31,	
(Unaudited)		2013	2	2012
	(Mi	llions of dolla	rs, excep	t as noted
ONEOK Partners		250.7	Ф	421.1
Net margin	\$	370.6	\$	421.1
Operating costs	\$ \$	138.3 54.7	\$ \$	115.9
Depreciation and amortization				49.3
Operating income	\$ \$	177.7	\$	256.0
Capital expenditures	•	443.5	\$	280.8
Natural gas gathering and processing business (a)				1.045
Natural gas gathered (BBtu/d)		1,215		1,045
Natural gas processed (BBtu/d) (b)		989		769
NGL sales (MBbl/d)		72		53
Residue gas sales (BBtu/d)		436		357
Realized composite NGL net sales price (\$/gallon) (c)	\$	0.85	\$	1.09
Realized condensate net sales price (\$/Bbl) (c)	\$	88.28	\$	89.89
Realized residue gas net sales price (\$/MMBtu) (c)	\$	3.57	\$	3.71
Natural gas pipelines business (a)				
Natural gas transportation capacity contracted (MDth/d)		5,670		5,552
Transportation capacity subscribed (d)		93%		92%
Average natural gas price				
Mid-Continent region (\$/MMBtu)	\$	3.42	\$	2.37
Natural gas liquids business				
NGL sales (MBbl/d)		578		511
NGLs fractionated (MBbl/d) (e)		512		585
NGLs transported-gathering lines (MBbl/d) (a)		498		498
NGLs transported-distribution lines (MBbl/d) (a)		394		485
Conway-to-Mont Belvieu OPIS averge price differential -				
ethane in ethane/propane mix (\$/gallon)	\$	0.01	\$	0.24
(b) - Includes volumes processed at company-owned and third-part	-			
<ul> <li>(b) - Includes volumes processed at company-owned and third-part</li> <li>(c) - Presented net of the impact of hedging activities on our equit</li> <li>(d) - Prior periods have been recast to reflect current estimated ca</li> </ul>	y volumes.	ties.		
<ul> <li>(b) - Includes volumes processed at company-owned and third-part</li> <li>(c) - Presented net of the impact of hedging activities on our equit</li> <li>(d) - Prior periods have been recast to reflect current estimated ca</li> <li>(e) - Includes volumes fractionated from company-owned and thir</li> </ul>	y volumes.	ties.		
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution	y volumes.	251.7	\$	237.3
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and third Natural Gas Distribution  Net margin	y volumes. apacity. d-party facili		\$ \$	237.3 105.0
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs	y volumes.  upacity.  d-party facili	251.7		
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization	y volumes.  apacity. d-party facili  \$	251.7 116.2	\$	105.0
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income	y volumes.  apacity. d-party facili  \$ \$ \$	251.7 116.2 34.9	\$ \$	105.0 33.5
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and third Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures	y volumes.  upacity. d-party facili  \$ \$ \$ \$	251.7 116.2 34.9 100.6	\$ \$ \$	105.0 33.5 98.8
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and third Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures	y volumes.  upacity. d-party facili  \$ \$ \$ \$	251.7 116.2 34.9 100.6	\$ \$ \$	105.0 33.5 98.8
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and third Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bcf)	y volumes.  upacity. d-party facili  \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7	\$ \$ \$	105.0 33.5 98.8 58.4
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bcf)  Natural gas sales  Transportation	y volumes.  upacity. d-party facili  \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7	\$ \$ \$	105.0 33.5 98.8 58.4 65.6
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bcf)  Natural gas sales  Transportation	y volumes.  upacity. d-party facili  \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7	\$ \$ \$	105.0 33.5 98.8 58.4 65.6
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bcf)  Natural gas sales  Transportation  Natural gas margins	y volumes. apacity. d-party facili \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7	\$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bef)  Natural gas sales  Transportation  Natural gas margins  Net margin on natural gas sales  Transportation margin	y volumes. apacity. d-party facili  \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7	\$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin  Operating costs Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bcf)  Natural gas sales  Transportation  Natural gas margins  Net margin on natural gas sales  Transportation margin	y volumes. apacity. d-party facili  \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7	\$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5 201.0 27.0
(b) - Includes volumes processed at company-owned and third-par (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bcf)  Natural gas sales  Transportation  Natural gas margins  Net margin on natural gas sales  Transportation margin  Energy Services  Net margin  Operating costs	y volumes.  apacity. d-party facilit  \$ \$ \$ \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7 214.0 29.3	\$ \$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5 201.0 27.0
(b) - Includes volumes processed at company-owned and third-par (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Natural Gas Distribution  Net margin  Operating costs  Depreciation and amortization  Operating income  Capital expenditures  Natural gas volumes (Bcf)  Natural gas sales  Transportation  Natural gas margins  Net margin on natural gas sales  Transportation margin  Energy Services  Net margin  Operating costs	y volumes.  apacity. d-party facili  \$ \$ \$ \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7 214.0 29.3	\$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5 201.0 27.0
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin Operating costs Depreciation and amortization Operating income Capital expenditures Natural gas volumes (Bcf) Natural gas sales Transportation Natural gas margins Net margin on natural gas sales Transportation margin  Energy Services Net margin Operating costs Depreciation and amortization	y volumes. apacity. d-party facili  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7 214.0 29.3	\$ \$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5 201.0 27.0 (15.4) 4.8
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin Operating costs Depreciation and amortization Operating income Capital expenditures Natural gas volumes (Bcf) Natural gas sales Transportation Natural gas margins Net margin on natural gas sales Transportation margin  Energy Services Net margin Operating costs Depreciation and amortization Goodwill impairment	y volumes. apacity. d-party facili  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7 214.0 29.3	\$ \$ \$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5 201.0 27.0 (15.4) 4.8 0.1 10.3
(b) - Includes volumes processed at company-owned and third-part (c) - Presented net of the impact of hedging activities on our equit (d) - Prior periods have been recast to reflect current estimated ca (e) - Includes volumes fractionated from company-owned and thir Natural Gas Distribution  Net margin Operating costs Depreciation and amortization Operating income Capital expenditures Natural gas volumes (Bcf) Natural gas sales Transportation Natural gas margins Net margin on natural gas sales Transportation margin  Energy Services Net margin Operating costs Depreciation and amortization Goodwill impairment Operating income (loss) Natural gas marketed (Bcf)	y volumes.  upacity.  d-party facili  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7 214.0 29.3	\$ \$ \$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5 201.0 27.0 (15.4) 4.8 0.1 10.3
Transportation Natural gas margins Net margin on natural gas sales	y volumes.  upacity.  d-party facili  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	251.7 116.2 34.9 100.6 53.7 73.0 58.7 214.0 29.3	\$ \$ \$ \$ \$ \$	105.0 33.5 98.8 58.4 65.6 57.5 201.0 27.0 (15.4) 4.8 0.1 10.3 (30.7)

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### ONEOK, Inc. and Subsidiaries CONSOLIDATING INCOME STATEMENT

### Three Months Ended March 31, 2013

(Unaudited)	ON	ЕОК		EOK tners		olidating atries	Cons	olidated
(Chamanea)	011				lions of dollars)			
Operating income				`	,	,		
ONEOK Partners	\$	-	\$	178	\$	-	\$	178
Natural Gas Distribution		101		-		-		101
Energy Services		(4)		-		-		(4)
Other		(1)		-		-		(1)
Operating income		96		178		-		274
Equity in earnings of ONEOK Partners		104		-		(104)		-
Other income		2		37		-		39
Interest expense		(24)		(56)		-		(80)
Income taxes		(65)		(2)		-		(67)
Income from continuing operations		113		157		(104)		166
Net Income		113		157		(104)		166
Less: Net income attributable to noncontrolling interests		-		-		53		53
Net income attributable to ONEOK	\$	113	\$	157	\$	(157)	\$	113

### ONEOK, Inc. and Subsidiaries CONSOLIDATING INCOME STATEMENT

#### Three Months Ended March 31, 2012

			ON	EOK	Cons	olidating		
(Unaudited)	udited) ONEOK		Partners		Entries		Cons	olidate d
		(Millions of dollars)			lars)			
Operating income								
ONEOK Partners	\$	-	\$	256	\$	-	\$	256
Natural Gas Distribution		99		-		-		99
Energy Services		(31)		-		-		(31)
Other		2		-		-		2
Operating income		70		256		-		326
Equity in earnings of ONEOK Partners		128		-		(128)		-
Other income		4		40		-		44
Interest expense		(23)		(53)		-		(76)
Income taxes		(70)		(4)		-		(74)
Income from continuing operations		109		239		(128)		220
Income (loss) from discontinued operations, net of tax		14		-		-		14
Net Income		123		239		(128)		234
Less: Net income attributable to noncontrolling interests		-		-		111		111
Net income attributable to ONEOK	\$	123	\$	239	\$	(239)	\$	123

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ONEOK, Inc. and Subsidiaries

RECONCILIATION OF NON-GAAP FINANCIAL MEASURE

ONEOK, Inc. Stand-Alone Cash Flow, Before Changes in Working Capital

	Three Months Ended			
(Unaudited)	March 31, 2013			
	(Millions	of dollars)		
Net income	\$	165.7		
Net income attributable to noncontrolling interests		(53.2)		
Equity in earnings of ONEOK Partners		(103.5)		
Distributions received from ONEOK Partners		130.7		
Depreciation, amortization and impairment		35.5		
Deferred income taxes		66.6		
Other		14.6		
Cash flow, before changes in working capital	\$	256.4		