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BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

IN THE MATTER OF THE APPLICATION OF)	
OKLAHOMA GAS AND ELECTRIC COMPANY)	CAUSE NO. PUD 200800398
FOR AN ORDER OF THE COMMISSION)	
AUTHORIZING APPLICANT TO MODIFY ITS)	
RATES, CHARGES, AND TARIFFS FOR RETAIL)	
ELECTRIC SERVICE IN OKLAHOMA.)	ORDER NO. 567320

HEARING: April 9, 2009
 Before the Commission *en banc* and Referee Maribeth D. Snapp

APPEARANCES: William J. Bullard, Patrick D. Shore, Kimber L. Shoop, Attorneys and
 Stephanie Houle, Legal Intern for Oklahoma Gas and Electric Company
 James L. Myles, Deputy General Counsel for Public Utility Division,
 Oklahoma Corporation Commission
 William L. Humes, Elizabeth Ryan and Whitney Weingartner, Assistant
 Attorneys General for the Office of the Attorney General, State of
 Oklahoma
 Thomas P. Schroedter, James D. Satrom and J. Fred Gist, Attorneys for
 Oklahoma Industrial Energy Consumers
 Ronald E. Stakem and Jack G. Clark, Jr., Attorneys for OG&E
 Shareholders Association
 Kendall W. Parrish, Attorney for AES Shady Point, LLC
 Shelton L. Benedict, Attorney for PowerSmith Cogeneration Project,
 Limited Partnership
 Rick D. Chamberlain, Attorney for Wal-Mart Stores East, LP and
 Sam's East, Inc.

ORDER ESTABLISHING PROCEDURAL SCHEDULE

BY THE COMMISSION:

The Corporation Commission of the State of Oklahoma ("Commission"), being regularly in session and the undersigned Commissioners being present and participating, there comes on for consideration and action the motion of David B. Dykeman, Director of the Public Utility Division, Oklahoma Corporation Commission ("Staff") to establish a procedural schedule in this Cause.

On March 19, 2009, Staff filed its Motion to Establish Procedural Schedule ("Motion"). The Motion came on for hearing before Administrative Law Judge Maribeth D. Snapp on March 26, 2009, at which time it was continued to April 2, 2009. The motion was then continued to April 9, 2009.

On April 3, 2009, Order No. 566675 was issued by the Commission determining that this cause would be heard by the Commission *en banc*, with Administrative Law Judge Maribeth D.

Snapp serving as Referee and that all procedural motions would be heard and ruled upon by the Referee. On April 9, 2009, the Motion to Establish Procedural Schedule came on for hearing before the Commission *en banc*, and Referee Maribeth D. Snapp, at which time counsel for the Staff announced that the parties had consulted with each other as to the terms of the Procedural Schedule and announced the following agreed dates and conditions for the processing of the remainder of this Cause:

PROCEDURAL SCHEDULE

Application and Direct Testimony filed by OG&E	February 27, 2009
Last date to intervene	May 28, 2009
Major issues lists exchanged among the parties	May 28, 2009
Staff's Exit Conference with OG&E	June 10, 2009
Responsive Testimony on Revenue Requirement to be filed	June 22, 2009
Statements of Position to be filed by parties electing to not file testimony	June 22, 2009
Responsive Testimony on Cost of Service and Rate Design to be filed	June 24, 2009
Preliminary Settlement Conference	June 25-26, 2009; 10:00 a.m.
Scheduling Conference	June 29, 2009; 9:30 a.m.
Discovery Cut-off for June 22, 2009 Responsive Testimony	July 6, 2009
Discovery Cut-off for June 24, 2009 Responsive Testimony	July 8, 2009
All Rebuttal Testimony to be filed	July 10, 2009
Hearing Brief to be filed	July 15, 2009
Last day Pre-Trial Motions may be filed	July 15, 2009
Settlement Conference	July 16, 2009; 10:00 a.m.
Discovery Cut-off for all Rebuttal Testimony	July 17, 2009
Pre-hearing Conference - all Pre-trial Motions heard	July 20, 2009; 10:00 a.m.
Witness and Exhibit Lists exchanged; Testimony Summaries filed	July 20, 2009
Issue Spreadsheet provided to Commissioners and Referee	July 20, 2009

Hearing on the Merits in Courtroom 301	Beginning July 22, 2009 and continuing each business day thereafter until the record is closed; beginning 9:30 a.m. each day
Proposed Findings of Fact and Conclusions of Law filed	5 days after the last day of the hearing
Deadline to submit written comments to Draft Order	5 days after Draft Order is circulated to the parties
Deadline to request Oral Argument	5 days after Draft Order is circulated to the parties
End of 180 day period	August 26, 2009

I. HEARING ON THE MERITS

As set forth in this Commission's Order No. 566675, the hearing on the merits shall be heard before the Commission *en banc*, with Administrative Law Judge Maribeth D. Snapp serving as Referee. The hearing shall commence on **July 22, 2009, at 9:30 a.m., in Courtroom 301** of the Jim Thorpe Building, Oklahoma Corporation Commission, and continue each business day thereafter until the record is closed.

A. ORDER AND PRESENTATION OF TESTIMONY

1. OKLAHOMA GAS AND ELECTRIC COMPANY

At the commencement of the hearing, witness(es) for Oklahoma Gas and Electric Company ("Applicant" or "OG&E"), shall read into the record a concise, written summary of his/her prefiled direct and rebuttal testimony through direct examination by counsel, which shall be done in lieu of oral direct testimony. Applicant shall then be permitted to offer oral surrebuttal testimony in response to any new matters raised in any responsive testimony of the other parties that is raised after OG&E files rebuttal testimony on July 10, 2009.

After the summaries, prefiled testimony and oral surrebuttal testimony of the Applicant's witness have been submitted into the record, the witness shall be tendered for oral cross-examination and redirect examination.

Any redirect examination will be limited to issues that were raised during cross-examination.

OG&E shall present its case on an issue by issue basis (e.g., Revenue Requirement, Return on Equity, Rate Design and Policy). Once OG&E has completed presenting an issue, the following order of presenting testimony as to that issue will proceed.

2. INTERVENORS

After Applicant has presented its testimony, Intervenors shall have each of their witness(es) read into the record a concise, written summary of his/her responsive testimony, which shall be done in lieu of oral direct testimony. The witness shall then be permitted to offer oral surrebuttal testimony in response to any new matters raised in the responsive testimony of the other parties or the rebuttal testimony of the Applicant.

After the summaries and prefiled testimony of the witness have been submitted into the record and oral surrebuttal testimony presented, if any, each witness shall be tendered for oral cross-examination and redirect examination.

Any redirect examination will be limited to issues that were raised during cross-examination.

3. ATTORNEY GENERAL

After Applicant and all Intervenors have presented their testimony, the Attorney General shall have each of his witness(es) read into the record a concise, written summary of his/her responsive testimony, which shall be done in lieu of oral direct testimony. The witness shall then be permitted to offer oral surrebuttal testimony in response to any new matters raised in the responsive testimony of the other parties or the rebuttal testimony of the Applicant.

After the summaries and prefiled testimony of the witness have been submitted into the record and oral surrebuttal testimony presented, if any, each witness shall be tendered for oral cross-examination and redirect examination.

Any redirect examination will be limited to issues that were raised during cross-examination.

4. PUBLIC UTILITY DIVISION STAFF

After Applicant, Intervenors and the Attorney General have presented their testimony, Staff shall have its witness(es) read into the record a concise, written summary of his/her responsive testimony, which shall be done in lieu of oral direct testimony. The witness shall then be permitted to offer oral surrebuttal testimony in response to any new matters raised in the responsive testimony of other parties or the rebuttal testimony of the Applicant.

After the summaries and prefiled testimony of the witness have been submitted into the record and oral surrebuttal testimony presented, if any, each witness shall be tendered for oral cross-examination and redirect examination.

Any redirect examination will be limited to issues which were raised during cross-examination.

5. SUR-SURREBUTTAL

Due to Applicant having the burden of proof, after other parties have presented their testimony summaries, oral testimony and/or statements of position, Applicant may be allowed to present oral sur-surrebuttal testimony, provided that other parties have raised new issues or presented new information related to existing information which Applicant was unable to adequately address through cross-examination. The oral sur-surrebuttal shall be strictly limited to the new issues.

Once Applicant has presented its oral sur-surrebuttal testimony, the witness shall be tendered for cross and redirect examination. Any cross-examination shall be limited to the issues addressed in the sur-surrebuttal testimony; likewise, the redirect examination will be limited to issues which were raised during cross-examination.

B. CLOSING ARGUMENT

At the end of the hearing, the parties will be afforded the opportunity to present their position in closing argument in the same order used for presentation of testimony set forth above. Due to Applicant having the burden of proof, Applicant will be allowed to present rebuttal closing argument if it so desires.

II. PROCEDURE FOR DISCOVERY, TESTIMONY SUMMARIES, STATEMENTS OF POSITION, AND EXHIBITS

A. TESTIMONY SUMMARIES, STATEMENTS OF POSITION AND EXHIBITS

The parties shall file of record and exchange summaries of their respective prefiled testimony on the date set forth herein. Summaries of testimony shall be used in the preparation of the Commission's Final Order and shall also be transmitted to all parties and the Referee in electronic format.

Any party not filing testimony and desiring to cross-examine witnesses at the hearing must file a Statement of Position on or before the date set forth herein.

Any objections regarding the testimony or qualification of any witness or other procedural motion shall be filed by motion on or before July 15, 2009, and shall be heard no later than July 20, 2009, unless otherwise set at the discretion of the Referee. All motions not resolved previously shall be heard at the Pre-Hearing Conference.

Each party presenting or cross-examining any witness shall, no later than July 20, 2009, file of record and exchange an exhibit list of all potential exhibits that may be utilized at the hearing in support of direct, responsive and rebuttal testimony and statements of position and shall exchange any exhibits that have not already been provided or received throughout the course of the proceeding.

However, if for good cause shown, a party finds it necessary during the hearing to present an additional exhibit(s) that was not listed on the exhibit list, such exhibit(s) shall not be allowed unless submitted to all parties at least twenty-four (24) hours prior to the usage

and permitted by the Referee. An exhibit that could have been prepared prior to the commencement of the hearing shall be provided to the parties at the time of the scheduled exchange of exhibits. The parties may waive this provision with regard to a specific exhibit, by unanimous agreement.

B. DISCOVERY AND OBJECTIONS

Discovery Responses on Direct Testimony. Responses to discovery requests on Direct Testimony shall be due **ten (10) business days** from receipt as per Commission rules. Any objections to a discovery request shall be filed with the Commission on or before **five (5) business days** of the receipt of the discovery request and hearing on such objections shall be set before the Referee at 9:30 a.m. in Courtroom 301 on the day of the next Public Utility Motion Docket, unless specifically set on dates that are otherwise agreed to in advance and in writing by the parties after consultation with the Referee.

Discovery Responses on Responsive and Rebuttal Testimony. Responses to discovery requests on Responsive and Rebuttal Testimony shall be due **five (5) business days** from receipt. Any objections to such discovery request shall be filed with the Commission on or before **two (2) business days** of the receipt of the discovery request and hearing on such objections shall be set before the Referee at 9:30 a.m. in Courtroom 301 on the day of the next Public Utility Motion Docket, unless specifically set on dates that are otherwise agreed to in advance and in writing by the parties after consultation with the Referee.

The parties agree that data requests to direct testimony shall be limited to twenty-five (25) per day to any other party. Further, parties agree that after the filing of responsive testimony, they will make "best efforts" to limit data requests to twenty-five (25) per day to any other party.

Calculation of days for discovery purposes shall be determined to be on or before 3:00 p.m. Any filing or service of discovery requests made after 3:00 p.m. shall be deemed to be the following business day.

Data requests and responses may be referred to and utilized as exhibits at the hearing on the merits in this cause.

Data Requests and responses shall be served in the most expeditious manner possible and to the person(s) designated by the parties to receive them.

C. GENERAL PROVISIONS

The parties agree that the cause shall be heard on an "issue by issue" basis. The submittal of issue lists to be consolidated into the Issue Spreadsheet provided for in the Procedural Schedule shown above is mandatory. If an issue is not listed by a party, testimony regarding such non-listed issue will not be allowed at the hearing.

Written comments to the Draft Order as provided for herein shall not be filed with the Court Clerk, but shall be submitted to all parties, the Referee and the Commissioners by

email, as well as by hand delivery to the Commissioners, on or before five (5) days after the Draft Order is circulated to the parties by the Referee. Calculation of days for this provision will be the same as that for discovery set forth herein, i.e., calculation shall be determined to be on or before 3:00 p.m. If the Draft Order is circulated to the parties after 3:00 p.m. on the day circulated, it shall be deemed to have been circulated the following business day. Although a deadline is provided herein for a request for Oral Argument to the Draft Order, Oral Argument is at the discretion of the Commission and will not automatically be granted.

The Hearing Briefs shall contain the party's position on legal issues and the material issues, along with the party's rationale for such position.

If the parties are able to dispose of the issues of this Cause by way of negotiated settlement, subsequently approved by the Commission, the dates contained herein may be modified.

FINDINGS AND CONCLUSIONS

The Commission finds that it has jurisdiction of this matter by virtue of Article IX, Section 18 of the Oklahoma Constitution and 17 O.S. §§ 151, *et seq.*, OAC 165:35, OAC 165:70, OAC 165:5, or other applicable law.

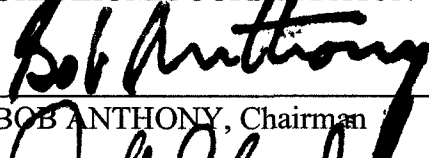
The Commission further finds that the procedural schedule and the general provisions set forth herein should be adopted by the Commission and adhered to by the parties.

The Commission further finds that if the parties are able to dispose of the issues in this Cause by way of negotiated settlement, subsequently approved by the Commission, the dates contained herein may be modified.

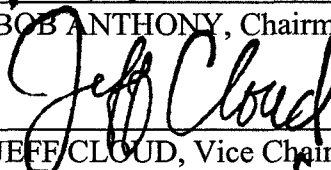
ORDER

IT IS THEREFORE THE ORDER OF THE CORPORATION COMMISSION of the State of Oklahoma that the Findings and Conclusions set forth herein be, and the same are hereby, adopted as the Order of the Commission.

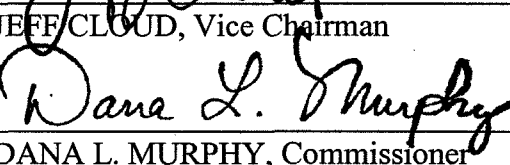
OKLAHOMA CORPORATION COMMISSION



BOB ANTHONY, Chairman



JEFF CLOUD, Vice Chairman



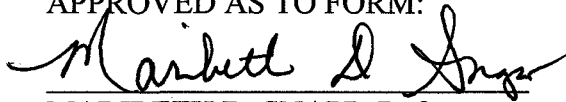
DANA L. MURPHY, Commissioner

DONE AND PERFORMED THIS 29 DAY OF APRIL, 2009.
BY ORDER OF THE COMMISSION:



PEGGY MITCHELL, Secretary

APPROVED AS TO FORM:



MARIBETH D. SNAPP, Referee