ONEOK Partners, L.P. and Subsidiaries
CONSOLIDATED STATEMENTS OF INCOME

(*Unaudited*)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
	(*Thousands of dollars, except per unit amounts*)			
Revenues	**$ 3,134,733**	$ 2,547,460	**$ 8,420,359**	$ 7,266,354
Cost of sales and fuel	**2,711,159**	2,127,723	**7,214,233**	6,024,065
Net margin	**423,574**	419,737	**1,206,126**	1,242,289
Operating expenses				
Operations and maintenance	**108,978**	110,268	**338,353**	319,905
Depreciation and amortization	**61,182**	49,754	**174,086**	150,024
General taxes	**13,384**	10,908	**46,249**	40,505
Total operating expenses	**183,544**	170,930	**558,688**	510,434
Gain (loss) on sale of assets	**22**	(420)	**342**	603
Operating income	**240,052**	248,387	**647,780**	732,458
Equity earnings from investments	**27,468**	28,591	**79,744**	92,380
Allowance for equity funds used during construction	**6,429**	3,302	**21,172**	6,126
Other income	**3,753**	2,971	**8,229**	6,567
Other expense	**(589)**	(472)	**(2,447)**	(2,104)
Interest expense (net of capitalized interest of $14,320, $11,328, $38,284 and $29,472, respectively)	**(57,722)**	(47,776)	**(171,118)**	(148,110)
Income before income taxes	**219,391**	235,003	**583,360**	687,317
Income taxes	**(2,991)**	(2,626)	**(7,821)**	(9,396)
Net income	**216,400**	232,377	**575,539**	677,921
Less: Net income attributable to noncontrolling interests	**90**	102	**263**	336
Net income attributable to ONEOK Partners, L.P.	**$ 216,310**	$ 232,275	**$ 575,276**	$ 677,585
Limited partners' interest in net income:				
Net income attributable to ONEOK Partners, L.P.	**$ 216,310**	$ 232,275	**$ 575,276**	$ 677,585
General partner's interest in net income	**(71,344)**	(59,807)	**(202,732)**	(163,210)
Limited partners' interest in net income	**$ 144,966**	$ 172,468	**$ 372,544**	$ 514,375
Limited partners' net income per unit, basic and diluted	**$ 0.64**	$ 0.78	**$ 1.68**	$ 2.38
Number of units used in computation (*thousands*)	**226,991**	219,816	**222,322**	216,241

ONEOK Partners, L.P. and Subsidiaries
CONSOLIDATED BALANCE SHEETS

(*Unaudited*)	September 30, 2013	December 31, 2012
Assets	(*Thousands of dollars*)	
Current assets		
Cash and cash equivalents	**$ 723,030**	$ 537,074
Accounts receivable, net	**956,575**	914,036
Affiliate receivables	**13,227**	16,092
Gas and natural gas liquids in storage	**390,629**	235,836
Commodity imbalances	**93,722**	89,704
Other current assets	**83,829**	98,966
Total current assets	**2,261,012**	1,891,708
Property, plant and equipment		
Property, plant and equipment	**10,245,377**	8,585,142
Accumulated depreciation and amortization	**1,595,814**	1,440,871
Net property, plant and equipment	**8,649,563**	7,144,271
Investments and other assets		
Investments in unconsolidated affiliates	**1,201,873**	1,221,405
Goodwill and intangible assets	**640,122**	645,871
Other assets	**110,756**	55,975
Total investments and other assets	**1,952,751**	1,923,251
Total assets	**$ 12,863,326**	$ 10,959,230
Liabilities and equity		
Current liabilities		
Current maturities of long-term debt	**$ 7,650**	$ 7,650
Notes payable	**47,000**	—
Accounts payable	**1,202,049**	1,058,007
Affiliate payables	**43,934**	75,710
Commodity imbalances	**228,207**	273,173
Accrued interest	**88,545**	76,734
Other current liabilities	**99,465**	79,158
Total current liabilities	**1,716,850**	1,570,432
Long-term debt, excluding current maturities	**6,046,494**	4,803,629
Deferred credits and other liabilities	**108,087**	121,662
Commitments and contingencies		
Equity		
ONEOK Partners, L.P. partners' equity:		
General partner	**169,166**	152,513
Common units: 158,627,354 and 146,827,354 units issued and outstanding at September 30, 2013, and December 31, 2012, respectively	**3,448,986**	2,945,051
Class B units: 72,988,252 units issued and outstanding at September 30, 2013, and December 31, 2012	**1,426,418**	1,460,498
Accumulated other comprehensive loss	**(57,263)**	(99,322)
Total ONEOK Partners, L.P. partners' equity	**4,987,307**	4,458,740
Noncontrolling interests in consolidated subsidiaries	**4,588**	4,767
Total equity	**4,991,895**	4,463,507
Total liabilities and equity	**$ 12,863,326**	$ 10,959,230

ONEOK Partners, L.P. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS

(*Unaudited*)	Nine Months Ended September 30, 2013	2012
	(*Thousands of dollars*)	
Operating activities		
Net income	**$ 575,539**	$ 677,921
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**174,086**	150,024
Allowance for equity funds used during construction	**(21,172)**	(6,126)
Gain on sale of assets	**(342)**	(603)
Deferred income taxes	**5,673**	5,863
Equity earnings from investments	**(79,744)**	(92,380)
Distributions received from unconsolidated affiliates	**79,022**	92,996
Changes in assets and liabilities:		
Accounts receivable	**(42,539)**	106,834
Affiliate receivables	**2,865**	(10,229)
Gas and natural gas liquids in storage	**(154,793)**	(125,033)
Accounts payable	**171,770**	(76,592)
Affiliate payables	**(31,776)**	3,132
Commodity imbalances, net	**(48,984)**	17,252
Accrued interest	**11,811**	(2,091)
Other assets and liabilities, net	**12,702**	(120,448)
Cash provided by operating activities	**654,118**	620,520
Investing activities		
Capital expenditures (less allowance for equity funds used during construction)	**(1,373,904)**	(1,011,527)
Acquisition	**(304,889)**	—
Contributions to unconsolidated affiliates	**(4,558)**	(21,284)
Distributions received from unconsolidated affiliates	**24,891**	25,756
Proceeds from sale of assets	**641**	1,663
Cash used in investing activities	**(1,657,819)**	(1,005,392)
Financing activities		
Cash distributions:		
General and limited partners	**(669,981)**	(550,978)
Noncontrolling interests	**(442)**	(636)
Borrowing of notes payable, net	**47,000**	—
Issuance of long-term debt, net of discounts	**1,247,822**	1,295,036
Long-term debt financing costs	**(10,217)**	(9,635)
Repayment of long-term debt	**(5,738)**	(358,948)
Issuance of common units, net of issuance costs	**569,246**	919,521
Contribution from general partner	**11,967**	19,069
Cash provided by financing activities	**1,189,657**	1,313,429
Change in cash and cash equivalents	**185,956**	928,557
Cash and cash equivalents at beginning of period	**537,074**	35,091
Cash and cash equivalents at end of period	**$ 723,030**	$ 963,648

ONEOK Partners, L.P. and Subsidiaries
INFORMATION AT A GLANCE

(*Unaudited*)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
	(*Millions of dollars, except as noted*)			
Natural Gas Gathering and Processing				
Net margin	**$ 130.9**	$ 115.9	**$ 365.4**	$ 332.3
Operating costs	**$ 45.1**	$ 39.4	**$ 141.7**	$ 120.9
Depreciation and amortization	**$ 27.4**	$ 19.6	**$ 76.4**	$ 61.3
Operating income	**$ 58.5**	$ 57.0	**$ 147.7**	$ 151.3
Equity earnings from investments	**$ 4.7**	$ 5.5	**$ 16.2**	$ 21.0
Natural gas gathered (*BBtu/d*) (a)	**1,389**	1,149	**1,311**	1,091
Natural gas processed (*BBtu/d*) (a) (b)	**1,135**	906	**1,060**	833
NGL sales (*MBbl/d*) (a)	**83**	62	**77**	57
Residue gas sales (*BBtu/d*) (a)	**521**	416	**475**	386
Realized composite NGL net sales price (*$/gallon*) (a) (c)	**$ 0.90**	$ 1.10	**$ 0.87**	$ 1.07
Realized condensate net sales price (*$/Bbl*) (a) (c)	**$ 90.68**	$ 86.54	**$ 87.40**	$ 87.72
Realized residue gas net sales price (*$/MMBtu*) (a) (c)	**$ 3.36**	$ 3.69	**$ 3.48**	$ 3.74
Capital expenditures - growth	**$ 197.0**	$ 152.0	**$ 556.9**	$ 419.8
Capital expenditures - maintenance	**$ 7.5**	$ 5.7	**$ 17.6**	$ 15.3

(a) - Includes volumes for consolidated entities only.
(b) - Includes volumes at company-owned and third-party facilities.
(c) - Presented net of the impact of hedging activities on our equity volumes.

Natural Gas Liquids				
Net margin	**$ 226.2**	$ 234.6	**$ 632.1**	$ 703.7
Operating costs	**$ 57.0**	$ 56.8	**$ 171.1**	$ 166.6
Depreciation and amortization	**$ 23.0**	$ 18.6	**$ 65.0**	$ 54.2
Operating income	**$ 146.2**	$ 158.8	**$ 396.0**	$ 482.4
Equity earnings from investments	**$ 6.3**	$ 4.7	**$ 15.4**	$ 16.4
NGL sales (*MBbl/d*)	**686**	615	**647**	544
NGLs transported-gathering lines (*MBbl/d*) (b)	**574**	530	**542**	517
NGLs fractionated (*MBbl/d*) (a)	**557**	581	**535**	565
NGLs transported-distribution lines (*MBbl/d*) (b)	**454**	504	**426**	489
Conway-to-Mont Belvieu OPIS average price differential - ethane in ethane/propane mix (*$/gallon*)	**$ 0.04**	$ 0.16	**$ 0.04**	$ 0.21
Capital expenditures - growth	**$ 222.6**	$ 198.4	**$ 753.3**	$ 518.0
Capital expenditures - maintenance	**$ 8.2**	$ 13.9	**$ 21.0**	$ 43.5

(a) - Includes volumes at company-owned and third-party facilities.
(b) - Includes volumes for consolidated entities only.

Natural Gas Pipelines				
Net margin	**$ 69.5**	$ 71.4	**$ 211.2**	$ 212.0
Operating costs	**$ 23.5**	$ 26.3	**$ 75.6**	$ 78.3
Depreciation and amortization	**$ 10.8**	$ 11.6	**$ 32.7**	$ 34.5
Operating income	**$ 35.2**	$ 33.5	**$ 102.9**	$ 99.1
Equity earnings from investments	**$ 16.5**	$ 18.3	**$ 48.1**	$ 55.0
Natural gas transportation capacity contracted (*MDth/d*) (a)	**5,428**	5,249	**5,486**	5,345
Transportation capacity subscribed (a)	**89%**	87%	**90%**	88%
Average natural gas price Mid-Continent region (*$/MMBtu*) (a)	**$ 3.42**	$ 2.75	**$ 3.56**	$ 2.43
Capital expenditures - growth	**$ 5.4**	$ —	**$ 7.8**	$ 1.7
Capital expenditures - maintenance	**$ 5.7**	$ 5.1	**$ 14.7**	$ 12.9

(a) - Includes volumes for consolidated entities only.

ONEOK Partners, L.P. and Subsidiaries
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(*Unaudited*)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
	(*Thousands of dollars, except per unit amounts*)			
Reconciliation of Net Income to EBITDA and Distributable Cash Flow				
Net income	**$ 216,400**	$ 232,377	**$ 575,539**	$ 677,921
Interest expense	**57,722**	47,776	**171,118**	148,110
Depreciation and amortization	**61,182**	49,754	**174,086**	150,024
Income taxes	**2,991**	2,626	**7,821**	9,396
Allowance for equity funds used during construction	**(6,429)**	(3,302)	**(21,172)**	(6,126)
EBITDA	**331,866**	329,231	**907,392**	979,325
Interest expense	**(57,722)**	(47,776)	**(171,118)**	(148,110)
Maintenance capital	**(21,427)**	(25,587)	**(53,289)**	(72,089)
Equity earnings from investments	**(27,468)**	(28,591)	**(79,744)**	(92,380)
Distributions received from unconsolidated affiliates	**34,409**	34,557	**103,913**	118,752
Other	**(510)**	(448)	**(2,932)**	(4,771)
Distributable cash flow	**$ 259,148**	$ 261,386	**$ 704,222**	$ 780,727
Distributions to general partner	**(71,812)**	(59,361)	**(205,002)**	(161,595)
Distributable cash flow to limited partners	**$ 187,336**	$ 202,025	**$ 499,220**	$ 619,132
Distributions declared per limited partner unit	**$ 0.725**	$ 0.685	**$ 2.16**	$ 1.98
Coverage ratio	**1.14**	1.34	**1.04**	1.45
Number of units used in computation *(thousands)*	**226,991**	219,816	**222,322**	216,241