

responsibility

EXHIBIT NO. Appendix 12

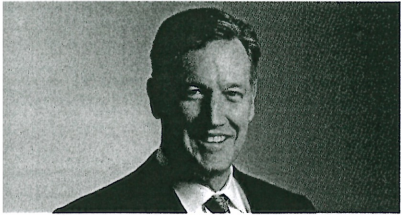
This Corporate Responsibility Report details ONEOK's (including ONEOK Partners) sustainability performance from July 1, 2009, through July 31, 2010, unless otherwise noted.

While developing this report, we referred to the Sustainability Reporting Guidelines (G3 Guidelines) published by the Global Reporting Initiative (GRI) and the Oil & Gas Industry Guidance on Voluntary Sustainability Reporting, published jointly by the International Petroleum Industry Environmental Conservation Association (IPIECA) and the American Petroleum Institute (API). Both sets of guidelines provide a voluntary reporting framework recognized and used by organizations around the world.

This report, as well as more information about our operations, is available at www.oneok.com and www.oneokpartners.com.

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To Our Stakeholders



For more than a century, ONEOK has built a reputation as a company with integrity. This reputation is a valuable company asset that has developed and grown over time because of our employees' commitment to "doing the right thing" on the job and in our communities – a commitment that is illustrated throughout this report.

Since last year's corporate responsibility report was published, we have made significant progress to unify, strengthen and improve our environmental, safety and health performance. Our Environment, Safety and Health (ESH) Leadership Committee took on new initiatives and increased its areas of focus. We placed greater emphasis on tracking and measuring our ESH performance and how we can positively impact the communities in which we live and work. Our work in these areas will continue this year and beyond.

In early 2010, we conducted a companywide employee survey to measure employee opinions in a number of areas, including our ESH initiatives. The survey showed that approximately 80 percent of employees taking the survey are supportive of our ESH efforts and believe that safety and environmental issues that arise will be addressed.

While it is encouraging to know that employees view our strengthened and unified environmental, safety and health program favorably, it's not enough. We want to make sure all of our stakeholders are aware of our efforts and priorities going forward.

We will continue to look for ways to improve our ESH performance, while ensuring we are the energy provider and employer of choice and a company that operates with integrity.

Thank you for your continued support of ONEOK and for your interest in our efforts.

A handwritten signature in cursive script that reads "John W. Gibson".

John W. Gibson

President and Chief Executive Officer, ONEOK
Chairman, President and Chief Executive Officer, ONEOK Partners

What We Believe

Vision: To be a premier energy company, creating exceptional value for all stakeholders.

Mission: As a responsible corporate citizen, ONEOK provides reliable energy and energy-related services in a safe and environmentally responsible manner to our stakeholders.

ONEOK Values

Ethics: Our actions are founded on trust, honesty and integrity through open communications and adherence to the highest standards of personal, professional and business ethics.

Quality: Our commitment to quality drives us to make continuous improvements in our quest for excellence.

Diversity: We value diversity, as well as the dignity and worth of each employee, and believe that diverse thoughts and ideas are critical to our continued success.

Value: We are committed to creating value for all stakeholders – employees, customers, investors and our communities – through the optimum development and utilization of our resources.

Service: We provide responsive, flexible service to customers, and commit to preserving the environment, providing a safe work environment and improving the quality of life for employees where they live and work.

- ONEOK, Inc. (ONEOK) is sole general partner and 42.8 percent owner of ONEOK Partners, L.P. (ONEOK Partners), a publicly traded master limited partnership engaged in the natural gas gathering and processing, natural gas pipelines and natural gas liquids businesses. ONEOK Partners is one of the largest publicly traded limited partnerships in the U.S. and owns one of the nation's premier natural gas liquids systems.
- ONEOK is three natural gas distribution companies serving more than 2 million customers in Oklahoma, Kansas and Texas.
- ONEOK is an energy services company marketing natural gas and related services to local distribution companies, industrial customers and power generators.
- ONEOK is a FORTUNE 500 company and is included in Standard & Poor's (S&P) 500 stock index.
- ONEOK is headquartered in Tulsa, Oklahoma.

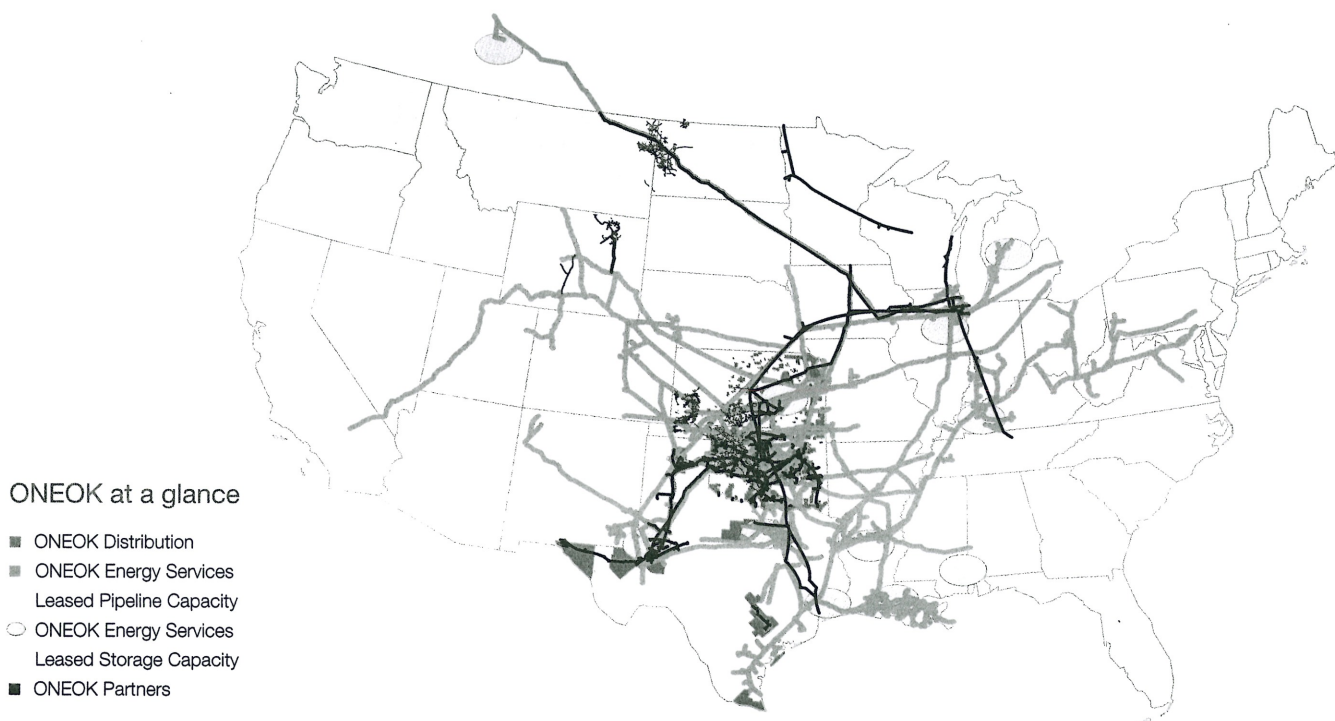
Corporate Governance

The ONEOK and ONEOK Partners Boards of Directors have adopted many best practices in the area of corporate governance.

The ONEOK Board of Directors has established separate board committees for each of the areas of audit, governance and executive compensation and has adopted written charters for each committee. The ONEOK Board has also adopted a code of business conduct and ethics and corporate governance guidelines.

The Board of Directors of the general partner of ONEOK Partners has established separate audit and conflicts committees and has adopted a code of business conduct and ethics and governance guidelines.

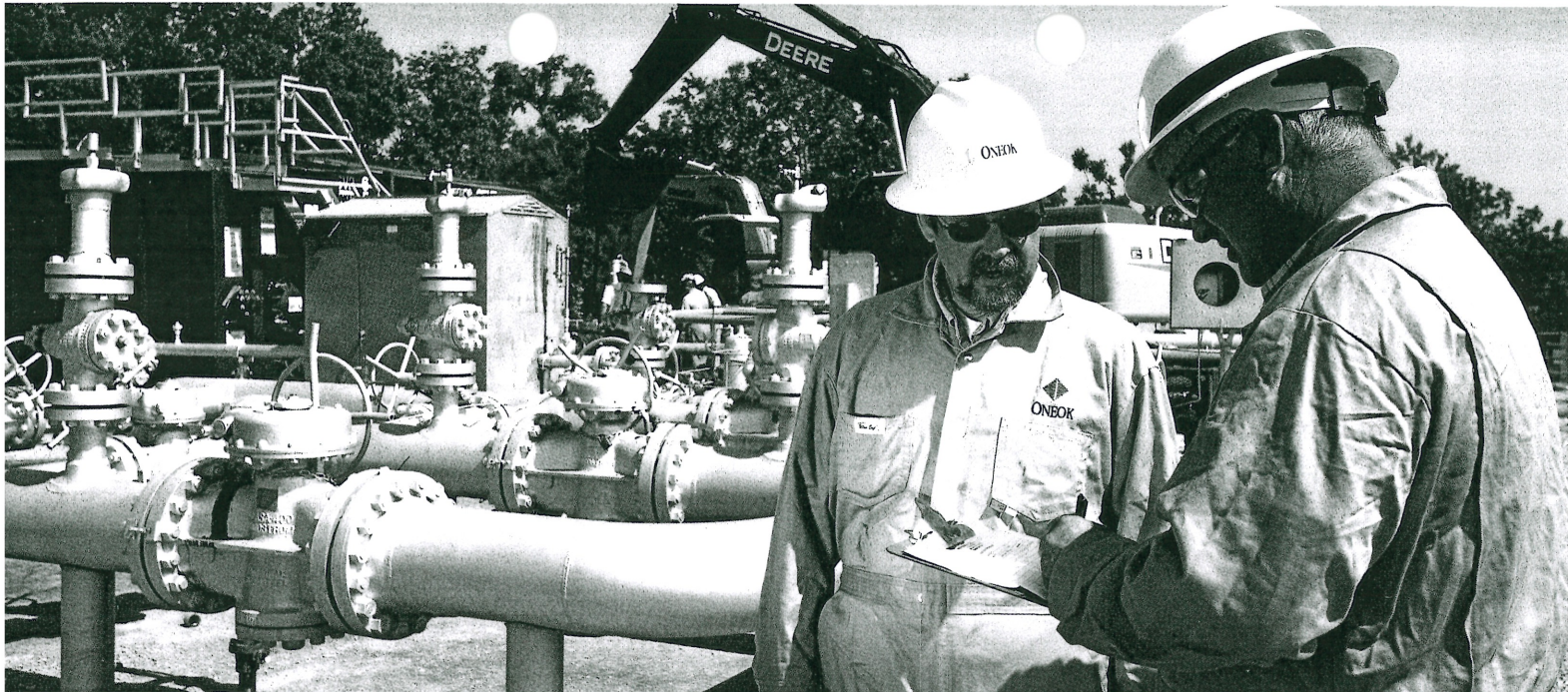
Our governance practices are built upon a strong foundation of internal financial and compliance controls developed over the years. Our Boards of Directors continue to review and improve our corporate governance policies and practices to keep them current with the latest legal requirements and the best practices of other public companies.



We track key indicators related to environment, safety and health initiatives.
 Many of the indicators listed are discussed in more detail throughout this report.

Performance Summary (ONEOK and ONEOK Partners)

Safety	2008	2009	2010 (YTD July)
Number of Employee Recordable Injuries ¹	247	207	90
Number of Employee Recordable Illnesses ²	17	15	17
Total Injury Rate	5.06	4.42	3.22
Total Illness Rate	0.35	0.32	0.61
Number of DART Incidents ³	141	141	71
DART Incident Rate	2.89	3.01	2.54
Employee Fatalities	0	0	0
Total Recordable Incident Rate ⁴	5.41	4.74	3.83
Number of Preventable Vehicle Incidents ⁵	133	144	76
Preventable Vehicle Incident Rate ⁶	2.89	3.13	2.74
Number of Vehicle Incidents	191	204	125
Vehicle Incident Frequency Rate ⁷	4.15	4.44	4.50
Pipeline Hits	3,568	2,846	1,436



Bob Renegar (right), ONEOK Gas Transportation supervisor of construction, and David Rehler, senior engineer, review results of hydrostatic testing, a pipeline safety assessment method used to test the integrity of pipelines.

Environmental	2008	2009	2010 (YTD July)
Total Direct Greenhouse Gas Emissions (metric tons CO ₂ e)	4.9	4.3	NA
Carbon Dioxide (metric tons CO ₂)	2.8	2.6	NA
Methane (metric tons CO ₂ e)	2.1	1.7	NA
Supplemental Environmental Projects ⁸	\$ 67,213	\$ 112,312	NA
Environmental Penalties Paid	\$ 42,500	\$ 116,628	NA
Number of Agency Reportable Events ⁹	274	192	82

¹Total number of work-related deaths and those work-related injuries that result in one or more of the following: loss of consciousness, medically prescribed restriction of work or motion, transfer to another job, requirement of medical treatment beyond first aid and away-from-work cases.

²Total number of work-related illnesses (i.e. carpal tunnel syndrome, hearing standard threshold shifts, chemical exposure, etc.) that result in one or more of the following: loss of consciousness, medically prescribed restriction of work or motion, transfer to another job, requirement of medical treatment beyond first aid and away-from-work cases.

³Days away, restricted or transferred incidents (DART). Total number of lost workday injuries and illnesses. A lost workday is one where (1) the employee is prevented from returning to work, (2) the employee is assigned to another job on a temporary basis, (3) the employee works less than full time or (4) the employee is not able to perform all of the job duties.

⁴Total Occupational Safety and Health Administration (OSHA) recordable injuries and illnesses multiplied by 200,000 and divided by total employee work hours.

⁵A preventable incident is one in which the driver failed to do everything reasonable to avoid the incident and could include: backing, hitting a fixed object, running into a vehicle ahead, striking a pedestrian, misjudging available clearance, not driving at a speed consistent with the existing conditions of the road, weather, traffic or sight distance.

⁶Preventable Vehicle Incident Rate (PVIR) is the preventable vehicle incidents per 1,000,000 miles driven.

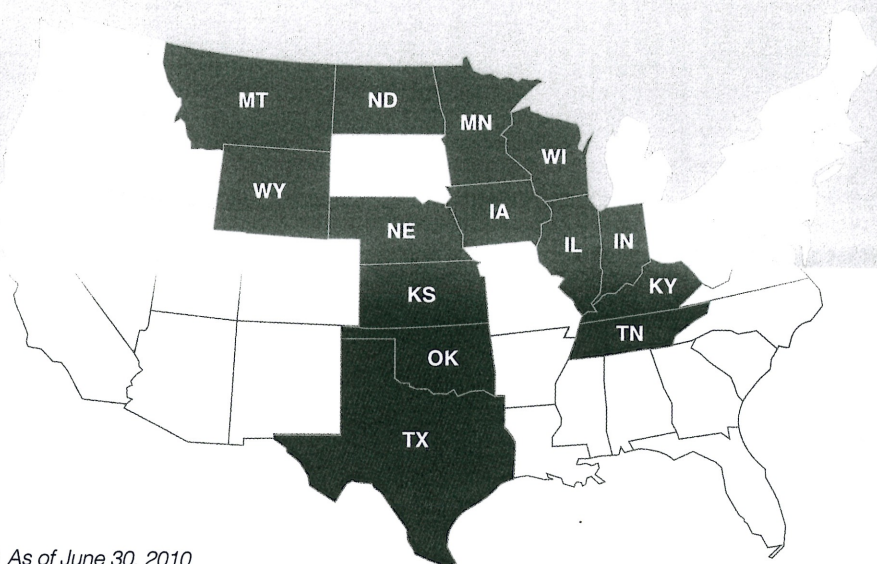
⁷Total vehicle incidents multiplied by 1,000,000 and divided by total miles driven.

⁸An environmentally beneficial project undertaken voluntarily in exchange for mitigation of a portion of a penalty agreed to in settlement of issues of non-compliance or alleged non-compliance.

⁹Total number of unauthorized or unplanned releases of materials that require an agency notification (spills, releases or excess emissions) or notification of any incident to any agency, i.e. Texas Railroad Commission, Oklahoma Corporation Commission, Kansas Corporation Commission, Department of Transportation, Occupation Safety and Health Administration (OSHA), Environmental Protection Agency, etc.

We operate in more than a dozen states, but we don't just work in these states, our employees live there, too.

Our economic impact on these communities can be seen in many ways. Each year, we pay employee salaries, make payments to landowners, do business with local service providers and vendors and pay local, state and federal taxes.



ONEOK Employees by State As of June 30, 2010

Oklahoma2,548	Montana44	Nebraska11
Kansas.....1,191	North Dakota40	Indiana5
Texas 803	Wyoming..... 29	Tennessee.....5
Illinois64	Iowa.....21	Kentucky.....2
Minnesota44	Wisconsin16	

ONEOK's 2009 Payroll by State: \$300,800,000

Oklahoma\$163,735,900	Montana.....\$2,625,100
Kansas.....\$69,215,300	North Dakota.....\$2,844,400
Texas.....\$40,435,700	Wyoming.....\$2,500,400
Illinois.....\$4,231,600	Iowa\$1,500,700
Minnesota\$3,108,800	All Other States\$10,643,800

ONEOK's 2009 Tax Payments

Property Tax	\$79,204,900
Franchise Tax	\$66,256,600
Employer Federal Insurance Contribution Act (FICA)Tax.....	\$22,274,700

Environment, Safety & Health Leadership Committee

Our Environment, Safety and Health (ESH) Leadership Committee was formed in 2007. Made up of nine senior management representatives from each business segment, the committee meets monthly to discuss current initiatives and provide overall ESH strategic direction.

Current ESH Initiatives:

- ESH performance recognition policy
- ESH audit program
- Vehicle safety improvement initiatives
- Emergency response capabilities
- ESH short-term incentive measures
- Worker injury management resources
- ESH visibility
- Crisis Management Plan review
- Climate change
- Mandatory greenhouse gas reporting

Promoting Safe Practices

We recently established a formal ESH performance recognition program to promote ESH awareness and visibility throughout the company. The program recognizes business segments, groups and employees who go above and beyond to promote ESH initiatives. Award nominees are evaluated on operational performance, proactive safety and health initiatives, environmental performance and community involvement.

In May 2010, our first CEO Environmental, Safety and Health Leadership Award was presented to our ONEOK Partners Natural Gas Liquids (NGL) business segment for its employee safety efforts, commitment to the environment and community involvement. These efforts include the establishment of an NGL Safety and Health Steering Team to set goals and internally review performance; recognition of this segment's Mont Belvieu, Texas, facility as an Occupational Safety and Health Administration (OSHA) Voluntary Protection Program site; participation in ongoing emergency response and safety training; and support of local community organizations and programs.

ESH Committee Members

- **Rob Martinovich**, chief operating officer, ONEOK (chair)
- **Geoff Sands**, vice president, environment, safety and health
- **Steve Allen**, vice president and associate general counsel
- **Wes Christensen**, senior vice president, NGL operations
- **Craig Forsander**, vice president, natural gas gathering and processing operations
- **Jim Haught**, director, environmental
- **Glenn Lafitte**, director, safety and health
- **Mike Nelson**, senior vice president, natural gas pipelines operations
- **Dan Walker**, vice president, operations and engineering, distribution

In the photo below, Geoff Sands (left), vice president, environment, safety and health, and John Gibson (middle), ONEOK president and chief executive officer, present ONEOK's first CEO ESH Leadership award to Wes Christensen, senior vice president, NGL operations, and the natural gas liquids business segment.



Improving Our Processes

Our ESH organization has been restructured to include three internal auditors to review performance, recommend improvement opportunities and provide a new perspective to current ESH-related initiatives during 2010.

The auditors visit operating facilities to monitor activity, observe employee behaviors at work, review required documentation and familiarize themselves with the overall work environment at each site. They also conduct employee interviews to ensure that employees have the necessary equipment and resources to do their jobs. Findings of each audit are reported to managers and executive management, and any problem areas become action items for immediate follow-up. So far, 11 of 31 planned audits have been completed this year.

Climate Change

Greenhouse gas emissions and their impact on the Earth's climate has become an increasingly important issue to both the energy industry and the public. In the fall of 2009, the Environmental Protection Agency (EPA) declared that greenhouse gases "contribute to air pollution that may endanger public health or welfare." In December 2009, EPA rules made the reporting of greenhouse gas emissions mandatory.

We are committed to reducing our carbon footprint in sensible and measureable ways that serve all of our stakeholders. One way to do this is through the use of natural gas and natural gas-fired electricity as opposed to other fossil-fuel sources.

We believe that natural gas is the bridge to a less carbon-intensive economy and that clean-burning natural gas and natural gas liquids can and should be a part of the solution when it comes to environmental issues.

We also believe that compressed natural gas (CNG) vehicles can be an economically and environmentally positive alternative to other options. They are more economical and emit significantly fewer carbon emissions than their gasoline and diesel-fuel counterparts. We have been using CNG in a portion of our fleet vehicles for years. Our Oklahoma Natural Gas division saves more than \$1 million annually by using this clean-burning fuel.

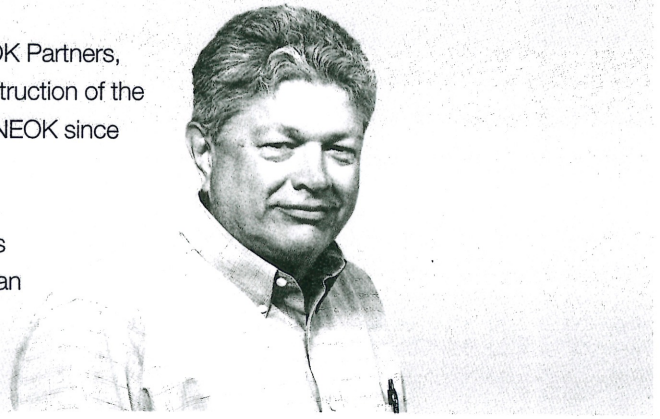
In addition, our government relations staff, working with the ESH Leadership Committee, has begun more proactively monitoring regulatory and legislative proposals related to climate change and environmental, safety and health issues to better position us to address those issues.

More in-depth information on other key initiatives and focus areas of the ESH Leadership Committee can be found throughout the pages of this report, particularly in the safety and health, and environment sections.

ESH Leadership Committee Member Questions & Answers – Mike Nelson

Mike Nelson is senior vice president of natural gas pipelines operations for ONEOK Partners, responsible for the operation, safety, compliance, reliability, engineering and construction of the partnership's interstate and intrastate pipeline organization. He has been with ONEOK since 2004 and has worked in the natural gas industry for more than 40 years.

As a member of the ESH Leadership Committee, Mike represents the natural gas pipelines segment of our business and has focused primarily on programs that can improve employee safety.



Q: What is the goal of the ESH Leadership Committee and why is it important?

MN: ONEOK's vision is to be recognized by our stakeholders as a leader in protecting the environment, and the safety and health of our employees, contractors, customers and the public. I believe the primary goal of the ESH Leadership Committee is to move us toward that vision in a way that serves all stakeholders well and to eventually be recognized by our peer companies as a leader in ESH performance.

Q: Have you seen any changes in ONEOK since the committee was organized in 2007?

MN: It has been very satisfying to have seen a very real emphasis and focus placed on improving our ESH culture by our executive management team. We have done more than just talk about this emphasis; we have added appropriate staff and skill sets and have made safety a part of our short-term incentive measures.

Q: What has been the main focus of the committee since it began and what will be some of the focus areas going forward?

MN: Our earliest focus was to evaluate and ensure we had covered the basics of environmental, safety and health requirements. Our biggest challenges today and tomorrow will be to find ways to move toward one ESH culture that is both sustainable and transferable as we grow.

Q: How do you apply your work on the committee to your particular business area and make it relevant to the employees in your group?

MN: That's easy. All operations-related meetings within the natural gas pipelines segment are focused on safety, compliance, reliability, cost effectiveness and organizational development. Since ESH is all about safety and environmental compliance, it is very easy to make it relevant. Like all business segments within the company, we are looking for ways to improve.

Q: Why is focusing on ESH performance important to ONEOK and specifically your business unit?

MN: It has been my long-standing belief that ESH measures should be primary goals of any asset-based business – it is simply part of being a prudent operator. It is all about protecting an investment for the long term. It is paramount that we create a work environment that is safe and where employees look out for one another. A safe workplace is a preferred workplace; our employees expect nothing less. Being environmental stewards and complying with regulations is not easy or inexpensive, but it is our responsibility and the right thing to do. In addition, our customers want to do business with safe, environmentally compliant, reliable and cost-effective operators.

Q: Final thoughts?

MN: No day can be considered a good day if any person gets hurt working on or living near our assets. We must deliver our service in the safest way possible. I hope that no person working within the natural gas pipeline segments doubts ONEOK's sincere commitment to safety.

Safety and health issues continue to be a main focus for us, with many new initiatives already under way and planned throughout the year.

In 2009, we continued our emphasis on building our ESH structure by naming Geoff Sands as vice president, environment, safety and health. In 2010, the emphasis continues with the appointment of ESH managers for all business segments. These managers focus on improving safety and health performance in their business segments, as well as coordinating efforts across the company.

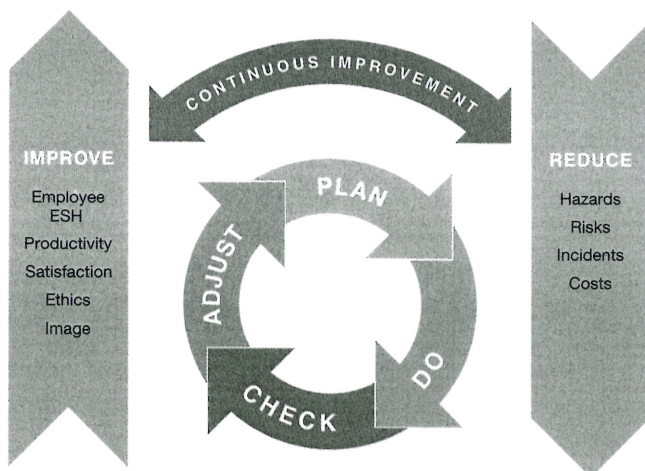
Operations Compliance Management Program

Our Operations Compliance Management Program (OCMP) establishes a framework of operating expectations and continuous-improvement processes. The goal of our OCMP is to help all of our businesses operate in a safe and environmentally responsible manner, ensuring that our operations are compliant with all regulations.

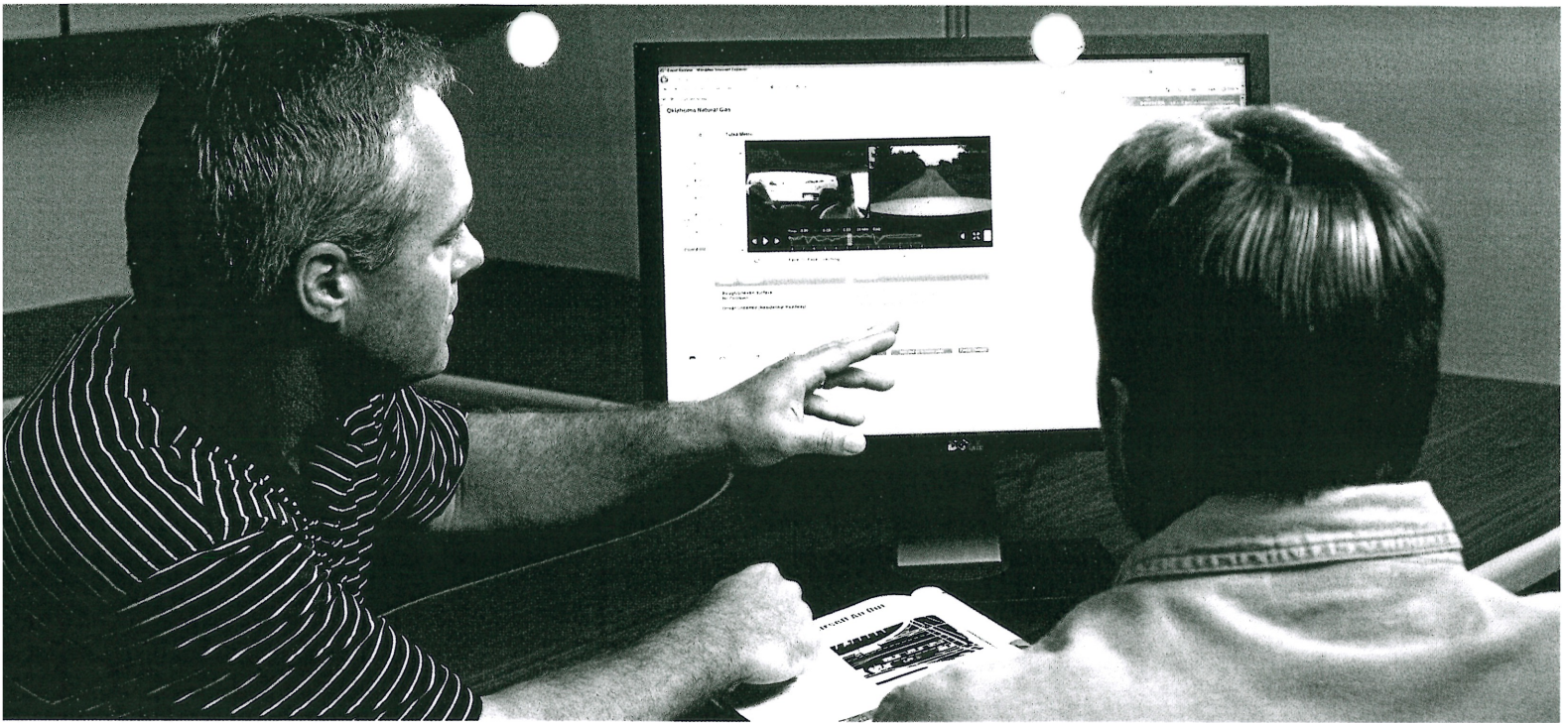
Our OCMP consists of 10 elements, ranging from company operating policy and an organizational-compliance culture to strategic planning processes and risk identification.

The following diagram illustrates our OCMP process and details the integration of the 10 elements into the “plan-do-check-adjust” activities associated with continuous improvement.

Operations Compliance Management Program Framework



- ▶ **Plan:**
 1. Policy statement
 2. Risk identification and control planning
- ▶ **Do:**
 3. Roles, responsibilities and development – training
 4. Organization culture
 5. Implement controls
 6. Document and record management
 7. Communications
- ▶ **Check:**
 8. Inspect, monitor, evaluate
- ▶ **Adjust:**
 9. Change management
 10. Strategic planning



Kent Jackson (left), ONEOK safety coordinator, uses video from the vehicle safety training pilot program to coach an employee on safe-driving practices.

Safety, Health and Vehicle Reporting System

Our Safety, Health and Vehicle Reporting System (SHAVR) is used to report injuries, pipeline hits, vehicle accidents, and other environmental and safety-related events. SHAVR has been used by some of our business segments for more than two years but was adopted companywide in January 2010. Operations and ESH personnel meet regularly to review incidents and near misses and to develop plans for improvement.

Vehicle Safety

On average, we operate more than 2,700 fleet vehicles at any given time, and in 2009 our fleet vehicles drove approximately 46 million miles. Because of the amount of time many of our employees spend behind the wheel, we take seriously our responsibility to promote vehicle safety and provide useful training.

We conduct classroom and hands-on defensive-driving training sessions on collision prevention through behind-the-wheel instruction and traditional classroom-style settings. The techniques taught in these sessions can lead to safer day-to-day driving by our employees, collision reductions, and fuel and maintenance savings.

Our Oklahoma Natural Gas division recently conducted a safe-driving pilot study involving 50 vehicles during a 16-week period. Equipment was installed in fleet vehicles to capture video and sounds inside and outside of the vehicles while in operation. The recorded video is then used to promote safe-driving techniques and teach ways to avoid preventable incidents.

Oklahoma Natural Gas has decided to continue the training program and increase the number of vehicles involved to 200. Texas Gas Service recently implemented a similar pilot program.



Oklahoma Natural Gas operations employees participate in an excavation, trenching and shoring training class, reviewing OSHA standards. During classroom and hands-on training, employees review safety procedures for repairing cut pipelines, performing cathodic protection to reduce corrosion of metal pipes and recognizing unsafe situations in the field.

Employee and Contractor Safety

We recently implemented a program that provides employees injured on the job with immediate telephone access to certified health-care professionals. The health-care professionals offer recommendations for first-aid treatment of specific injuries and provide follow-up care as necessary. This service provides a critical component in getting injured employees prompt medical attention for non-life threatening conditions. It also helps us manage our injury cases in an efficient manner and ultimately helps employees recover from injuries as quickly as possible.

We work regularly with independent contractor companies to assist us with construction, operations and maintenance-related projects. The safety-behavior and performance of these independent contractors is as important to us as that of our own employees. To select contractors that best meet internal and government requirements, we utilize a contractor-management program to review and evaluate contractor-safety programs and performance, and to help manage contractor requirements such as insurance, operator qualifications and Department of Transportation drug and alcohol programs.

Automated Meter Reading

Work is under way to significantly increase the number of natural gas meters in the Oklahoma City and Tulsa, Oklahoma, areas equipped with automated meter reading (AMR) devices. The use of these AMR devices will reduce costs over the long term, lower error rates and lessen the risk of injuries by limiting employees' exposure to inclement weather, pets and dangerous debris outside homes, as well as decreasing the physical impact of the job.

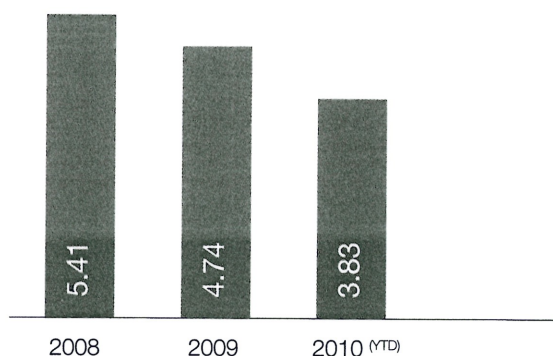
The AMR devices also have a positive effect on the environment by increasing meter reading efficiency and reducing the number of vehicles needed to serve customers. Fewer vehicles lead to decreased fuel costs, fewer vehicle emissions and a lower risk of incidents. When the project is finished, approximately 400,000 of Oklahoma Natural Gas Company's 820,000 customers will have meters capable of being read remotely.

Our Kansas Gas Service and Texas Gas Service divisions are also increasing the number of AMR devices they use. More than 10 years ago, Kansas Gas Service began installing these devices, beginning with the small towns farthest away from service centers. In 2001, a joint venture with the area electric utility allowed for the installation of the devices throughout the Kansas City service area. Texas Gas Service began installing AMR devices in El Paso, Texas, in 2003 and has expanded to other parts of its service area. Currently, 315,000 of Kansas Gas Service's approximately 650,000 customers and 39,830 of Texas Gas Service's approximately 603,000 customers have AMR devices.

Holding Ourselves Accountable

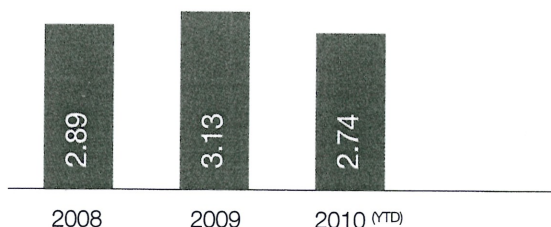
As part of our focus on strengthening ESH performance, the ONEOK Board of Directors added two safety measures to the criteria used to determine short-term cash incentive awards for our employees. For 2010, award calculations will include our Total Recordable Incident Rate (TRIR) and our Preventable Vehicle Incident Rate (PVIR). By rewarding safe practices, we have seen improvements in our overall performance. The graphs below illustrate ONEOK's TRIR and PVIR safety performance.

Total Recordable Incident Rate*
2008 to YTD July 2010



*Total Recordable Incident Rate (TRIR) is the number of OSHA incidents per 200,000 work hours.

Preventable Vehicle Incident Rate**
2008 to YTD July 2010



** Preventable Vehicle Incident Rate (PVIR) is the preventable vehicle incidents per 1,000,000 miles driven.



An employee and instructor during a fire school training session. Field employees of our three distribution companies are required to go through fire school training every three years.

Fire School Training

Our distribution companies conduct regular fire school training sessions for field employees, which includes classroom and hands-on instruction. Employees learn to safely extinguish up to six different types of gas fires. The fires are started in contained areas but simulate actual circumstances employees and responders may encounter in the field. All field employees of Kansas Gas Service, Oklahoma Natural Gas and Texas Gas Service are required to go through the hands-on training every three years. The classes are conducted by employees who have been certified as technical fire protection trainers.

We frequently invite local fire departments to participate in the training exercises and have also provided training to other local emergency responders. Independent contractors of our distribution companies also participate in the training when possible.

Our environmental and climate change strategy focuses on minimizing the environmental impact of our operations. This strategy includes: developing and maintaining an accurate greenhouse gas emissions inventory; improving the efficiency of our various pipelines, natural gas processing facilities and natural gas liquids fractionation facilities; following developing technologies for emission control; tracking new methods to capture carbon dioxide and prevent it from reaching the atmosphere; and analyzing options for future energy investments.

Several of our business segments participate in the Environmental Protection Agency's (EPA) Natural Gas STAR Program to voluntarily reduce methane emissions. In addition, we continue to focus on maintaining low rates of lost-and-unaccounted-for natural gas through the expanded implementation of best practices to limit the release of methane during pipeline operations and maintenance. Our most recent calculation of annual lost-and-unaccounted-for natural gas for all of our businesses is less than 1 percent of total throughput.

Greenhouse Gas Emissions

We annually estimate our direct greenhouse gas emissions by collecting applicable greenhouse gas emission data for the previous year. For 2009, our direct greenhouse gas emissions were estimated to be 4.3 million metric tons of carbon dioxide equivalents.

In September 2009, the EPA released the new Mandatory Greenhouse Gas Reporting rule that requires the annual reporting of certain greenhouse gas emissions from affected facilities. The first of these reports for calendar year 2010 is due in March 2011. In addition to emissions from facilities, the new mandate requires the reporting of emission equivalents of the natural gas and natural gas liquids delivered to customers.

Prior to this rule, the reporting of greenhouse gas emissions was voluntary, with no standard reporting protocol. Our voluntary reporting protocol included criteria such as combustion of fuel in compressor engines, emissions from vehicles driven to conduct business, and process and fugitive sources – emissions that escape from pipelines through leaks, maintenance or venting and flaring processes. Future emissions reports will follow the new EPA mandatory reporting requirements.

The graphs on the right show a comparison between ONEOK's 2008 and 2009 greenhouse gas emissions by business unit and source.

Pipeline Integrity

Our ONEOK Partners business segments operate approximately 7,000 miles of natural gas transmission pipelines, approximately 8,000 miles of natural gas liquids pipelines and 15,000 miles of natural gas gathering pipelines in more than 14 states. Our distribution companies operate approximately 3,250 miles of transmission pipelines in three states. We use a number of inspection methods and processes to mitigate corrosion, third-party damage and other outside forces that may affect these pipelines.

Federal and state regulations require operators to develop, implement and maintain a formal integrity-management program for pipelines that cross high-consequence areas (HCAs), which include high-population areas, commercially

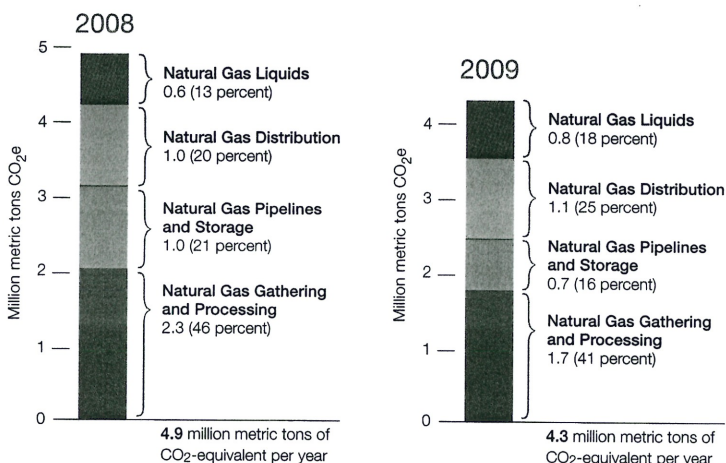
navigable waterways and sensitive environmental areas. Pipeline inspection methods may include internal inspection, pressure testing and above-ground surveys and field inspections. For natural gas liquids pipelines, all assessments were required to be completed by March 2008; natural gas pipeline assessments must be completed before December 17, 2012. Assessments on natural gas pipelines typically occur every seven years, while natural gas liquids pipelines assessments are required every five years.

ONEOK Partners natural gas pipelines business segment has identified 116 miles of HCAs and to date has inspected approximately 76 percent of these miles using in-line inspections, field surveys and pressure testing. In addition to the 116 miles of HCAs required to be inspected by federal regulations, another 1,710 miles of non-HCA pipelines also require assessment in Texas. Once this segment completes the initial assessments required by the regulatory agencies, more than 3,100 of the 6,400 miles will have been inspected. The business segment is on track to complete all the initial assessments in the prescribed timeframe.

Our distribution companies have inspected more than 99 percent of the 594 miles of pipelines that require assessments using internal in-line inspections, pressure testing and direct-assessment methods.

Integrity assessments for the required natural gas liquids pipelines and the transition to the continual assessment phase of the program were completed prior to the March 2008 deadline.

Greenhouse Gas Emissions by Business Unit



Pipeline Optimization

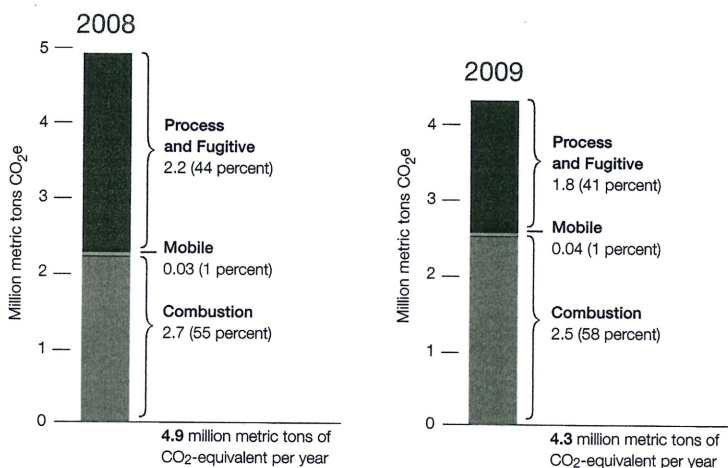
In January 2010, our ONEOK Partners natural gas pipelines business segment began implementing new optimization and modeling efforts to better manage our pipeline systems.

Investments in state-of-the-art pipeline optimization technology allow us to use hydraulic-modeling software to help determine optimal levels of compression in our pipelines.

The optimization effort requires constant collaboration with our pipeline control, operations, scheduling and engineering departments in order to meet customers' needs.

Benefits of pipeline optimization include a reduction in greenhouse gas emissions, improved operation and maintenance planning, minimal outages and enhanced reliability.

Greenhouse Gas Emissions by Source





A team of field archeologists work to uncover artifacts along the Overland Pass Pipeline route in Kansas by hand excavating what turned out to be the site of a prehistoric workshop. ONEOK sponsored the environmental and cultural resource surveys along the route before beginning construction.

Remediation Projects

Industry practices over the last century have resulted in facilities that may have potentially negative impacts on the environment, in particular at sites that were formerly manufactured gas plants (MGP).

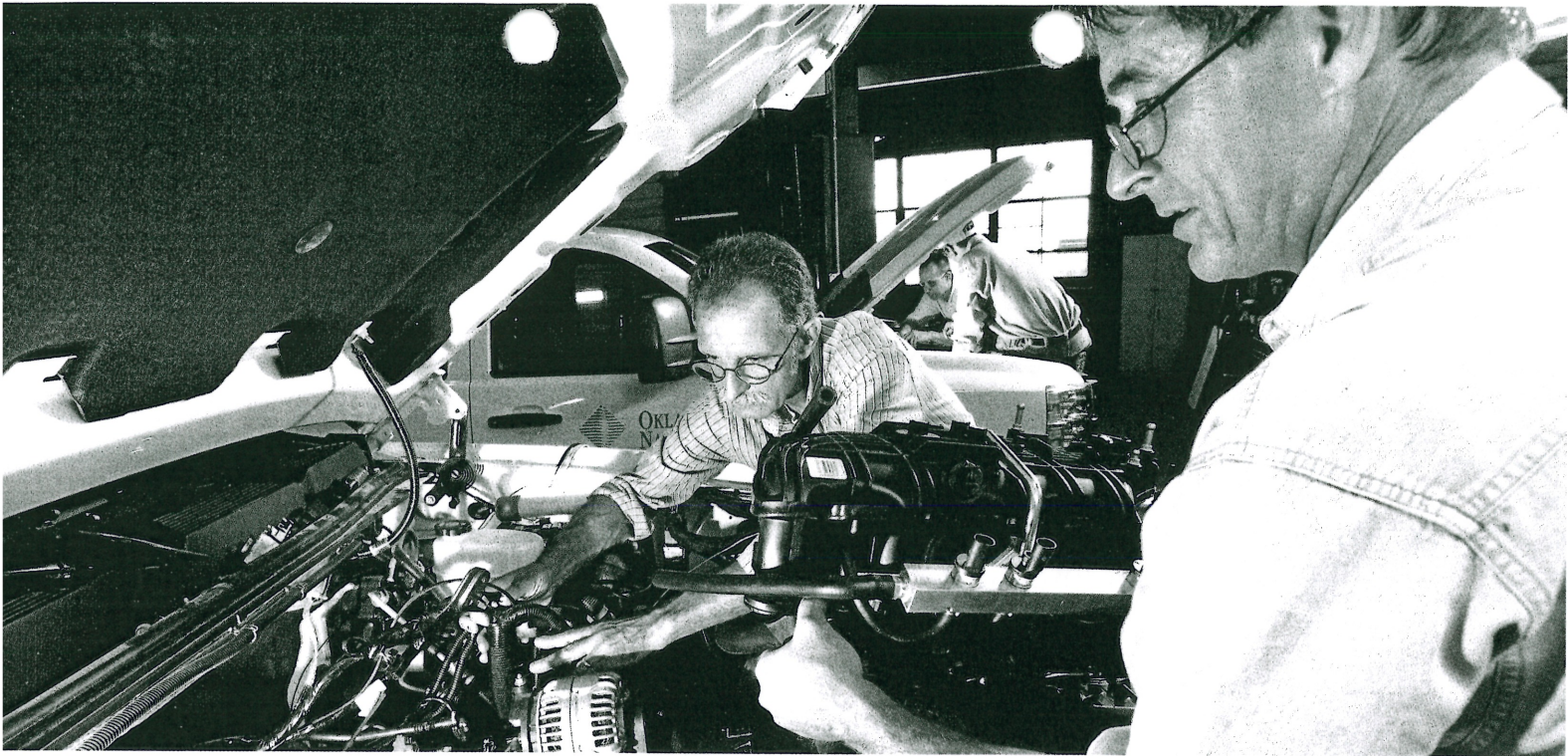
We have legal responsibility for environmental conditions at 12 former MGP sites in Kansas, which were acquired from other companies, and have begun remediation on 11 of them. MGP sites may contain potentially harmful materials that are subject to control or remediation under various environmental laws and regulations.

Remediation may involve removal of structures, management of contaminated soils and monitoring or remediation of groundwater. We have achieved regulatory closure at two of the MGP sites, and we have completed or are near completion of soil remediation at nine sites. We have begun evaluating the remaining site.

Minimizing Our Impact

In November 2008, we completed construction of the 760-mile Overland Pass Pipeline, a natural gas liquids pipeline that runs from Opal, Wyoming, to the Mid-Continent natural gas liquids market center in Conway, Kansas.

Prior to construction, we sponsored environmental and cultural resource surveys along the pipeline route and determined more detailed archaeological data recovery was needed in certain areas of Kansas before the areas were disturbed by construction.



Oklahoma Natural Gas employee Harvey Krones (front right) and Richard Steere, instructor of Oklahoma City Community College's (OCCC) CNG conversion program (front middle), practice installing a CNG conversion kit. OCCC instructors recently spent two days training at Oklahoma Natural Gas facilities to gain experience on new equipment and prepare for upcoming courses.

The data recovery work was done under the direction of the U.S. Bureau of Land Management and the State Historic Preservation Office at the Kansas State Historical Society. Native American groups with ties to Kansas were also involved in the consultation process. A team of 28 field archaeologists from Lawrence, Kansas, excavated the area and recovered nearly 50,000 artifacts over a period of three months. Noteworthy finds included large primitive workshops where stone tools were manufactured and other artifacts more than 10,000 years old, making this one of the most significant archeological finds of its kind in western Kansas.

The recovered artifacts will be donated to a university or research facility for further study or will be returned to landowners.

Educating Students

Our Oklahoma Natural Gas division was recently recognized by the Oklahoma State Regents for Higher Education's Economic Development Partnership Recognition Program for its partnership with Oklahoma City Community College (OCCC). The award highlighted Oklahoma Natural Gas' promotion of compressed natural gas (CNG) vehicles with students and its guidance in a CNG education program at the school.

The automotive technology department started an alternative-fuels program to help students learn more about CNG vehicles and gain hands-on training working with and installing CNG conversion kits. OCCC students also have the opportunity to intern with Oklahoma Natural Gas to gain experience and certification as CNG technicians. Several program graduates are currently working with Oklahoma Natural Gas.

Recycled, Reused and Reclaimed Materials

Many of our office locations and operations facilities participate in programs to responsibly dispose of unused materials and minimize our impact on landfills by recycling the materials or selling them for reuse.

In 2009, our Oklahoma Natural Gas division recycled 166,000 pounds of scrap metal. Since February 2010, this division has recycled approximately 8,600 pounds of scrap plastic.

Kansas Gas Service Conservation Efforts

Our Kansas Gas Service division has an active solid-waste recycling program. Solid waste is collected and delivered weekly to recycling centers in conjunction with bimonthly onsite document shredding. Kansas Gas Service field operations minimizes its impact on landfills by recycling small cell batteries, iron scrap, plastic pipe, wood pallets, aluminum cans, cardboard, printer cartridges, newspapers and copy paper.

In addition, Kansas Gas Service facilities management has reduced energy use by:

- Replacing air conditioning condensers with seasonal energy-efficiency ratings of at least 14;
- Installing “under the sink” instant water heaters to conserve energy and water;
- Installing motion light switches;
- Replacing outdated lighting fixtures with more energy-efficient fixtures;
- Installing multi-pane windows to improve insulation; and
- Conserving water through native landscaping.

Native Landscaping

Working with local nurseries, our Kansas Gas Service division was able to identify and plant native Kansas plants that would grow well without constant watering through Kansas summers. Three locations – Wichita Service Center, Topeka Service Center and the Topeka Information Center – save 2,420 gallons of water per year as a result of native landscaping.

Green American Road Trip

Our Texas Gas Service division recently took a different approach to supporting education and the use of CNG vehicles by becoming a participating sponsor of “The Green American Road Trip Project,” in which a University of Texas student put natural gas vehicles to the test for her graduate thesis, examining natural gas as a transportation fuel. Part of the research involved driving a CNG-fueled vehicle from Austin, Texas, to Boston, Massachusetts, to explore the fuel-cost savings and environmental benefits of CNG.

The full research report will analyze CNG, benchmarked against other fuels, and will make policy recommendations to encourage the expanded use of natural gas as a transportation fuel.

The sponsorship complements Texas Gas Service’s Conservation Program, which offers rebates to customers in Austin for the purchase of high-efficiency natural gas appliances, natural gas vehicles and home-refueling units. In 2009, more than \$1 million in rebates were distributed to participating citizens.



Left, more than one ton of plastic pipe scrap is recycled each month at Kansas Gas Service, resulting in savings of more than \$2,800 a year in transportation and landfill fees.

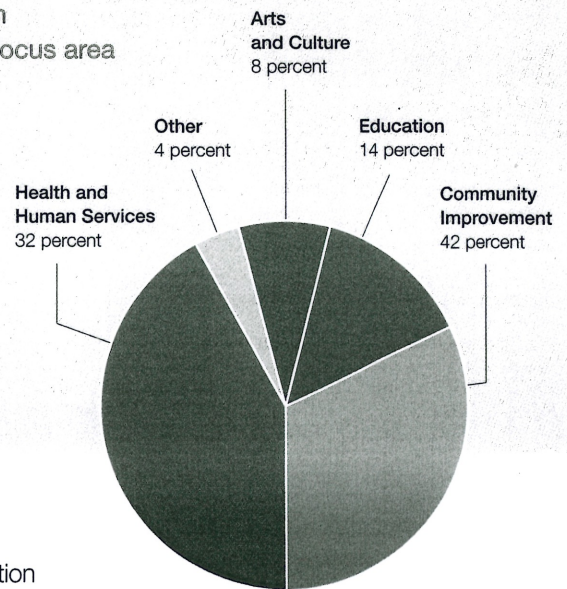
At right, native landscaping efforts have contributed to water savings at three Kansas Gas Service locations, including this service center in Topeka, Kansas.

More Energy Conservation Highlights:

- For more than 10 years, our headquarters building, ONEOK Plaza in Tulsa, Oklahoma, has utilized one of the best building automation systems available to control heating, lighting, and ventilating and air conditioning systems by computer. These systems increase our operating efficiency by approximately 20 percent.
- Motors in all of the air-handling units at ONEOK Plaza were recently replaced with variable-frequency drive motors, resulting in savings of 570,000-760,000 kilowatt-hours per year; and we are currently in the process of replacing the pump motors, which will provide additional savings.
- In late 2010, approximately 11,000 32-watt lighting tubes at ONEOK Plaza will be replaced with 25-watt tubes. The project will be completed in early 2011 and will significantly reduce energy usage.
- Our Oklahoma Natural Gas division has a number of offices that recycle batteries and aluminum cans.
- Starting in the fall of 2010, all Oklahoma Natural Gas facilities will be equipped with programmable thermostats; and select facility areas will install motion sensors on lighting systems.
- Kansas Gas Service has almost completely eliminated the use of styrofoam cups by providing employees with reusable coffee mugs and water cups.
- Since 2008, our Texas Gas Service division has participated in recycling efforts by recycling paper, plastic and aluminum at its Austin locations.
- Our ONEOK Partners division has a number of locations that recycle materials such as scrap steel, used car batteries, oil, antifreeze and other chemicals used in operations.

2009 ONEOK Foundation percentage of giving by focus area

Total amount paid: \$5,114,694



Established in 1997, the ONEOK Foundation invests in education, health and human services, arts and culture, and community improvements. The foundation is particularly interested in programs that help people gain self-sufficiency.

Since the foundation's inception, we have contributed \$58.5 million to the foundation, including \$10 million in 2009. Since 1997, the foundation has committed to contribute \$37 million in total gifts, with \$32.2 million paid to date.

In 2009, the foundation approved \$1.6 million in new grants and pledges to nonprofit organizations, compared with \$6.8 million in 2008.

The decrease in approved grants and pledges in 2009 was the result of a reduced capacity to make additional pledges because of outstanding commitments approved in previous years – primarily ONEOK Field, the new home of the Tulsa Drillers baseball team – and the foundation's board of directors' disciplined approach to evaluating grant requests while the foundation's assets recovered from the financial market downturn.

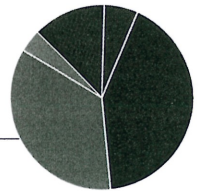
Grants and pledges are not necessarily paid in the year they are approved.

Volunteer Hours

Our employees are widely recognized for getting involved in their communities. In 2009, our employees volunteered nearly 10,000 hours through our Volunteers With Energy program, whose work projects range from building homes to helping with civic activities. The approximate value of these hours is estimated at \$20.25 per hour, or nearly \$200,000. In addition, 27 employees received a Volunteers With Energy grant, a small donation given to a specific nonprofit organization in honor of an employee's time commitment to that organization.

2008 percentage of giving

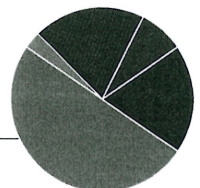
Total amount paid: \$5,003,848



- Arts and Culture (13 percent)
- Community Improvement (6 percent)
- Education (42 percent)
- Health and Human Services (35 percent)
- Other (4 percent)

2007 percentage of giving

Total amount paid: \$2,950,772



- Arts and Culture (20 percent)
- Community Improvement (8 percent)
- Education (19 percent)
- Health and Human Services (50 percent)
- Other (3 percent)

Note: Before 2009, the percentage of giving was tracked based on what was approved that year, not what was actually paid. In 2009, we began tracking the actual payout of pledges and grants. Our 2008/2009 Corporate Responsibility Report included 2007 and 2008 percentage of giving charts based on what was approved that year. For this report, we have converted those charts to show what was actually paid, making comparisons with our 2009 numbers easier.



Our employees volunteer in their communities and donate resources and time to help others. We have a strong history of helping build houses with Habitat for Humanity (left) and volunteering for the United Way (right). At right, employees are planting flowers during the 2009 United Way Day of Caring in Tulsa, Oklahoma.

The ONEOK Foundation matches employee gifts dollar for dollar to the United Way. Collectively, our employees and the foundation have contributed more than \$20 million to the United Way since the foundation was established.

ONEOK Foundation at a Glance

In 2009, the ONEOK Foundation:

- Invested \$5,114,694 in the communities where we operate and employees work and live;
- Contributed to more than 300 nonprofit organizations in 29 states;
- Matched employee pledges to United Way dollar-for-dollar, doubling employee contributions of \$1,092,818;
- Provided \$220,097 in employee and director matching grants to qualifying organizations (up to \$5,000 a year per employee);
- Focused 32 percent of its giving on Health and Human Services, 42 percent on Community Improvement, 8 percent on Arts and Culture, 14 percent on Education and 4 percent on Employee and Director Matching Grants and Volunteers With Energy Matching Grants; and
- Reached its goal to be a Tulsa United Way Million Dollar donor for the second year in a row.

Employees Helping Employees

Our ONE Trust Fund is a unique way for employees to support their co-workers in times of need. The ONE Trust Fund is a voluntary assistance program created to help our fellow employees in times of personal crisis due to natural disasters, medical emergencies or other hardships. Employees support the fund by donating money or unused vacation days.

The ONE Trust Fund is administered by an elected, eight-member Board of Trustees composed of employees.

The ONEOK Foundation matches contributions to the fund dollar-for-dollar up to \$5,000 per employee per calendar year, and all funds received from paper recycling at our headquarters also go to the ONE Trust Fund.

In 2009, 43 employees received \$73,623 in financial assistance, and 3,858 hours of vacation were donated to 37 employees.



Revitalizing a Downtown – ONEOK Field

In the spring of 2010, our presence in downtown Tulsa, Oklahoma, increased to an unprecedented level with the opening of ONEOK Field, the new home of the Tulsa Drillers, the Double-A affiliate of the Colorado Rockies Major League Baseball team. As a major donor to the project, we obtained the 20-year naming rights to the baseball park.

This investment reinforced our strong commitment to Tulsa and the downtown area. We believe the revitalization of downtown Tulsa will help provide the foundation for new development and will bring vibrancy to the city, which we know is key to our ability to attract and retain employees.

Energizing Our Communities – Ronald McDonald House

The ONEOK Foundation pledged \$100,000 over five years to the Austin, Texas, Ronald McDonald House in 2007. The house is the first “green built” Ronald McDonald House in the world and the first building in Austin to attain the Leadership in Energy and Environmental Design (LEED) Platinum certification, the highest level of green building awarded by the United States Green Building Council.

We have not only contributed money to the Ronald McDonald House, but our employees have also volunteered their time. Between 2005 and 2009, our Texas Gas Service employees volunteered more than 500 hours to the organization. In addition, a group of eight to 12 employees cook throughout the year for the families staying there.



Texas Gas Service employees Bill Novak (left) and Anthony Butler (right) help cook dinner for families staying at the Ronald McDonald house in Austin.

YTD 2010

- ONEOK named one of the “World’s Most Admired Companies” by FORTUNE Magazine
 - Ranked fifth overall in the energy industry category
 - Ranked first in quality of management; second in quality of products and services; third in long-term investment and financial soundness
- ONEOK added to Standard & Poor’s 500 stock index (S&P 500) and to the S&P 500 GICS Gas Utilities Sub-Industry index
- Texas Gas Service ranked highest in the South Region in a nationally recognized business customer satisfaction survey

2009

- ONEOK named one of “America’s Most Reputable Companies” by Forbes Magazine
 - Ranked No. 71
- ONEOK named one of the “World’s Most Admired Companies” by FORTUNE Magazine
 - Ranked second in the pipeline segment
- ONEOK Partners named world’s Fastest-Growing Energy Company by Platts
- ONEOK and ONEOK Partners named to the Platts Top 250 Global Energy Companies List
- ONEOK Partners’ Midwestern Gas Transmission and Guardian Pipeline earned an American Gas Association (AGA) Safety Achievement Award for achieving the lowest vehicle accident rate among small companies
- ONEOK WesTex Transmission earned an AGA Safety Achievement Award for achieving the lowest vehicle accident rate among transmission companies
- ONEOK Field Services Company received the Gas Processors Association Safety Award for 15 years with no lost time accidents at its Panther Creek Plant

Consolidated financial information (millions of dollars except for dividends paid per share)

	2007	2008	2009
Net margin	\$ 1,810.1	\$ 1,935.5	\$ 2,015.9
Operating income	\$ 822.5	\$ 917.0	\$ 894.6
Net income	\$ 498.1	\$ 600.5	\$ 491.2
Net income attributable to ONEOK, Inc.	\$ 304.9	\$ 311.9	\$ 305.5
Total assets	\$ 11,062.0	\$ 13,126.1	\$ 12,827.7
Capital expenditures ¹	\$ 173.8	\$ 219.3	\$ 175.6
Dividends paid per share	\$ 1.40	\$ 1.56	\$ 1.64
Interest paid	\$ 256.3	\$ 264.2	\$ 300.8
Number of employees	4,555	4,742	4,758
Total payroll	\$ 305.9	\$ 314.8	\$ 300.8

¹Excluding ONEOK Partners.

We are committed to continuously improving how we report our impacts and business strategies related to the environment, and the safety and health of our stakeholders. The following table illustrates how this report aligns with the Global Reporting Initiative (GRI) Performance Indicators and where specific information can be found throughout the report.

GRI Indicator	Description	Page(s)
Strategy and Analysis		
1.1	Statement by CEO	1
Organizational Profile		
2.1	Name of organization	Inside front cover
2.2	Primary brands, products and/or services	3
2.3	Operational structure	3
2.4	Location of organization's headquarters	3
2.5	Countries in which the company has operations	3
2.6	Nature of ownership and legal form	3
2.7	Markets served	3
2.8	Scale of the reporting organization	23
2.10	Awards received in the reporting period	23
Report Parameters		
3.1	Reporting period	Inside front cover
3.3	Reporting cycle	Inside front cover
3.4	Contact point for questions regarding the report	Inside back cover
3.5	Process for defining report content	Inside front cover
3.6	Boundary of report	Inside front cover
3.11	Significant changes in reporting from previous report	14, 20
3.12	Table identifying the location of the Standard Disclosures in the report	24
Governance		
4.1	Governance structure	3
4.2	Indicate whether the Chair of the highest governance body is an executive officer	Inside back cover
4.3	Number of members of the highest governance body that are independent and/or non-executive members	Inside back cover
4.8	Statement of mission and values	2
4.14	Stakeholder groups engaged by the organization	1
4.16	Approaches to stakeholder engagement	1
Economic Performance Indicators		
EC1	Direct economic value generated and distributed	6, 23
EC2	Financial implications and other risks and opportunities of the organization's activities due to climate change	8
Environmental Performance Indicators		
EN5	Energy saved due to conservation and efficiency improvements	18, 19
EN6	Initiatives to provide energy-efficient or renewable energy based products and services, and reductions in energy requirement as a result of these initiatives	18, 19
EN13	Habitats protected or restored	16, 17
EN16	Total direct and indirect greenhouse gas emissions by weight	5, 15
EN18	Initiatives to reduce greenhouse gas emissions and reductions achieved	14-16
EN26	Initiatives to mitigate environmental impacts of products and services, and extent of impact mitigation	16-19
EN28	Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with environmental laws and regulations	5
Social Performance Indicators		
LA1	Total workforce by employment type, employment contract and region	6, 23
LA7	Rates of injury, occupational diseases, lost days and absenteeism, and number of work-related fatalities by region	4

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Julie H. Edwards

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