



February 19, 2009

Bruce A. Rew
Vice President of Engineering
415 N. McKinley, Suite 140
Little Rock, AR 72205-3020

Dear Mr. Rew:

Enclosed please find the following fully executed documents:

1. Southwest Power Pool, Inc. ("SPP") Notification to Construct (SPP-NTC-20022) to Oklahoma Gas and Electric Co. ("OG&E") 1 copy; and
2. Amendment No. 1 to the Agreement for Sponsored Upgrade of December 2, 2008 between OG&E as Project Sponsor and SPP as Transmission Owner – 2 copies.

If you have any questions, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Mel Perkins". The signature is written in a cursive style with a large, sweeping initial "M".

Mel Perkins
Vice President, Power Delivery

Enclosures

**AMENDMENT NO. 1 TO
AGREEMENT FOR SPONSORED UPGRADE**

This Amendment No. 1 to the Agreement for Sponsored Upgrade previously executed by Southwest Power Pool, Inc. ("Transmission Provider") and Oklahoma Gas and Electric Company ("OG&E") on December 1 and December 17, 2008, respectively, is entered into this 2nd day of February, 2009.

Whereas, Transmission Provider and OG&E have entered an Agreement for Sponsored Upgrade and desire to provide additional specifications of the upgrades covered by the Agreement;

Now, THEREFORE, Transmission Provider and OG&E agree as follows:

Section 2.0 of the Specifications for the Sponsored Upgrade are hereby amended to the following description:

SPECIFICATIONS OF SPONSORED UPGRADE: Woodward District EHV substation to Northwest substation

Build 120 mile 345 kV, 3000 amp capacity line from new OG&E Woodward District EHV substation to Northwest substation.

Install new 345/138 kV transformer, 3000 amp breakers, switches and bus work in new Woodward District EHV substation.

Build 0.5 miles of 138 kV transmission line (ckt 1) from Woodward District substation to new Woodward District EHV substation and install terminal equipment.

Build 0.5 miles of 138 kV transmission line (ckt 2) from Woodward District substation to new Woodward District EHV substation and install terminal equipment.

Tap Iodine to Woodward 138 kV line for the new terminals into the new Woodward District EHV substation.

Install one 3-breaker, 3000 amp switching station at approximately one-half the distance between Oklahoma City and Woodward, Oklahoma (substation Tatonga).

At Northwest substation, install a 3000 amp 345 kV breaker and new line terminal. Relocate Spring Creek Line to new bay. Terminate line from Tatonga. Install line relays and coordinate all relays at Northwest substation.

IN WITNESS WHEREOF, Transmission Provider and OG&E have caused this Amendment No. 1 to be executed by their respective authorized officials.

Southwest Power Pool, Inc.

APPROVED
BY

By: [Signature]
Name

EVP & COO
Title

2/2/09
Date

Oklahoma Gas and Electric Company

By: [Signature]
Name

VP Power Delivery
Title

2-19-09
Date