

DOMINION RESOURCES INC /VA/
Form U5S
May 01, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC

FORM U5S

ANNUAL REPORT

For the year ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935 by

Dominion Resources, Inc.

120 Tredegar Street, Richmond, VA 23219

DOMINION RESOURCES, INC.
FORM U5S-ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2002

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002

<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
(Thousand of Dollars)					
Dominion Resources, Inc. (Dominion) (note 1)	Holding company				
Consolidated Natural Gas Company (CNG):	Holding company	100	100%	3,808,935	7,719,026
Unsecured debt				562,545	562,545
(Exhibit F-1)					
CNG Coal Company (CNG Coal)	Held coal properties	2,236	100%	**	**
CNG International Corporation (CNG International)	Energy related activities outside the United States	23,855	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
CNG Kauai, Inc.	Holding company	1	100%	**	**
		N/A	100%	**	**

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Kauai Power Partners, L.P. (note 4)	Power generation project					
DBNGP Finance Company, LLC	Holding company	N/A	50%	**	**	
CNG Cayman Two Ltd. (note 3)	Holding company	10	76.92%	**	**	
CNG Labuan One Limited	Holding company	N/A	100%	**	**	
Epic Energy Australia Trust	Operates natural gas pipelines in Australia	N/A	33%	**	**	
Epic Development (TPA) Pty Limited *	Holding company	N/A	33%	**	**	
Epic Energy East Pipelines Pty Ltd. *	Holding company	N/A	33%	**	**	
The Latin America Energy and Electricity Fund I, L.P.	Energy investment fund	N/A	16.5%	**	**	
CNG Main Pass Gas Gathering Corporation	Gas gathering	1	100%	**	**	
Dauphin Island Gathering Partners	Gas gathering	N/A	13.6%	**	**	
CNG Oil Gathering Corporation	Oil gathering	1	100%	**	**	
Main Pass Oil Gathering Company	Oil gathering	N/A	33.3%	**	**	
CNG Power Services Corporation	Electric power marketing	1,552	100%	**	**	
Armstrong Energy Limited Partnership, LLLP (note 5)	Power generation project	N/A	100%	**	**	
Dominion Cove Point, Inc. (note 2)	Holding company	100	100%	**	**	
Unsecured debt				**	**	

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(Exhibit F-1)

Dominion Cove Point LNG Company, LLC (note 2)	Supports liquified natural gas import facility	N/A	100%	**	**
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<u>Name of Company</u>	<u>Business</u>	Number of Common Shares <u>Owned</u>	% of Voting <u>Power</u>	Issuer's <u>Book Value</u>	Owner's <u>Book Value</u>
(Thousand of Dollars)					
Dominion Gas Projects Company, LLC (note 2)	Supports liquified natural gas import facility	N/A	100%	**	**
Dominion Cove Point LNG, LP (note 2)	Liquified natural gas import facility	N/A	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
Dominion CNG Capital Trust I (note 29)	Business trust	247,423	100%	**	**
Dominion Exploration & Production, Inc. (Dominion E&P)	Oil and gas exploration and production	43,900	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
CNG Pipeline Company	Oil pipeline	12,000	100%	**	**
DEPI Texas Holdings, LLC (note 2)	Holding company	N/A	100%	**	**
Dominion Exploration & Production I, L.P.	Holds exploration and production	N/A	100%	**	**

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(notes 2 and 6)	companies				
Dominion Field Services, Inc. (Dominion Field Services)	Gas marketing and gas storage services	1,722	100%	**	**
Dominion Greenbrier, Inc. (note 1)	Holding company	100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Greenbrier Pipeline Company, LLC	Develop, own & operate interstate natural gas pipeline	N/A	67%	**	**
Greenbrier Marketing Company, LLC* (note 2)	Gas marketing	N/A	100%	**	**
Dominion Iroquois, Inc. (note 7)	Holds interest in gas transmission system	2,394	100%	**	**
Iroquois Gas Transmission System, L.P.	Gas transmission	N/A	24.72%	**	**
Dominion Natural Gas Storage, Inc.	Owens gas storage facilities	100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Dominion Oklahoma Texas Exploration & Production, Inc. (DOTEPI)	Holding company	100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
American Exploration Production Company*	Holding company	500	100%	**	**
American Reserves Corporation*	Holding company	10,000	100%	**	**
Conquest Associates II	Holds oil and gas properties	N/A	49%	**	**

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Dominion Gas Marketing, Inc.	Holding company	100	100%	**	**
LDNG Acquisition, Inc. *	Holding company	1000	100%	**	**

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
					(Thousand of Dollars)
LDNG Texas Holdings, Inc.	Holding company	500	100%	**	**
Dominion Natural Gas I, L.P. (note 8)	Holds oil and gas properties	N/A	100%	**	**
Stonewater Pipeline Company, L.P. (note 9)	Holds pipeline	N/A	100%	**	**
Stonewater Pipeline Company of Texas, Inc.	Holding company	1,000	100%	**	**
Dominion Products and Services, Inc.	Markets energy-related services	399	100%	**	**
Dominion Member Services, Inc.	Offers products and services to retail customers	1	100%	**	**
Dominion Retail, Inc. (Dominion Retail)	Retail energy marketing	600	100%	**	**
Dominion Transmission, Inc. (Dominion Transmission)	Gas transmission	60,101	100%	847,005	847,005
Unsecured debt (Exhibit F-1)				325,773	325,773
Tioga Properties, LLC (note 2)	Holding company	N/A	100%	**	**

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Unsecured debt				**	**
(Exhibit F-1)					
Farmington Properties, Inc. (note 2)	Holding company	1,000	100%	**	**
NE Hub Partners, L.L.C. (note 2)	Gas storage	N/A	100%	**	**
NE Hub Partners, L.P. (notes 2 and 10)	Gas storage	N/A	100%	**	**
Hope Gas, Inc. (Dominion Hope)	Gas utility	449,000	100%	81,016	79,943
Unsecured debt				35,982	35,982
(Exhibit F-1)					
The East Ohio Gas Company (Dominion East Ohio)	Gas utility	4,759,353	100%	482,137	484,029
Unsecured debt				293,379	293,379
(Exhibit F-1)					
The Peoples Natural Gas Company (Dominion Peoples)	Gas utility	1,835,350	100%	309,881	300,837
Unsecured debt				128,821	128,821
(Exhibit F-1)					
Dominion Capital, Inc. (Dominion Capital) (notes 1 and 11)	Financial services holding company	20	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
Boston Capital Tax Credit Fund Limited Partnership - Series 6	Holds low-income housing assets	N/A	11.86%	**	**
Boston Capital Tax Credit Fund II Limited Partnership - Series 11	Holds low-income housing assets	N/A	10.46%	**	**

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Boston Financial Institutional Tax Credits Special Investments, L.P.	Holds low-income housing assets	N/A	10.84%	**	**
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<u>Name of Company</u>	<u>Business</u>	Number of Common Shares Owned	% of Voting Power	Issuer's Book Value	Owner's Book Value
Catalyst Old River Hydroelectric Limited Partnership	Electric power production	N/A	25%	**	**
Dominion Capital Ventures Corporation	Middle market commercial lending	100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
First Dominion Capital, LLC	Middle market commercial lending	930,000	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Dallastown Realty I, LLC	Holding company	100	100%	**	**
Dallastown Realty II, LLC	Property acquisitions	100	100%	**	**
DRF Acquisition, LLC	Publisher of daily racing form	N/A	29.1%	**	**
FFI Acquisition Corp.	Sales of dinnerware	200,000	12%	**	**
Gichner Systems Group, Inc.	Manufacturer of shelters & enclosures	1,000	100%	**	**
		16,250	11.47%	**	**

(Thousand of Dollars)

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Home Fragrance Holdings, Inc.	Manufacturer & distributor of candles					
MassMicroelectronics, LLC	Microcircuits	N/A	100%	**	**	
Starcom Holdings, Inc.	Electrical contracting	24,660	10.21%	**	**	
Dominion First Source, Inc.	Holding company	100	100%	**	**	
Compendia Media Group	Compilation and sale of recorded music	4,000	100%	**	**	
CMG Holdings, LLC (note 2) *	Copyright holder on video productions	N/A	100%	**	**	
Compendia Direct, LLC (note 2) *	Direct marketing	N/A	100%	**	**	
Intersound, Inc. *	Music publishing	3,000	100%	**	**	
JustMike, Inc. *	Music publishing	3,000	100%	**	**	
Lexicon Music, Inc. *	Music publishing	3,000	100%	**	**	
Peg Publishing, Inc. *	Music publishing	3,000	100%	**	**	
Royce Publishing, Inc. *	Music publishing	3,000	100%	**	**	
DEH Arizona, LLC *	Real estate holding	N/A	50%	**	**	
HLHN Holdings, LLC *	Holding company	N/A	15%	**	**	
Marine Optical, Inc. *	Designer & distributor of eyewear	725,824	100%	**	**	
Dominion Land Management Company - Williamsburg	Real estate management	10,000	100%	**	**	
		100	100%	**	**	

Old North State Management Company *	Real estate management				
Dominion Lands, Inc.	Land development	10	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
Governor's Land Associates	Land development	N/A	100%	**	**

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
(Thousand of Dollars)					
Lake Badin Associates	Land development	N/A	100%	**	**
Uwharrie Point Building Company, LLC	Construction management	N/A	100%	**	**
Stonehouse Development Company, LLC	Land development	N/A	100%	**	**
Stonehouse Real Estate Company, LLC	Real estate development	N/A	100%	**	**
The Association at Stonehouse, Inc.	Homeowners' association	N/A	100%	**	**
Widewater Associates	Land development	N/A	100%	**	**
Dominion Venture Investments, Inc.	Middle market commercial lending	100	100%	**	**
Cambrian Capital Corporation	Oil/Gas financial lending	3,000	46%	**	**
Triassic Energy Corporation	Oil/Gas financial lending	1,000	100%	**	**

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Devonian Energy Corporation	Oil/Gas financial lending	1,000	100%	**	**
Cambrian Capital Partners, L.P.	Oil/Gas financial lending	N/A	45%	**	**
Triassic Energy Partners, L.P. (note 12)	Oil/Gas financial lending	N/A	100%	**	**
Devonian Energy Partners, L.P. (note 13)	Oil/Gas financial lending	N/A	100%	**	**
H-W Properties, Inc.	Real estate investment	801	100%	**	**
Waterford Harbor Realty, Inc. *	Real estate development	100	100%	**	**
First Source Equity Holdings, Inc.	Holding company	100	100%	**	**
First Source Financial, Inc.	Middle market commercial lending	1,000	100%	**	**
Spell Capital Partners Fund I, L.P.	Investment company	N/A	10%	**	**
Louisiana Hydroelectric Capital Corp.	Investment company	10	100%	**	**
Massachusetts Properties Limited Partnership	Holds low income housing assets	N/A	10.24%	**	**
NH Capital, Inc.	Holding company	10	100%	**	**
OptaCor Financial Services Company, Inc.	Direct mail unsecured consumer loans	100	100%	**	**
Rincon Securities, Inc.	Investment company	1	100%	**	**
Shoulders Hill/DCI Properties, Inc.	Real estate investment	100	100%	**	**

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Goodman Segar Hogan, Inc.	Real estate company	10,800	100%	**	**
Denbigh Shopping Center Associates	Holding company	N/A	95%	**	**
Turnbarr Associates	Real estate	N/A	37.5%	**	**
Goodman Segar Hogan of Orlando, Inc. *	Holding company	5,000	100%	**	**
Historic Town Square Company	Real estate	N/A	60%	**	**

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
					(Thousand of Dollars)
Stonehouse, Limited Liability Company*	Real estate investment	N/A	50%	**	**
Stonehouse Communication LLC *	Cable franchise	N/A	100%	**	**
Vidalia Audit, Inc.	Audit company for hydroelectric project	100	100%	**	**
Virginia Financial Ventures, Inc.	Commercial finance	100	100%	**	**
First Source Financial, LLP (note 14)	Middle market commercial lending	N/A	100%	**	**
FS Warrant, L.P. (notes 1 and 15)	Holding company	N/A	100%	**	**
Tristar Enterprises, LLC	Vacuum cleaner sales	N/A	40%	**	**
Firearms Training Systems, Inc.	Firearms training	9,467,188	13.77%	**	**

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Williams Court/DCI Properties, Inc.	Real estate investment	100	100%	**	**
Dominion Energy, Inc. (Dominion Energy) (note 1)	Holding company	10	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Caithness BLM Group, L.P.	Geothermal electric generation	N/A	20%	**	**
Caithness Navy II Group, L.P.	Geothermal electric generation	N/A	23%	**	**
DEI Cayman Holding Company *	Holding company	100	100%	**	**
Dominion Energy Holding Cayman Company LDC * (note 16)	Holding company	100	100%	**	**
Dominion do Brasil Ltda. * (note 17)	Holding company	10,000	100%	**	**
Doma Energia e Participacoes Ltda. *	Power generation project	10,000	100%	**	**
Dominion Armstrong, Inc.	Holding company	100	100%	**	**
Dominion Armstrong Services Company, Inc.	Administrative services	100	100%	**	**
Dominion Black Warrior Basin, Inc.	Methane gas production	10	100%	**	**
Dominion Cleveland Thermal, Inc.	Holding company	100	100%	**	**
Dominion Cleveland Thermal, LLC	Holding company	N/A	100%	**	**
Dominion Cleveland Thermal Generation, LLC	Steam and chilled water generation	N/A	100%	**	**

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Dominion Cleveland Steam Distribution, LLC	Steam distribution	N/A	100%	**	**
Dominion Cleveland Chilled Water Distribution, LLC	Chilled water distribution	N/A	100%	**	**
Dominion Cogen, Inc.	Holding company	100	100%	**	**

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
(Thousand of Dollars)					
Dominion Cogen WV, Inc.	Holding company	10	100%	**	**
Morgantown Energy Associates	Cogeneration Plant	N/A	50%	**	**
	Unsecured debt			**	**
	(Exhibit F-1)				
Dominion Davidson, Inc. * (note 30)	Power generation project	100	100%	**	**
Dominion Dresden, Inc.	Holding company	100	100%	**	**
Dresden Energy, LLC	Power generation project	N/A	100%	**	**
Dominion Dresden Services, Company, Inc.	Administrative services	100	100%	**	**
Dominion Elwood, Inc.	Holding company	100	100%	**	**
Elwood Energy LLC	Power generation project	N/A	50%	**	**
		N/A	100%	**	**

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Elwood II Holdings, LLC	Hold and resell turbines					
Elwood III Holdings, LLC	Hold and resell turbines	N/A	100%	**	**	
Dominion Elwood Expansion, Inc. * (note 30)	Holding company	100	100%	**	**	
Elwood Expansion, LLC *	Holds land	N/A	50%	**	**	
Dominion Elwood Services Company, Inc.	Administrative services	10	100%	**	**	
Dominion Energy Clearinghouse Storage Services, Inc. * (note 30)	Storage service contracts	100	100%	**	**	
Dominion Energy Construction Company	General contractor	100	100%	**	**	
Dominion Energy Direct Sales, Inc.	Gas and electric marketing	100	100%	**	**	
Unsecured debt				**	**	
(Exhibit F-1)						
Dominion Energy Exchange, Inc.	Investor in electronic marketplace	100	100%	**	**	
EIP Holdings, LLC	Holds interest in TradeSpark, LP	N/A	10%	**	**	
Dominion Energy Marketing, Inc.	Power marketing	100	100%	**	**	
Dominion Energy Peru Holdings, Inc. *	Holding company	100	100%	**	**	
Dominion Energy Services Company, Inc. (DESCO)	Administrative services	10	100%	**	**	
Dominion Equipment, Inc.	Leasing company	100	100%	**	**	
Dominion Equipment II, Inc. * (note 30)	Leasing company	100	100%	**	**	
Dominion Equipment III, Inc.	Leasing company	100	100%	**	**	

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Dominion Fairless Hills, Inc.	Holding company	100	100%	**	**
Fairless Energy, LLC	Power generation project	N/A	100%	**	**
Dominion Kincaid, Inc.	Holding company	10	100%	**	**
Kincaid Generation, L.L.C. (note 18)	Non-regulated power generation	N/A	100%	**	**
Dominion Mt. Storm Wind, Inc.* (notes 2 and 30)	Power generation project	100	100%	**	**

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
(Thousand of Dollars)					
Dominion North Star Generation, Inc.* (note 30)	Holding company	100	100%	**	**
North Star Generation, LLC *	Power generation project	N/A	90%	**	**
Dominion Nuclear, Inc.	Holding company	100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Dominion Nuclear Holdings, Inc.	Holding company	100	100%	**	**
Dominion Nuclear Marketing I, Inc.	Spot market sales	100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Dominion Nuclear Marketing II, Inc.	Contract power sales	100	100%	**	**
Unsecured debt				**	**

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(Exhibit F-1)

Dominion Nuclear Connecticut, Inc. (note 19)	Nuclear generation	3	100%	**	**
Dominion Nuclear Marketing III, LLC (note 20)	Power sales	N/A	100%	**	**
	Unsecured debt			**	**

(Exhibit F-1)

Dominion Person, Inc.	Power generation project	100	100%	**	**
Dominion Petroleum Marketing, Inc. * (notes 2 and 30)	Holding company	100	100%	**	**
Dominion Pleasants, Inc.	Holding company	100	100%	**	**
Pleasants Energy, LLC	Power generation project	N/A	100%	**	**
Dominion Pleasants Services Company, Inc.	Administrative services	100	100%	**	**
Dominion Reserves, Inc.	Exploration and production	10	100%	**	**
	Unsecured debt			**	**

(Exhibit F-1)

Carthage Energy Services, Inc.	Gas marketing	500	100%	**	**
Cypress Energy, Inc.	Exploration and production	10	100%	**	**
	Unsecured debt			**	**

(Exhibit F-1)

Dominion Appalachian Development, Inc.	Exploration and production	10	100%	**	**
		N/A	100%	**	**

Dominion Appalachian Development Properties, LLC (note 21) Exploration and production

Unsecured debt ** **
(Exhibit F-1)

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
					(Thousand of Dollars)
Dominion Gas Processing MI, Inc.	Natural gas processing	10	100%	**	**
	Unsecured debt			**	**
	(Exhibit F-1)				
Frederic HOF Limited Partnership	Natural gas processing	N/A	94%	**	**
Wilderness Chester Gas Processing, L.P.	Natural gas processing	N/A	46.09%	**	**
Wilderness Energy, L.C.	Natural gas processing & gathering	N/A	50%	**	**
Wilderness Energy Services Limited Partnership (note 22)	Natural gas processing & gathering	N/A	75.5%	**	**
Dominion Midwest Energy, Inc.	Oil & gas development	10	100%	**	**
Dominion Reserves Gulf Coast, Inc.	Oil & gas development	10	100%	**	**
Dominion Reserves-Indiana, Inc.	Oil & gas development	10	100%	**	**
	Unsecured debt			**	**
	(Exhibit F-1)				

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Dominion Michigan Production Services, Inc.	Oil & gas development	10	100%	**	**
Dominion Reserves-Utah, Inc.	Methane gas production	10	100%	**	**
Dominion San Juan, Inc.	Holding company	10	100%	**	**
San Juan Partners, L.L.C.	Oil & gas investments	N/A	100%	**	**
Dominion State Line, Inc. (note 2)	Holding company	100	100%	**	**
Dominion State Line Ventures, Inc. (note 2)	Holding company	1,000	100%	**	**
State Line Holding Corporation (note 2)	Holding company	1,000	100%	**	**
State Line Holding II, LLC (note 2)	Holding company	N/A	100%	**	**
State Line Energy, LLC (notes 2 and 23)	Power generation	N/A	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
Dominion Storage, Inc.	Holding company	10	100%	**	**
Dominion Energy Canada Limited (note 24)	Holding company	73,886	100%	**	**
Dominion Energy Clearinghouse Canada, Inc.* (notes 2 and 30)	Holding company	10	100%	**	**
Dominion Exploration Canada Ltd. (note 1)	Holding company	1	100%	**	**
Domcan Boundary Corp. (note 1)	Gas & oil exploration and development	26,343,437	100%	**	**

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	Dominion Exploration Partnership (note 25)	Gas & oil exploration and development	N/A	100%	**	**
Dominion Troy, Inc.		Holding company	100	100%	**	**
Troy Energy, LLC		Power generation project	N/A	100%	**	**

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
(Thousand of Dollars)					
Dominion Troy Services Company, Inc.	Administrative services	100	100%	**	**
Luz Solar Partners Ltd. VII, L.P.	Solar electric generation	N/A	15%	**	**
Niton US, Inc.	Holding company	10	100%	**	**
Remington, LLC	Holding company	N/A	100%	**	**
Domcan NS1ULC (note 26)	Holding company	100	100%	**	**
Rumford Cogeneration Company, Ltd.	Cogeneration	N/A	10%	**	**
Dominion Wagram, Inc.	Holds steam plant contracts	100	100%	**	**
Dominion Alliance Holding, Inc.	Holding company	100	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
Dominion Canada Finance Company (note 27)	Issue public debt securities in Canada	100	100%	**	**

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Dominion Energy Holdings, Inc. * (note 30)	Holding company	100	100%	**	**
Dominion Energy Technologies, Inc.	Investments in emerging energy related technologies and companies	1	100%	**	**
Nth Power Technologies Fund II-A, L.P.	Investments in emerging energy related technologies and companies	N/A	17.8%	**	**
Dominion Metering Services, Inc.	Meter reading services	100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Dominion Ohio ES, Inc.	Holding company	100	100%	**	**
Dominion Ohio ES, LLC	Engineering and consulting services	N/A	49%	**	**
Piedmont Share Trust	Business trust	N/A	100%	**	**
Dominion Resources Services, Inc. (DRS) (note 28)	Service company	201	100%	62,721	62,721
Dominion Resources Capital Trust I (note 29)	Business trust	7,732	100%	**	**
Dominion Resources Capital Trust II (note 29)	Business trust	11,135	100%	**	**
Dominion Resources Capital Trust III (note 29)	Business trust	232	100%	**	**
Dominion Technical Solutions, Inc. (note 2)	Engineering, construction and other services	100	100%	**	**
DT Services, Inc.	Holding company	5,600,000	100%	**	**
Dominion Fiber Ventures, LLC	Holding company	N/A	50%	**	**
Unsecured debt (Exhibit F-1)				**	**

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Dominion Telecom, Inc.	Telecommunication services	158	100%	**	**
Dominion Telecom East, LLC (note 2)	Telecommunications services	N/A	50%	**	**
Virginia Electric and Power Company (Virginia Power) (note 1)	Electric utility	171,484	100%	4,331,074	4,331,074

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<u>Name of Company</u>	<u>Business</u>	<u>Number of Common Shares Owned</u>	<u>% of Voting Power</u>	<u>Issuer's Book Value</u>	<u>Owner's Book Value</u>
(Thousand of Dollars)					
Virginia Power Capital Trust I* (note 29)	Business trust	167,010	100%	**	**
Virginia Power Capital Trust II (note 2 and 29)	Business trust	16,494,816	100%	**	**
Virginia Power Fuel Corporation	Nuclear fuel procurement	1,000	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Virginia Power Services, Inc. (VP Services) (note 1)	Holding company	1,100	100%	**	**
Unsecured debt (Exhibit F-1)				**	**
Dominion Energy Clearinghouse, Inc. * (note 30)	Holding company	100	100%	**	**
Dominion Generation Corporation * (note 30)	Holding company	100	100%	**	**
Virginia Power Energy Marketing, Inc. (VP	Fuel procurement	1,000	100%	**	**

Energy Marketing)

Unsecured debt				**	**
(Exhibit F-1)					
Virginia Power Services Energy Corp., Inc. (VP Power Services Energy)	Fuel procurement	1	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
Virginia Power Nuclear Services Company (VP Nuclear Services)	Nuclear management and operational services	100	100%	**	**
Unsecured debt				**	**
(Exhibit F-1)					
VP Property, Inc.	Real estate holding company	1	100%	**	**

*Indicates company is inactive.

** Information is being filed confidentially under Rule 104.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (continued)

Notes to Item 1:

- The following companies were dissolved or sold during 2002.

Name of Subsidiary Dissolved

Date of Dissolution

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Alberta Hub Joint Venture	01/01/2002
Domcan Boundary Holding, Inc.	01/01/2002
Dominion Capital Financial, Inc.	01/30/2002
First Dominion Securities, LLC	02/04/2002
PlatinumCD.com, Inc.	02/25/2002
Dakotah Direct II, L.L.C.	03/01/2002
Dominion Monroe, Inc.	03/18/2002
Dominion Monroe, L.L.C.	03/18/2002
Dominion Montgomery, Inc.	03/18/2002
Air Cargo Associates	04/08/2002
Dominion Upshur, Inc.	05/03/2002
Dominion Upshur, LLC	05/03/2002
Uwharrie Point Community Association, Inc.	06/01/2002
Dominion Pipeline - Greenbrier, Inc.	06/25/2002
Evantage, Inc.	06/26/2002
Bridgeway Management Company	08/19/2002
Chesterfield Land, Inc.	08/19/2002
Dominion Land Management Company	08/19/2002
Dominion Lands - Williamsburg, Inc.	08/19/2002
Stanton Associates, Inc.	08/19/2002
Waterford Management Company	08/19/2002
Edgen, Inc.	08/27/2002
Old North I, LLC	09/10/2002
DEI U.K., Inc.	11/14/2002
DR Nottingham Investments	11/14/2002
Dominion Hickman, Inc.	11/18/2002

DF Holdings, Inc.	11/20/2002
Piece Dye Acquisition Corporation	11/20/2002
Baxter Road Associates	12/31/2002

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (continued)

2. The following is a listing of companies acquired or formed during the year of 2002.

<u>Name of Subsidiary</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>	<u>Date of Acquisition</u>	<u>Nature of Business</u>
Virginia Power Capital Trust II	Delaware	5/26/2000		Business Trust
Dominion Petroleum Marketing, Inc.	Virginia	1/08/2002		Holding company
Dominion State Line, Inc.	Delaware	2/21/2002		Holding company
Dominion State Line Ventures, Inc.	Delaware	4/8/1996	6/3/2002	Holding company
State Line Holding Corporation	Delaware	7/2/1997	6/3/2002	Holding company
State Line Holding II, LLC	Delaware	2/22/2002	6/3/2002	Holding company
State Line Energy, LLC	Indiana	4/11/1996	6/3/2002	Power generation - Indiana
Dominion Technical Solutions, Inc.	Virginia	4/16/2002		Engineering, construction and other services
Farmington Properties, Inc.	Pennsylvania	6/14/1994	6/28/2002	Holding company

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NE Hub Partners, LLC	Delaware	12/31/1997	6/28/2002	Natural gas storage
NE Hub Partners, LP	Delaware	12/20/1994	6/28/2002	Natural gas storage
Greenbrier Marketing Company, LLC	Delaware	6/26/2002		Market excess transmission capacity
Compendia Direct, LLC	Nevada	7/01/2002		Direct marketing
CMG Holdings, LLC	Nevada	7/16/2002		Copyright holder
Dominion Telecom East, LLC	New York	5/22/1998	4/10/2002	Telecommunications services
Dominion Mt. Storm Wind, Inc.	Delaware	8/07/2002		Power generation project
Dominion Cove Point, Inc.	Virginia	8/13/2002		Holding company
Dominion Cove Point LNG Company, LLC	Delaware	4/28/2000	9/5/2002	Supports liquefied natural gas import facility
Dominion Gas Projects Company, LLC	Delaware	2/1/2000	9/5/2002	Supports liquefied natural gas import facility
Dominion Cove Point LNG, LP	Delaware	10/28/1993	9/5/2002	Liquefied natural gas import facility
Dominion Energy Clearinghouse Canada, Inc.	Alberta	11/7/2002		Holding company
	Delaware	12/16/2002		Holding company

DEPI Texas
Holdings, LLC

Dominion Exploration & Production I, L.P.	Texas	12/18/2002	Holds exploration and production properties in Texas
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3. CNG Cayman Two Ltd. is owned 76.92% by DBNGP Finance Company LLC with CNG International owning the remaining 23.08% interest.
4. Kauai Power Partners, L.P. is owned 99% by CNG Kauai, Inc. with a 1% general partnership interest and a 98% limited partnership interest, with CNG International owning the remaining 1% limited partnership interest.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (continued)

5. Armstrong Energy Limited Partnership, LLLP is owned 99% by CNG Power Services Corporation with Dominion Armstrong, Inc. owning the remaining 1% interest.
6. Dominion Exploration & Production I, L.P. is owned 99% by DEPI Texas Holdings, LLC with a limited partnership interest, with Dominion E&P holding a 1% general partnership interest.
7. Effective March 31, 2002 CNG purchased the outstanding stock of Dominion Iroquois, Inc. from Dominion Transmission, Inc.
8. Dominion Natural Gas I, L.P. is owned 99% by LDNG Texas Holdings Inc. with DOTEPI owning the remaining 1% interest.
9. Stonewater Pipeline Company, L.P., is owned 99% by LDNG Texas Holdings, Inc. with the remaining 1% interest held by Stonewater Pipeline Company of Texas, Inc.
10. NE Hub Partners, L.P. is owned 99% by NE Hub Partners, LLC with Tioga Properties, LLC owning the remaining 1% interest.
11. Dominion Capital, Inc. holds 97% of the non-voting membership interest in Trilon Dominion Partners, LLC. Trilon Dominion Partners, LLC holds a 73% interest in Wilshire Technologies, Inc., a medical supply company.
12. Triassic Energy Partners, L.P. is owned 99% by Cambrian Capital Partners, L.P. with Triassic Energy Corporation owning the remaining 1% interest.
13. Devonian Energy Partners, L.P. is owned 99% by Triassic Energy Partners, L.P. with Devonian Energy Corporation owning the remaining 1% interest.
14. First Source Financial, LLP is owned 50% by Virginia Financial Ventures, Inc. and 50% by NH Capital, Inc.

15. FS Warrant, L.P is owned 99% by First Source Financial, LLP with First Source Equity Holdings, Inc. owning the remaining 1% interest.
16. Dominion Energy Holding Cayman Company LDC is owned 99% by DEI Cayman Holding Company with DEI owning the remaining 1% interest.
17. Dominion do Brasil Ltda. is owned 99% by Dominion Energy Holding Cayman Company LDC with DEI Cayman Holding Company owning the remaining 1% interest.
18. Dominion Kincaid, Inc. holds a 99% interest in Kincaid Generation, LLC with DEI owning the remaining 1% interest.
19. Dominion Nuclear Connecticut, Inc. is owned 70% by Dominion Nuclear Marketing, II Inc., 25% by Dominion Nuclear Marketing I, Inc. and 5% by Dominion Nuclear Marketing III, LLC.
20. Dominion Nuclear Marketing III LLC is owned 70% by Dominion Nuclear Inc., 25% by Dominion Retail, Inc. and 5% by Dominion Nuclear Holdings, Inc.
21. Dominion Appalachian Development Properties, LLC, is owned 99% by Dominion Reserves, Inc. and 1% by Dominion Appalachian Development, Inc.
22. Wilderness Energy, L.C. owns 51% of Wilderness Energy Services Limited Partnership and Dominion Gas Processing MI, Inc. holds a 24.5% interest.
23. State Line Energy, LLC is owned 60% by State Line Holding II, LLC and 40% by State Line Holding Corporation.
24. Dominion Energy Canada Limited is owned 85.60% by Dominion Storage, Inc., 13.54% by DEI, and 0.86% by Niton US, Inc.
25. DomCan Boundary Corporation owns 71.2% of Dominion Exploration Partnership with Dominion Exploration Canada Limited owning the remaining 28.8% interest.
26. Domcan NS1ULC is owned 99% by Remington, LLC with DEI owning the remaining 1% interest.
27. Dominion Canada Finance Company is owned 99% by Dominion Resources, Inc. with Remington LLC owning the remaining 1% interest.
28. Dominion Resources Services, Inc. is owned 99.5% by Dominion Resources, Inc. and 0.5% by Consolidated Natural Gas Company.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (continued)

29. From 1997 through 2002, Dominion established five subsidiary capital trusts that sold trust preferred securities that represented preferred beneficial interests and 97 percent beneficial ownership in the assets held by the capital trusts. In exchange for the funds realized from the sale of the trust preferred securities and common securities that represent the remaining 3 percent beneficial ownership interest in the assets

held by the capital trust, Dominion issued various junior subordinated debt instruments. The junior subordinated debt instruments constitute 100 percent of each capital trust's assets. In 2002, Virginia Power redeemed \$139 million of junior subordinated debt instruments held by Virginia Power Capital Trust I.

		<u>Capital Trusts</u>		
<u>Date</u> <u>Established</u>	<u>Trust</u> <u>Preferred</u> <u>Securities</u>	<u>Common</u>	<u>Securities</u>	<u>Junior Subordinated</u> <u>Notes/Debentures</u>
		(Millions)		
December, 1997	Dominion Resources Capital Trust I	\$250	\$8	\$258 million - 7.83% Debentures due 12/1/2027
January, 2001	Dominion Resources Capital Trust II	\$300	\$9	\$309 million - 8.4% Debentures due 1/30/2041
January, 2001	Dominion Resources Capital Trust III	\$250	\$8	\$258 million - 8.4% Debentures due 1/15/2031
October, 2001	Dominion CNG Capital Trust I	\$200	\$6	\$206 million - 7.8% Debentures due 10/31/2041
August, 2002	Virginia Power Capital Trust II	\$400	\$12	\$412 million - 7.375% Debentures due 7/30/2042

* The maturity date, subject to certain conditions, may be extended for up to an additional 10 years from date of original maturity.

30. Stock has been issued, but company has not been capitalized.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

There were no acquisitions or sales of utility assets by system companies, which involved consideration of more than \$1 million during the period of January 1, 2002 through December 31, 2002.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

As of December 31, 2002, Dominion maintained two separate indemnity agreements with two separate surety companies. The indemnity agreements represented total outstanding obligations of approximately \$120 million.

CNG has issued guarantees to the states of Louisiana, Ohio, Pennsylvania and West Virginia to maintain worker's compensation self-insurance status for certain subsidiaries operating in those states.

Dominion Energy has also issued a guaranty to the state of Connecticut to maintain worker's compensation self-insurance status for a subsidiary operating in that state.

All of the above transactions are exempt pursuant to Rule 45(b)(6).

During 2002, CNG purchased \$100 million of common securities in its energy-related subsidiary Dominion Products and Services, Inc. pursuant to Rule 58.

The above do not include issuances or guarantees of system company securities which have been authorized by Commission order under the Public Utility Holding Company Act of 1935 and which have been reported in certificates filed pursuant to Rule 24 and Rule 52 for the year 2002.

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ITEM 4 - ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

<u>Name of Issuer and Title of Issue</u>	<u>Name of Company Redeeming or Retiring Securities</u>	<u>Redeemed (note 1)</u>	<u>Retired (note 1)</u>	<u>Consideration</u>	<u>Commission Authorization (note 2)</u>
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(in thousands)

Dominion Resources Inc.
(Dominion)

Senior notes (note 3)	Dominion	\$450,000		\$450,000	Rule 42
Notes payable to affiliates	Dominion		\$226,768	\$226,768	Rule 42
Common stock	Dominion	\$66,000		\$66,000	Rule 42

Dominion Capital

Term loan	Dominion Capital	\$675,000	\$675,000	Rule 42
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Dominion Exploration Canada Ltd.

Revolving line of credit	Dominion Exploration Canada Ltd.	\$93,666	\$93,666	Rule 42
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DOTEPI

Senior Subordinated Notes	DOTEPI	\$6,000	\$6,000	Rule 42
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Dominion E&P

Non-negotiable note	Dominion E&P	\$4,450	\$4,450	Rule 42
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Dominion East Ohio

Non-negotiable notes	Dominion East Ohio	\$2,440	\$2,440	Rule 42
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Dominion Hope

Non-negotiable notes	Dominion Hope	\$474	\$474	Rule 42
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Dominion Peoples

Non-negotiable notes	Dominion Peoples	\$1,261	\$1,261	Rule 42
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Dominion Transmission

Non-negotiable notes	Dominion Transmission	\$5,827	\$5,827	Rule 42
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Elwood Energy LLC

Senior secured bonds	Elwood Energy LLC	\$8,141	\$8,141	Rule 42
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Goodman Segar Hogan, Inc.

Fixed-rate note	Goodman Segar Hogan, Inc.	\$5	\$5	Rule 42
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Kincaid Generation, L.L.C.

Senior secured bonds	Kincaid Generation, L.L.C.	\$6,778	\$6,778	Rule 42
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Morgantown Energy Associates

Subordinated debt	Morgantown Energy Associates	\$1,555	\$1,555	Rule 42
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Fixed-rate bonds	Morgantown Energy Associates	\$3,510	\$3,510	Rule 42
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ITEM 4 - ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (continued)

<u>Name of Issuer and Title of Issue</u>	<u>Name of Company Redeeming or Retiring Securities</u>	<u>Redeemed (note 1)</u>	<u>Retired (note 1)</u>	<u>Consideration</u>	<u>Commission Authorization (note 2)</u>
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(in thousands)

Virginia Power

Medium Term Notes	Virginia Power		\$280,000	\$280,000	Rule 42
First and Refunding Bonds (note 4)	Virginia Power	\$200,000	\$255,000	\$455,000	Rule 42
Junior subordinated notes	Virginia Power	\$139,175		\$139,175	Rule 42
Preferred stock	Virginia Power	\$250,000		\$250,000	Rule 42

Virginia Power Capital Trust I

Trust preferred securities	Virginia Power Capital Trust I	\$ 135,000		\$ 135,000	Rule 42
Common securities	Virginia Power Capital Trust I	\$4,175		\$4,175	Rule 42

Notes to Item 4:

1. Except as noted, all securities redeemed or retired have been cancelled.
2. Public Utility Holding Company Act of 1935.
3. During 2002, Dominion redeemed \$450 million of remarketable senior notes. In a direct exchange, Dominion completed the redemption by issuing \$520 million of senior notes. The principal amount of the senior notes was determined by an exchange ratio that was based upon the fair value of the remarketable senior notes.
4. During 2002, Virginia Power redeemed \$200 million of mortgage bonds. Virginia Power completed the redemption by issuing \$650 million of senior notes. The redemption included a direct exchange of senior notes for \$117 million of the mortgage bonds. The Company used the remaining cash proceeds from the issuance of the senior notes to redeem the remaining \$83 million of the mortgage bonds and for general corporate purposes, including the repayment of other debt.

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

The aggregate amounts of investments at December 31, 2002, in persons operating in the system's retail service area are shown below.

<u>Name of Owner</u>	<u>Number of Persons</u>	<u>Business of Persons</u>	<u>Book Value</u>
Dominion Transmission	One	State Development Fund	\$100,000
Dominion Hope	One	State Development Fund	\$100,000
Dominion Hope	One		\$1,125,002

Economic Development Small Business
Investment Company (Note 1)

Dominion Peoples	One	Strategic Investment Fund	\$300,000
Dominion East Ohio	One	Cleveland Development Partnership	\$1,000,000

Note 1: Investment made pursuant to the West Virginia Capital Companies Act and under Rule 40(a)(5).

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES (continued)

Other investments in securities of non-system companies included the following:

<u>Name of Owner</u>	<u>Issuer</u>	<u>Business of Issuer</u>	<u>Book Value</u>	<u>Type of Investment</u>	<u>Shares Owned/ % Ownership</u>
Dominion	Pantellos, Corp.	Investor in electronic marketplace	\$3,059,686	Common stock	319,329 shares
First Dominion Capital LLC	Celerity Partners III, LP	Investment company	\$2,480,377	Partnership interest	5%
FS Warrant, LP	Glenoit Universal, Ltd.	Distributor and manufacturer of consumer goods	\$856,983	Common stock	56,250 shares
FS Warrant, LP	Houlihan's Restaurants, Inc.	Operates a national chain of restaurants	\$6,849,925	Common stock	73,723 shares

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Dominion Capital	Rocky Mountain Mezzanine Fund II, LP	Investment company	\$2,676,151	Partnership interest	8%
Dominion Alliance Holdings, Inc.	BridgeCo	Develop infrastructure for regional transmission operator	\$9,163,278	Common stock	2,500,000 shares

For Virginia Power's investments in securities of non-system companies, see Exhibit F.

The above do not include investments in securities of non-system companies which have been authorized by Commission order under the Public Utility Holding Company Act of 1935 and which are subject to Rule 24 Certificate filing requirements.

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ITEM 6. OFFICERS AND DIRECTORS

Part 1. Names, principal business address and positions held as of December 31, 2002

The names, principal business address and positions held as of December 31, 2002 of the officers and directors of system companies are presented in the tables below. The principal business address of each officer and director are indicated in such tables by the numbers (1) through (43). The addresses associated with these number designations are shown in the following address key. The symbols used to indicate the positions held by officers and directors are shown in the position symbol key below.

ADDRESS KEY

- (1) 120 Tredegar Street, Richmond, VA 23219
- (2) 701 East Cary Street, Richmond, VA 23219
- (3) 5000 Dominion Boulevard, Glen Allen, VA 23060
- (4) 625 Liberty Avenue, Pittsburgh, PA 15222
- (5) 1450 Poydras Street, New Orleans, LA 70112
- (6) 140 West Main Street, Clarksburg, WV 23601
- (7) 1201 East 55th Street, Cleveland, OH 44103
- (8) 445 West Main Street, Clarksburg, WV 23601
- (9) 1717 East Ninth Street, Cleveland, OH 44114
- (10) 16945 Northchase Drive, Houston, TX 77060
- (11) 5570 Hog Island Road, Surry, VA 23883
- (12) 1022 Haley Drive, Mineral, VA 23117
- (13) 4355 Innslake Drive, Glen Allen, VA 23060
- (14) 14000 Quail Springs Parkway, Suite 600, Oklahoma City, OK 73134
- (15) Rope Ferry Road, Waterford, CT 06385
- (16) 781 Weed Street, New Canaan, CT 06840

- (17) 100 North Tryon Street, Suite 2600, Charlotte, NC 28202
- (18) 904 North First Street, Richmond, VA 23219
- (19) 3805 Greenway, Baltimore, MD 21218
- (20) 29 Everett Street, Cambridge, MA 02138
- (21) 1422 Euclid Avenue, Suite 1400, Cleveland, OH 44115
- (22) 6 Whittaker's Mill, Williamsburg, VA 23185
- (23) 1122 North 25th Street, Suite A, Richmond, VA 23223
- (24) 314 Burnwick Road, Richmond, VA 23227
- (25) 3559 Fairystone Park Highway, 2nd Floor, Bassett, VA 24055
- (26) 420 South Marion Parkway, Denver, CO 80209
- (27) 1415 Louisiana Street, Suite 2700, Houston, TX 77002
- (28) 400 3rd Avenue, SW, Calgary, Alberta, Canada T2P4H2
- (29) 3700 Canterra Tower, 400 Third Ave. S.W., Calgary, Alberta, T2P4H2
- (30) One Dominion Drive, Jane Lew, WV 26378
- (31) 2539 Washington Road, Suite 1010, Upper St. Clair, PA 15241
- (32) 1921 Hamilton Avenue, Cleveland OH 44114
- (33) 2400 Grayland Avenue, Richmond, VA 23220
- (34) Basin Harbor Road, Vergennes, VT 05491
- (35) 417 Libbie Avenue, Richmond, VA 23226
- (36) 2850 West Golf Road, Rolling Meadows, IL 60008
- (37) 490 East Locust Street, Dallastown, PA 17313
- (38) 50 Energy Drive, Suite 202, Canton, MA 02021
- (39) 101 West Main Street, Suite 900, Norfolk, VA 23510
- (40) 909 Fannin Street, Suite 3100, Houston, TX 77010
- (41) 10825 Washington Blvd, Culver City, CA 90232
- (42) One James Center, 901 East Cary Street, Richmond, VA 23219
- (43) 1000 Mill Pond Road, Toano, VA 23168
- (44) 130 East Randolph Drive, Chicago, IL 60601

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POSITION SYMBOL KEY

CB	--Chairman of the Board	SVP	--Senior Vice President
CEO	--Chief Executive Officer	S	--Secretary
P	--President	T	--Treasurer
EVP	--Executive Vice President	C	--Controller
CFO	--Chief Financial Officer	GC	--General Counsel
COO	--Chief Operating Officer	D	--Director

American Exploration Production Company

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Duane C. Radtke (10)	D, P, CEO	Fred G. Wood, III (10)	SVP
Paul R. Baker (27)	SVP	James D. Abercrombie (5)	VP
Kevin P. Guilbeau (5)	SVP	Dennis G. Millet (10)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Rohinton K. Irani (14)	SVP	Carol J. Nichols (5)	C

American Reserve Company

Duane C. Radtke (10)	D, P, CEO	Fred G. Wood, III (10)	SVP
Paul R. Baker (27)	SVP	James D. Abercrombie (5)	VP
Kevin P. Guilbeau (5)	SVP	Dennis G. Millet (10)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Rohinton K. Irani (14)	SVP	Carol J. Nichols (5)	C

Armstrong Energy Limited Partnership, LLLP

Mark F. McGettrick (1)	P, CEO	Martin L. Bowling, Jr. (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP		

Cambrian Capital Corporation

Daniel Conwill (40)	D	Patrick M. DaPra (40)	P, S
Ryoichi Kobatake (40)	D	Susan Leach (40)	VP
William S. Mistr (1)	D	Bo Li (40)	T

CNG Cayman Two Ltd.

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Thomas N. Chewning (1)	D	E.J. Marks, III (1)	S
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CNG Coal Company

Duane C. Radtke (10)	D, P, CEO	Fred G. Wood, III (10)	SVP
Paul R. Baker (27)	SVP	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Carol J. Nichols (5)	C

CNG International Corporation

Thomas N. Chewning (1)	D, P, CEO	Patricia A. Wilkerson (1)	VP
G. Scott Hetzer (1)	SVP, T	E. J. Marks, III (1)	S

CNG Kauai, Inc.

Thomas N. Chewning (1)	D, P	Martin L. Bowling, Jr. (3)	VP
G. Scott Hetzer (1)	SVP, T	Pamela F. Faggert (3)	VP
Edward J. Rivas (3)	SVP	Patricia A. Wilkerson (1)	VP, S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

CNG Labuan One Limited

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Thomas N. Chewning (1)	D	International Trust Sdn Bhd	S
Perry A. Corsello (1)	D		

CNG Main Pass Gas Gathering Corporation

Duane C. Radtke (10)	D, P, CEO	Dennis G. Millet (10)	VP
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Paul R. Baker (27)	SVP	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Carol J. Nichols (5)	C
Fred G. Wood, III (10)	SVP		

CNG Oil Gathering Corporation

Duane C. Radtke (10)	D, P, CEO	Dennis G. Millet (10)	VP
Paul R. Baker (27)	SVP	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Carol J. Nichols (5)	C
Fred G. Wood, III (10)	SVP		

CNG Pipeline Company

Duane C. Radtke (10)	D, P, CEO	Fred G. Wood, III (10)	SVP
Paul R. Baker (27)	SVP	James D. Abercrombie (5)	VP
Kevin P. Guilbeau (5)	SVP	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Carol J. Nichols (5)	C
			C

CNG Power Services Corporation

Thomas F. Farrell, II (1)	D	Edward J. Rivas (3)	SVP
Mark F. McGettrick (1)	P, CEO	Martin L. Bowling, Jr. (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S

Carthage Energy Services, Inc.

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Fred G. Wood, III (10)	D, P, T	Carol J. Nichols (5)	C
Patricia A. Wilkerson (1)	VP, S		

Compendia Media Group

Nicholas Yakubik (36)	CB	Martin Tudor (41)	D, P, CEO
Jeffrey A. Cerny (36)	D	John D. Kennedy (41)	VP
Mark P. Mikuta (1)	D	Edward A. Szarkowicz (36)	VP
Michael Olsen (41)	D, VP	Patricia A. Wilkerson (1)	VP
Robert S. Palmer (36)	D	E. J. Marks, III (1)	S

Consolidated Natural Gas Company

Thos. E. Capps (1)	CB, P, CEO	James L. Sanderlin (1)	SVP
Thomas N. Chewning (1)	D, EVP, CFO	William C. Hall, Jr. (1)	VP
Thomas F. Farrell, II (1)	D, EVP	Simon C. Hodges (1)	VP
Jay L. Johnson (1)	EVP	Karen E. Hunter (2)	VP
Duane C. Radtke (10)	D, EVP	Steven A. Rogers (1)	VP, C
Eva S. Hardy (2)	SVP	James F. Stutts (1)	VP, GC
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S

Cypress Energy, Inc.

Duane C. Radtke (10)	D, P, CEO	Patricia A. Wilkerson (1)	VP, S
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G. Scott Hetzer (1) SVP, T Carol J. Nichols (5) C

Fred G. Wood, III (10) SVP

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ITEM 6. OFFICERS AND DIRECTORS (continued)

Dallastown Realty I, LLC

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Charles E. Atwood, II (37)	P, CEO, S	Ronald G. Drake (37)	VP, T

Dallastown Realty II, LLC

Charles E. Atwood, II (37)	P, CEO, S	Ronald G. Drake (37)	VP, T
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DEI Cayman Holding Company

Thomas F. Farrell, II (1)	D	Edward J. Rivas (3)	SVP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Carol J. Nichols (5)	C

DEPI Texas Holdings, LLC

Thomas N. Chewning (1)	P, CEO	Patricia A. Wilkerson (1)	VP,S
G. Scott Hetzer (1)	SVP, T		

Devonian Energy Corporation

Daniel Conwill (40)	D	Patrick M. DaPra (40)	P, S
Ryoichi Kobatake (40)	D	Susan Leach (40)	VP
William S. Mistr (1)	D	Bo Li (40)	T

DT Services, Inc.

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Jay L. Johnson (2)	D, P, CEO	Karen E. Hunter (2)	VP
Thomas N. Chewning (1)	D	Michael W. Lanier (13)	VP
M. Stuart Bolton, Jr. (2)	SVP	Patricia McIntyre (13)	VP
G. Scott Hetzer (1)	D, SVP, T	Charles Vassallo (13)	VP
Gregg T. Kamper (13)	SVP	Patricia A. Wilkerson (1)	VP, S
Albert W. Altimore (13)	VP	Elwood L. Tanner (2)	C

Domcan Boundary Corp.

Duane C. Radtke (10)	CB,	Milton Porter (28)	D, VP
Anthony W. Marino (28)	P, CEO	David Sprague (28)	VP
Duncan Chisholm (28)	SVP	Lyle Strom (28)	VP
Timothy S. Parker (10)	SVP	Patricia A. Wilkerson (1)	VP
Fred G. Wood, III (10)	SVP	Jack C. MacGillivray (29)	S

Domcan NSI ULC

Duane C. Radtke (10)	CB	Milton Porter (28)	D, VP
Anthony W. Marino (28)	P, CEO	David Sprague (28)	VP
Duncan Chisholm (28)	SVP	Lyle Strom (28)	VP
Timothy S. Parker (10)	SVP	Patricia A. Wilkerson (1)	VP
Fred G. Wood, III (10)	SVP	Jack C. MacGillivray (29)	S

Dominion Alliance Holding, Inc.

Thomas F. Farrell, II (1)	D, P, CEO	Patricia A. Wilkerson (1)	VP, S
M. Stuart Bolton, Jr. (2)	SVP	Maxwell R. Schools, Jr. (2)	C
G. Scott Hetzer (1)	SVP, T		

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Appalachian Development, Inc.

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Duane C. Radtke (10)	D, P, CEO	Benjamin A. Hardesty (30)	VP
Paul R. Baker (27)	SVP	Dennis G. Millet (10)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Timothy S. Parker (10)	SVP	Carol J. Nichols (5)	C
Fred G. Wood, III (10)	SVP		

Dominion Armstrong, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	James K. Martin (1)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

Dominion Armstrong Services Company, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Edward J. Rivas (3)	SVP		

Dominion Black Warrior Basin, Inc.

Duane C. Radtke (10)	D, P, CEO	Fred G. Wood, III (10)	SVP
Paul R. Baker (27)	SVP	Dennis G. Millet (10)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S

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Timothy S. Parker (10)	SVP	Carol J. Nichols (5)	C
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Dominion Canada Finance Company

Thos. E. Capps (1)	D	G. Scott Hetzer (1)	D, SVP, T
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Thomas N. Chewning (1)	D, P	Patricia A. Wilkerson (1)	S
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Dominion Capital Ventures Corporation

G. Scott Hetzer (1)	D, P, CEO	Patricia A. Wilkerson (1)	VP
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Mark P. Mikuta (1)	VP	E. J. Marks, III (1)	S
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Dominion Capital, Inc.

Thomas N. Chewning (1)	CB	Patricia A. Wilkerson (1)	VP
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G. Scott Hetzer (1)	P	E. J. Marks, III (1)	S
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Mark P. Mikuta (1)	VP, C		
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Dominion Cleveland Thermal Generation, LLC

Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
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G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
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Dominion Cleveland Thermal, Inc.

Thomas F. Farrell, II (1)	D	Patricia A. Wilkerson (1)	VP, S
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Mark F. McGettrick (1)	P, CEO	Lee D. Katz (1)	C
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G. Scott Hetzer (1)	SVP, T		
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Dominion Cleveland Thermal, LLC

Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Cleveland Chilled Water Distribution, LLC

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C

Dominion Cleveland Steam Distribution, LLC

Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C

Dominion Cogen, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Pamela F. Faggert (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

Dominion Cogen WV, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Pamela F. Faggert (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

Dominion Cove Point LNG Company, LLC

Paul D. Koonce (1)	CEO	Pamela F. Faggert (3)	VP
Gary L. Sypolt (8)	P	Marc A. Halbritter (4)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Jeffrey L. Barger (8)	VP	Lee D. Katz (1)	C

Dominion Cove Point, Inc.

Thomas F. Farrell, II.(1)	D	Pamela F. Faggert (3)	VP
Paul D. Koonce (1)	CEO	Marc A. Halbritter (4)	VP
Gary L. Sypolt (8)	P	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Jeffrey L. Barger (8)	VP		

Dominion Davidson, Inc.

Thomas F. Farrell, II (1)	D	James K. Martin (1)	VP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Martin L. Bowling, Jr. (3)	VP		

Dominion Dresden Services Company, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Edward J. Rivas (3)	SVP		

Dominion Dresden, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	James K. Martin (1)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Elwood Expansion, Inc.

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Thomas F. Farrell, II (1)	D	James K. Martin (1)	VP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Martin L. Bowling, Jr. (3)	VP		

Dominion Elwood, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Pamela F. Faggert (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

Dominion Elwood Services Company, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Pamela F. Faggert (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

Dominion Energy Canada Limited

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Duane C. Radtke (10)	CB	Milton Porter (28)	D, VP
Anthony W. Marino (28)	P, CEO	David Sprague (28)	VP
Duncan Chisholm (28)	SVP	Lyle Strom (28)	VP
Timothy S. Parker (10)	SVP	Patricia A. Wilkerson (1)	VP
Fred G. Wood, III (10)	SVP	Jack C. MacGillivray (29)	S

Dominion Energy Clearinghouse Canada, Inc.

Thomas F. Farrell, II (1)	D	Lyle Strom (28)	D, VP
Paul D. Koonce (1)	CEO	Patricia A. Wilkerson (1)	VP
Kevin T. Howell (3)	P	Jack C. MacGillivray (29)	S
G. Scott Hetzer (1)	SVP, T		

Dominion Energy Clearinghouse, Inc.

Thomas F. Farrell, II (1)	D	Patricia A. Wilkerson (1)	VP, S
Paul D. Koonce (1)	CEO	Lee D. Katz (1)	C
G. Scott Hetzer (1)	SVP, T		

Dominion Energy Clearinghouse Storage Services, Inc.

Thomas F. Farrell, II (1)	D	Kevin T. Howell (3)	P
Paul D. Koonce (1)	CEO	Patricia A. Wilkerson (1)	VP
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C

Dominion Energy Construction Company

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Pamela F. Faggert (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP

Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C
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Dominion Energy Direct Sales, Inc.

Thomas F. Farrell, II (1)	D	Patricia A. Wilkerson (1)	VP, S
Paul D. Koonce (1)	CEO	Lee D. Katz (1)	C
G. Scott Hetzer (1)	SVP, T		

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ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Energy Exchange, Inc.

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Thomas F. Farrell, II (1)	D	G. Scott Hetzer (1)	SVP, T
Paul D. Koonce (1)	CEO	Patricia A. Wilkerson (1)	VP, S
Gary L. Sypolt (8)	P	Lee D. Katz (1)	C

Dominion Energy Holding Cayman Company LDC

Thomas N. Chewning (1)	D, P, CEO	Steven A. Rogers (1)	C
Fred G. Wood, III (10)	VP, T	Patricia A. Wilkerson (1)	S

Dominion Energy Holdings, Inc.

Thomas F. Farrell, II (1)	D, P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C

Dominion Energy, Inc.

Thos. E. Capps (1)	CB	Martin L. Bowling, Jr. (3)	VP
Thomas N. Chewning (1)	D	Pamela F. Faggert (3)	VP

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Thomas F. Farrell, II (1)	D, P, CEO	David C. Holden (3)	VP
Duane C. Radtke (10)	D	Karen E. Hunter (2)	VP
Mark F. McGettrick (1)	P	James K. Martin (1)	VP
David A. Christian (3)	SVP	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Edward J. Rivas (3)	SVP		

Dominion Energy Marketing, Inc.

Thomas F. Farrell, II (1)	D	James K. Martin (1)	VP
Paul D. Koonce (1)	CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C

Dominion Energy Peru Holdings, Inc.

Thomas F. Farrell, II (1)	D	Edward J. Rivas (3)	SVP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C

Dominion Energy Services Company, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Pamela F. Faggert (3)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

Dominion Energy Technologies, Inc.

Thomas N. Chewning (1)	D	James K. Martin (1)	VP
Thomas F. Farrell, II (1)	D, P, CEO	Patricia A. Wilkerson (1)	VP, S

G. Scott Hetzer (1)	D, SVP, T	Lee D. Katz (1)	C
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Dominion Equipment II, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Edward J. Rivas (3)	SVP		

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ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Equipment III, Inc.

<u>Name and Principal Address</u>	<u>Title</u>	<u>Name and Principal Address</u>	<u>Title</u>
Thomas F. Farrell, II (1)	D	James K. Martin (1)	VP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Martin L. Bowling, Jr. (3)	VP		

Dominion Equipment, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	Patricia A. Wilkerson (1)	VP, S
G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
Edward J. Rivas (3)	SVP		

Dominion Exploration & Production, Inc.

Duane C. Radtke (10)	D, P, CEO	Timothy S. Parker (10)	SVP
Paul R. Baker (27)	SVP	Fred G. Wood, III (10)	SVP
Kevin P. Guilbeau (5)	SVP	James D. Abercrombie (5)	VP
G. Scott Hetzer (1)	SVP, T	Dennis G. Millet (10)	VP

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Rohinton K. Irani (14)	SVP	Patricia A. Wilkerson (1)	VP, S
Anthony W. Marino (28)	SVP	Carol J. Nichols (5)	C

Dominion Exploration Canada Ltd.

Duane C. Radtke (10)	CB	Milton Porter (28)	D, VP
Anthony W. Marino (28)	P, CEO	David Sprague (28)	VP
Duncan Chisholm (28)	SVP	Lyle Strom (28)	VP
Timothy S. Parker (10)	SVP	Patricia A. Wilkerson (1)	VP
Fred G. Wood, III (10)	SVP	Jack C. MacGillivray (29)	S

Dominion Fairless Hills, Inc.

Thomas F. Farrell, II (1)	D	Martin L. Bowling, Jr. (3)	VP
Mark F. McGettrick (1)	P, CEO	James K. Martin (1)	VP
G. Scott Hetzer (1)	SVP, T	Patricia A. Wilkerson (1)	VP, S
Edward J. Rivas (3)	SVP	Lee D. Katz (1)	C

Dominion Fiber Ventures, LLC

Jay L. Johnson (2)	P, CEO	Patricia McIntyre (13)	VP
M. Stuart Bolton, Jr. (2)	SVP	Charles Vassallo (13)	VP
G. Scott Hetzer (1)	D, SVP, T	Patricia A. Wilkerson (1)	VP, S
Gregg T. Kamper (13)	SVP	Elwood L. Tanner (2)	C

Dominion Field Services, Inc.

Thomas F. Farrell, II (1)	D	Charles E. Roberts (6)	VP
Paul D. Koonce (1)	CEO	Joseph C. Vanzant, Jr. (31)	VP
Kevin T. Howell (3)	P	Patricia A. Wilkerson (1)	VP, S

G. Scott Hetzer (1)	SVP, T	Lee D. Katz (1)	C
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Dominion First Source, Inc.

G. Scott Hetzer (1)	D, P	Edward A. Szarkowicz (36)	VP
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Nicholas Yakubik (36)	SVP	Patricia A. Wilkerson (1)	VP
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Mark P. Mikuta (1)	VP	E. J. Marks, III (1)	S
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ITEM 6. OFFICERS AND DIRECTORS (continued)