

DOMINION RESOURCES INC /VA/  
Form U-9C-3  
March 28, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58 OF  
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

For the Calendar Quarter Ended December 31, 2001

Dominion Resources, Inc.  
(Name of registered holding company)

120 Tredegar Street  
Richmond, Virginia 23219  
(Address of principal executive offices)

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ITEM 1 - ORGANIZATION CHART

| Name of<br>Reporting<br>Company | Energy<br>or Gas<br>Related<br>Company | Date of<br>Organiza-<br>tion | State<br>of<br>Incor-<br>pora-<br>tion | % of<br>Voting<br>Securi-<br>ties<br>Held | Nature<br>of<br>Business |
|---------------------------------|--|------------------------------|--|---|--------------------------|
|---------------------------------|--|------------------------------|--|---|--------------------------|

Dominion Resources,

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Inc. ("DRI") (a)

|   |                |          |    |      |  |
|---|----------------|----------|----|------|--|
| Dominion Alliance Holding, Inc. ("DAH")     | Energy Related | 11/21/00 | DE | 100% | Holds an investment in Bridgeco that will develop the infrastructure necessary to operate the Alliance regional transmission organization. |
| Dominion Energy Technologies, Inc. ("DETI") | Energy Related | 4/20/01  | VA | 100% | Holds venture investments in energy technology companies.  |
| Dominion Metering Services, Inc. ("DMS")    | Energy Related | 12/8/00  | VA | 100% | Provides contract meter reading services.  |
| Dominion Ohio ES, Inc. ("DOES")             | Energy Related | 5/25/01  | OH | 100% | Provides power plant and transmission services and expertise.  |

(a) Directly or indirectly holds interests in energy-related companies.

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ITEM 1 - ORGANIZATION CHART (CONTINUED)

| Name of Reporting Company                   | Energy or Gas Related Company | Date of Organization | State of Incorporation | % of Voting Securities Held | Nature of Business   |
|---|-------------------------------|----------------------|------------------------|-----------------------------|--|
| Dominion Resources, Inc. ("DRI") (a)        |                               |                      |                        |                             |  |
| Dominion Energy, Inc. ("DEI") (a)           |                               |                      |                        |                             |  |
| Dominion Energy Direct Sales, Inc. ("DEDS") | Energy Related                | 2/22/00              | VA                     | 100%                        | Primarily engages in retail sales of electricity and gas to commercial and industrial users.         |
| Dominion Energy Exchange, Inc. ("DEE")      | Energy Related                | 9/21/00              | VA                     | 100%                        | Owns an interest in EIP Holdings, LLC ("EIP") which owns 66.34% of TradeSpark, LP, an electronic and |

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telephonic market-  
place for trans-  
actions in natural  
gas, electricity  
and other fuels.  
(b)

|   |                   |          |    |      |   |
|---|-------------------|----------|----|------|---|
| Dominion<br>Cleveland<br>Thermal, Inc.<br>("DCT") | Energy<br>Related | 10/25/00 | OH | 100% | Produces steam<br>and chilled water<br>for retail cust-<br>omers in the<br>Cleveland, Ohio<br>area. (c) |
|---|-------------------|----------|----|------|---|

- (a) Directly or indirectly holds interests in energy-related companies.
- (b) DEE's voting rights in EIP cannot exceed 9.9% unless (i) its economic interest is less than 10% or (ii) it elects to increase its voting rights to equal its economic interest.
- (c) DCT provides services through three wholly-owned subsidiaries: Dominion Cleveland Steam Distribution LLC, Dominion Cleveland Chilled Water Distribution LLC, and Dominion Cleveland Thermal Generation, LLC.

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ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS (a)

| Company<br>issuing<br>security<br>(Borrower) | Type of<br>security<br>issued | Principal<br>amount of<br>security | Issue<br>or<br>renewal | Cost<br>of<br>capital | Person<br>to whom<br>issued<br>(Lender) | Collateral<br>given with<br>security | Consid-<br>eration<br>received<br>for each<br>security |
|--|-------------------------------|------------------------------------|------------------------|-----------------------|---|--------------------------------------|--|
| DEDS   | Short<br>Term<br>Advances     | \$28,531,469                       | -                      | -                     | DEI                                     | -                                    | -  |
| DMS  | Short<br>Term<br>Advances     | \$771,000                          | -                      | -                     | DRI                                     | -                                    | -  |
| DAH  | Short<br>Term<br>Advances     | \$5,702,200                        | -                      | -                     | DRI                                     | -                                    | -  |

- (a) The chart reflects advances made by Lenders to Borrowers. Advances are evidenced by book entries and were made pursuant to Rule 52.

| Company<br>Contributing<br>Capital | Company<br>Receiving<br>Capital | Type and Amount of<br>Capital Infusion |
|------------------------------------|---------------------------------|--|
|------------------------------------|---------------------------------|--|

NONE

ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies

| Reporting Company | Associate Company                    | Types of Services Rendered                 | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|-------------------|--------------------------------------|--|----------------------|------------------------|-----------------|---------------------|
| DEDS              | Evantage Division, of Virginia Power | Project Management, Engineering, Marketing | \$33,389             | \$81,119               | \$0             | \$114,508           |
| DOES              | Dominion Equipment, Inc. (e)         | Engineering                                | \$271,969            | \$0                    | \$0             | \$271,969           |

(d) All services are being provided at cost and are being billed (with the exception of certain direct billings) through Dominion Resources Services, Inc.

(e) Services provided by DOES to Dominion Equipment, Inc. are provided pursuant to service agreements dated June 1, 2001 in the form of Exhibit B.

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies

| Associate Company                    | Reporting Company | Types of Services Rendered                 | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|--------------------------------------|-------------------|--|----------------------|------------------------|-----------------|---------------------|
| Evantage Division, of Virginia Power | DEDS              | Project Management, Engineering, Marketing | \$11,701             | \$813                  | \$0             | \$12,514            |

(f) Services provided by Dominion Resources Services, Inc. ("DRS") are billed pursuant to standard at-cost service agreements between DRS and DRI subsidiaries. Information with respect to transactions under such agreements is not provided in this report, but will be provided in Form U-13-60.

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies (in thousands):

|   |                  |        |
|---|------------------|--------|
| Total consolidated capitalization<br>of DRI as of December 31, 2001 | \$25,216,155 (g) | Line 1 |
|---|------------------|--------|

|   |           |        |
|---|-----------|--------|
| Total capitalization multiplied by 15%<br>(Line 1 multiplied by 0.15) | 3,782,423 | Line 2 |
|---|-----------|--------|

|                                   |             |        |
|-----------------------------------|-------------|--------|
| Greater of \$50 million or line 2 | \$3,782,423 | Line 3 |
|-----------------------------------|-------------|--------|

Total current aggregate investment:  
(categorized by major line of  
energy-related business)

Energy-related business by category

|            |        |
|------------|--------|
| Category 2 | 1,473  |
| Category 5 | 22,341 |
| Category 6 | 14,106 |
| Category 7 | 6,104  |

|                                    |        |        |
|------------------------------------|--------|--------|
| Total current aggregate investment | 43,024 | Line 4 |
|------------------------------------|--------|--------|

|  |           |        |
|--|-----------|--------|
| Difference between the greater of \$50<br>million or 15% of capitalization and<br>the total aggregate investment of the<br>registered holding system<br>(line 3 less line 4) | 3,738,399 | Line 5 |
|--|-----------|--------|

Investments in gas-related companies  
(in thousands):

|   |         |
|---|---------|
| Total current aggregate investment:<br>(categorized by major line of<br>gas-related business) | None(h) |
|---|---------|

(g) Includes short-term debt of \$3,212,840.

(h) Consolidated Natural Gas Company, a subsidiary of DRI which is registered as a holding company solely by reason of ownership of voting securities of gas utility companies, has gas-related companies which are covered by its Form U-9C-3.

ITEM 5 - OTHER INVESTMENTS

| Major Line of<br>Energy-Related<br>Business | Other Invest-<br>ment in Last<br>U-9C-3 Report | Other Invest-<br>ment in this<br>U-9C-3 Report | Reason for<br>Difference in<br>Other Investment |
|---|--|--|---|
| None  |  |  |   |

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

Balance sheet as of December 31, 2001 and income statement for the quarter and twelve months ending December 31, 2001 of the following companies:

(Filed under confidential treatment pursuant to Rule 104(b))

DEDS  
DEE  
DAH  
DETI  
DMS  
DCT  
DOES

B. Exhibits

The form of service agreement, dated June 2, 2001 between DOES and Dominion Equipment, Inc. is attached as Exhibit B.

The certificate as to filing with interested state commissions is attached hereto as Exhibit C.

SIGNATURE

The undersigned registered holding company has duly caused this quarterly report to be signed on its behalf by the undersigned attorney thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

DOMINION RESOURCES, INC.

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By: James F. Stutts  
Its Attorney

March 28, 2002

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Exhibit B

June 1, 2001

Dominion Equipment, Inc.  
120 Tredegar Street  
Richmond, VA 23219

Gentlemen:

This Agreement is entered into by and between Dominion Ohio ES, LLC ("Dominion Ohio ES"), an Ohio limited liability corporation and Dominion Equipment, Inc., a Virginia corporation, acting in its capacity as Supervisory Agent ("Dominion Equipment") for Wells Fargo Bank Northwest, N.A., as successor in interest to First Security Bank, National Association, not in its individual capacity but solely as Certificate Trustee under that certain Trust Agreement dated as of November 19, 1999 establishing DRI Trust 1999-A ("Certificate Trustee"). Dominion Equipment has requested that Dominion Ohio ES provide certain services which may from time to time be required in connection with the pre-operational and construction phase of the \_\_\_\_\_ Facility located in the State of Ohio (the "Project"). Dominion Ohio ES has agreed to provide such services to Dominion Equipment, upon the terms and conditions hereinafter provided.

Accordingly, in consideration of the mutual promises herein contained, Dominion Ohio ES and Dominion Equipment agree as follows:

1. Upon oral or written request by Dominion Equipment, Dominion Ohio ES will provide such engineering, consulting, planning, design, inspection and related services for the Project as are deemed necessary or desirable. In so doing, Dominion Ohio ES may arrange for and provide the services of its own qualified personnel, or it may, after consultation with Dominion Equipment, arrange for and provide the services of such qualified, non-employee personnel as Dominion Ohio ES, in its own opinion, deems necessary or appropriate.

2. All services rendered under and in accordance with this Agreement shall be provided at cost; provided, however, that Dominion Ohio ES shall not incur costs in excess of \$\_\_\_\_\_ without the prior written approval of Dominion Equipment.

Dominion Equipment, Inc.  
June 1, 2001  
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The cost of rendering such services shall include: (1) a portion of the salaries and wages of employees of Dominion Ohio ES determined according to the time devoted by such employees to the performance of

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services hereunder for Dominion Equipment; (2) the costs of such employees' benefits, payroll taxes and compensated absences attributable to salaries and wages directly billed, as determined in accordance with Dominion Ohio ES policies and procedures in place from time to time, (3) all other out-of-pocket operating costs, including expenses for transportation, tolls and other expenses incurred by Dominion Ohio ES or its employees in connection with the performance of services under this Agreement, (4) the actual costs of materials and supplies furnished by Dominion Ohio ES in connection with the performance of services under this Agreement, (5) the cost of any services provided by non-employees engaged by Dominion Ohio ES in connection with the performance of services hereunder for Dominion Equipment; and (6) administrative and general costs attributable to services performed under this Agreement (including reasonable amounts for general office maintenance and depreciation, amortization, return and related taxes on Dominion Ohio ES' general plant investment), determined in accordance with Dominion Ohio ES' policies and procedures.

3. Dominion Ohio ES shall render monthly statements to Dominion Equipment for services supplied or to be supplied in the manner set forth above. Such statements shall include the costs of all services supplied hereunder during the preceding month and may include estimated amounts attributable to services which Dominion Ohio ES anticipates it will supply during the next succeeding calendar month. All statements so rendered will be due and payable thirty (30) days after receipt thereof.

4. This Agreement shall become effective as of June 1, 2001 and shall continue in force and effect until terminated by either party upon thirty (30) days' written notice of termination; provided, however, that this Agreement shall be subject to termination or modification at any time to the extent that its performance may conflict with the provisions of the Public Utility Holding Company Act of 1935, as amended, or any rule, regulation or order of the Securities and Exchange Commission adopted or promulgated prior or subsequent to the making of this Agreement; and provided, further, that this Agreement shall be subject to the approval of any state or federal regulatory body or agency, the approval of which is, by the laws of said state or of the United States, a legal prerequisite to the execution, acceptance or performance of this Agreement.

Dominion Equipment, Inc.  
June 1, 2001  
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5. Either party may without the prior written consent of the other party, without relieving itself of its obligations under this Agreement, assign any of its rights hereunder to a person with which it is affiliated. In addition, upon written notice to Dominion Ohio ES but without Dominion Ohio ES' prior consent, Dominion Equipment, Inc. and/or the Certificate Trustee may assign this letter agreement to the lenders providing financing for the Project or the administrative agent acting for such lenders; provided, however, that such assignment shall not release Dominion Equipment, Inc. or the Certificate Trustee of any of its obligations under this Agreement. Except as provided in this Section 5, no assignment of this Agreement or any of the rights or obligations hereunder shall be made unless there first shall have been obtained the consent thereto in writing of the other party, which shall not be unreasonably withheld or delayed. This Agreement shall be binding upon and inure to the benefit of the parties hereto and each of their respective successors and permitted assigns.

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If you accept the terms and condition of this Agreement, please indicate your acceptance by executing both copies hereof in the space provided and return one (1) fully executed copy to Dominion Ohio ES.

Respectfully submitted,

Dominion Ohio ES, LLC

By: Dominion Ohio ES, Inc.  
Its: Manager

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Accepted and Agreed to:  
Dominion Equipment, Inc.  
in its capacity as Supervisory Agent  
for the Certificate Trustee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Exhibit C

CERTIFICATE

The undersigned certifies that she is the duly designated and acting attorney of Dominion Resources, Inc., a Virginia corporation ("DRI") and that:

DRI's Quarterly Report on Form U-9C-3 filed pursuant to Rule 58 for the quarter ended September 30, 2001 was filed with each state commission having jurisdiction over the retail rates of the public utility companies that are associate companies of any of the reporting companies.

The names and addresses of such state utility commissions are:

Utilities Department  
Public Utility Commission of Ohio  
180 Broad Street  
Columbus, OH 43266-0573

Executive Secretary  
West Virginia Public Service Commission  
201 Brooks Street  
Charleston, WV 25301

Secretary  
Pennsylvania Public Utility Commission  
North Office Building  
Commonwealth Avenue and North Street  
Harrisburg, PA 17101

General Counsel

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Virginia State Corporation Commission  
1300 East Main Street  
10th Floor  
Richmond, VA 23219

Chief Clerk  
North Carolina Utilities Commission  
4325 Mail Service Center  
Raleigh, North Carolina 27699-4325

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 28th day of  
March, 2002.

Sharon L. Burr  
Attorney for  
Dominion Resources, Inc.

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