

DOMINION RESOURCES INC /VA/  
Form U-9C-3  
August 29, 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 June 30, 2002

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        |

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electronic and telephonic marketplace for transactions in natural gas, electricity and other fuels.  
(b)

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

| 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 | Consideration<br>received<br>for each<br>security |
|--|-------------------------------|------------------------------------|------------------------|-----------------------|---|--------------------------------------|---|
| DEI  | Short<br>Term<br>Advances     | \$11,144,279                       | -                      | -                     | DEDS                                    | -                                    | -   |
| DAH  | Short<br>Term<br>Advances     | \$129,000                          | -                      | -                     | DRI                                     | -                                    | -   |

- (d) 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

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## 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 |
|-------------------|------------------------------|----------------------------|----------------------|------------------------|-----------------|---------------------|
| DOES              | Dominion Equipment, Inc. (e) | engineering services       | 499,098              | 0                      | 0               | 499,098             |

(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 to the Form U-9C-3 filed for the fourth quarter of 2001.

### 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 |
|-------------------|-------------------|----------------------------|----------------------|------------------------|-----------------|---------------------|
| None.             |                   |                            |                      |                        |                 |                     |

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## ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies (in thousands):

|   |                  |        |
|---|------------------|--------|
| Total consolidated capitalization of DRI as of June 30, 2002                                  | \$25,790,633 (f) | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15)                            | 3,868,595        | Line 2 |
| Greater of \$50 million or line 2   | \$3,868,595      | Line 3 |
| Total current aggregate investment:<br>(categorized by major line of energy-related business) |                  |        |
| Energy-related business by category   |                  |        |
| Category 2  | 10               |        |
| Category 5  | 19,733           |        |
| Category 6  | 13,689           |        |
| Category 7  | 6,621            |        |
| Total current aggregate investment  | 40,053           | Line 4 |

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Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding system (line 3 less line 4)

3,828,542 Line 5

Investments in gas-related companies (in thousands):

Total current aggregate investment: None (g)  
(categorized by major line of gas-related business)

(f) Includes short-term debt of \$3,279,396.

(g) 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.

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ITEM 5 - OTHER INVESTMENTS

| Major Line of Energy-Related Business | Other Investment in Last U-9C-3 Report | Other Investment in this U-9C-3 Report | Reason for Difference in Other Investment |
|---------------------------------------|--|--|---|
|---------------------------------------|--|--|---|

None.

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

Balance sheets as of June 30, 2002 and income statements for the quarter and six months ended June 30, 2002 for the following companies are filed under confidential treatment pursuant to Rule 104(b):

DEDS  
DEE  
DAH  
DETI  
DMS  
DCT  
DOES

B. Exhibits

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

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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.

By: James F. Stutts  
Its Attorney

August 29, 2002

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Exhibit B

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 June 30, 2002 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  
Virginia State Corporation Commission  
1300 East Main Street  
10th Floor

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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 29th day of  
August, 2002.

Sharon L. Burr  
Attorney for  
Dominion Resources, Inc.

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