

DOMINION RESOURCES INC /VA/
Form U5S
April 27, 2005

Commission File No. 1-8489

SECURITIES AND EXCHANGE COMMISSION

Washington, DC

FORM U5S

ANNUAL REPORT

For the year ended December 31, 2004

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, 2004

TABLE OF CONTENTS

| | <u>PAGE</u> |
|--------------------------------------------------------------------------|-------------|
| ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004 | 3 |
| ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS | 3 |

| | | |
|----------|-------------------------------------------------------------------------------------------------------------------------------|----|
| ITEM 3. | ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES | 3 |
| ITEM 4. | ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES | 3 |
| ITEM 5. | INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES | 5 |
| ITEM 6. | OFFICERS AND DIRECTORS | |
| | Part I. Names, principal business address and positions held as of December 31, 2004 | 6 |
| | Part II. Banking connections | 25 |
| | Part III. Compensation and other related information | 26 |
| ITEM 7. | CONTRIBUTIONS AND PUBLIC RELATIONS | 26 |
| ITEM 8. | SERVICE, SALES AND CONSTRUCTION CONTRACTS | |
| | Part I. Contracts for services or goods between system companies | 27 |
| | Part II. Contracts to purchase services or goods between system company and any affiliate | 29 |
| | Part III. Employment of any person by any system company for the performance on a continuing basis of management services | 29 |
| ITEM 9. | WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES | |
| | Part I. Information concerning interests held by system companies in exempt wholesale generators or foreign utility companies | 29 |
| | Part II. Relationship of exempt wholesale generators and foreign utility companies to system companies, and financial data | 40 |
| | Part III. Investment in exempt wholesale generators and foreign utility companies | 40 |
| ITEM 10. | FINANCIAL STATEMENTS AND EXHIBITS | |
| | Financial Statements | 41 |
| | Exhibits | 41 |

FOR THE YEAR ENDED DECEMBER 31, 2004

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004

System Companies and Investments Therein are filed herewith confidentially pursuant to 17 CFR Section 250.104 under the Public Utility Holding Company Act of 1935.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

| <u>Name of Company</u> | <u>Consideration</u> | <u>Description of Transaction</u> | <u>Exemption</u> |
|------------------------|------------------------------|---------------------------------------------------------------|------------------|
| Virginia Power | \$176,107,535 ^(a) | Acquisition of Mecklenburg Power Station (Clarksville, VA) | Section 9(b) |
| Virginia Power | \$96,799,747 ^(b) | Acquisition of Pittsylvania Power Station (Hurt, VA) | Section 9(b) |
| Virginia Power | \$36,681,646 | Acquisition of Elizabeth River Power Station (Chesapeake, VA) | Section 9(b) |
| Virginia Power | \$1,091,945 | Sale of Annandale Substation (Annadale, VA) | Rule 44(b) |
| Virginia Power | \$3,734,170 | Sale of Lee substation (Fairfax, VA) | Rule 44(b) |

a. Consideration includes cash paid of \$42 million and the debt assumption of \$109 million Senior Notes and \$25 million Pollution Control Bonds.

Consideration includes cash paid of \$18 million and the debt assumption of \$79 million Pollution Control Bonds.

In 2004, Virginia Power's acquisitions of Mecklenburg Power Station, Pittsylvania Power Station and Elizabeth River Power Station were authorized in SCC Case No. PUE-2004-00052, PUE-2004-00089 and PUE-2004-00090, respectively, which are included as Exhibit F-2.

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

None, except as reported in certificates filed pursuant to Rule 24 and Rule 52 for the year 2004.

ITEM 4 - ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

| <u>Name of Issuer and Title of Issue</u> | Name of Company Acquiring, Redeeming or Retiring Securities | <u>Redeemed (note 1)</u> | <u>Retired (note 1)</u> | <u>Consideration</u> | Commission Authorization (note 2) |
|-------------------------------------------------|--------------------------------------------------------------------|---------------------------------|--------------------------------|-----------------------------|------------------------------------------|
| (Thousand of Dollars) | | | | | |
| <u>Dominion</u> | | | | | |
| Senior Notes | Dominion | \$219,258 | \$644,000 | \$219,258 | Rule 42 |
| Medium Term Notes | Dominion | | \$250,000 | \$250,000 | Rule 42 |
| Long Term Bank Loan | Dominion | | \$18,100 | \$18,100 | Rule 42 |
| Note Payable to Affiliate | Dominion | \$27,576 | \$25,314 | \$52,890 | Rule 42 |

CNG

| | | | | | |
|--------------|-----|--|-----------|-----------|---------|
| Senior Notes | CNG | | \$400,000 | \$400,000 | Rule 42 |
|--------------|-----|--|-----------|-----------|---------|

Dominion E&P

| | | | | | |
|----------------------|--------------|--|-----------|-----------|---------|
| Non-negotiable Notes | Dominion E&P | | \$199,450 | \$199,450 | Rule 42 |
|----------------------|--------------|--|-----------|-----------|---------|

Page 4

ITEM 4 - ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (continued)

| <u>Name of Issuer and Title of Issue</u> | Name of Company Acquiring, Redeeming or Retiring Securities | <u>Redeemed (note 1)</u> | <u>Retired (note 1)</u> | <u>Consideration</u> | Commission Authorization (note 2) |
|-------------------------------------------------|--------------------------------------------------------------------|---------------------------------|--------------------------------|-----------------------------|------------------------------------------|
| (Thousand of Dollars) | | | | | |
| <u>Dominion East Ohio</u> | | | | | |
| Non-negotiable Notes | Dominion East Ohio | | \$57,440 | \$57,440 | Rule 42 |

Dominion Hope

| | | | | |
|----------------------|---------------|---------|---------|---------|
| Non-negotiable Notes | Dominion Hope | \$4,674 | \$4,674 | Rule 42 |
|----------------------|---------------|---------|---------|---------|

Dominion Peoples

| | | | | |
|----------------------|------------------|---------|---------|---------|
| Non-negotiable Notes | Dominion Peoples | \$1,261 | \$1,261 | Rule 42 |
|----------------------|------------------|---------|---------|---------|

Dominion Transmission

| | | | | |
|----------------------|--------------------------|---------|---------|---------|
| Non-negotiable Notes | Dominion Transmission | \$9,007 | \$9,007 | Rule 42 |
|----------------------|--------------------------|---------|---------|---------|

DOTEPI

| | | | | |
|---------------------------|--------|----------|----------|---------|
| Senior Subordinated Notes | DOTEPI | \$87,700 | \$87,700 | Rule 42 |
|---------------------------|--------|----------|----------|---------|

Elwood Energy LLC

| | | | | |
|----------------------|----------------------|----------|----------|---------|
| Senior Secured Bonds | Elwood Energy LLC | \$14,741 | \$14,741 | Rule 42 |
|----------------------|----------------------|----------|----------|---------|

Kincaid Generation, L.L.C.

| | | | | |
|----------------------|----------------------------------|---------|---------|---------|
| Senior Secured Bonds | Kincaid Generation, L.L.C. | \$7,757 | \$7,757 | Rule 42 |
|----------------------|----------------------------------|---------|---------|---------|

Morgantown Energy
Associates

| | | | | |
|-----------------|---------------------------------|---------|---------|---------|
| Fixed Rate Bond | Morgantown Energy Associates | \$4,060 | \$4,060 | Rule 42 |
|-----------------|---------------------------------|---------|---------|---------|

Dominion Nuclear, Inc.

| | | | | |
|-------------|---------------------------|-------------|-------------|---------|
| Demand note | Dominion Nuclear, Inc. | \$1,423,550 | \$1,423,550 | Rule 52 |
|-------------|---------------------------|-------------|-------------|---------|

Dominion Nuclear Marketing
I, LLC

| | | | | |
|-------------|-----------------------------------|-----------|-----------|---------|
| Demand note | Dominion Nuclear Marketing I, LLC | \$238,443 | \$238,443 | Rule 52 |
|-------------|-----------------------------------|-----------|-----------|---------|

Dominion Nuclear Marketing
II, LLC

| | | | | |
|-------------|------------------------------------|-----------|-----------|---------|
| Demand note | Dominion Nuclear Marketing II, LLC | \$667,612 | \$667,612 | Rule 52 |
|-------------|------------------------------------|-----------|-----------|---------|

Domcan NS1 ULC

| | | | | |
|-------------------------|----------------|-----------|-----------|---------|
| Long term loan facility | Domcan NS1 ULC | \$150,000 | \$150,000 | Rule 42 |
|-------------------------|----------------|-----------|-----------|---------|

Dominion Fiber Ventures,
LLC

| | | | | |
|---------------------------|------------------------------|-----------|-----------|---------|
| Note Payable to Affiliate | Dominion Fiber Ventures, LLC | \$644,000 | \$644,000 | Rule 42 |
|---------------------------|------------------------------|-----------|-----------|---------|

| | | | | |
|------------------------------|------------------------------|----------|----------|---------|
| Senior Notes, 7.05% due 2005 | Dominion Fiber Ventures, LLC | \$21,000 | \$21,000 | Rule 42 |
|------------------------------|------------------------------|----------|----------|---------|

Page 5

ITEM 4 - ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (continued)

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

(Thousand of Dollars)

Virginia Power

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| | | | | | |
|---------------------------|----------------|-----------|-----------|-----------|--------------|
| First and Refunding Bonds | Virginia Power | | \$250,000 | \$250,000 | Rule 42 |
| Senior Notes | Virginia Power | | \$75,000 | \$75,000 | Rule 42 |
| Senior Bonds | Virginia Power | \$105,800 | \$3,300 | \$109,100 | Section 9(b) |

Notes to Item 4:

1. Except as noted, all securities redeemed or retired have been cancelled.
2. Public Utility Holding Company Act of 1935.

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

The aggregate amounts of investments at December 31, 2004, 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> |
|-----------------------|--------------------------|--------------------------------------------------|-------------------|
| Virginia Capital, LLC | One | Promotion of Virginia Economic Development | \$500,000 |
| N.C. Enterprise Corp | One | Promotion of North Carolina Economic Development | \$350,000 |
| Dominion Transmission | One | State Development Fund | \$100,000 |
| Dominion Hope | One | State Development Fund | \$100,000 |
| Dominion Peoples | One | Strategic Investment Fund | \$900,000 |
| Dominion East Ohio | One | Cleveland Development Partnership | \$757,169 |

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> |
|-------------------------------|----------------------------------|-------------------------------|-------------------|---------------------------|--------------------------------------|
| PowerTree Carbon Company, LLC | Virginia Power | Forestation and reforestation | \$20,000 | Partnership interest | 3% |
| First Dominion Capital L.L.C. | Celerity Partners III, LP | Investment company | \$4,279,818 | Partnership interest | 5% |
| First Dominion Capital L.L.C. | Straightline Communications, LLC | Communications | \$89,967 | Partnership interest | 1.9% |
| First Dominion | Car Toys, Inc. | Retail auto | \$1,425,000 | Partnership | 6.8% |

| | | | | | |
|----------------------------------|-----------------------------------|--------------------------------|-------------|----------------------|------------------|
| Capital L.L.C. | | electronics and products | | interest | |
| Dominion Capital | Spell Capital Partners Fund I, LP | Investment company | \$1,952,156 | Partnership interest | 9.7% |
| Dominion Energy | Kramer Junction | Solar electric generation | \$19,281 | Partnership interest | 2.8% |
| Dominion Alliance Holdings, Inc. | BridgeCo | Regional Transmission Operator | \$9,084,985 | Common stock | 2,500,000 shares |

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.

Page 6

ITEM 6. OFFICERS AND DIRECTORS

Part 1. Names, principal business address and positions held

The names, principal business address and positions held as of December 31, 2004 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 (37). 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) One Dominion Drive, Jane Lew, WV 26378
- (10) 16945 Northchase Drive, Houston, TX 77060
- (11) 5570 Hog Island Road, Surry, VA 23883
- (12) 1022 Haley Drive, Mineral, VA 23117
- (13) Rope Ferry Road, Waterford, CT 06385
- (14) 14000 Quail Springs Parkway, Suite 600, Oklahoma City, OK 73134
- (15) 4800 Basin Harbor Road, Vergennes, VT 05491
- (16) 4296 Neitzey Place, Alexandria, VA 22309
- (17) 4201 Congress Street, Charlotte, NC 28209
- (18) 904 North First Street, Richmond, VA 23219

- (19) 16210 Sunset Pines Circle, Boca Grande, FL 33921
- (20) 29 Everett Street, Cambridge, MA 02138
- (21) One Skidaway Village Walk, Suite 201, Savannah, GA 31411
- (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) 417 Libbie Avenue, Richmond, VA 23226
- (28) 605 5th Avenue, SW, Suite 3200, Calgary, Alberta, Canada T2P 3H5
- (29) 3700 Canterra Tower, 400 Third Ave. S.W., Calgary, Alberta, T2P4H2
- (30) 1000 Mill Pond Road, Toano, VA 23168
- (31) 2539 Washington Road, Suite 1010, Upper St. Clair, PA 15241
- (32) Level 7 GHD House, 239 Adelaide Terrace, Perth, Western Australia 6000
- (33) 1415 Louisiana Street, Suite 2700, Houston, TX 77002
- (34) 50 Energy Drive, Suite 202, Canton, MA 02021
- (35) 130 East Randolph Drive, Chicago, IL 60601
- (36) 909 Fannin Street, Suite 3100, Houston, TX 77010
- (37) 490 East Locust Street, Dallastown, PA 17313

Page 7

ITEM 6. OFFICERS AND DIRECTORS (continued)

POSITION SYMBOL KEY

| | | | |
|-----|----------------------------|----|-------------------|
| CB | --Chairman of the Board | VP | --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 |
| SVP | --Senior Vice President | | |

Armstrong Energy Limited Partnership, LLLP

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

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Malcolm G. Deacon (3) VP

Cambrian Capital Corporation

Daniel Conwill (36) D Eng P. Heah (1) P, T

William S. Mistr (1) D Douglas Jeter (36) VP

Toshifumi Shikamura (36) D Richard Lowell (36) S

Carthage Energy Services, Inc.

Dennis G. Millet (10) D, P, T Carol J. Nichols (5) C

Patricia A. Wilkerson (1) VP, S

Clearinghouse Oil Ventures, Inc.

Paul D. Koonce (1) D, CEO Patricia A. Wilkerson (1) VP, S

Kevin T. Howell (1) P Thomas P. Wohlfarth (1) VP

G. Scott Hetzer (1) SVP, T Joseph C. McCann (1) C

Clearinghouse Ventures, Inc.

Paul D. Koonce (1) D, CEO Patricia A. Wilkerson (1) VP, S

Kevin T. Howell (1) P Thomas P. Wohlfarth (1) VP

G. Scott Hetzer (1) SVP, T Joseph C. McCann (1) C

CNG Cayman Two Ltd.

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

CNG Coal Company

Duane C. Radtke (10) D, P, CEO Dennis G. Millet (10) VP

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| | | | |
|---------------------|--------|---------------------------|-------|
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Paul R. Baker (33) | SVP | 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 | Malcolm G. Deacon (3) | VP |
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | | |

Page 8

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 | Perry A. Corsello (1) | D |

CNG Main Pass Gas Gathering Corporation

| | | | |
|-----------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Dennis G. Millet (10) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Paul R. Baker (33) | SVP | Carol J. Nichols (5) | C |
| Pamela F. Faggert (3) | VP | | |

CNG Oil Gathering Corporation

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|-----------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Dennis G. Millet (10) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Paul R. Baker (33) | SVP | Carol J. Nichols (5) | C |
| Pamela F. Faggert (3) | VP | | |

CNG Power Services Corporation

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | | |

Consolidated Natural Gas Company

| | | | |
|---------------------------|----------------|---------------------------|--------|
| Thos. E. Capps (1) | CB, 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, P, COO | Karen E. Hunter (2) | VP |
| Jay L. Johnson (1) | EVP | Steven A. Rogers (1) | VP, C |
| Duane C. Radtke (10) | EVP | James F. Stutts (1) | VP, GC |
| Eva S. Hardy (2) | SVP | Patricia A. Wilkerson (1) | VP, CS |
| G. Scott Hetzer (1) | SVP, T | | |

DEPI Texas Holdings, LLC

| | | | |
|------------------------|--------|---------------------------|-------|
| Thomas N. Chewning (1) | P, CEO | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Carol J. Nichols (5) | C |

Devonian Energy Corporation

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|--------------------------|---|---------------------|------|
| Daniel Conwill (36) | D | Eng P. Heah (1) | P, T |
| William S. Mistr (1) | D | Douglas Jeter (36) | VP |
| Toshifumi Shikamura (36) | D | Richard Lowell (36) | S |

DFV Capital Corporation

| | | | |
|------------------------|------------------|---------------------------|-------|
| Thomas N. Chewning (1) | D, CB, P, CEO | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Elwood L. Tanner (2) | C |

DT Services, Inc.

| | | | |
|---------------------------|-----------|---------------------------|-------|
| Thomas N. Chewning (1) | D | Jimmy D. Staton (2) | SVP |
| Jay L. Johnson (2) | D, P, CEO | Karen E. Hunter (2) | VP |
| G. Scott Hetzer (1) | D, SVP, T | Patricia A. Wilkerson (1) | VP, S |
| M. Stuart Bolton, Jr. (2) | SVP | Elwood L. Tanner (2) | C |

Domcan Boundary Corp.

| | | | |
|------------------------|------------|---------------------------|----|
| Duane C. Radtke (10) | CB, D | Pamela Faggert (3) | VP |
| Anthony W. Marino (28) | P, CEO | David R. Laing (28) | VP |
| G. Scott Hetzer (1) | SVP, T | Grant A. Leslie (28) | VP |
| Timothy S. Parker (10) | SVP | Dennis G. Millet (10) | VP |
| Milton Porter (28) | D, VP, CFO | Patricia A. Wilkerson (1) | VP |
| James C. Burns (28) | VP | Jack C. MacGillivray (29) | S |

Page 9

ITEM 6. OFFICERS AND DIRECTORS (continued)

Domcan NSI ULC

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
|-----------------------------------|--------------|-----------------------------------|--------------|

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| | | | |
|------------------------|------------|---------------------------|----|
| Duane C. Radtke (10) | CB, D | Pamela F. Faggert (3) | VP |
| Anthony W. Marino (28) | P, CEO | David R. Laing (28) | VP |
| G. Scott Hetzer (1) | SVP, T | Grant A. Leslie (28) | VP |
| Timothy S. Parker (10) | SVP | Dennis G. Millet (10) | VP |
| Milton Porter (28) | D, VP, CFO | Patricia A. Wilkerson (1) | VP |
| James C. Burns (28) | VP | Jack C. MacGillivray (29) | S |

Dominion Alliance Holding, Inc.

| | | | |
|---------------------------|-----------|-------------------------|----|
| Paul D. Koonce (1) | D, P, CEO | Thomas P. Wohlfarth (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Lee D. Katz (1) | C |
| Patricia A. Wilkerson (1) | VP, S | | |

Dominion Appalachian Development, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Benjamin A. Hardesty (9) | VP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Timothy S. Parker (10) | SVP | Carol J. Nichols (5) | C |
| Pamela F. Faggert (3) | VP | | |

Dominion Armstrong, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

Dominion Armstrong Services Company, Inc.

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|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

Dominion Black Warrior Basin, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Benjamin A. Hardesty (9) | VP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Timothy S. Parker (10) | SVP | Carol J. Nichols (5) | C |
| Pamela F. Faggert (3) | VP | | |

Dominion Canada Finance Company

| | | | |
|------------------------|-----------|---------------------------|-------|
| Thos. E. Capps (1) | D | Steven A. Rogers (1) | VP, C |
| Thomas N. Chewning (1) | D, P | Patricia A. Wilkerson (1) | S |
| G. Scott Hetzer (1) | D, SVP, T | | |

Dominion Capital REMIC, Inc.

| | | | |
|---------------------|-------|---------------------------|----|
| G. Scott Hetzer (1) | D, P | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP, T | E. J. Marks, III (1) | S |

Dominion Capital Ventures Corporation

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

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Capital, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Thomas N. Chewning (1) | CB | Patricia A. Wilkerson (1) | VP |
| G. Scott Hetzer (1) | P | E. J. Marks, III (1) | S |
| Mark P. Mikuta (1) | VP | Elwood L. Tanner (2) | C |

Dominion Cogen WV, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Cogen, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Cove Point LNG Company, LLC

| | | | |
|-----------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | CEO | Steven A. Rogers (1) | VP |
| Gary L. Sypolt (1) | P | Paul E. Ruppert (8) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Jeffrey L. Barger (8) | VP | Thomas P. Wohlfarth (1) | VP |

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| | | | |
|-----------------------|----|-----------------|---|
| Pamela F. Faggert (3) | VP | Lee D. Katz (1) | C |
|-----------------------|----|-----------------|---|

Dominion Cove Point, Inc.

| | | | |
|-----------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Steven A. Rogers (1) | VP |
| Gary L. Sypolt (1) | P | Paul E. Ruppert (8) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Jeffrey L. Barger (8) | VP | Thomas P. Wohlfarth (1) | VP |
| Pamela F. Faggert (3) | VP | Lee D. Katz (1) | C |

Dominion Dresden Services Company, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | SVP |
| Edward J. Rivas | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz | C |

Dominion Dresden, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | James K. Martin (1) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Elwood Expansion, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | James K. Martin (1) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |

| | | | |
|----------------------------|----|-----------------|---|
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |
|----------------------------|----|-----------------|---|

Page 11

ITEM 6. OFFICERS AND DIRECTORS (Cont.)

Dominion Elwood Services Company, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Elwood, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Energy Brayton Point, LLC

| | | | |
|----------------------------|--------|---------------------------|-------|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |

Dominion Energy Canada Limited

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| | | | |
|------------------------|------------|---------------------------|----|
| Duane C. Radtke (10) | D, CB | Karen E. Hunter (2) | VP |
| Anthony W. Marino (28) | P, CEO | David R. Laing (28) | VP |
| G. Scott Hetzer (1) | SVP, T | Grant A. Leslie (28) | VP |
| Timothy S. Parker (10) | SVP | Dennis G. Millet (10) | VP |
| Milton Porter (28) | D, VP, CFO | Patricia A. Wilkerson (1) | VP |
| James C. Burns (28) | VP | Jack C. MacGillivray (29) | S |
| Pamela F. Faggert (3) | VP | | |

Dominion Energy Construction Company

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Energy Holdings, Inc.

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

Dominion Energy, Inc.

| | | | |
|---------------------------|--------|------------------------|----|
| Thos. E. Capps (1) | CB | Pamela F. Faggert (3) | VP |
| Thomas N. Chewning (1) | D | Eugene S. Grecheck (3) | VP |
| Thomas F. Farrell, II (1) | D | David C. Holden (1) | VP |
| Mark F. McGettrick (1) | P, CEO | Karen E. Hunter (2) | VP |
| David A. Christian (3) | SVP | James K. Martin (1) | VP |

| | | | |
|----------------------------|--------|---------------------------|-------|
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| William R. Matthews (3) | SVP | David G. Shuford (1) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Page 12

ITEM 6. OFFICERS AND DIRECTORS (Cont.)

Dominion Energy Kewaunee, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Mark F. McGettrick (1) | D, P, CEO | Eugene S. Grecheck (3) | VP |
| David A. Christian (3) | SVP | Leslie N. Hartz (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| William R. Matthews (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |
| Pamela F. Faggert (3) | VP | | |

Dominion Energy Manchester Street, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |

Dominion Energy Marketing, Inc.

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| | | | |
|---------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Patricia A. Wilkerson (1) | VP, S |
| Kevin T. Howell(1) | P | Thomas P. Wohlfarth (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Joseph C. McCann (1) | C |

Dominion Energy New England, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |

Dominion Energy Peru Holdings, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Fred G. Wood, III (1) | SVP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Edward J. Rivas (3) | SVP | Lee D. Katz (1) | C |

Dominion Energy Salem Harbor, LLC

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |

Dominion Energy Services Company, Inc.

| | | | |
|------------------------|-----------|-----------------------|----|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |

| | | | |
|-----------------------|-----|---------------------------|-------|
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon (3) | VP | | |

Page 13

ITEM 6. OFFICERS AND DIRECTORS (Cont.)

Dominion Energy Technologies, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Thomas N. Chewning (1) | D | James K. Martin (1) | VP |
| Mark F. McGettrick (1) | D, P, CEO | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | D, SVP, T | Lee D. Katz (1) | C |
| Fred G. Wood, III (1) | SVP | | |

Dominion Energy Terminal Company, Inc.

| | | | |
|---------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Patricia A. Wilkerson (1) | VP, S |
| Kevin T. Howell (1) | P | Thomas P. Wohlfarth (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Lee D. Katz (1) | C |

Dominion Equipment II, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz | C |

Dominion Equipment III, Inc.

| | | | |
|------------------------|-----------|---------------------|----|
| Mark F. McGettrick (1) | D, P, CEO | James K. Martin (1) | VP |
|------------------------|-----------|---------------------|----|

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| | | | |
|----------------------------|--------|---------------------------|-------|
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Equipment, Inc.

| | | | |
|------------------------|-----------|----------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon, Jr. (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

Dominion Exploration & Production, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | James D. Abercrombie (5) | VP |
| G. Scott Hetzer (1) | SVP, T | Pamela F. Faggert (3) | VP |
| Paul R. Baker (33) | SVP | Benjamin A. Hardesty (9) | VP |
| Kevin P. Guilbeau (5) | SVP | Dennis G. Millet (10) | VP |
| Rohinton K. Irani (14) | SVP | Steven A. Rogers (1) | VP |
| Anthony W. Marino (28) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Timothy S. Parker (10) | SVP | Carol J. Nichols (5) | C |

Dominion Exploration Canada Ltd.

| | | | |
|------------------------|------------|---------------------------|----|
| Duane C. Radtke (10) | D, CB | Karen E. Hunter (2) | VP |
| Anthony W. Marino (28) | P, CEO | David R. Laing (28) | VP |
| G. Scott Hetzer (1) | SVP, T | Grant A. Leslie (28) | VP |
| Timothy S. Parker (10) | SVP | Dennis G. Millet (10) | VP |
| Milton Porter (28) | D, VP, CFO | Patricia A. Wilkerson (1) | VP |

| | | | |
|-----------------------|----|---------------------------|----|
| James C. Burns, (28) | VP | Jack C. MacGillivray (28) | VP |
| Pamela F. Faggert (3) | VP | | |

Dominion Exploration MidContinent, Inc.

| | | | |
|------------------------|-----------|---------------------------|----|
| Duane C. Radtke (10) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP |
| Rohinton K. Irani (14) | SVP | Carol J. Nichols (5) | C |
| Timothy S. Parker (10) | SVP | | |

Page 14

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Fairless Hills, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Mark F. McGettrick (1) | D, P, CEO | James K. Martin (1) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Fiber Ventures, LLC

| | | | |
|---------------------------|--------|---------------------------|-------|
| Jay L. Johnson (2) | P, CEO | Jimmy D. Staton (2) | SVP |
| M. Stuart Bolton, Jr. (2) | SVP | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Elwood L. Tanner (2) | C |

Dominion Field Services, Inc.

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| | | | |
|------------------------|--------|-----------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Joseph C. Vanzant, Jr. (31) | VP |
| Kevin T. Howell (1) | P | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Thomas P. Wohlfarth (1) | VP |
| Charles E. Roberts (6) | VP | Joseph C. McCann (1) | C |

Dominion First Source, LLC

| | | | |
|---------------------|----|---------------------------|----|
| G. Scott Hetzer (1) | P | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP | E. J. Marks, III (1) | S |

Dominion Gas Marketing, Inc..

| | | | |
|------------------------|--------|---------------------------|-------|
| Duane C. Radtke (10) | P, CEO | James D. Abercrombie (5) | VP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Kevin P. Guilbeau (5) | SVP | Carol J. Nichols (5) | C |
| Rohinton K. Irani (14) | SVP | | |

Dominion Gas Processing MI, Inc.

| | | | |
|----------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Dennis G. Millet (10) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Paul R. Baker (33) | SVP | Carol J. Nichols (5) | C |

Dominion Gas Projects Company, LLC

| | | | |
|-----------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | CEO | Steven A. Rogers (1) | VP |
| Gary L. Sypolt (1) | P | Paul E. Ruppert (8) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Jeffrey L. Barger (8) | VP | Thomas P. Wohlfarth (1) | VP |

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| | | | |
|-----------------------|----|-----------------|---|
| Pamela F. Faggert (3) | VP | Lee D. Katz (1) | C |
|-----------------------|----|-----------------|---|

Dominion Generation Corporation

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

Dominion Greenbrier, Inc.

| | | | |
|-----------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Paul E. Ruppert (8) | VP |
| Gary L. Sypolt (1) | P | David G. Shuford (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Jeffrey L. Barger (8) | VP | Thomas P. Wohlfarth (1) | VP |
| Pamela F. Faggert (3) | VP | Lee D. Katz (1) | C |

Page 15

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Iroquois, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Paul D. Koonce (1) | D, CEO | Paul E. Ruppert (8) | VP |
| Gary L. Sypolt (1) | D, P | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Thomas P. Wohlfarth (1) | VP |
| Jeffrey L. Barger (8) | VP | Lee D. Katz (1) | C |

Dominion Kincaid, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |

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| | | | |
|----------------------------|-----|-----------------|---|
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion LNG Barge Company

| | | | |
|-----------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Steven A. Rogers (1) | VP |
| Gary L. Sypolt (1) | P | Paul E. Ruppert (8) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Jeffrey L. Barger (8) | VP | Thomas P. Wohlfarth (1) | VP |
| Pamela F. Faggert (3) | VP | Lee D. Katz (1) | C |

Dominion Land Management Company - Williamsburg

| | | | |
|------------------------|----|---------------------------|--------|
| Thomas N. Chewning (1) | D | G. Scott Hetzer (1) | SVP, T |
| Jerry L. Moore (1) | P | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP | E. J. Marks, III (1) | S |

Dominion Lands - Williamsburg, Inc.

| | | | |
|------------------------|---|----------------------|----|
| Thomas N. Chewning (1) | D | Mark P. Mikuta (1) | VP |
| Jerry L. Moore (1) | P | E. J. Marks, III (1) | S |

Dominion Lands, Inc.

| | | | |
|---------------------------|------|----------------------|----|
| Thomas N. Chewning (1) | D, P | Mark P. Mikuta (1) | VP |
| Patricia A. Wilkerson (1) | VP | E. J. Marks, III (1) | S |

Dominion Member Services, Inc.

| | | | |
|---------------------------|-----------|---------------------------|-------|
| Jay L. Johnson (2) | D, P, CEO | Patricia A. Wilkerson (1) | VP, S |
| M. Stuart Bolton, Jr. (2) | SVP | Richard Zelenko (1) | VP |

G. Scott Hetzer (1) SVP, T

Dominion Michigan Production Services, Inc.

| | | | |
|-----------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Benjamin A. Hardesty (9) | VP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Pamela F. Faggert (3) | VP | Carol J. Nichols (5) | C |

Dominion Midwest Energy, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Benjamin A. Hardesty (9) | VP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Timothy S. Parker (10) | SVP | Carol J. Nichols (5) | C |
| Pamela F. Faggert (3) | VP | | |

Page 16

ITEM 6. OFFICERS AND DIRECTORS (Cont.)

Dominion Natural Gas Storage, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Paul D. Koonce (1) | D, CEO | Paul E. Ruppert (8) | VP |
| Gary L. Sypolt (1) | P | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Thomas P. Wohlfarth (1) | VP |
| Jeffrey L. Barger (8) | VP | Lee D. Katz (1) | C |
| Pamela F. Faggert (3) | VP | | |

Dominion North Star Generation, Inc.

| | | | |
|------------------------|-----------|---------------------|----|
| Mark F. McGettrick (1) | D, P, CEO | James K. Martin (1) | VP |
|------------------------|-----------|---------------------|----|

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|----------------------------|--------|---------------------------|-------|
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Nuclear Connecticut, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Eugene S. Grecheck (3) | VP |
| David A. Christian (3) | D, SVP | Leslie N. Hartz (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| William R. Matthews (3) | D, SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | J. Alan Price (13) | VP |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |
| Pamela F. Faggert (3) | VP | | |

Dominion Nuclear Holdings, Inc.

| | | | |
|-------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Fred G. Wood, III (1) | SVP |
| David A. Christian (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Lee D. Katz (1) | C |
| William R. Matthews (3) | SVP | | |

Dominion Nuclear Marketing III, L.L.C.

| | | | |
|-------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Fred G. Wood, III (1) | SVP |
| William R. Matthews (3) | D | 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 |

Dominion Nuclear North Anna, LLC

| | | | |
|----------------------------|--------|---------------------------|-------|
| Mark F. McGettrick (1) | P, CEO | Eugene S. Grecheck (3) | VP |
| David A. Christian (3) | SVP | Leslie N. Hartz (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| William R. Matthews (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (1) | VP | Lee D. Katz (1) | C |
| Pamela F. Faggert (3) | VP | | |

Dominion Nuclear Projects, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Eugene S. Grecheck (3) | VP |
| David A. Christian (3) | SVP | Leslie N. Hartz (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| William R. Matthews (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (1) | VP | Lee D. Katz (1) | C |
| Pamela F. Faggert (3) | VP | | |

Page 17

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Ohio ES, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Mark F. McGettrick (1) | D, P, CEO | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Maxwell R. Schools, Jr. (2) | C |
| Fred G. Wood, III (1) | SVP | | |

Dominion Oklahoma Texas Exploration & Production, Inc.

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| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Timothy S. Parker (10) | SVP |
| G. Scott Hetzer (1) | SVP, T | James D. Abercrombie (5) | VP |
| Paul R. Baker (33) | SVP | Pamela F. Faggert (3) | VP |
| Kevin P. Guilbeau (5) | SVP | Dennis G. Millet (10) | VP |
| Rohinton K. Irani (14) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Anthony W. Marino (28) | SVP | Carol J. Nichols (5) | C |

Dominion Person, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |

Dominion Pleasants Services Company, Inc.

| | | | |
|------------------------|-----------|----------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon, Jr. (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

Dominion Pleasants, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | J. David Rives (3) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Edward J. Rivas (3) | SVP | Lee D. Katz (1) | C |
| Fred G. Wood, III (1) | SVP | | |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Dominion Products and Services, Inc.

| | | | |
|---------------------------|-----------|---------------------------|-------|
| Jay L. Johnson (2) | D, P, CEO | Patricia A. Wilkerson (1) | VP, S |
| M. Stuart Bolton, Jr. (2) | SVP | Richard Zelenko (1) | VP |
| G. Scott Hetzer (1) | SVP, T | | |

Dominion Reserves, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Timothy S. Parker (10) | SVP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Anthony W. Marino (28) | SVP | Carol J. Nichols (5) | C |

Dominion Reserves - Utah, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Timothy S. Parker (10) | SVP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Rohinton K. Irani (14) | SVP | Carol J. Nichols (5) | C |

Page 18

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Resources, Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Susan B. Allen (16) | D | Thomas N. Chewning (1) | EVP, CFO |
| Peter W. Brown, M. D. (27) | D | Jay L. Johnson (2) | EVP |
| Ronald J. Calise (15) | D | Duane C. Radtke (10) | EVP |
| George A. Davidson, Jr. (4) | D | Mary C. Doswell (2) | SVP |
| John W. Harris (17) | D | Eva S. Hardy (2) | SVP |

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| | | | |
|-------------------------------|------------|---------------------------|--------|
| Robert S. Jepson, Jr. (21) | D | G. Scott Hetzer (1) | SVP, T |
| Benjamin J. Lambert, III (18) | D | James L. Sanderlin (1) | SVP |
| Richard L. Leatherwood (19) | D | Thomas R. Bean (1) | VP |
| Margaret A. McKenna (20) | D | William C. Hall, Jr. (1) | VP |
| Kenneth A. Randall (22) | D | Simon C. Hodges (1) | VP |
| Frank S. Royal (23) | D | Karen E. Hunter (2) | VP |
| S. Dallas Simmons (24) | D | Diane G. Leopold (1) | VP |
| Robert H. Spilman (25) | D | Steven A. Rogers (1) | VP, C |
| David A. Wollard (26) | D | James F. Stutts (1) | VP, GC |
| Thos. E. Capps (1) | D, CB, CEO | Patricia A. Wilkerson (1) | VP, S |
| Thomas F. Farrell, II (1) | P, COO | | |

Dominion Resources Services, Inc.

| | | | |
|---------------------------|--------|---------------------------|-------|
| Thos. E. Capps (1) | D | Roy S. Grier (2) | VP |
| Thomas N. Chewning (1) | D | William C. Hall, Jr. (1) | VP |
| Thomas F. Farrell, II (1) | D | Leslie N. Hartz (3) | VP |
| Mary C. Doswell (2) | P, CEO | Simon C. Hodges (1) | VP |
| Jay L. Johnson (2) | EVP | David C. Holden (1) | VP |
| Eva S. Hardy (2) | SVP | Karen E. Hunter (2) | VP |
| G. Scott Hetzer (1) | SVP, T | Diane G. Leopold (1) | VP |
| Kevin T. Howell (1) | SVP | Steven A. Rogers (1) | VP |
| Margaret E. McDermid (2) | SVP | David G. Shuford (1) | VP |
| James L. Sanderlin (1) | SVP | James F. Stutts (1) | VP |
| Thomas R. Bean (1) | VP | Billy F. Warf (2) | VP |
| Pamela F. Faggert (3) | VP | Patricia A. Wilkerson (1) | VP, S |
| Anne M. Grier (2) | VP | Ashwini Sawhney (2) | C |

Dominion Retail, Inc.

| | | | |
|---------------------------|-----------|---------------------------|-------|
| Jay L. Johnson (2) | D, P, CEO | Patricia A. Wilkerson (1) | VP, S |
| M. Stuart Bolton, Jr. (2) | SVP | Richard Zelenko (1) | VP |
| G. Scott Hetzer (1) | SVP, T | | |

Dominion San Juan, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Dennis G. Millet (10) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Paul R. Baker (33) | SVP | Carol J. Nichols (5) | C |
| Rohinton K. Irani (14) | SVP | | |

Dominion South Holdings I, Inc.

| | | | |
|-----------------------|--------|---------------------------|----|
| Paul D. Koonce (1) | D, CEO | Paul E. Ruppert (8) | VP |
| Gary L. Sypolt (1) | P | David G. Shuford (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP |
| Jeffrey L. Barger (8) | VP | Thomas P. Wohlfarth (1) | VP |
| Pamela F. Faggert (3) | VP | Lee D. Katz (1) | C |
| Steven A. Rogers (1) | VP | | |

Dominion State Line, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dominion Storage, 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 | Dennis G. Millet (10) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Paul R. Baker (33) | SVP | Carol J. Nichols (5) | C |

Dominion Technical Solutions, Inc.

| | | | |
|---------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Patricia A. Wilkerson (1) | VP, S |
| Gary L. Sypolt (1) | P | Thomas P. Wohlfarth (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Lee D. Katz (1) | C |

Dominion Transmission, Inc.

| | | | |
|-----------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Paul E. Ruppert (8) | VP |
| Gary L. Sypolt (1) | P | David G. Shuford (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Jeffrey L. Barger (8) | VP | Thomas P. Wohlfarth (1) | VP |
| Pamela F. Faggert (3) | VP | Lee D. Katz (1) | C |
| Steven A. Rogers (1) | VP | | |

Dominion Troy Services Company, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

Dominion Troy, Inc.

| | | | |
|------------------------|-----------|----------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon, Jr. (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

Dominion Venture Investments, Inc.

| | | | |
|---------------------|------|---------------------------|----|
| G. Scott Hetzer (1) | D, P | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP | E. J. Marks, III (1) | S |

Dominion Wagram, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Malcolm G. Deacon (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |

Dominion Wholesale, Inc.

| | | | |
|----------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Page 20

ITEM 6. OFFICERS AND DIRECTORS (continued)

Dresden Energy, LLC

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
|-----------------------------------|--------------|-----------------------------------|--------------|

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| | | | |
|----------------------------|--------|---------------------------|-------|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Elwood II Holdings, LLC

| | | | |
|---------------------|--------------------|---------------------|---|
| Tony W. Belcher (3) | General Manager | G. Scott Hetzer (1) | T |
|---------------------|--------------------|---------------------|---|

Elwood III Holdings, LLC

| | | | |
|---------------------|--------------------|---------------------|---|
| Tony W. Belcher (3) | General Manager | G. Scott Hetzer (1) | T |
|---------------------|--------------------|---------------------|---|

Elwood Energy LLC

| | | | |
|----------------------------|---------|---------------------|--------------------|
| William E. Morrow (35) | Manager | David W. Faison (3) | General Manager |
| Malcolm G. Deacon, Jr. (3) | Manager | Lee K. Katz (1) | CFO |

Epic Development (TPA) Pty Limited

| | | | |
|----------------------------------|---|--|--|
| Ian Lindsay MacGillivray (32) | D | | |
|----------------------------------|---|--|--|

Fairless Energy, LLC

| | | | |
|------------------------|--------|---------------------------|-------|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |

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|----------------------------|----|-----------------|---|
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |
|----------------------------|----|-----------------|---|

Farmington Properties, Inc.

| | | | |
|-----------------------|--------|---------------------------|-------|
| Paul D. Koonce (1) | D, CEO | Paul E. Ruppert (8) | VP |
| Gary L. Sypolt (1) | P | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Thomas P. Wohlfarth (1) | VP |
| Jeffrey L. Barger (8) | VP | Lee D. Katz (1) | C |
| Pamela F. Faggert (3) | VP | | |

First Dominion Capital, L.L.C.

| | | | |
|-----------------------|-----------------------------------|---------------------------|------|
| William S. Mistr (1) | Senior Managing Director | Mark P. Mikuta (1) | P, T |
| Eng P. Heah (1) | Senior Managing Director, C | Patricia A. Wilkerson (1) | VP |
| Perry A. Corsello (1) | D | E. J. Marks, III (1) | S |

First Source Equity Holdings, Inc.

| | | | |
|---------------------|------|---------------------------|----|
| G. Scott Hetzer (1) | D, P | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP | E. J. Marks, III (1) | S |

First Source Financial, LLP

| | | | |
|------------------------|------------------|---------------------------|-------|
| Thomas N. Chewning (1) | D, P | Mark P. Mikuta (1) | D, VP |
| G. Scott Hetzer (1) | D, CB, SVP, T | Patricia A. Wilkerson (1) | VP, S |

Page 21

ITEM 6. OFFICERS AND DIRECTORS (continued)

Gichner (UK) Limited

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| William P. Wilson (37) | S | | |

Gichner Systems Group, Inc.

| | | | |
|--------------------------|--------|---------------------------|-------|
| William S. Mistr (1) | CB | Patricia A. Wilkerson (1) | VP |
| Eng P. Heah (1) | D | William P. Wilson (37) | VP, T |
| Mark P. Mikuta (1) | D | E. J. Marks, III (1) | S |
| Thomas E. Mills, IV (37) | P, CEO | | |

Gichner Systems Group, LLC

| | | | |
|--------------------------|-------|----------------------|---|
| Thomas E. Mills, IV (37) | P | E. J. Marks, III (1) | S |
| William P. Wilson (37) | VP, T | | |

Goodman Segar Hogan, Incorporated

| | | | |
|------------------------|---|---------------------------|----|
| Thomas N. Chewning (1) | D | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | P | E. J. Marks, III (1) | S |

H-W Properties, Inc.

| | | | |
|------------------------|----|---------------------------|----|
| Thomas N. Chewning (1) | D | Patricia A. Wilkerson (1) | VP |
| Jerry L. Moore (1) | P | E. J. Marks, III (1) | S |
| Mark P. Mikuta (1) | VP | | |

Hope Gas, Inc.

| | | | |
|---------------------------|-----------|-----------------------|----|
| Jay L. Johnson (2) | D, P, CEO | Pamela F. Faggert (3) | VP |
| M. Stuart Bolton, Jr. (2) | SVP | David W. Green (2) | VP |
| G. Scott Hetzer (1) | SVP, T | Bruce C. Klink (7) | VP |

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|--------------------------|-----|-----------------------------|-------|
| Thomas A. Hyman, Jr. (2) | SVP | David L. Searles (2) | VP |
| Jimmy D. Staton (2) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Kenneth D. Barker (2) | VP | Maxwell R. Schools, Jr. (2) | C |

Kauai Power Partners, L.P.

| | |
|----------------------|---|
| E. J. Marks, III (1) | S |
|----------------------|---|

Kincaid Generation, L.L.C.

| | | | |
|----------------------------|--------|---------------------------|-------|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Lake Badin Associates

| | |
|--------------------|---|
| Jerry L. Moore (1) | D |
|--------------------|---|

LDNG Acquisition, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | James D. Abercrombie (5) | VP |
| G. Scott Hetzer (1) | SVP, T | Dennis G. Millet (10) | VP |
| Paul R. Baker (33) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Kevin P. Guilbeau (5) | SVP | Carol J. Nichols (5) | C |
| Rohinton K. Irani (14) | SVP | | |

LDNG Texas Holdings, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Thomas N. Chewning (1) | D, P, CEO | James D. Abercrombie (5) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |

| | | | |
|-----------------------|-----|----------------------|---|
| Kevin P. Guilbeau (5) | SVP | Carol J. Nichols (5) | C |
|-----------------------|-----|----------------------|---|

| | | | |
|------------------------|-----|--|--|
| Rohinton K. Irani (14) | SVP | | |
|------------------------|-----|--|--|

Page 22

ITEM 6. OFFICERS AND DIRECTORS (continued)

Louisiana Hydroelectric Capital, LLC

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| G. Scott Hetzer (1) | D | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | P | E. J. Marks, III (1) | S |

MassMicroelectronics, LLC

| | | | |
|-----------------|----|------------------|----|
| Eng P. Heah (1) | P | Mike Miceli (34) | VP |
| Ken Borey (34) | VP | | |

NH Capital, Inc.

| | | | |
|---------------------|-----------|---------------------------|----|
| G. Scott Hetzer (1) | D, P, CEO | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP, T | E. J. Marks, III (1) | S |

Niton US, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Duane C. Radtke (10) | D, P, CEO | Dennis G. Millet (10) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Anthony W. Marino (28) | SVP | Carol J. Nichols (5) | C |

North Star Generation, LLC

| | | | |
|------------------------|--------|-----------------------|----|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |

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| | | | |
|----------------------------|-----|---------------------------|-------|
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |

Old North State Management Company

| | | | |
|------------------------|--------|---------------------------|----|
| Thomas N. Chewning (1) | D | Patricia A. Wilkerson (1) | VP |
| Jerry L. Moore (1) | P, CEO | E. J. Marks, III (1) | S |
| Mark P. Mikuta (1) | VP | | |

OptaCor Financial Services Company, Inc.

| | | | |
|---------------------|------|---------------------------|----|
| G. Scott Hetzer (1) | D | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | P, T | E. J. Marks, III (1) | S |

Pleasants Energy, LLC

| | | | |
|----------------------------|--------|---------------------------|-------|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

Remington, L.L.C.

| | | | |
|------------------------|---------|---------------------------|-------|
| Duane C. Radtke (10) | Manager | Dennis G. Millet (10) | VP |
| Anthony W. Marino (28) | P, CEO | Patricia A. Wilkerson (1) | VP, S |
| G. Scott Hetzer (1) | SVP, T | Carol J. Nichols (5) | C |

Stonehouse Development Company, LLC

| | | | |
|--------------------|--------|----------------------|---|
| Jerry L. Moore (1) | P, CEO | E. J. Marks, III (1) | S |
|--------------------|--------|----------------------|---|

Mark P. Mikuta (1) VP, T

Page 23

ITEM 6. OFFICERS AND DIRECTORS (continued)

State Line Energy, 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 | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | James K. Martin (1) | VP |
| Edward J. Rivas (3) | SVP | J. David Rives (3) | VP |
| Fred G. Wood, III (1) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Malcolm G. Deacon, Jr. (3) | VP | Lee D. Katz (1) | C |

Stonewater Pipeline Company of Texas, Inc.

| | | | |
|------------------------|-----------|---------------------------|-------|
| Thomas N. Chewning (1) | D, P, CEO | James D. Abercrombie (5) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Kevin P. Guilbeau (5) | SVP | Carol J. Nichols (5) | C |
| Rohinton K. Irani (14) | SVP | | |

The Association at Stonehouse, Inc.

| | | | |
|---------------------|-------|-------------------------|------|
| Cindy Cloughly (30) | D, VP | Mark P. Mikuta (1) | P, T |
| Jerry L. Moore (1) | D | Elizabeth S. Kapil (30) | S |
| Peggy Willis (30) | D | | |

The East Ohio Gas Company

| | | | |
|---------------------------|-----------|-----------------------|----|
| Jay L. Johnson (2) | D, P, CEO | Pamela F. Faggert (3) | VP |
| M. Stuart Bolton, Jr. (2) | SVP | David W. Green (2) | VP |
| G. Scott Hetzer (1) | SVP, T | Bruce C. Klink (7) | VP |

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| | | | |
|--------------------------|-----|-----------------------------|-------|
| Thomas A. Hyman, Jr. (2) | SVP | David L. Searles (1) | VP |
| Jimmy D. Staton (2) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Kenneth D. Barker (2) | VP | Maxwell R. Schools, Jr. (2) | C |

The Peoples Natural Gas Company

| | | | |
|---------------------------|-----------|-----------------------------|-------|
| Jay L. Johnson (2) | D, P, CEO | Pamela F. Faggert (3) | VP |
| M. Stuart Bolton, Jr. (2) | SVP | David W. Green (2) | VP |
| G. Scott Hetzer (1) | SVP, T | Bruce C. Klink (7) | VP |
| Thomas A. Hyman, Jr. (2) | SVP | David L. Searles (1) | VP |
| Jimmy D. Staton (2) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Kenneth D. Barker (2) | VP | Maxwell R. Schools, Jr. (2) | C |

Triassic Energy Corporation

| | | | |
|--------------------------|---|---------------------|------|
| Daniel Conwill (36) | D | Eng P. Heah (1) | P, T |
| William S. Mistr (1) | D | Douglas Jeter (36) | VP |
| Toshifumi Shikamura (36) | D | Richard Lowell (36) | S |

Troy Energy, LLC

| | | | |
|----------------------------|--------|---------------------------|-------|
| Mark F. McGettrick (1) | P, CEO | Pamela F. Faggert (3) | VP |
| G. Scott Hetzer (1) | SVP, T | J. David Rives (3) | VP |
| Edward J. Rivas (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Fred G. Wood, III (1) | SVP | Lee D. Katz (1) | C |
| Malcolm G. Deacon, Jr. (3) | VP | | |

VP Property, Inc.

| | | | |
|------------------------|-----------|-----------------------|-----|
| Mark F. McGettrick (1) | D, P, CEO | Fred G. Wood, III (1) | SVP |
|------------------------|-----------|-----------------------|-----|

| | | | |
|---------------------|--------|---------------------------|-------|
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Edward J. Rivas (3) | SVP | | |

Page 24

ITEM 6. OFFICERS AND DIRECTORS (continued)

Virginia Electric and Power Company

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | <u>Title</u> |
|-----------------------------------|--------------|-----------------------------------|--------------|
| Thos. E. Capps (1) | CB | Pamela F. Faggert (3) | VP |
| Thomas N. Chewning (1) | D | Eugene S. Grecheck (3) | VP |
| Thomas F. Farrell, II (1) | D | David W. Green (2) | VP |
| Jay L. Johnson (2) | P, CEO | Leslie N. Hartz (3) | VP |
| Mark F. McGettrick (1) | P, CEO | David A. Heacock (3) | VP |
| Paul D. Koonce (1) | CEO | Karen E. Hunter (2) | VP |
| Gary L. Sypolt (1) | P | Craig S. Ivey (2) | VP |
| M. Stuart Bolton, Jr. (2) | SVP | Bruce C. Klink (7) | VP |
| David A. Christian (3) | SVP | Steven A. Rogers (1) | VP |
| G. Scott Hetzer (1) | SVP, T | David G. Shuford (1) | VP |
| E. Paul Hilton (1) | SVP | James F. Stutts (1) | VP, GC |
| Thomas A. Hyman, Jr. (2) | SVP | Patricia A. Wilkerson (1) | VP, S |
| William R. Matthews (2) | SVP | Thomas P. Wohlfarth (1) | VP |
| Margaret E. McDermid (2) | SVP | Jack M. Davis (12) | VP |
| Edward J. Rivas (3) | SVP | Richard H. Blount, II | VP |
| Jimmy D. Staton (2) | SVP | Lee D. Katz (1) | C |
| Fred G. Wood, III (1) | SVP | Maxwell R. Schools, Jr. (2) | C |
| Kenneth D. Barker (2) | VP | | |

Vidalia Audit, Inc.

| | | | |
|------------------------|----------|---------------------------|----|
| Thomas N. Chewning (1) | D, P, | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP, T, C | E. J. Marks, III (1) | S |

Vidalia Gichner Holdings, Inc.

| | | | |
|----------------------|------|-----------------------------------|----|
| Mark P. Mikuta (1) | D, P | Patricia A. Wilkerson (1) | VP |
| William S. Mistr (1) | | E. J. Marks, III (1) SVP, T | S |

Virginia Financial Ventures, Inc.

| | | | |
|---------------------|-----------|---------------------------|----|
| G. Scott Hetzer (1) | D, P, CEO | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP, T, C | E. J. Marks, III (1) | S |

Virginia Power Energy Marketing, Inc.

| | | | |
|---------------------|--------|---------------------------|----|
| Paul D. Koonce (1) | D, CEO | Patricia A. Wilkerson (1) | VP |
| Kevin T. Howell (1) | P | Thomas P. Wohlfarth (1) | VP |
| G. Scott Hetzer (1) | SVP, T | Joseph C. McCann (1) | C |

Virginia Power Fuel Corporation

| | | | |
|-------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Fred G. Wood, III (1) | SVP |
| David A. Christian (3) | SVP | Eugene S. Grecheck (3) | VP |
| G. Scott Hetzer (1) | SVP, T | Leslie N. Hartz (3) | VP |
| William R. Matthews (3) | SVP | Patricia A. Wilkerson (1) | VP, S |
| Edward J. Rivas (3) | SVP | | |

Virginia Power Nuclear Services Company

| | | | |
|------------------------|-----------|---------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | Eugene S. Grecheck (3) | VP |
| David A. Christian (3) | SVP | David A. Heacock (3) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| William R. Matthews | SVP | Lee D. Katz (1) | C |
| Fred G. Wood, III (1) | SVP | | |

Page 25

ITEM 6. OFFICERS AND DIRECTORS (continued)

Virginia Power Services Energy Corp., Inc.

| <u>Name and Principal Address</u> | <u>Title</u> | <u>Name and Principal Address</u> | |
|-----------------------------------|--------------|-----------------------------------|-------|
| Mark F. McGettrick (1) | D, P, CEO | David A. Heacock (3) | VP |
| G. Scott Hetzer (1) | SVP, T | Patricia A. Wilkerson (1) | VP, S |
| Edward J. Rivas (3) | SVP | Lee D. Katz (1) | C |
| Fred G. Wood, III (1) | SVP | | |

Virginia Power Services, Inc.

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

Waterford Harbor Realty, Inc.

| | | | |
|--------------------|------|---------------------------|----|
| Jerry L. Moore (1) | D, P | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | VP | E. J. Marks, III (1) | S |

Williams Court/DCI Properties, Inc.

| | | | |
|------------------------|---|---------------------------|----|
| Thomas N. Chewning (1) | D | Patricia A. Wilkerson (1) | VP |
| Mark P. Mikuta (1) | P | E. J. Marks, III (1) | S |

Wilshire Holdings, LLC

| | | | |
|---------------------------|----|----------------------|---|
| Mark P. Mikuta (1) | P | E. J. Marks, III (1) | S |
| Patricia A. Wilkerson (1) | VP | | |

Part II. Banking connections

Information concerning all officers and directors of each system company who have financial connections within the provisions of Section 17(c) of the Public Utility Holding Company Act of 1935 as of December 31, 2004, follows:

| <u>Name of Officer or Director</u> | <u>Name and Location of Financial Institution</u> | <u>Position Held in Financial Institution</u> | <u>Applicable Exemption Rule</u> |
|----------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------|
| George A. Davidson, Jr. | The PNC Financial Services Group, Inc. Pittsburgh, Pennsylvania | Director | 70(a) |
| Benjamin J. Lambert, III | Consolidated Bank and Trust Company Richmond, Virginia | Director | 70(a) |
| | SLM Corporation Reston, Virginia | Director | 70(a) |
| Frank S. Royal | SunTrust Banks, Inc. Atlanta, Georgia | Director | 70(b) |
| Kenneth D. Barker | Dominion Credit Union Richmond, Virginia | Director | 70(a) |

Page 26

ITEM 6. OFFICERS AND DIRECTORS (continued)

Part III. Compensation and other related information

(a) The compensation of directors and executive officers of system companies:

Information concerning the compensation of directors and the five highest paid executive officers of the system for the year 2004 is included in the Registrant's 2005 Proxy Statement which is filed as Exhibit F-4 to this Form U5S.

Information presented under the captions The Board--Director Compensation on page 7 and Executive Compensation on page 17 of the 2005 Proxy Statement is incorporated by reference.

(b) Their interest in the securities of system companies including options or other rights to acquire securities:

Information concerning the interests of directors and executive officers in the securities of system companies including options or other rights to acquire securities is included in the Registrant's 2005 Proxy Statement, which is filed as Exhibit F-4. Information presented under the following captions in 2005 Proxy Statement is incorporated by reference: The Board--Director Compensation on page 7; Share Ownership on page 8; Committee Report On Executive Compensation--Long-Term Incentives on page 14; and Executive Compensation on page 17.

(c) Their contracts and transactions with system companies:

Information concerning contracts and transactions by directors and executive officers with system companies is included in the Registrant's 2005 Proxy Statement, which is filed as Exhibit F-4 to this Form U5S. Information presented under the following captions in the 2005 proxy statement is incorporated by reference: Governance--Certain Relationships on page 4; The Board--Compensation and Other Programs on page 7 and Executive Compensation--Other Executive Agreements and Arrangements on page 20.

(d) Their indebtedness to system companies:

None.

(e) Their participation in bonus and profit-sharing arrangements and other benefits:

Information concerning the participation by directors and executive officers in other benefits is included in the Registrant's 2005 Proxy Statement, which is filed as Exhibit F-4 to this Form U5S. Information presented under the following captions in such proxy statement is incorporated by reference: The Board--Director Compensation on page 7; Committee Report On Executive Compensation--2004 Compensation on page 14; Executive Compensation on page 20.

(f) Their rights to indemnification:

Pursuant to Section 13.1-697 and Section 13.1-698 of the Code of Virginia, the Company's articles of incorporation indemnify a director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent, against reasonable expenses incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

None.

ITEM 8. SERVICES, SALES AND CONSTRUCTION CONTRACTS

Part I. Contracts for services or goods between system companies:

| <u>Transaction</u> | <u>Serving Company</u> | <u>Receiving Company</u> | <u>Compensation</u> | <u>Date of Contract</u> |
|---------------------------------------------------|----------------------------------------|----------------------------------------------------|---------------------|-------------------------|
| | | | (in thousands) | |
| Operational, Management & Administrative Services | Dominion Cleveland Thermal, LLC | Dominion Cleveland Steam Distribution, LLC | \$645 | May 21, 2001 |
| Sale of Steam | Dominion Cleveland Thermal, LLC | Dominion Cleveland Steam Distribution, LLC | \$10,350 | (Note 5) |
| Operational, Management & Administrative Services | Dominion Cleveland Thermal, LLC | Dominion Cleveland Thermal Generation, LLC | \$1,951 | May 21, 2001 |
| Sale of Chilled Water | Dominion Cleveland Thermal, LLC | Dominion Cleveland Chilled Water Distribution, LLC | \$2,249 | (Note 5) |
| Management & Administrative Services | Dominion Energy Reserves | Dominion Exploration Canada, LTD | \$557 | (Note 5) |
| Management & Administrative Services | Dominion Appalachian Development, Inc. | Dominion Appalachian Development Properties, LLC | \$5,110 | (Note 5) |
| Management & Administrative Services | Dominion E&P | Dominion Appalachian Development, Inc. | \$1,636 | November 1, 2001 |
| Management & Administrative Services | Dominion E&P | Dominion Black Warrior Basin, Inc. | \$3,165 | November 1, 2001 |
| Management & Administrative Services | Dominion E&P | Stonewater Pipeline Company, L.P. | \$213 | September 1, 2004 |

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| | | | | |
|--------------------------------------|-------------------------------|-------------------------------------------|-----------|-------------------|
| Management & Administrative Services | Dominion E&P | Dominion Midwest Energy, Inc. | \$3,048 | November 1, 2001 |
| Operation of Offshore Platforms | Dominion E&P | DOTEPI | \$38,504 | November 1, 2001 |
| Fuel Management Services | Dominion Field Services | Dominion E&P | \$188 | (Note 5) |
| Sales of Extracted Products | Dominion Field Services | Dominion Transmission | \$2,156 | April 23, 2001 |
| Rental Fees | Dominion Field Services | Dominion Transmission | \$10,207 | August 31, 1991 |
| Sale of Assets | Dominion Field Services | Dominion Transmission | \$904 | May 24, 2004 |
| Management & Administrative Services | Dominion Midwest Energy, Inc. | Dominion Reserves, Inc. | \$21,699 | (Note 5) |
| Management & Administrative Services | DOTEPI | Dominion Natural Gas I, LP | \$398,428 | November 12, 1997 |
| Management & Administrative Services | DOTEPI | Dominion Exploration MidContinent, Inc. | \$33,230 | December 1, 2003 |
| Management & Administrative Services | DOTEPI | Dominion Gas Marketing, Inc. | \$166 | (Note 5) |
| Management & Administrative Services | DOTEPI | Dominion Exploration & Production I, L.P. | \$74,238 | December 20, 2002 |
| Management & Administrative Services | Dominion Retail | Dominion Products & Services | \$4,985 | September 3, 1998 |
| Rental Fees | Dominion | Virginia Power | \$2,988 | November 21, 1985 |
| Management & Administrative Services | Dominion Transmission | Dominion Field Services | \$291 | January 1, 2001 |
| | | Cove Point LNG, LP | \$3,897 | August 30, 2002 |

| | | | | |
|-----------------------------------------------------------------|-----------------------|--------------|-------|-----------------|
| Management & Administrative Services | Dominion Transmission | | | |
| Telecommunications Support, Maintenance & Facilities Management | Dominion Transmission | Dominion E&P | \$157 | January 1, 2001 |

Page 28

ITEM 8. SERVICES, SALES AND CONSTRUCTION CONTRACTS (continued)

Part I. Contracts for services or goods between system companies:

| <u>Transaction</u> | <u>Serving Company</u> | <u>Receiving Company</u> | <u>Compensation</u> | <u>Date of Contract</u> |
|--------------------------------------|------------------------|--------------------------|---------------------|-------------------------|
| | | | (in thousands) | |
| Management & Administrative Services | Dominion Transmission | Dominion East Ohio | \$918 | January 28, 2000 |
| Rental Fees | Dominion Transmission | Dominion Hope | \$199 | September 5, 1995 |
| Management & Administrative Services | Dominion Transmission | Dominion Hope | \$591 | January 28, 2000 |
| Management & Administrative Services | Dominion Transmission | Tioga Properties, LLC | \$165 | July 1, 2002 |
| Management & Administrative Services | Dominion Transmission | Dominion Peoples | \$797 | January 28, 2000 |
| Management & Administrative Services | DT Services, Inc. | Dominion Telecom, Inc. | \$7,691 | March 1, 2001 |
| Management & Administrative Services | Dominion East Ohio | Dominion Hope | \$461 | January 28, 2000 |
| | Dominion East Ohio | | \$256 | August 18, 1997 |

| | | | | |
|----------------------------------------------------------------------|--------------------------|------------------------------------|---------|-------------------|
| Billing & Repair Services in support of Gas Line Replacement Program | | Dominion Products & Services, Inc. | | |
| Billing & Repair Services in support of Gas Line Replacement Program | Dominion Peoples | Dominion Products & Services, Inc. | \$123 | July 8, 1996 |
| Management & Administrative Services | Dominion Peoples | Dominion Hope | \$149 | January 28, 2000 |
| Pooling & Metering Services | Dominion Peoples | Dominion Retail | \$163 | August 4, 1997 |
| Rental Fees | Dominion Peoples | Dominion Retail | \$115 | January 18, 2001 |
| Project Management, Engineering and Telecommunications Support | Virginia Power | Dominion Telecom, Inc. | \$331 | September 2, 1997 |
| Management & Administrative Services | Virginia Power | VP Services | \$220 | September 3, 1997 |
| Fuel Management Services | VP Energy Marketing | VP Services Energy Corp. | \$1,191 | October 30, 1998 |
| Fuel Management Services, Fuel Handling and Analysis Services | VP Services Energy Corp. | Virginia Power | \$4,099 | October 30, 2003 |
| Management & Administrative Services | VP Services | VP Energy Marketing | \$193 | October 30, 1998 |

Notes:

(1) Contracts for management services with aggregate consideration passing between the same companies of less than \$100,000 have been omitted.

(2) All contracts were in effect at December 31, 2004.

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

(4) As per Rules 80 and 81, natural gas supply, storage or transportation capacity transactions are not reported here.

(5) No written contract in place; all services provided at cost.

Page 29

ITEM 8. SERVICES, SALES AND CONSTRUCTION CONTRACTS (continued)

Part II. Contracts to purchase services or goods between any system company and any affiliate (other than a system company) or any company in which any officer or director of the receiving company is a partner or owns 5 percent or more of any class of equity securities:

None.

Part III. Employment of any person by any system company for the performance on a continuing basis of management, supervisory or financial advisory services:

None.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Part I. Information concerning the interests held by system companies in exempt wholesale generators and foreign utility companies for Part I(a) and Part I(d) follows. Part I(b) and Part I(c) are being filed confidentially pursuant to Rule 104.

Exempt Wholesale Generators

CNG Power Services Corporation

(a) CNG Power Services Corporation (CNG Power Services) holds a 99% interest in Armstrong Energy Limited Partnership, LLLP (AELP). AELP is involved in the development of a 300-megawatt simple-cycle gas fired combustion turbine power plant in Armstrong County, Pennsylvania.

The name and business address of CNG Power Services are as follows:

CNG Power Services Corporation
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, there were no service, sales or construction contracts between CNG Power Services and any system company. Refer below to service contracts between AELP and other system companies.

Armstrong Energy Limited Partnership, LLLP

(a) Armstrong Energy Limited Partnership, LLLP is owned 99% by CNG Power Services and 1% by Dominion Armstrong, Inc. AELP operates a 300-megawatt simple-cycle gas fired combustion turbine power plant in Armstrong County, Pennsylvania.

The name and business address of AELP are as follows:

Armstrong Energy Limited Partnership, LLLP
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|--------------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Armstrong Services Company, Inc. |
| Receiving Company | Armstrong Energy Limited Partnership, LLLP |
| Compensation | \$1,464,997 |
| Date of Agreement | January 1, 2002 |

Page 30

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

| | |
|-------------------|--------------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Virginia Power Energy Marketing, Inc. |
| Receiving Company | Armstrong Energy Limited Partnership, LLLP |
| Compensation | \$5,421 |
| Date of Agreement | February 13, 2001 |

| | |
|-------------------|--------------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Transmission, Inc. |
| Receiving Company | Armstrong Energy Limited Partnership, LLLP |
| Compensation | \$36,805 |
| Date of Contract | January 1, 2001 |

| | |
|-------------------|-----------------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Technical Solutions, Inc. |
| Receiving Company | Armstrong Energy Limited Partnership, LLLP |
| Compensation | \$21,245 |
| Date of Agreement | August 1, 2002 |

Dominion Elwood Services Company, Inc.

(a) Dominion Elwood Services Company, Inc. is a management services company that provides operations and maintenance services to electric generating facilities. Dominion Elwood Services Company, Inc. is owned 100% by Dominion Energy, Inc.

The name and business address of Dominion Elwood Services Company, Inc. are as follows:

Dominion Elwood Services Company, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|----------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Elwood Services Company, Inc. |
| Receiving Company | Elwood Energy LLC |
| Compensation | \$2,869,405 |
| Date of Contract | June 18, 1999 |

Dominion Energy Services Company, Inc.

(a) Dominion Energy Services Company, Inc. is a management services company that provides operations and maintenance services to various electric generating facilities. Dominion Energy Services Company, Inc. is owned 100% by Dominion Energy.

The name and business address of Dominion Energy Services Company, Inc. are as follows:

Dominion Energy Services Company, Inc.
 120 Tredegar Street
 Richmond, VA 23219

Page 31

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

(d) At December 31, 2004, services between DESCOS and a system company were as follows:

| | |
|-------------------|----------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Energy Services Company, Inc. |
| Receiving Company | Kincaid Generation, L.L.C. |
| Compensation | \$17,325,361 |
| Date of Contract | February, 27, 1998 |

| | |
|-------------------|----------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Energy Services Company, Inc. |
| Receiving Company | Morgantown Energy Associates |
| Compensation | \$4,373,977 |
| Date of Contract | September 15, 1989 |

| | |
|-------------------|----------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Energy Services Company, Inc. |
| Receiving Company | Elwood Energy LLC |
| Compensation | \$34,538 |
| Date of Contract | June 18, 1999 |

| | |
|-------------------|----------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Energy Services Company, Inc. |
| Receiving Company | Stateline Energy, LLC |

| | |
|-------------------|----------------------------------------|
| Compensation | \$75,539 |
| Date of Contract | June 1, 2002 |
| Transaction | Operational and Management Service |
| Serving Company | Virginia Power Energy Marketing, Inc. |
| Receiving Company | Dominion Energy Services Company, Inc. |
| Compensation | \$7,119 |
| Date of Contract | February 13, 2001 |

Dominion Equipment, Inc.

(a) Dominion Equipment, Inc. is a holding company that leases equipment to Dominion's operating facility. Dominion Equipment, Inc. is owned 100% by Dominion Energy.

The name and business address of Dominion Equipment, Inc. are as follows:

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

(d) At December 31, 2004, there were no service, sales or construction contracts between Dominion Equipment, Inc. and any system company.

Page 32

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

Dominion Equipment III, Inc.

(a) Dominion Equipment III, Inc. is a holding company that leases equipment to Dominion's operating facility. Dominion Equipment III, Inc. is owned 100% by Dominion Energy, Inc.

The name and business address of Dominion Equipment III, Inc. are as follows:

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

(d) At December 31, 2004, services between Dominion Equipment III, Inc. and a system company were as follows:

| | |
|-------------------|------------------------------|
| Transaction | Lease |
| Serving Company | Dominion Equipment III, Inc. |
| Receiving Company | Fairless Energy, LLC |
| Compensation | \$25,342,828 |
| Date of Contract | April 15,2004 |

Dominion Fairless Hills, Inc.

(a) Dominion Fairless Hills, Inc. is owned a 100% by Dominion Energy, Inc. Dominion Fairless Hills, Inc. is the holding company of Fairless Energy, LLC, a gas fired combined cycle combustion turbine power plant located in Pennsylvania.

The name and business address of Dominion Fairless Hills, Inc. are as follows:

Dominion Fairless Hills, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, there were no service, sales or construction contracts between Dominion Fairless Hills, Inc. and any system company.

Fairless Energy, LLC

(a) Dominion Fairless Hills, Inc. holds a 100% interest in Fairless Energy, LLC. Fairless is involved in the operation of a gas fired combined cycle combustion turbine power plant located in Pennsylvania.

The name and business address of Fairless Energy, LLC are as follows:

Fairless Energy, LLC
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect.

| | |
|-----------------|------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Technical Solutions, Inc. |

| | |
|-------------------|----------------------|
| Receiving Company | Fairless Energy, LLC |
| Compensation | \$294,964 |
| Date of Contract | August 1, 2002 |

Page 33

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

| | |
|-------------------|------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Transmission |
| Receiving Company | Fairless Energy, LLC |
| Compensation | \$62,535 |
| Date of Contract | May 1, 2002 |

| | |
|-------------------|------------------------------|
| Transaction | Lease |
| Serving Company | Dominion Equipment III, Inc. |
| Receiving Company | Fairless Energy, LLC |
| Compensation | \$25,342,828 |
| Date of Contract | April 15, 2004 |

| | |
|-------------------|---------------------------------------|
| Transaction | Management Service |
| Serving Company | Virginia Power Energy Marketing, Inc. |
| Receiving Company | Fairless Energy, LLC |
| Compensation | \$1,970 |
| Date of Contract | February 13, 2001 |

Dominion Nuclear Holdings, Inc.

(a) Dominion Nuclear Holdings Inc. holds an investment in a nuclear power marketing company. Dominion Nuclear Holdings, Inc. is owned 100% by Dominion Energy.

The name and business address of Dominion Nuclear Holdings, Inc. are as follows:

Dominion Nuclear Holdings, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, there were no service, sales or construction contracts between Dominion Nuclear Holdings, Inc. and any system company.

Dominion Nuclear Marketing III, L.L.C.

(a) Dominion Nuclear Marketing III, L.L.C. is a limited liability company that sells power into the retail markets. Dominion Nuclear Marketing III, L.L.C. is owned 75% by Dominion Nuclear Holdings, Inc. and 25% by Dominion Retail, Inc.

The name and business address of Dominion Nuclear Marketing III, L.L.C. are as follows:

Dominion Nuclear Marketing III, L.L.C.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, there were no service, sales or construction contracts between Dominion Nuclear Marketing III, L.L.C. and any system company.

Page 34

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

Dominion Nuclear Connecticut, Inc.

(a) Dominion Nuclear Connecticut, Inc. is a cooperative that owns Millstone Nuclear Power Plants. Dominion Nuclear Connecticut, Inc. is owned 95% by Dominion Energy Marketing, Inc. and 5% by Dominion Nuclear Marketing III, L.L.C.

The name and business address of Dominion Nuclear Connecticut, Inc. are as follows:

Dominion Nuclear Connecticut, Inc.
Millstone Power Station
P. O. Box 128, Rope Ferry Road
Waterford CT 06385

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|------------------------------------|
| Transaction | Software Support |
| Serving Company | Dominion Nuclear Connecticut, Inc. |
| Receiving Company | Dominion Energy, Inc. |

| | |
|-------------------|------------------------------------|
| Compensation | \$173,265 |
| Date of Contract | March 1, 2004 |
| Transaction | Software Support |
| Serving Company | Dominion Nuclear Connecticut, Inc. |
| Receiving Company | Dominion Energy Kewaunee |
| Compensation | \$12,410 |
| Date of Contract | October 1, 2004 |

Dresden Energy, LLC

(a) Dresden Energy, LLC is involved in the development of a combined cycle gas fired combustion turbine power plant in Dresden, Ohio. Dresden Energy, LLC is owned 100% by Dominion Dresden, Inc.

The name and business address of Dresden Energy, LLC are as follows:

Dresden Energy, LLC
 120 Tredegar Street
 Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|-----------------------------------------|
| Transaction | Operational and Management Service |
| Serving Company | Dominion Dresden Services Company, Inc. |
| Receiving Company | Dresden Energy, LLC |
| Compensation | \$506,770 |
| Date of Contract | January 1, 2002 |
| Transaction | Management Services |
| Serving Company | Dominion Technical Solutions, Inc. |
| Receiving Company | Dresden Energy, LLC |

| | |
|------------------|----------------|
| Compensation | \$2,871 |
| Date of Contract | August 1, 2002 |

Page 35

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

| | |
|-------------------|---------------------------------------|
| Transaction | Management Service |
| Serving Company | Virginia Power Energy Marketing, Inc. |
| Receiving Company | Dresden Energy, LLC |
| Compensation | \$1,133 |
| Date of Contract | February 13, 2001 |

| | |
|-------------------|-----------------------------|
| Transaction | Telecommunications Services |
| Serving Company | Dominion East Ohio |
| Receiving Company | Dresden Energy, LLC |
| Compensation | \$3,114 |
| Date of Contract | October 1, 2004 |

Kincaid Generation, L.L.C.

(a) Kincaid Generation, L.L.C. (Kincaid) is owned 99% by Dominion Kincaid, Inc. and 1% by Dominion Energy. Kincaid is a 1,158 net megawatt coal-fired electric generating facility.

The name and business address of Kincaid is as follows:

Kincaid Generation, L.L.C.
PO Box 260
Kincaid, Illinois 62540-0260

(d) At December 31, 2004, services between Kincaid and a system company were as follows:

| | |
|-----------------|----------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Energy Services Company, Inc. |

| | |
|-------------------|------------------------------------|
| Receiving Company | Kincaid Generation, L.L.C. |
| Compensation | \$17,325,361 |
| Date of Contract | February 27, 1998 |
| Transaction | Engineering and Technical Services |
| Serving Company | Dominion Technical Solutions, Inc. |
| Receiving Company | Kincaid Generation, L.L.C. |
| Compensation | \$35,872 |
| Date of Contract | April 1, 2004 |

Elwood Energy LLC

(a) Elwood Energy LLC is owned 50% by Dominion Elwood, Inc. Elwood Energy LLC owns and operates a simple cycle electric power generating facility (up to 2,500 megawatt in capacity) near Elwood, Illinois.

The name and business address of Elwood Energy LLC are as follows:

Elwood Energy LLC
120 Tredegar Street
Richmond, VA 23219

Page 36

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|----------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Elwood Services Company, Inc. |
| Receiving Company | Elwood Energy LLC |
| Compensation | \$2,869,405 |
| Date of Contract | June 18, 1999 |

| | |
|-------------------|---------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Energy Services Company, Inc |
| Receiving Company | Elwood Energy LLC |
| Compensation | \$34,538 |
| Date of Contract | June 18, 1999 |

Pleasants Energy, LLC

(a) Pleasants Energy, LLC is owned 100% by Dominion Pleasants, Inc. and is involved in the operation of a simple-cycle gas fired combustion turbine power plant located in Pleasants County, WV.

The name and business address of Pleasants Energy, LLC are as follows:

Pleasants Energy, LLC
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|-------------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Pleasants Services Company, Inc. |
| Receiving Company | Pleasants Energy, LLC |
| Compensation | \$1,378,331 |
| Date of Contract | January 1, 2002 |

| | |
|-------------------|-------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Transmission, Inc. |
| Receiving Company | Pleasants Energy, LLC |
| Compensation | \$510 |

Date of Contract January 1, 2001

Transaction Management Services

Serving Company Virginia Power Energy Marketing, Inc.

Receiving Company Pleasants Energy, LLC

Compensation \$2,593

Date of Contract February 13, 2001

Transaction Management Services

Serving Company Dominion Technical Solutions, Inc.

Receiving Company Pleasants Energy, LLC

Compensation \$7,491

Date of Contract August, 1, 2002

Page 37

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

Troy Energy, LLC

(a) Troy Energy, LLC is owned 100% by Dominion Troy, Inc. and is involved in the operation of a simple-cycle gas fired combustion turbine power plant located in Troy County, Ohio.

The name and business address of Troy Energy, LLC are as follows:

Troy Energy, LLC
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect.

Transaction Operational and Management Services

| | |
|-------------------|--------------------------------------|
| Serving Company | Dominion Troy Services Company, Inc. |
| Receiving Company | Troy Energy, LLC |
| Compensation | \$1,636,882 |
| Date of Contract | January 1, 2002 |

| | |
|-------------------|---------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Virginia Power Energy Marketing, Inc. |
| Receiving Company | Troy Energy, LLC |
| Compensation | \$2,478 |
| Date of Contract | February 13, 2001 |

| | |
|-------------------|------------------------------------|
| Transaction | Management Services |
| Serving Company | Dominion Technical Solutions, Inc. |
| Receiving Company | Troy Energy, LLC |
| Compensation | \$3,377 |
| Date of Contract | August 1, 2002 |

Dominion Troy Services Company, Inc.

(a) Dominion Troy Services Company, Inc. is owned 100% by Dominion Energy. Dominion Troy Services Company, Inc. provides operational and management services to Troy Energy, LLC.

The name and business address of Dominion Troy Services Company, Inc. are as follows:

Dominion Troy Services Company, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-----------------|--------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Troy Services Company, Inc. |

| | |
|-------------------|------------------|
| Receiving Company | Troy Energy, LLC |
| Compensation | \$1,636,882 |
| Date of Contract | January 1, 2002 |

Page 38

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

Dominion Dresden Services Company, Inc.

(a) Dominion Dresden Services Company, Inc. is owned 100% by Dominion Energy. Dominion Dresden Services Company, Inc. provides operational and management services to Dresden Energy, LLC.

The name and business address of Dominion Dresden Services Company, Inc. are as follows:

Dominion Dresden Services Company, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|-----------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Dresden Services Company, Inc. |
| Receiving Company | Dresden Energy, LLC |
| Compensation | \$506,770 |
| Date of Contract | January 1, 2002 |

Dominion Pleasants Services Company, Inc.

(a) Dominion Pleasants Services Company, Inc. is owned 100% by Dominion Energy, Inc. Dominion Pleasants Services Company, Inc. provides operational and management services to Pleasants Energy, LLC.

The name and business address of Dominion Pleasants Services Company, Inc. are as follows:

Dominion Pleasants Services Company, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|-------------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Pleasants Services Company, Inc. |
| Receiving Company | Pleasants Energy, LLC |
| Compensation | \$1,378,331 |
| Date of Contract | January 1, 2002 |

Dominion Armstrong Services Company, Inc.

(a) Dominion Armstrong Services Company, Inc. is owned 100% by Dominion Energy, Inc. Dominion Armstrong Services Company, Inc. provides operational and management services to AELP.

The name and business address of Dominion Armstrong Services Company, Inc. are as follows:

Dominion Armstrong Services Company, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|--------------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Armstrong Services Company, Inc. |
| Receiving Company | Armstrong Energy Limited Partnership, LLLP |
| Compensation | \$1,464,997 |
| Date of Contract | January 1, 2002 |

Page 39

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

State Line Energy, LLC

(a) State Line Energy, LLC (State Line) is owned 100% by Dominion State Line, Inc. State Line is a 515-megawatt coal-fired generation facility located near Hammond, Indiana.

The name and business address of State Line Energy, LLC are as follows:

State Line Energy, LLC
103rd Street and Lake Michigan
Hammond, IN

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------------|----------------------------------------|
| Transaction | Operational and Management Services |
| Serving Company | Dominion Energy Services Company, Inc. |
| Receiving Company | State Line Energy, LLC |
| Compensation | \$75,539 |
| Date of Contract | June 1, 2002 |

Dominion Person, Inc.

(a) Dominion Person, Inc. is owned 100% by Dominion Energy. Dominion Person, Inc. holds land for potential development of a power generation facility.

The name and business address of Dominion Person, Inc. are as follows:

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

(d) At December 31, 2004, there were no service, sales or construction contracts between Dominion Person, Inc. and any system company.

Dominion Energy Kewaunee

(a) Dominion Energy Kewaunee, Inc. will be the owner of the Kewaunee nuclear power plant in northeastern Wisconsin. At December 31, 2004, final purchase of the facility was pending.

The name and business address of Kewaunee Energy, Inc. are as follows:

Dominion Energy Kewaunee, Inc.
120 Tredegar Street
Richmond, VA 23219

(d) At December 31, 2004, the following service agreements were in effect:

| | |
|-------------|----------------------------|
| Transaction | Telecommunications Support |
|-------------|----------------------------|

| | |
|-------------------|---------------------------|
| Serving Company | The East Ohio Gas Company |
| Receiving Company | Dominion Energy Kewaunee |
| Compensation | \$3,164 |
| Date of Contract | October 1, 2004 |

Page 40

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

| | |
|-------------------|------------------------------------|
| Transaction | Software Support |
| Serving Company | Dominion Nuclear Connecticut, Inc. |
| Receiving Company | Dominion Energy Kewaunee |
| Compensation | \$12,410 |
| Date of Contract | October 1, 2004 |

Dominion is currently seeking approval from FERC to have Dominion Energy Kewaunee, Inc. reported as an EWG. Final EWG approval was pending as of December 31, 2004.

Note:

The following are EWG's with no activity for the year-ended December 31, 2004:

Dominion North Star Generation, Inc.
North Star Generation, LLC

Foreign Utility Company

Latin America Fund

(a) CNG International holds a 16.5% limited partnership interest in The Latin America Energy Fund and Electricity Fund I, L.P. (Latin America Fund), a Cayman Islands exempted limited partnership, and an 8.29% general partnership interest in FondElec General Partner, L.P. (FondElec). FondElec holds a 1% general partnership interest in the Latin America Fund. The Latin America Fund's business is limited to investing in FUCOs in Latin America. As part of the transaction, CNG International obtains an ownership interest, equal to its percentage ownership interest in the partnership, in each of the Latin America Fund's investments. The Latin America Fund had investments in two FUCOs as of December 31, 2004.

The name and business address of Latin America Fund are as follows:

The Latin America Energy and Electricity Fund I,
L.P.
Stamford Harbor Park
333 Ludlow Street
Stamford, CT 06902

(d) There are no service, sales or construction contracts between the Latin America Fund, or any FUCOs in which the Latin America Fund has an interest, and a system company.

Part II. Relationship of exempt wholesale generators and foreign utility companies to system companies, and financial data:

Organization charts showing the relationship of the EWG's and FUCO to other system companies are filed as Exhibits H-1 and H-2, respectively, to this Form U5S of Dominion.

Part III. Investment in exempt wholesale generators and foreign utility companies:

At December 31, 2004, Dominion's aggregate investment in exempt wholesale generators amounted to \$2.3 billion, or 40.3% of Dominion's aggregate capital investment in its domestic public utility subsidiaries. Dominion's aggregate investment in the foreign utility companies was \$7.7 million at December 31, 2004, or .132% of Dominion's aggregate capital investment in its domestic public utility subsidiaries.

Page 41

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

The consolidating financial statements for Dominion Resources, Inc. is filed herewith confidentially pursuant to 17 CFR Section. 250.104 under the Public Utility Holding Company Act of 1935.

EXHIBITS

SEC
Exhibit
Reference

Description of Exhibit

- A. Dominion Resources, Inc. Annual Report on Form 10-K is hereby incorporated by reference (File No. 1-8489).

- B. A copy of the charter, as amended, and copy of the by-laws, as amended, of Dominion Resources, Inc. and each subsidiary company thereof, unless otherwise indicated on the list filed herewith, are incorporated by reference to previous filings with the Commission, as shown on such list.

- C. The indentures of Dominion Resources, Inc. and its operating companies are hereby incorporated by reference to previously filed material as indicated on the list filed herewith.

- D. Tax Allocation Agreement (filed herewith).

- E. Pursuant to Rule 16(c) under the Public Utility Holding Company Act of 1935, the annual reports of the Iroquois Gas Transmission System, L.P., Dauphin Island Gas Gathering Partners, Wilderness Chester Gas Processing, L.P, Wilderness Energy LC, and Wilderness Energy Services LP, for the year ended December 31, 2004, are filed herewith on Form SE.

- F. Schedules supporting items of this report:
 - (1) ITEM 1-Schedule of Investments (filed confidentially pursuant to Rule 104)
 - (2) ITEM 4-Schedule of Acquisitions, Redemptions, or Retirements of Systems Securities (filed herewith)
 - (3) ITEM 6-Dominion Resources, Inc. 2004 Proxy Statement, filed on March 17, 2005, is incorporated by reference.
 - (4) ITEM 10-Schedule of utility plant and related depreciation accounts, together with schedules of other property or investments (filed herewith on Form SE)

- G. Financial Data Schedules are no longer applicable.

- H. (1) Organization charts showing the relationship of the exempt wholesale generators in which the system holds an interest to other system companies, are filed confidentially pursuant to

