

DOMINION RESOURCES INC /VA/  
Form U-9C-3  
August 29, 2001

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

FORM U-9C-3

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

For the Calendar Quarter Ended June 30, 2001

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

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

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ITEM 1 - ORGANIZATION CHART

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

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Dominion Resources,  
Inc. ("DRI") (a)

|   |                |          |    |      |   |
|---|----------------|----------|----|------|---|
| Dominion Alliance Holding, Inc. ("DAH")           | Energy Related | 11/21/00 | DE | 100% | Holds an investment in Bridgeco that will develop the infrastructure necessary to operate the Alliance regional transmission organization.  |
| Dominion Energy Technologies, Inc. ("DETI") (new) | Energy Related | 4/20/01  | VA | 100% | Formed to hold venture investments in energy technology companies.  |
| Dominion Metering Services, Inc. ("DMS") (new)    | Energy Related | 12/8/00  | VA | 100% | Provides contract meter reading services.   |
| Dominion Energy, Inc. ("DEI") (a)                 |                |          |    |      |   |
| Dominion Energy Direct Sales, Inc. ("DEDS")       | Energy Related | 2/22/00  | VA | 100% | Primarily engages in retail sales of electricity and gas to commercial and industrial users.  |
| Dominion Energy Exchange, Inc. ("DEE")            | Energy Related | 9/21/00  | VA | 100% | Owns an interest in EIP Holdings, LLC ("EIP") which owns 66.34% of TradeSpark, LP, an electronic and telephonic marketplace for transactions in natural gas, electricity, and other fuels.<br>(b) |
| Dominion Cleveland Thermal, Inc. ("DCT") (new)    | Energy Related | 10/25/00 | OH | 100% | Produces steam and chilled water for retail customers in the Cleveland, Ohio area.  |

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

(b) DEE's voting rights in EIP cannot exceed 9.9% unless (i) its economic interest is less than 10% or (ii) it elects to increase its voting rights to equal its economic interest.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Company issuing security | Type of security issued | Principal amount of security | Issue or renewal | Cost of capital | Person to whom issued | Collateral given with security | Consideration received for each security |
|--------------------------|-------------------------|------------------------------|------------------|-----------------|-----------------------|--------------------------------|--|
|--------------------------|-------------------------|------------------------------|------------------|-----------------|-----------------------|--------------------------------|--|

| Company Contributing Capital | Company Receiving Capital | Type and Amount of Capital Infusion   |
|------------------------------|---------------------------|---|
| DRI                          | DMS                       | \$1,000 in return for 100 shares Of no par value common stock                                       |
| DRI                          | DETI                      | \$10,000 in return for 1 share of \$10,000 par value common stock                                   |
| DEI                          | DETI                      | \$500,000 in intercompany advances  |
| DEI                          | DCT                       | \$1,000 in return for 100 shares Of no par value common stock; Capital contribution of \$14,122,979 |

(c )

(c) During the reporting period DEDS received intercompany advances from DEI. During the quarter DEDS received \$628,962 in such advances and made repayments of advances in the amount of \$8,540,000.

ITEM 3 - ASSOCIATE TRANSACTIONS

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

| Reporting Company Rendering Service | Associate Company Receiving Service (d) | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|-------------------------------------|---|----------------------------|----------------------|------------------------|-----------------|---------------------|
|-------------------------------------|---|----------------------------|----------------------|------------------------|-----------------|---------------------|

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|      |  |   |           |           |   |           |
|------|--|---|-----------|-----------|---|-----------|
| DEDS | Evantage<br>Division<br>of Virginia<br>Power | Project<br>Management,<br>Engineering,<br>Marketing | \$127,755 | \$267,665 | 0 | \$395,420 |
|------|--|---|-----------|-----------|---|-----------|

(d) All services are being provided at cost and are being billed (with the exception of certain direct billings) through Dominion Resources Services, Inc. As per Rules 80 and 81, energy purchases are not reported hereunder.

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

| Associate Company Rendering Services (e) | Reporting Company Receiving Service | Types of Services Rendered                 | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|--|-------------------------------------|--|----------------------|------------------------|-----------------|---------------------|
| Evantage Division of Virginia Power      | DEDS                                | Project Management, Engineering, Marketing | \$17,250             | \$7,855                | 0               | \$25,105            |

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

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies (in thousands):

|  |                  |        |
|--|------------------|--------|
| Total consolidated capitalization of DRI as of June 30, 2001 | \$23,228,660 (f) | Line 1 |
|--|------------------|--------|

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|  |           |                    |
|--|-----------|--------------------|
| Total capitalization multiplied by 15%<br>(Line 1 multiplied by 0.15)  | 3,484,299 | Line 2             |
| <hr/>  |           |                    |
| Greater of \$50 million or line 2  |           | \$3,484,299 Line 3 |
| Total current aggregate investment:<br>(categorized by major line of<br>energy-related business)   |           |                    |
| Energy-related business by category  |           |                    |
| Category 2   | 510       |                    |
| Category 5   | 25,259    |                    |
| Category 6   | 14,133    |                    |
| Category 7   | (989)     |                    |
| <hr/>  |           |                    |
| Total current aggregate investment   |           | 38,913 Line 4      |
| <hr/>  |           |                    |
| Difference between the greater of \$50<br>million or 15% of capitalization and<br>the total aggregate investment of the<br>registered holding system<br>(line 3 less line 4)   | 3,445,386 | Line 5             |
| Investments in gas-related companies<br>(in thousands):  |           |                    |
| Total current aggregate investment:<br>(categorized by major line of<br>gas-related business)  | None (g)  |                    |
| (f) Includes short-term debt of \$2,466,158.   |           |                    |
| (g) Consolidated Natural Gas Company, a subsidiary of DRI which is<br>registered as a holding company solely by reason of ownership of<br>voting securities of gas utility companies, has gas-related<br>companies which are covered by its Form U-9C-3. |           |                    |

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ITEM 5 - OTHER INVESTMENTS

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

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

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A. Financial Statements

Balance sheet as of June 30, 2001 and income statement for the quarter and six months ending June 30, 2001 of the following companies:  
(Filed under confidential treatment pursuant to Rule 104(b))

DEDS  
DEE  
DAH  
DETI  
DMS  
DCT

B. Exhibits

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

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SIGNATURE

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

DOMINION RESOURCES, INC.

By: N. F. Chandler  
Its Attorney

August 29, 2001

CERTIFICATE

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

DRI's Quarterly Report on Form U-9C-3 filed pursuant to Rule 58 for the quarter ended March 31, 2001 was filed with each state commission having jurisdiction over the retail rates of the public utility companies that are associate companies of any of the reporting companies.

The names and addresses of such state utility commissions are:

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

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

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

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

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

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 29th day of August, 2001.

N. F. Chandler  
Attorney for  
Dominion Resources, Inc.