

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

DOMINION RESOURCES INC /VA/  
Form U5S  
May 01, 2001

Commission File No. 1-8489

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC

FORM U5S

ANNUAL REPORT  
For the year ended December 31, 2000

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, 2000

TABLE OF CONTENTS

ITEM 1.	SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000.....	3
ITEM 2.	ACQUISITIONS OR SALES OF UTILITY ASSETS.....	8
ITEM 3.	ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES.....	8
ITEM 4.	ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES.....	10
ITEM 5.	INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES.....	13
ITEM 6.	OFFICERS AND DIRECTORS.....	13
	Part I. Names, principal business address and positions held as of December 31, 2000.....	13
	Part II. Banking connections.....	21
	Part III. Compensation and other related information.....	21
ITEM 7.	CONTRIBUTIONS AND PUBLIC RELATIONS.....	22
ITEM 8.	SERVICE, SALES AND CONSTRUCTION CONTRACTS.....	22
	Part I. Contracts for services or goods between system companies.....	22
	Part II. Contracts to purchase services or goods between system company and any affiliate.....	23
	Part III. Employment of any person by any system company for the performance on a continuing basis of management services.....	23

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

ITEM 9.	WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES.....	24
Part I.	Information concerning interests held by system companies in exempt wholesale generators or foreign utility companies.....	24
Part II.	Relationship of exempt wholesale generators and foreign utility companies to system companies, and financial data.....	27
Part III.	Investment in exempt wholesale generators and foreign utility companies.....	27
ITEM 10.	FINANCIAL STATEMENTS AND EXHIBITS.....	27
	Financial Statements.....	27
	Exhibits.....	194
SIGNATURE.....		195

DOMINION RESOURCES, INC.

FORM U5S--ANNUAL REPORT  
For the Year Ended December 31, 2000

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000

Name of Company	Business	Number of Common Shares Owned	% of Voting Power	Issuer's Book Value	Owner's Book Value
		(Thousand of Dollars)			
Dominion Resources, Inc. (Dominion)	Holding company				
Consolidated Natural Gas Company (Consolidated Natural Gas, or CNG): (note 1)	Holding company	100	100%	\$1,965,552	\$5,875,562
CNG Coal Company (CNG Coal)*	Held coal properties (note 2)	2,236	100%	6,909	6,909
CNG Financial Services, Inc. (CNG Financial)*	Finances gas powered equipment	5	100%	34	34
CNG International Corporation (CNG International) (note 3)	Energy related activities outside the United States	23,855	100%	124,640	124,640
Unsecured debt				15,000	15,000
CNG Kauai, Inc. (CNG Kauai)	Special purpose subsidiary (note 4)	1	100%	2,486	2,486
CNG Main Pass Gas	Special purpose	1	100%	2,769	2,769

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Gathering Corporation subsidiary (note 5) (CNG Main Pass)					
CNG Oil Gathering Corporation (CNG Oil Gathering)	Special purpose subsidiary (note 6)	1	100%	4,995	4,995
CNG Power Company (CNG Power)	Nonutility energy ventures	8,360	100%	10,230	10,230
CNG Market Center Services, Inc. (CNG Market Center Services or CNGMCS)*	Special purpose subsidiary (note 7)	10	100%	1,572	1,572
Granite Road CoGen, Inc. (Granite Road)*	Special purpose subsidiary (note 8)	1,000	100%	1	1
CNG Power Services Corporation (CNG Power Services)	Electric power marketing	1,552	100%	(2,325)	(2,325)
CNG Research Company (CNG Research)*	Administers research activities	1,558	100%	80	80
Consolidated Natural Gas Service Company, Inc. (CNG Service Company or CNGSvc)	Service company	100	100%	(494)	(494)
Consolidated System LNG Company (Consolidated LNG or LNG)* (note 9)	Liquefied natural gas	100	100%	770	770
Dominion Exploration & Production, Inc. (Dominion E&P) (note 10)	Oil and gas exploration and production	43,900	100%	741,262	745,809
Unsecured debt				519,675	519,675
CNG Pipeline Company (CNG Pipeline)	Oil pipeline	12,000	100%	1,205	1,205

3

Name of Company -----	Business -----	Number of		Issuer's Book Value	Owner's Book Value
		Common Shares Owned	% of Voting Power		
(Thousand of Dollars)					
Dominion Field	Gas marketing and gas	1,722	100%	\$ 28,577	\$ 28,393

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Services, Inc. (Dominion Field Services) (note 11)	storage services				
Dominion Products and Services, Inc. (Dominion P&S) (note 12)	Markets energy related services	399	100%	1,758	1,758
CNG Technologies, Inc. (CNG Technologies)	Development of new gas-related technologies	200	100%	579	579
Dominion Retail, Inc. (Dominion Retail) (note 13)	Retail energy marketing	600	100%	(8,063)	(8,063)
Dominion Transmission, Inc. (Dominion Transmission) (note 14)	Gas transmission	60,100	100%	792,159	792,235
Unsecured Debt				337,426	337,426
CNG Iroquois, Inc. (CNG Iroquois)	Special purpose subsidiary (note 15)	2,394	100%	44,152	44,152
Hope Gas, Inc. (Dominion Hope)	Gas utility	449,000	100%	63,362	62,258
Unsecured debt				36,930	36,930
The East Ohio Gas Company (Dominion East Ohio)	Gas utility	4,759,353	100%	436,110	415,853
Unsecured debt				298,259	298,259
The Peoples Natural Gas Company (Dominion Peoples)	Gas utility	1,835,350	100%	284,409	274,795
Unsecured debt				131,344	131,344
Dominion Capital, Inc. (Dominion Capital) (note 16)	Financial services holding company	20	100%	522,607	522,607
Catalyst Old River Hydroelectric Limited Partnership	Electric power production	--	25%	22,798	28,035
Dominion Capital Ventures Corporation (DCV)	Middle market commercial lending	100	100%	132,754	132,754
Dominion Land Management Company (DLMC)	Real estate management	100	100%	238	238
Dominion Lands, Inc.	Land development	10	100%	5,826	5,826
Dominion Mortgage	Mortgage services	100	100%	343,537	343,537

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Services, Inc.

Dominion Venture Investments, Inc. (DVII)	Middle market commercial lending	100	100%	49,615	49,615
Edgen, Inc.	Real estate holding company	541	100%	18,803	18,803
Louisiana Hydroelectric Capital Corp. (Louisiana Hydro)	Investment company	10	100%	9,430	9,430
OptaCor Financial Services Company (Optacor)	Direct mail unsecured consumer loans	100	100%	542	542

4

Name of Company	Business	Number of Common Shares Owned	% of Voting Power	Issuer's Book Value	Owner's Book Value
		(Thousand of Dollars)			
Rincon Securities, Inc.	Investment company	1	100%	\$ 78,256	\$ 78,256
Stanton Associates, Inc.	Real estate holding company	529,411	100%	9,560	9,560
Vidalia Audit, Inc.	Audit company for hydroelectric project	100	100%	167	167
Virginia Financial Ventures, Inc. (Virginia Financial)	Commercial finance	100	100%	286,836	286,836
Dominion Energy, Inc. (Dominion Energy or DEI) (notes 17,18, and 19)	Holding company	10	100%	550,510	550,510
Dominion Black Warrior Basin, Inc.	Exploration and production	10	100%	11,095	11,095
Dominion Cogen, Inc.	Cogeneration	100	100%	67,279	67,279
Dominion Cogen NY, Inc. (note 20)	Cogeneration in the State of NY	100	100%	(351)	(351)
Dominion Cogen WV, Inc. (note 21)	Cogeneration in the State of WV	100	100%	20,787	20,787
Dominion Elwood, Inc.	Holding company	100	100%	96,869	96,869

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

(note 22)

Unsecured debt				(19,150)	(19,150)
Dominion Elwood Services Company, Inc.	Services company	10	100%	319	319
Dominion Energy Construction Company	General contractor	100	100%	0	0
Unsecured debt				548	548
Dominion Energy Direct Sales, Inc.	Gas and electric marketing	100	100%	(775)	(775)
Dominion Energy Exchange, Inc. (Dominion Energy Exchange)	Special purpose subsidiary	100	100%	1	1
Dominion Energy Management, Inc.*	Special purpose subsidiary	10	100%	(128)	(128)
Dominion Energy Services Company, Inc.	Services company	10	100%	7,963	7,963
Dominion Fairless Hills, Inc.	Holding company	100	100%	0	0
Dominion Kincaid, Inc. (note 23)	Holding company	10	100%	94,992	94,992
Unsecured debt				776	776
Kincaid Generation, LLC	Non-regulated power generation	N/A	100%	119,547	119,547
Dominion Reserves, Inc.	Exploration and production	10	100%	219,299	219,299
Carthage Energy Services, Inc.	Gas marketing	500	100%	\$ (234)	\$ (234)

5

Name of Company	Business	Number of Common Shares Owned	% of Voting Power	Issuer's Book Value	Owner's Book Value
				(Thousand of Dollars)	
Cypress Energy Inc.	Exploration and production	10	100%	\$ (6,169)	\$ (6,169)
Dominion Appalachian	Exploration and	10	100%	(6,804)	(6,804)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Development, Inc.	production					
Dominion Appalachian Development Properties, LLC (note 24)	Exploration and production	N/A	100%	13,319	13,319	
Dominion Gas Processing MI, Inc. (note 25)	Natural gas processing	10	100%	7,155	7,155	
Frederic HOF Limited Partnership (Frederic HOF LP)	Gas processing	N/A	94%	14,741	14,741	
Dominion Midwest Energy, Inc.	Exploration and production	10	100%	107,457	107,457	
Dominion Reserves Gulf Coast, Inc.	Exploration and production	10	100%	50,374	50,374	
Dominion Reserves-Indiana, Inc.	Exploration and production	10	100%	(8,735)	(8,735)	
Great Lakes Compression, Inc.	Oil field services	10	100%	3,853	3,853	
Dominion Reserves-Utah, Inc.	Exploration and production	10	100%	53,200	53,200	
Dominion San Juan, Inc. (note 26)	Holding company	10	100%	74,048	74,048	
San Juan Partners, LLC	Oil & gas investments		100%	74,048	74,048	
Dominion Storage, Inc.	Special purpose subsidiary	10	100%	359	359	
Dominion Energy Canada Limited (note 27)	Exploration and production	73,886	100%	107,313	107,313	
Domcan East Alberta Ltd.	Oil and gas exploration and development	1	100%	20,989	20,989	
Domcan Boundary Corp. (note 28)	Oil and gas exploration and development	26,343,437	100%	86,324	86,324	
Dominion Generation, Inc.	Electric power generation holding company	100	100%	(404)	(404)	
Dominion Equipment, Inc.	Special purpose subsidiary	100	100%	100	100	
Dominion Elwood II, Inc. (note 29)	Special purpose subsidiary	100	100%	0	0	
Unsecured debt				42,552	42,552	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Dominion Elwood III, Inc. (note 30)	Special purpose subsidiary	100	100%	(110)	(110)
	Unsecured debt			70,369	70,369
Dominion Resources Services, Inc.	Service company	200	100%	(24,317)	(24,317)

6

Name of Company	Business	Number of Common Shares Owned	% of Voting Power	Issuer's Book Value	Owner's Book Value
		(Thousand of Dollars)			
Dominion Resources Capital Trust I	Special purpose entity	7,732	3%	\$7,732	\$7,732
	Unsecured debt			257,732	257,732
Dominion Telecom, Inc. (note 31)	Telecommunications services	158	100%	27,813	27,813
Dominion U.K. Holding, Inc.	Holding company	100	100%	(2,211)	(2,211)
Virginia Electric and Power Company (Virginia Power)	Electric utility	171,484	100%	3,849,020	3,850,020
Virginia Power Fuel Corporation	Nuclear fuel procurement	1,000	100%	1	1
	Unsecured debt			35,656	35,656
Virginia Power Services, Inc.	Holding company	1,590	100%	23,891	23,891
Evantage, Inc.	Energy services	1	100%	17,280	17,280
Virginia Power Energy Marketing, Inc. (VPEM)	Fuel procurement	1,000	100%	9,521	9,521
Virginia Power Services Energy Corp, Inc. (VPSE)	Fuel procurement	1	100%	(5,701)	(5,701)
Virginia Power Nuclear Services Company (VPNS)	Nuclear management and operational services	100	100%	(2,138)	(2,138)
VP Property, Inc.	Real estate holding	490.8	100%	4,787	4,787



## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	company				
VP Capital Trust I	Special purpose	167,000	100%	4,175	4,175
Unsecured debt	entity			139,175	139,175

-----

\* Indicates company is inactive.

### Notes:

1. Effective January 1, 2001, CNG transferred its interest in CNG Service Company to Dominion through a dividend, preliminary to the merger of CNG Service Company into Dominion Resources Services, Inc. on January 1, 2001.
2. CNG Coal formerly owned coal reserves and a related plant site. These properties were sold in 1996.
3. Effective May 31, 2000, CNG International transferred its investment in CNG Cayman One Ltd. and its subsidiary, CNGI Australia Pty Ltd., to CNG Cayman Two Ltd. for a 23.08% direct interest in CNG Cayman Two. CNG Cayman Two is held by DBNGP Finance Company LLC, which is owned 50% by CNG International.
4. CNG Kauai, an exempt wholesale generator, currently has a 1% general partnership interest and a 98% limited partnership interest in Kauai Power Partners, L.P. CNG International also holds a 1% limited partnership interest in Kauai Power Partners. Kauai Power Partners is an exempt wholesale generator involved in the greenfield development of a 26 MW advanced steam-injected combustion turbine power plant on the island of Kauai, Hawaii.
5. CNG Main Pass holds a 13.6% interest in Dauphin Island Gathering Partners which operates a gas gathering pipeline system in the Main Pass area of the Gulf of Mexico.
6. CNG Oil Gathering holds a 33.3% general partnership interest in Main Pass Oil Gathering Company which operates an oil gathering pipeline system in the Main Pass and Vioska Knoll areas of the Gulf of Mexico.
7. CNG Market Center Services held a 50% general partnership interest in the CNG/Sabine Center gas marketing hub. Effective January 1, 2000, the hub ceased operations. The partnership was dissolved and a liquidating distribution was made to the partners in July 2000.
8. Granite Road holds a 50% general partnership interest in Granite Road Limited, a partnership planning the development of a cogeneration facility.
9. Consolidated LNG ended its involvement in liquefied natural gas operations in 1982, and as of February 1998 had recovered its undepreciated investment, plus carrying charges and taxes, through a FERC-approved amortization surcharge.

7

10. Effective April 12, 2000, CNG Producing Company was renamed Dominion Exploration & Production, Inc.
11. Effective April 1, 2000, CNG Field Services Company was renamed Dominion Field Services, Inc. On May 1, 2000, CNG transferred the net assets of Phoenix Dominion Energy, LLC to Dominion Field Services. CNG had acquired the net assets of Phoenix Dominion Energy, LLC from a subsidiary of Dominion Energy, Inc.
12. Effective September 5, 2000, CNG Products and Services, Inc. was renamed Dominion Products and Services, Inc.
13. Effective September 5, 2000, CNG Retail Services Corporation was renamed Dominion Retail, Inc. Dominion Retail markets natural gas, electricity and related products and services to residential, commercial and small industrial customers.
14. Effective April 11, 2000, CNG Transmission Corporation was renamed Dominion Transmission, Inc.
15. CNG Iroquois holds a 16% partnership interest in Iroquois Gas Transmission System, L.P.

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

16. Dominion Capital holds a 50% interest in Trilon Dominion Partners, L.L.C., which is involved in venture capital investments.
17. Dominion Energy holds a 20% interest in Caithness BLM Group L.P. and a 23% interest in Caithness Navy II Group L.P. Both companies are involved in geothermal electric generation.
18. Dominion Energy holds a 15% interest in Luz Solar Partners Ltd. VII, L.P., which is involved in solar electric generation.
19. Dominion Energy holds a 10% interest in Rumford Cogeneration Company, Ltd., which is involved in wood burning electric generation.
20. Dominion Cogen NY, Inc. owns 1% general partnership interest in Middle Falls, NYSD and Sissonville hydropower plants and DEI owns a 49% interest. All investments in these plants have been written down to zero.
21. Dominion Cogen WV, Inc. is a wholly owned subsidiary of DEI that holds a 50% interest in Morgantown Energy Associates.
22. Dominion Elwood, Inc. is a wholly owned subsidiary of DEI that holds a 50% interest in Elwood Energy LLC, which is involved in the development of an electric power generating facility.
23. Dominion Kincaid, Inc. is a wholly owned subsidiary of DEI that holds a 99% interest in Kincaid Generation, LLC with DEI owning the remaining 1% interest.
24. Dominion Appalachian Development Properties, LLC, is owned 99% by Dominion Reserves, Inc. and 1% by Carthage Energy Services, Inc.
25. Dominion Gas Processing MI, Inc., holds a 50% interest in Wilderness Energy L.C., which in turns holds a 51% interest in Wilderness Energy Services Limited Partnership. Both Wilderness Energy L.C. and Wilderness Energy Services Limited Partnership are involved in natural gas gathering and processing.
26. San Juan Partners, Inc. is owned through Dominion San Juan, Inc.
27. Dominion Energy Canada Limited is owned 7.33% by Niton US, Inc., 46.34% by Dominion Storage, Inc., and 46.33% by DEI. Niton US, Inc. has no other activity.
28. Certain long-term debt of Domcan Boundry Corp. is owed to Domcan NS1 ULC. Domcan NS1 ULC is a special purpose entity owned 99% by Remington LLC and 1% by DEI. Remington LLC is a special purpose entity owned 100% by DEI. The only activity of Domcan NS1 LLC and Remington LLC relates to borrowings on behalf of Domcan Boundry Corp.
29. Dominion Elwood II, Inc. is a wholly-owned subsidiary of DEI which holds a 50% interest in Elwood Energy II, LLC, which is involved in the development of an electric power generating facility.
30. Dominion Elwood III, Inc. is a wholly-owned subsidiary of DEI which holds a 50% interest in Elwood Energy III, LLC.
31. VPS Communications, Inc. was transferred from Virginia Power to Dominion on August 1, 2000 and renamed Dominion Telecom, Inc., an exempt telecommunications company.

### ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

During 2000, Virginia Power had three transactions involving the sale of utility assets for consideration totaling \$43,529. All three transactions are exempt pursuant to Rule 44(b).

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

During 2000, Dominion Transmission had several letters of credit outstanding to provide security to the Commonwealth of Pennsylvania for the Company's obligation to plug and reclaim gas wells as part of the

process of abandonment of gas storage properties. One-half the cost of one letter of credit is shared by nonaffiliated pipeline companies. As of December

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

31, 2000, the balance outstanding on these letters of credit totaled \$7,500,000.

Dominion maintained three indemnity agreements for surety bonds as of December 31, 2000. The indemnity agreements represented total outstanding obligations of \$88,618,850. Effective April 16, 2001, a new indemnity agreement was entered into which had the effect of consolidating two of the previous agreements. At this time, Dominion maintains two separate indemnity agreements with two separate surety companies.

CNG has issued guarantees, in addition to surety bonds, to the states of Pennsylvania and West Virginia to maintain worker's compensation self-insurance status for Dominion Transmission and Hope Gas. Self-insured status means that the subsidiary pays the worker's compensation claims directly instead of paying into the state maintained fund.

CNG has also issued a guarantee to the U.S. Department of Labor for Dominion E&P to continue its self-insurance status in the state of Louisiana.

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

9

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

Calendar Year 2000  
(Thousands of Dollars)

Name of Issuer and Title of Issue -----	Name of Company Acquiring, Redeeming or Retiring Securities -----	Number of Shares or Principal Amount Acquired -----	Number of Shares or Principal Amount Redeemed or Retired (Note 1) -----	Cons
Registered Holding Company: Dominion Common stock, no par.....	Dominion		32,893,919 shares (note 3)	\$1,
Common stock, no par.....	Dominion		5,219,647 shares (note 4)	\$
Name of Issuer and Title of Issue -----	Commission Authorization (Note 2) -----			
Registered Holding Company: Dominion Common stock, no par.....	Release No. 27113 (File No. 70-9477)			
Common stock, no par.....	Rule 42			
Subsidiaries of Registered Holding Company:				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Consolidated Natural Gas: Common stock, par value \$2.75 per share.....	Consolidated Natural Gas		9,996 shares (note 5)	\$
Subsidiaries of Registered Holding Company: Consolidated Natural Gas: Common stock, par value \$2.75 per share.....		Rule 42		
Common stock, par value \$2.75 per share.....	Dominion	95,938,356 shares (note 6)	95,938,356 shares (note 6)	\$6,
Common stock, par value \$2.75 per share.....		Release No. 27113 (File No. 70-9477)		
Debentures.....	Consolidated Natural Gas			\$44,615
Debentures.....		Rule 42		
Dominion Field Services: Capital stock, par value \$10,000 per share.....	Consolidated Natural Gas	355 shares (note 7)		\$
Dominion Field Services: Capital stock, par value \$10,000 per share.....		Rules 43 and 58		
Virginia Natural Gas (note 8): Capital stock, no par value...	Consolidated Natural Gas		5,273 shares	\$
Non-negotiable notes.....	Consolidated Natural Gas		\$116,000	
Virginia Natural Gas (note 8): Capital stock, no par value...		Release No. 27113 (File No. 70-9477)		
Non-negotiable notes.....		Release No. 27113 (File No. 70-9477)		
CNG Service Company: Non-negotiable notes.....	CNG Service Company			\$23,672
CNG Service Company: Non-negotiable notes.....		Rule 42		
Dominion Transmission:				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Non-negotiable notes.....	Dominion Transmission		\$5,827
Dominion Transmission: Non-negotiable notes.....		Rule 42	
Dominion East Ohio: Non-negotiable notes.....	Dominion East Ohio		\$2,440
Dominion East Ohio: Non-negotiable notes.....		Rule 42	
Dominion Peoples: Non-negotiable notes.....	Dominion Peoples		\$1,261
Dominion Peoples: Non-negotiable notes.....		Rule 42	

10

Calendar Year 2000  
(Thousands of Dollars)

Name of Issuer and Title of Issue -----	Name of Company Acquiring, Redeeming or Retiring Securities -----	Number of Shares or Principal Amount Acquired -----	Number of Shares or Principal Amo Redeemed or Retired (Note -----
Dominion Hope: Non-negotiable notes.....	Dominion Hope		474
Name of Issuer and Title of Issue -----	Commission Authorization (Note 2) -----		
Dominion Hope: Non-negotiable notes.....	Rule 42		
Dominion E&P: Non-negotiable notes.....	Dominion E&P		
Dominion E&P: Non-negotiable notes.....	Rule 42		
CNG Power: CNG Bear Mountain, Inc. Capital stock,			

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CNGPower:ar value  
 CNG\$Bear10,000 per  
 Mountain,sInc.hare..... CNG Power  
 Capital stock,  
 par value  
 \$10,000 per  
 share..... non-jurisdictional

CNG  
 International:  
 CNG Cayman One  
 Ltd.  
 Capital stock,  
 par value \$.01  
 per share..... CNG Cayman Two, Ltd. 990 shares (n

CNGI Australia  
 Pty. Ltd.  
 Capital stock,  
 par value \$1  
 CNGper share..... CNG Cayman Two, Ltd. 100 shares

International:  
 CNG Cayman One  
 Ltd.  
 Capital stock,  
 par value \$.01  
 per share..... Release Nos. 26608,  
 26824  
 (File No. 70-8759)

CNGI Australia  
 Pty. Ltd.  
 Capital stock,  
 par value \$1  
 per share.....

CNG Cayman Three  
 Ltd.  
 Capital stock,  
 par value \$.01  
 per share..... Sempra Energy  
 International 100 shares (n

CNG Argentina  
 S.A.  
 Capital stock,  
 par value ARP  
 CNG\$Cayman1Threeper share.. Sempra Energy  
 International 12,00

Ltd.  
 Capital stock,  
 par value \$.01  
 per share..... non-jurisdictional

CNG Argentina  
 S.A.  
 Capital stock,  
 par value ARP  
 \$1 per share..

Dominion Energy:  
 Dominion Energy  
 Exchange  
 Common stock no  
 par..... Dominion Energy 100 shares (note 12)

Dominion Energy:  
 Dominion Energy  
 Exchange  
 Common stock no  
 par..... Rule 58

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Dominion Energy Direct Sales, Inc.		
Common stock no par.....	Dominion Energy	100 shares (note 13)
Dominion Energy Direct Sales, Inc.		
Common stock no par.....	Rule 58	
Virginia Power		
\$5.58 Series Preferred Stock, \$100 par.....	Virginia Power	400,000
\$6.35 Series Preferred Stock, \$100 par.....	Virginia Power	1,400,000
Medium Term Notes, various %, Series C...	Virginia Power	\$
First and Refunding Mortgage Bonds, Series C, 5.875%, April 1, 2000.....	Virginia Power	\$1
Virginia Power		
\$5.58 Series Preferred Stock, \$100 par.....	Rule 42	
\$6.35 Series Preferred Stock, \$100 par.....	Rule 42	
Medium Term Notes, various %, Series C...	Rule 42	
First and Refunding Mortgage Bonds, Series C, 5.875%, April 1, 2000.....	Rule 42	

-----  
Notes to ITEM 4. appear on page 12.

11

-----  
Notes:

1. Except as noted, all securities redeemed or retired have been cancelled.
2. Public Utility Holding Company Act of 1935 (1935 Act).
3. On January 28, 2000, in connection with the acquisition of CNG, Dominion completed the first step transaction in which 32.9 million shares of Dominion common stock were repurchased for \$1.4 billion.
4. In February 2000, Dominion repurchased approximately 3.2 million shares of stock through the implementation of a total return swap facility for approximately \$145 million. The remaining shares were repurchased in connection with the Executive Stock Loan Program.
5. At December 31, 1999, CNG held 10,443 shares of its common stock as

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

treasury stock. During the period January 1 through January 27, 2000, a total of 447 shares of treasury stock were reissued under CNG's then existing employee incentive plans at an average price of \$60.75 per share, or approximately \$27,000. Immediately prior to the merger with Dominion, the remaining 9,996 shares of treasury stock held by CNG, valued at \$596,000, were retired.

6. On January 28, 2000, Dominion acquired all of the outstanding shares of CNG's common stock for \$6.4 billion, consisting of approximately 87 million shares of Dominion common stock valued at \$3.5 billion and approximately \$2.9 billion in cash. The acquisition was completed by merging CNG into a new subsidiary of Dominion. The name of the new Dominion subsidiary was changed to Consolidated Natural Gas Company at the time of the merger.
7. On May 1, 2000, Dominion Field Services issued to CNG 355 shares of its common stock, par value \$10,000 per share, and received a capital contribution of \$44,665 from CNG, with respect to the transfer by CNG of the net assets of Phoenix Dominion Energy, LLC. CNG acquired the net assets of Phoenix Dominion Energy, LLC from subsidiaries of Dominion for \$3,594,665 in cash.
8. On October 6, 2000, CNG completed the sale of Virginia Natural Gas, Inc. (VNG), formerly a wholly-owned subsidiary, to AGL Resources Inc. for \$532,933,000 in cash. CNG was required to spin-off or sell VNG pursuant to conditions set forth by the Virginia State Corporation Commission and the Federal Trade Commission in connection with their approval of the acquisition of CNG by Dominion. CNG used a portion of the proceeds from the sale to retire the \$116,000,000 of outstanding non-negotiable notes between VNG and CNG.
9. CNG Bear Mountain, Inc., formerly a wholly-owned subsidiary of CNG Power, was dissolved on March 17, 2000.
10. Effective May 31, 2000, CNG International transferred its investment in CNG Cayman One Ltd. and its subsidiary, CNGI Australia Pty Ltd., to CNG Cayman Two Ltd. for a 23.08% direct interest in CNG Cayman Two. CNG Cayman Two is held by DBNGP Finance Company LLC, which is owned 50% by CNG International.
11. On October 12, 2000, CNG International completed the sale of CNG Cayman Three Ltd. and its subsidiary, CNG Argentina S.A., to Sempra Energy International.
12. On September 21, 2000 Dominion Energy Exchange was formed as a wholly owned subsidiary of Dominion Energy for the purpose of investing in EIP Holdings, LLC which owns 66.34% of Tradespark, LP, an electronic and telephonic marketplace for transactions in natural gas, electricity, coal, sulfur dioxide and nitrogen dioxide emissions allowances and weather financial products.
13. On February 22, 2000 Dominion Energy Direct Sales, Inc. was formed as a wholly-owned subsidiary of Dominion Energy to engage in the business of providing energy services, including retail sales of electricity to commercial and industrial users, engineering, consulting and construction activities and other energy related services.

12

### ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

The aggregate amounts of investments at December 31, 2000, in persons operating in the system's retail service area are shown below.

Name of Owner	Number of Persons	Business of Persons	Aggregate Investment
---------------	----------------------	---------------------	-------------------------



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Investment	Quantity	Issuer	Value
Dominion Transmission..	One	State Development Fund	\$ 100,000
Dominion Hope.....	One	State Development Fund	\$ 100,000
Dominion Hope.....	One	Economic Development Small Business Investment Company (Note)	\$2,475,000

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

The above do not include investments in securities of nonsystem 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.

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

Name of Owner	Issuer	Business of Issuer	Book Value	Type of Investment	Shares % Owned
Dominion Resources	Pantellos, Corp.	Investor in electronic marketplace	\$2,678,556	Common Stock	268,235
Dominion Energy Exchange	EIP Holdings, LLC	Investor in electronic marketplace	\$2,500,000	Partnership interest	

For Virginia Power's investments in securities of nonsystem companies, see Exhibit F-3.

ITEM 6. OFFICERS AND DIRECTORS

Part I. Names, principal business address and positions held as of December 31, 2000

The names, principal business address and positions held as of December 31, 2000, of the officers and directors of system companies is presented in the tables on page 15 through 20. The principal business address of each officer and director is indicated in such tables by the numbers (1) through (30). 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) 347 West Main Street, Clarksburg, WV 23601
- (8) 445 West Main Street, Clarksburg, WV 23601

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

- (9) 1717 East Ninth Street, Cleveland, OH 44114
- (10) 16945 Northchase Drive, Houston, TX 77060
- (11) 5570 Hog Island Road, Surry, VA 23883
- (12) 1022 Haley Drive, Mineral, VA 23117
- (13) 2400 Grayland Avenue, Richmond, VA 23220
- (14) 2700 Cromwell Drive, Norfolk, VA 23509
- (15) Rope Ferry Road, Waterford, CT 06385
- (16) 781 Weed Street, New Canaan, CT 06840
- (17) 4 Derham Parc, Houston, TX 77024
- (18) 100 North Tryon Street, Suite 2600, Charlotte, NC 28202
- (19) 904 North First Street, Richmond, VA 23219
- (20) 3805 Greenway, Baltimore, MD 21218
- (21) One PPG Place, Suite 2970, Pittsburgh, PA 15222
- (22) 29 Everett Street, Cambridge, MA 02138
- (23) 1422 Euclid Avenue, Suite 1400, Cleveland, OH 44115
- (24) 6 Whittaker's Mill, Williamsburg, VA 23185
- (25) 1122 North 25th Street, Suite A, Richmond, VA 23223
- (26) 314 Burnwick Road, Richmond, VA 23227
- (27) 3559 Fairystone Park Highway, 2nd Floor, Bassett, VA 24055
- (28) 600 Grant Street, Suite 700, Denver, CO 80203
- (29) 1201 East 55th Street, Cleveland, OH 44103
- (30) 400 3rd Avenue, SW, Calgary, Alberta, Canada T2P4H2

POSITION SYMBOL KEY

CB -- Chairman of the Board  
 CEO -- Chief Executive Officer  
 P -- President  
 EVP -- Executive Vice President  
 CFO -- Chief Financial Officer  
 COO -- Chief Operating Officer  
 GVP -- Group Vice President

CAO -- Chief Administrative Officer  
 SVP -- Senior Vice President  
 VP -- Vice President  
 S -- Secretary  
 T -- Treasurer  
 C -- Controller  
 GC -- General Counsel  
 D -- Director

Names of System Companies with Which Connected

Principal Business Address	Parent Company	Service Company	CNG Coal	CNG International	CNG Main Pass	CNG Oil Gathering	Power Serv
-----	-----	-----	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Bamberg, T.J.	(4)								
Barger, J.L.	(8)								
Barker, K.D.	(2)								
Barrack, W.S., Jr.	(16)	D							
Blount, R.H., II	(11)								
Bolton, M.S., Jr.	(2)								
Bowling, M.L., Jr.	(3)								
Braswell, J.W.	(3)								
Capps, T.E.	(1)	CB, P, CEO	D, P, CEO						
Carter, G.B.	(1)								
Chase, D.S.	(1)					VP			
Chewning, T.N.	(1)	EVP, CFO	EVP, CFO			D, P, CEO			
Christian, D.A.	(3)								
Coudriet, C.E.	(1)								
Cox, M.T., IV	(1)					P			
Davidson, G.A., Jr.	(4)	D							
Deacon, M.G., Jr.	(3)								
Dodd, T.E.	(4)								
Doswell, M.C.	(2)								
Earwod, J.T., Jr.	(13)								
Faggert, P.F.	(3)					VP			
Farrell, T.F., II	(1)	EVP	D, EVP						D, C
Foo, W.K.	(30)								
Galvin, R.E.	(17)	D							
Grier, R.S.	(2)					VP			
Haas, R.A., Jr.	(4)								
Halbritter, M.A.	(4)								
Hall, E.S.	(29)								
Hall, W.C. Jr.	(1)	VP	VP						
Hardy, E.T.	(2)	SVP	SVP						
Harris, J.W.	(18)	D							
Hartz, L.N.	(3)								
Hayes, R.M.	(14)								
Heacock, D.A.	(12)								
Hetzer, G.S.	(1)	SVP, T	SVP, T	SVP, T			SVP, T	SVP, T	SVP
Hilton, E.P.	(1)								
Hodges, S.C.	(1)	VP	VP						
Hunter, K.E.	(2)	VP	VP						
Hyman, T.A., Jr.	(4)								
Ivey, C.S.	(2)								
Johnson, J.L.	(1)								
Kamper, G.T.	(2)					VP			
Katz, L.D.	(1)								
Klink, B.C.	(9)								
Kochick, R.J.	(5)								
Koonce, P.D.	(1)								
Kovach, R.A.	(9)								
Lake, G.E., Jr.	(10)					SVP		SVP	SVP

Address key and position symbol key are located on pages 13 and 14.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Consolidated Natural Gas	Dominion Capital	Dominion Energy	Dominion Exploration & Production	Dominion Field Services	Dominion Generation	Products and Services
Bamberg, T.J.							VP
Barger, J.L.							
Barker, K.D.							
Barrack, W.S., Jr.							
Blount, R.J., II							
Bolton, M.S., Jr.							
Bowling, M.L., Jr.			VP				
Braswell, J.W.			VP				
Capps, T.E.	CB,P,CEO	D	CB	D	D	D	D,CEO
Carter, G.B.							
Chase, D.S.							
Chewning, T.N.	EVP,CFO	CB					
Christian, D.A.			SVP				
Coudriet, C.E.		P,CEO					
Cox, M.T., IV			SVP				
Davidson, G.A., Jr.							
Deacon, M.G., Jr.			VP				
Dodd, T.E.							VP
Doswell, M.C.							
Earwod, J.T., Jr.							
Faggert, P.F.			VP				
Farrell, T.F., II	D,EVP		D,CEO	D	D,CEO	D,CEO	D
Foo, W.K.			SVP	SVP			
Galvin, R.E.							
Grier, R.S.							
Haas, R.A., Jr.							
Halbritter, M.A.							
Hall, E.S.							
Hall, W.C. Jr.	VP						
Hardy, E.T.	SVP						
Harris, J.W.							
Hartz, L.N.			VP				
Hayes, R.M.							
Heacock, D.A.			VP				
Hetzer, G.S.	SVP,T		SVP,T	SVP,T	SVP,T	SVP,T	SVP,T
Hilton, E.P.			SVP				
Hodges, S.C.	VP						
Hunter, K.E.	VP						
Hyman, T.A., Jr.							
Ivey, C.S.							
Johnson, J.L.			SVP				
Kamper, G.T.							
Katz, L.D.			C		C	C	
Klink, B.C.							
Kochick, R.J.			VP	VP			
Koonce, P.D.			SVP		SVP		
Kovach, R.A.							
Lake, G.E., Jr.			SVP	SVP			

Address key and position symbol key are located on pages 13 and 14.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Names of System Companies with Which Connected

	Dominion Retail	Dominion Transmission	Dominion U.K. Holding	Hope Gas	East Ohio Gas	Peoples Natural Gas	Virgin Electric Power
Bamberg, T.J.	VP						
Barger, J.L.		VP					
Barker, K.D.							VP
Barrack, W.S., Jr.							VP
Blount, R.J., II							SVP
Bolton, M.S., Jr.				SVP	SVP	SVP	
Bowling, M.L., Jr.		VP					
Braswell, J.W.							
Capps, T.E.	D,CEO	D	D,P	D	D	D	CB
Carter, G.B.		VP					
Chase, D.S.							
Chewning, T.N.							
Christian, D.A.							SVP
Coudriet, C.E.							
Cox, M.T., IV							
Davidson, G.A., Jr.							
Deacon, M.G., Jr.							
Dodd, T.E.	VP						
Doswell, M.C.				VP	VP	VP	VP
Earwod, J.T., Jr.							SVP
Faggert, P.F.							VP
Farrell, T.F., II	D	D,CEO	D	D	D	D	D,CEO
Foo, W.K.							
Galvin, R.E.							
Grier, R.S.							
Haas, R.A., Jr.				VP	VP	VP	VP
Halbritter, M.A.		VP					
Hall, E.S.				VP	VP	VP	
Hall, W.C. Jr.							
Hardy, E.T.							
Harris, J.W.							
Hartz, L.N.							VP
Hayes, R.M.				VP	VP	VP	VP
Heacock, D.A.							VP
Hetzer, G.S.	SVP, T	SVP, T		SVP, T	SVP, T	SVP, T	SVP, T
Hilton, E.P.							SVP
Hodges, S.C.							
Hunter, K.E.							
Hyman, T.A., Jr.				SVP	SVP	SVP	
Ivey, C.S.							VP
Johnson, J.L.							
Kamper, G.T.							
Katz, L.D.		C					C
Klink, B.C.				VP	VP	VP	
Kochick, R.J.							
Koonce, P.D.		SVP					SVP
Kovach, R.A.				VP	VP	VP	
Lake, G.E., Jr.							

Address key and position symbol key are located on pages 13 and 14.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Principal Business Address	Parent Company	Service Company	Names of System Companies with Which Connected					
			CNG Coal	CNG International	CNG Main Pass	CNG Oil Gathering	CNG Power	
Lambert, B.J., III	(19)	D						
Leatherwood, R.L.	(20)	D						
Lego, P.E.	(21)	D						
Lewis, J.R.	(5)					SVP	SVP	
Manning, A.E.	(2)		VP					
Marks, E.J., III	(4)				S			
Martin, J.K.	(1)							
Matthews, W.R.	(3)							
McClenaghan, N.E.	(29)							
McDermid, M.E.	(2)		VP					
McGettrick, M.F.	(2)							
McKean, T.D.	(1)				VP			
McKenna, M.A.	(22)	D						
Medvedo, P.P.	(4)		VP					
Mikuta, M.P.	(1)							
Minter, S.A.	(23)	D						
Mistr, W.S.	(1)		VP					
Mola, E.C.	(1)				VP			
Moore, J.L.	(1)							
Nichols, C.J.	(5)							
O'Hanlon, J.P.	(1)	EVP	EVP					
Randall, K.A.	(24)	D						
Riekkel, A.R.	(1)							
Riely, H.C.	(1)							
Rigsby, R.E.	(2)	EVP	EVP					
Riley, H.P.	(5)	EVP	D, EVP	D, CEO		D, P, CEO	D, P, CEO	
Riley, P.E., Jr.	(4)							
Rivas, E.J.	(3)							
Roach, E.M., Jr.	(4)	EVP	D, EVP					
Roberts, C.E.	(6)							
Rogers, S.A.	(1)	VP, C	VP, C					
Royal, F.S.	(25)	D						
Sanderlin, J.L.	(1)	SVP	SVP					
Schools, M.R., Jr.	(4)							
Schuyler, J.R.	(10)			SVP		SVP	SVP	
Shaw, J.A.	(1)							
Simmons, S.D.	(26)	D						
Spilman, R.H.	(27)	D						
Staton, J.D.	(2)							
Stutts, J.F.	(1)	VP, GC	VP, GC					
Sypolt, G.L.	(8)							
Thatcher, R.T.	(3)							
Trueheart, J.L.	(2)	GVP, CAO	D, GVP, CAO					
Vanzant, J.C., Jr.	(6)							
Wester, T.E.	(4)							
Wilkerson, P.A.	(1)	VP, S	VP, S	VP, S		VP, S	VP, S	VP
Wollard, D.A.	(28)	D						
Wood, F.G., III	(5)			SVP		SVP	SVP	

Address key and position symbol key are located on pages 13 and 14.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

18

Names of System Companies with Which Connected

	Consolidated Natural Gas	Dominion Capital	Dominion Energy	Dominion Exploration & Production	Dominion Field Services	Dominion Generation	Dominion Products and Services
Lambert, B.J., III							
Leatherwood, R.L.							
Lego, P.E.							
Lewis, J.R.			SVP	SVP			
Manning, A.E.							
Marks, E.J., III							
Martin, J.K.			VP				
Matthews, W.R.			VP				
McClenaghan, N.E.							
McDermid, M.E.							
McGettrick, M.F.							
McKean, T.D.							
McKenna, M.A.							
Medvedo, P.P.							
Mikuta, M.P.		VP, C					
Minter, S.A.							
Mistr, W.S.		SVP					
Mola, E.C.							
Moore, J.L.		VP					
Nichols, C.J.			C	C			
O'Hanlon, J.P.	EVP		P, COO		P	P, COO	
Randall, K.A.							
Riekell, A.R.			VP				
Riely, H.C.		S					
Rigsby, R.E.	EVP						
Riley, H.P.	EVP		D, P, CEO	D, P, CEO			
Riley, P.E., Jr.							SVP
Rivas, E.J.			SVP			SVP	
Roach, E.M., Jr.	D, EVP		D	D	D	D	D
Roberts, C.E.			VP		VP		
Rogers, S.A.	VP, C						
Royal, F.S.							
Sanderlin, J.L.	SVP						
Schools, M.R., Jr.							
Schuyler, J.R.			SVP	SVP			
Shaw, J.A.			SVP		SVP	SVP	
Simmons, S.D.							
Spilman, R.H.							
Staton, J.D.							
Stutts, J.F.	VP, GC						
Sypolt, G.L.							
Thatcher, R.T.							
Trueheart, J.L.	GVP, CAO	VP, C					
Vanzant, J.C., Jr.					VP		
Wester, T.E.							
Wilkerson, P.A.	VP, S		VP, S	VP, S	VP, S	VP, S	VP, S
Wollard, D.A.							
Wood, F.G., III			SVP	SVP			

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Address key and position symbol key are located on pages 13 and 14.

19

Names of System Companies with Which Connected

	Dominion Retail	Dominion Transmission	Dominion U.K. Holding	Hope Gas	East Ohio Gas	Peoples Natural Gas	Virginia Electric Power
Lambert, B.J., III							
Leatherwood, R.L.							
Lego, P.E.							
Lewis, J.R.							
Manning, A.E.							
Marks, E.J., III							
Martin, J.K.							
Matthews, W.R.							VP
McClenaghan, N.E.				VP	VP	VP	VP
McDermid, M.E.							VP
McGettrick, M.F.				SVP	SVP	SVP	SVP
McKean, T.D.							
McKenna, M.A.							
Medvedo, P.P.							
Mikuta, M.P.							
Minter, S.A.							
Mistr, W.S.							VP
Mola, E.C.							
Moore, J.L.							
Nichols, C.J.							
O'Hanlon, J.P.		P					P, COO
Randall, K.A.							
Riekkel, A.R.							VP
Riely, H.C.							
Rigsby, R.E.				P	P	P	P, COO
Riley, H.P.							
Riley, P.E., Jr.	SVP						
Rivas, E.J.							SVP
Roach, E.M., Jr.	D	D	D	D, CEO	D, CEO	D, CEO	D, CEO
Roberts, C.E.							
Rogers, S.A.							VP
Royal, F.S.							
Sanderlin, J.L.							
Schools, M.R., Jr.				C	C	C	C
Schuyler, J.R.							
Shaw, J.A.		SVP					SVP
Simmons, S.D.							
Spilman, R.H.							
Staton, J.D.							SVP
Stutts, J.F.			VP				
Sypolt, G.L.		SVP					
Thatcher, R.T.							VP
Trueheart, J.L.							GVP
Vanzant, J.C., Jr.							
Wester, T.E.				VP	VP	VP	
Wilkerson, P.A.	VP, S	VP, S	VP, S	VP, S	VP, S	VP, S	VP, S
Wollard, D.A.							



## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Wood, F.G., III

Address key and position symbol key are located on pages 13 and 14.

20

### 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, 2000, follows:

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exemption Rule
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)
Steven A. Minter.....	KeyCorp Cleveland, Ohio	Director	70(a)
Frank S. Royal.....	SunTrust Banks, Inc. Atlanta, Georgia.	Director	70(b)

### 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 2000 is included in the Registrant's 2001 Proxy Statement which is filed as Exhibit F-4 to this Form U5S. Information presented under the captions "THE BOARD--Compensation and Other Programs" on page 8 and "EXECUTIVE COMPENSATION" on page 15 in such proxy statement is hereby 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 2001 Proxy Statement, which is filed as Exhibit F-4. Information presented under the following captions in such proxy statement is hereby incorporated by reference: "THE BOARD--Compensation and other Programs" on page 8; "SHARE OWNERSHIP TABLE" on page 9; "ORGANIZATION, COMPENSATION & NOMINATING COMMITTEE REPORT--Long-Term Incentives" on page 13; and "EXECUTIVE COMPENSATION" on pages 15 through 19.

(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 2001 Proxy Statement, which is filed as Exhibit F-4 to this Form U5S. Information presented under the following captions in such proxy statement

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

is hereby incorporated by reference: "THE BOARD--Compensation and Other Programs" on page 8; "EXECUTIVE COMPENSATION--Other Executive Agreements and Arrangements" on page 18; and "EXECUTIVE COMPENSATION--Executive Stock Purchase and Loan Program" on page 19.

(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 officer in other benefits is included in the Registrant's 2001 Proxy Statement, which is filed as Exhibit F-4 to this Form U5S. Information presented under the following captions in such proxy statement is hereby incorporated by

21

reference: "THE BOARD--Compensation and Other Programs" on page 8; "ORGANIZATION, COMPENSATION & NOMINATING COMMITTEE REPORT--Annual Incentives and Long-term Incentives" on pages 12 and 13; "EXECUTIVE COMPENSATION--Retirement Plans" on page 17; "EXECUTIVE COMPENSATION--Other Executive Agreements and Arrangements" on page 18; and "EXECUTIVE COMPENSATION--Executive Stock Purchase and Loan Program" on page 19.

(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.

The Company also purchases directors and officers liability insurance with limits of \$250 million, and, in recognition of the scope of the foregoing by-law indemnification, certain other errors and omission and general liability insurance coverage's which are applicable to all employees as insured, including directors and officers.

### ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

There were no payments made to any citizens group, public relations counsel, political party, candidate for public office or holder of public office, or any committee or agent therefor by the system companies during the year 2000.

Political contributions made by Dominion and its subsidiary companies, before becoming subject to the 1935 Act on January 28, 2000 are not disclosed.

### ITEM 8. SERVICES, SALES AND CONSTRUCTION CONTRACTS

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

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Transaction (Note 1)	Serving Company	Receiving Company	Compensation	Date of Contract (Note 2)
Management Services.....	Dominion Transmission	East Ohio Gas	\$1,847,243	January 28, 2002
Management Services.....	Dominion Transmission	Peoples Natural Gas	\$1,324,300	January 28, 2002
Management Services.....	Dominion Transmission	Hope Gas	\$ 811,796	January 28, 2002
Management Services.....	Dominion Transmission	Dominion Field Services	\$ 547,783	May 22, 1991
Management Services.....	Dominion Transmission	Virginia Natural Gas	\$ 307,963	(Note 3)
Aircraft Services.....	Dominion Transmission	Virginia Natural Gas	\$ 18,133	(Note 3,4)

22

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Continued)

Transaction (Note 1)	Serving Company	Receiving Company	Compensation	Date of Contract (Note 2)
Management Services.....	Dominion Energy Services Company, Inc.	Morgantown Energy Associates	\$ 541,980	September 15, 1995
Management Services.....	Great Lakes Compression, Inc.	Dominion Midwest Energy, Inc.	\$ 7,973,181	July 1, 1995
Management Services.....	Dominion Appalachian Development, Inc.	Dominion Appalachian Development Properties LLC	\$ 2,403,914	October 1, 1995
Nuclear Fuel Procurement.....	Virginia Power	VP Fuel, Corporation	\$68,661,283	June 30, 1995
Telecommunications Services.....	Virginia Power	Dominion Telecom, formerly VPS Communications, Inc.	\$ 1,315,245	September 2, 1995
Nuclear Management & Operations.....	Virginia Power	VP Services, Inc. (VPNS)	\$ 1,429,608	September 3, 1995 as amended on October 30, 1998
Administrative Services.....	Virginia Power	VP Services, Inc. (VPEM)	\$ 3,028,201	September 3, 1995 as amended on October 30, 1998
Administrative Services.....	Virginia Power	VP Services, Inc. (VPE)	\$ 137,772	September 3, 1995 as amended on October 30, 1998
Fuel & Risk Management				

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Services.....	VPSE	Virginia Power	\$ 6,201,211	October 30, 1998
Fuel & Risk Management				
Services.....	VPEM	VPSE	\$16,493,575	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, 2000.
- (3) Virginia Natural Gas was sold by CNG on October 6, 2000. Approval of contracts was pending at time of service.
- (4) Aircraft services consisted of helicopters.

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.

23

## ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Part I. Information concerning the interests held by system companies in exempt wholesale generators or foreign utility companies:

1. Information concerning the interests held by system companies in exempt wholesale generators follows.

Kincaid Generation, LLC

(a) Dominion Kincaid, Inc. is a wholly owned subsidiary of Dominion Energy, Inc. (DEI) which holds a 99% interest in Kincaid Generation LLC (Kincaid). Kincaid is a 1,108 net megawatt coal-fired electric generating facility.

The name and business address of Kincaid is as follows:

Kincaid Generation, LLC  
PO Box 260  
Kincaid, Illinois 62540-0260

(b) At December 31, 2000, DEI's and Dominion Kincaid's investment in Kincaid totaled \$95,768,000 which includes intercompany loans/advances of \$776,002.

(c) Kincaid's debt to equity ratio and earnings as of December 31, 2000 was 2.11 (\$252,456/119,547) and \$22,019,046 respectively.

(d) At December 31, 2000, services between Kincaid and a system company were as follows:

Transaction: Management services

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Serving Company: Dominion Energy Services Company, Inc.  
Receiving  
Company: Kincaid Generation, LLC  
Compensation: \$2,053,284  
Date of Contract: February 27, 1998

Elwood Energy LLC

(a) Dominion Elwood, Inc. is a wholly owned subsidiary of DEI which holds a 50% interest in Elwood Energy, LLC (Elwood). The purpose of the Company is to own and develop up to 2,500 megawatt combined cycle and single cycle electric power generating facility located near Elwood, Illinois. Elwood is also permitted to purchase and sell fuel, electricity and capacity, and to operate and manage the facility.

The name and business address of Elwood is as follows:

Elwood Energy, LLC  
21100 Noel Road  
Elwood, Illinois 60421

(b) At December 31, 2000, DEI's investment in Elwood totaled \$77,719,216, which includes an intercompany loans/advances of (\$19,149,702).

(c) At December 31, 2000, Elwood had no debt outstanding. Therefore no debt to equity ratio is presented. Elwood's earnings at December 31, 2000 were \$25,003,193.

(d) At December 31, 2000, services between Elwood and a system company were as follows:

Transaction: Management services  
Serving Company: Dominion Elwood Services Company  
Receiving Company: Elwood Energy  
Compensation: \$403,897  
Date of Contract: June 18, 1999

24

Elwood Energy II LLC

(a) Dominion Elwood II, Inc. is a wholly-owned subsidiary of Dominion Generation, Inc. which holds a 50% interest in Elwood Energy II, LLC (Elwood II), which holds a 100% interest in Elwood II Holdings, LLC. Elwood II is involved in the development of a 300-megawatt gas fired combustion turbine power plant in Elwood, Illinois.

The name and business address of Elwood II is as follows:

Elwood Energy II, LLC  
24391 South Patterson Avenue  
Elwood, Illinois 60421

(b) At December 31, 2000, DEI's investment in Elwood II totaled \$42,551,938 which represents intercompany loans/advances of \$42,551,938.

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

(c) Since the facility is currently in the construction stage, Elwood II had no earnings for the year ended December 31, 2000. Accordingly, there is no debt to equity ratio for Elwood II.

(d) At December 31, 2000, there were no services, sales or construction contracts between Elwood II and any system company.

Elwood Energy III, LLC

(a) Dominion Elwood III, Inc. is a wholly-owned subsidiary of Dominion Generation, Inc. which holds a 50% interest in Elwood Energy III, LLC (Elwood III), which holds a 100% interest in Elwood III Holdings, LLC. Elwood III is involved in the development of a 450-megawatt gas fired combustion turbine power plant in Elwood, Illinois.

The name and business address of Elwood is as follows:

Elwood Energy III, LLC  
24391 South Patterson Avenue  
Elwood, Illinois 60421

(b) At December 31, 2000 DEI's investment in Elwood III totaled \$70,258,682 which includes intercompany loans/advances of \$70,368,724.

(c) Since the facility is currently in the construction stage, Elwood III had no earnings for the year ended December 31, 2000. Accordingly, there is no debt to equity ratio for Elwood III.

(d) At December 31, 2000, there was no service, sales or construction contracts between Elwood III and any system company.

Kauai Power Partners, L.P.

(a) CNG International holds a 1% limited partnership interest in Kauai Power Partners, L.P. (KPP), and CNG Kauai, a subsidiary of CNG International, holds a 1% general partnership interest and a 98% limited partnership interest in KPP. KPP is involved in the greenfield development of a 26-megawatt advanced steam-injected combustion turbine power plant on the island of Kauai, Hawaii.

The name and business address of KPP are as follows:

Kauai Power Partners, L.P.  
Dominion Tower  
625 Liberty Avenue  
Pittsburgh, PA 15222

25

(b) At December 31, 2000, CNG International's and CNG Kauai's investment in KPP totaled \$2,501,000, which represents primarily costs incurred for the project prior to construction.

(c) KPP has a capital structure consisting of equity contributed by its partners and has no debt. Accordingly, there is no meaningful debt to equity ratio for KPP. Since the facility is currently in the planning stage, KPP had no earnings for the year ended December 31, 2000.

(d) At December 31, 2000, there were no service, sales or construction contracts between KPP and any system company.

2. Information concerning the interests held by system companies in a

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

foreign utility company (FUCO) follows.

### Latin America Fund

(a) CNG International holds a 16.5% limited partnership interest in The Latin America Energy 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, 2000.

The name and business address of the 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

(b) At December 31, 2000, CNG International's investment in the Latin America Fund totaled \$8,129,000. CNG International's total commitment for investment in the Latin America Fund was originally \$10,000,000. The investment program has been completed. There have been no transfers of assets from a CNG affiliate to any FUCO in which the Latin America Fund has an interest.

(c) The Latin America Fund is an equity investment fund and as such has a capital structure consisting of equity funds contributed by its partners. Accordingly, there is no meaningful debt to equity ratio for the Latin America Fund. The Latin America Fund had net income of \$214,051 for the year ended December 31, 2000.

(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.

### Sodigas Pampeana, Sodigas Sur, and Buenos Aires Energy Company

On October 12, 2000, CNG International completed the sale of CNG Cayman Three Ltd. and its subsidiary, CNG Argentina S.A., to Sempra Energy International. Included in the sale were CNG International's 21.55% ownership interest in each of two gas utility holding companies, Sodigas Pampeana and Sodigas Sur, and a 25% ownership interest in an electric utility holding company, Buenos Aires Energy Company (BAECO). The gas utility holding companies have ownership interests in two gas distribution companies, Camuzzi Gas Pampeana S.A. and Camuzzi Gas del Sur S.A., and BAECO has an ownership interest in an electric distribution company, Empresa Distribuidora de Energia Atlantica S.A.

As a result of the sale, at December 31, 2000, CNG's only investment in FUCOs is the Latin American Fund, which is discussed above.

### Corby Power Limited

In September 2000, Dominion completed the sale of its 80% interest in Corby Power Limited (Corby) to PowerGen plc for 52.5 million pound sterling (\$78

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

million at December 31, 2000). Corby is the owner of a 350-megawatt natural gas-fired facility located approximately 90 miles north of London, England.

FUCO's held by Dominion Energy, Inc.

DEI reached an agreement on August 1, 1999 to sell its interests in its foreign generation businesses which consists of approximately 1,200-megawatts of gross generation capacity located in Latin America. DEI completed the sale of its interests in Belize and Peru on November 1, 1999 and completed the sale of its interests in Argentina and Bolivia on March 31, 2000 and May 31, 2000, respectively. As of December 31, 2000, DEI held no investments in any FUCO's.

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

An organization chart showing the relationship of the EWG's to other system companies is filed as Exhibit H-1 to H-3 to this Form U5S. An organization chart showing the relationship of the FUCO to other system companies is filed as Exhibit H-4 to this Form U5S. The financial statements of the EWG's is filed as Exhibit I-1 to I-3 to this Form U5S. Financial statements of the FUCO are filed as Exhibit I-4 to this Form U5S.

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

At December 31, 2000, Dominion's aggregate investment in EWG's amounted to \$288,798,836, or 5.7% of Dominion's aggregate capital investment in its domestic public utility subsidiaries at that date. Dominion's aggregate investment in FUCO's was \$8,129,000 at December 31, 2000, or 0.2% of Dominion's aggregate capital investment in its domestic public utility subsidiaries.

At December 31, 2000, CNG's aggregate investment in KPP amounted to \$2,501,000, or 0.2% of CNG's aggregate capital investment in its domestic public utility subsidiaries at that date. CNG's aggregate investment in the Latin American Fund was \$8,129,000 at December 31, 2000, or 0.7% of CNG's aggregate capital investment in its domestic public utility subsidiaries.

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Financial statements as of and for the year ended December 31, 2000

Dominion Resources, Inc.:	
Consolidating Balance Sheet.....	31
Consolidating Income Statement.....	35
Consolidating Statement of Common Shareholders' Equity.....	37
Consolidating Statement of Comprehensive Income.....	39
Consolidating Statement of Cash Flows.....	41
Consolidated Natural Gas Company	
Reclassifying Balance Sheet.....	43
Reclassifying & Adjusting Income Statement.....	45
Reclassifying & Adjusting Statement of Comprehensive Income.....	46
Reclassifying & Adjusting Statement of Cash Flows.....	47
Consolidating Balance Sheet.....	48
Consolidating Income Statement Supplement.....	52
Consolidating Statement of Retained Earnings.....	54
Consolidating Statement of Comprehensive Income.....	56
Consolidating Statement of Cash Flows.....	58



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Consolidating Balance Sheet Supplement.....	60
Consolidating Income Statement Supplement.....	62
Consolidating Statement of Retained Earnings Supplement.....	63
Consolidating Statement of Comprehensive Income Supplement.....	64
Consolidating Statement of Cash Flows Supplement.....	65
Dominion Transmission, Inc.	
Consolidating Balance Sheet.....	66
Consolidating Income Statement.....	68
Consolidating Statement of Retained Earnings.....	69
Consolidating Statement of Comprehensive Income.....	70
Consolidating Statement of Cash Flows.....	71
Dominion Exploration and Production, Inc.	
Consolidating Balance Sheet.....	72
Consolidating Income Statement.....	74
Consolidating Statement of Retained Earnings.....	75
Consolidating Statement of Comprehensive Income.....	76
Consolidating Statement of Cash Flows.....	77
CNG Power Company	
Consolidating Balance Sheet.....	78
Consolidating Income Statement.....	80
Consolidating Statement of Retained Earnings.....	81
Consolidating Statement of Comprehensive Income.....	82
Consolidating Statement of Cash Flows.....	83
CNG International Corporation	
Consolidating Balance Sheet.....	84
Consolidating Income Statement.....	86
Consolidating Statement of Retained Earnings.....	87
Consolidating Statement of Comprehensive Income.....	88
Consolidating Statement of Cash Flows.....	89
CNG Cayman One Ltd.	
Consolidating Income Statement.....	90
Consolidating Statement of Retained Earnings.....	91
Consolidating Statement of Comprehensive Income.....	92
Consolidating Statement of Cash Flows.....	93
CNG Cayman Three Ltd.	
Consolidating Income Statement.....	94
Consolidating Statement of Retained Earnings.....	95
Consolidating Statement of Comprehensive Income.....	96
Consolidating Statement of Cash Flows.....	97
Dominion Products and Services, Inc.	
Consolidating Balance Sheet.....	98
Consolidating Income Statement.....	100
Consolidating Statement of Retained Earnings.....	101
Consolidating Statement of Comprehensive Income.....	102
Consolidating Statement of Cash Flows.....	103
Dominion Capital, Inc.	
Consolidating Balance Sheet.....	104
Consolidating Income Statement.....	108
Consolidating Statement of Common Shareholders' Equity.....	110
Consolidating Statement of Comprehensive Income.....	112
Consolidating Statement of Cash Flows.....	114

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Dominion Energy, Inc.	
Consolidating Balance Sheet.....	116
Consolidating Income Statement.....	118
Consolidating Statement of Common Shareholders' Equity.....	119
Consolidating Statement of Comprehensive Income.....	120
Consolidating Statement of Cash Flows.....	121
Dominion Energy, Inc.- Domestic Power Generation	
Consolidating Balance Sheet.....	122
Consolidating Income Statement.....	126
Consolidating Statement of Common Shareholders' Equity.....	128
Consolidating Statement of Comprehensive Income.....	130
Consolidating Statement of Cash Flows.....	132
Dominion Kincaid, Inc.	
Consolidating Balance Sheet.....	134
Consolidating Income Statement.....	136
Consolidating Statement of Common Shareholders' Equity.....	137
Consolidating Statement of Comprehensive Income.....	138
Consolidating Statement of Cash Flows.....	139
Dominion Energy, Inc.- Foreign Power Generation	
Consolidating Balance Sheet.....	140
Consolidating Income Statement.....	142
Consolidating Statement of Common Shareholders' Equity.....	143
Consolidating Statement of Comprehensive Income.....	144
Consolidating Statement of Cash Flows.....	145
Dominion Energy, Inc.- Oil and Gas	
Consolidating Balance Sheet.....	146
Consolidating Income Statement.....	148
Consolidating Statement of Common Shareholders' Equity.....	149
Consolidating Statement of Comprehensive Income.....	150
Consolidating Statement of Cash Flows.....	151
Dominion Reserves, Inc.	
Consolidating Balance Sheet.....	152
Consolidating Income Statement.....	156
Consolidating Statement of Common Shareholders' Equity.....	158
Consolidating Statement of Comprehensive Income.....	160
Consolidating Statement of Cash Flows.....	162
Dominion Gas Processing MI, Inc.	
Consolidating Balance Sheet.....	164
Consolidating Income Statement.....	166
Consolidating Statement of Common Shareholders' Equity.....	167
Consolidating Statement of Comprehensive Income.....	168
Consolidating Statement of Cash Flows.....	169
Dominion San Juan, Inc.	
Consolidating Balance Sheet.....	170
Consolidating Income Statement.....	172
Consolidating Statement of Common Shareholders' Equity.....	173
Consolidating Statement of Comprehensive Income.....	174
Consolidating Statement of Cash Flows.....	175
Dominion Energy Canada Limited	
Consolidating Balance Sheet.....	176
Consolidating Income Statement.....	178
Consolidating Statement of Common Shareholders' Equity.....	179
Consolidating Statement of Comprehensive Income.....	180
Consolidating Statement of Cash Flows.....	181
Virginia Electric and Power Company	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Consolidating Balance Sheet.....	182
Consolidating Income Statement.....	184
Consolidating Statement of Common Shareholders' Equity.....	185
Consolidating Statement of Comprehensive Income.....	186
Consolidating Statement of Cash Flows.....	187
Virginia Power Services, Inc.	
Consolidating Balance Sheet.....	188
Consolidating Income Statement.....	190
Consolidating Statement of Common Shareholders' Equity.....	191
Consolidating Statement of Comprehensive Income.....	192
Consolidating Statement of Cash Flows.....	193

The Notes to the Consolidated Financial Statements appearing on pages 41 to 69 of Dominion Resources, Inc.'s Form 10-K, filed with the Securities and Exchange Commission (SEC) on March 20, 2001, and on pages 43 to 67 of Virginia Electric and Power Company's Form 10-K, filed with the SEC on March 16, 2001, and on pages 39 to 73 of Consolidated Natural Gas Company's Form 10-K filed with the SEC on March 16, 2001 are incorporated herein by reference.

30

DOMINION RESOURCES, INC.

CONSOLIDATING BALANCE SHEET  
As of December 31, 2000  
(Thousands)

	Dominion Consolidated	Consolidating Entries and Adjustments	Dominion	Virginia Power (Page 182)	CNG (Page 43)	Dominion Energy (Page 11)
Current assets:						
Cash and cash equivalents.....	\$ 360,036	\$ --	\$ 50,922	\$ 140,749	\$ 57,549	\$ 34,9
Accounts receivable:						
Customers (less allowance).....	1,871,648			1,133,802	737,720	
Other.....	485,939	(166,519)	6,756	117,416	275,668	139,4
Inventories:						
Materials and supplies.....	150,269			128,688	21,255	
Fossil fuel.....	101,972			101,972		
Gas stored--current portion.....	74,600				74,600	
Investment securities--trading.....	274,643					
Mortgage loans held for sale.....	103,956					
Commodity contract assets.....	1,057,628			1,046,569		11,0
Unrecovered gas costs...	263,418				263,418	
Broker margin deposits..	267,305			2,991	264,314	
Prepayments.....	172,672			18,665	154,007	
Net assets held for sale.....	72,854		15,696		57,158	
Other.....	608,237	(7,363)	32,877	141,989	220,126	147,5

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Total current assets...	5,865,177	(173,882)	106,251	2,832,841	2,125,815	333,0
Investments:						
Loans receivable, net...	675,600					
Investments in affiliates.....	391,634	(8,104,992)	7,848,303			215,0
Available for sale securities.....	291,630					
Nuclear decommissioning trust funds.....	851,453			851,453		
Investment in real estate.....	64,924					
Other.....	326,589	(9,712)	2,679	62,216		119,1
Total net investments..	2,601,830	(8,114,704)	7,850,982	913,669		334,2
Property, plant and equipment:						
Property, plant and equipment.....	28,011,326	(31,147)	(120,554)	16,949,522	9,336,102	1,742,2
Less accumulated depreciation, depletion and amortization.....	13,162,051	(14,074)	(8,644)	7,784,352	4,967,724	414,7
Property, plant and equipment, net.....	14,849,275	(17,073)	(111,910)	9,165,170	4,368,378	1,327,4
Deferred charges and other assets:						
Goodwill, net.....	3,501,841		3,449,118			2,9
Regulatory assets, net..	516,068		86,090	235,172	194,806	
Prepaid pension costs...	1,454,427		1,005,277	14,733	434,417	
Other, net.....	559,303	179	3,433	169,274	188,476	46,0
Total deferred charges and other assets.....	6,031,639	179	4,543,918	419,179	817,699	49,0
Total Assets.....	\$29,347,921	\$(8,305,480)	\$12,389,241	\$13,330,859	\$7,311,892	\$2,043,8

The Notes to the Consolidated Financial Statements are an integral part of this statement.

31

DOMINION RESOURCES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

Dominion Capital (Page 104)	Dominion Resources Services, Inc.	Dominion Telecom, Inc.	Dominion Generation, Inc.	Dominion Resources Capital Trust I, Inc.
-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Current assets:					
Cash and cash equivalents.....	\$ 43,197	\$ 20,480	\$ 11,111	\$--	\$ --
Accounts receivable:					
Customers (less allowance).....			126		
Other.....	6,239	102,140	3,193	1	
Inventories:					
Materials and supplies.....			326		
Fossil fuel.....					
Gas stored--current portion.....					
Investment securities--trading.....	274,643				
Mortgage loans held for sale.....	103,956				
Commodity contract assets.....					
Unrecovered gas costs... Broker margin deposits.. Prepayments.....					
Net assets held for sale.....					
Other.....	62,060	9,115	222		1,631
	-----	-----	-----	-----	-----
Total current assets...	490,095	131,735	14,978	1	1,631
	-----	-----	-----	-----	-----
Investments:					
Loans receivable, net...	675,600				
Investments in affiliates.....	175,505				257,732
Available for sale securities.....	291,630				
Nuclear decommissioning trust funds.....					
Investment in real estate.....	64,924				
Other.....	145,274	6,739	200		
	-----	-----	-----	-----	-----
Total net investments..	1,352,933	6,739	200		257,732
	-----	-----	-----	-----	-----
Property, plant and equipment:					
Property, plant and equipment.....	35,296	2,131	97,662	34	
Less accumulated depreciation, depletion and amortization.....	16,298		1,596	10	
	-----	-----	-----	-----	-----
Property, plant and equipment, net.....	18,998	2,131	96,066	24	
	-----	-----	-----	-----	-----
Deferred charges and other assets:					
Goodwill, net.....	49,796				
Regulatory assets, net.. Prepaid pension costs... Other, net.....	123,871	17,385	10,598		
	-----	-----	-----	-----	-----
Total deferred charges and other assets.....	173,667	17,385	10,598		

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Total Assets.....	\$2,035,693	\$157,990	\$121,842	\$ 25	\$259,363
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

32

DOMINION RESOURCES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Dominion Consolidated	Consolidating Entries and Adjustments	Dominion	Virginia Power (Page 183)	CNG (Page 44)	Dominion Energy (Page 44)
	-----	-----	-----	-----	-----	-----
Current liabilities:						
Securities due within one year.....	\$ 336,479	\$ --	\$ --	\$ 240,650	\$ --	\$ 6,829
Short-term debt.....	3,236,817		1,305,330	713,810	1,215,175	2,224,125
Accounts payable, trade.....	1,735,910	(190,139)	6,205	1,004,175	766,244	65,000
Accrued interest.....	194,568	(7,363)	63,117	93,851	23,594	4,000
Accrued payroll.....	127,327			88,308	7,095	
Accrued taxes.....	316,889		70,507	60,219	178,224	1,000
Commodity contract liabilities.....	1,020,463			993,352	26,866	
Other.....	623,345	22,082	26,884	155,169	337,100	65,000
Total current liabilities.....	7,591,799	(175,420)	1,472,043	3,349,534	2,554,298	146,000
Long term debt.....	10,101,281	(1,208,692)	3,420,230	3,561,674	1,721,329	1,157,000
Deferred credits and other liabilities:						
Deferred income taxes...	2,820,648		345,394	1,494,188	788,462	158,000
Deferred investment tax credits.....	147,156			129,580	17,576	
Other.....	799,873	(25,068)	159,310	302,849	264,675	30,000
Total deferred credits and other liabilities.....	3,767,677	(25,068)	504,704	1,926,617	1,070,713	188,000
Total Liabilities.....	21,460,756	(1,409,180)	5,396,977	8,837,825	5,346,340	1,492,000
Minority interest.....	884					
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....	385,000			135,000		
Preferred stock no subject to mandatory						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

redemption.....	509,014			509,014		
Common shareholders' equity:						
Common Stock.....	5,978,436	(4,580,237)	5,978,435	2,737,407	1,815,695	
Other paid in capital...	16,422	(1,373,000)	16,422	16,274	40,280	572
Accumulated other comprehensive income...	(30,882)	33,928	(30,883)		(1,471)	
Retained earnings.....	1,028,290	(976,991)	1,028,290	1,095,339	111,048	(22)
	-----	-----	-----	-----	-----	-----
Total common shareholders' equity..	6,992,267	(6,896,300)	6,992,264	3,849,020	1,965,552	550
	-----	-----	-----	-----	-----	-----
Total Liabilities and shareholders' equity...	\$29,347,921	\$(8,305,480)	\$12,389,241	\$13,330,859	\$7,311,892	\$2,043
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

33

DOMINION RESOURCES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Dominion Capital (Page 105)	Dominion Resources Services, Inc.	Dominion Telecom, Inc.	Dominion Generation, Inc.	Dominion Resources Capital Trust I, Inc.
	-----	-----	-----	-----	-----
Current liabilities:					
Securities due within one year.....	\$ 89,499	\$ --	\$ --	\$ --	\$ --
Short-term debt.....					
Accounts payable, trade.....	9,660	46,295	27,793	345	
Accrued interest.....	15,113				1,631
Accrued payroll.....	3,158	28,766			
Accrued taxes.....	2,270			82	
Commodity contract liabilities.....					
Other.....	4,652	9,431	1,550		
	-----	-----	-----	-----	-----
Total current liabilities.....	124,352	84,492	29,343	427	1,631
	-----	-----	-----	-----	-----
Long term debt.....	1,353,801	40,999	54,186		
	-----	-----	-----	-----	-----
Deferred credits and other liabilities:					
Deferred income taxes...	34,306			2	
Deferred investment tax credits.....					
Other.....	627	56,816	10,500		
	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Total deferred credits and other liabilities.....	34,933	56,816	10,500	2	
Total Liabilities.....	1,513,086	182,307	94,029	429	1,631
Minority interest.....					
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....					250,000
Preferred stock not subject to mandatory redemption.....					
Common shareholders' equity:					
Common Stock.....	8	1	19,187		7,732
Other paid in capital...	693,841		10,972		
Accumulated other comprehensive income...	(8,597)	(24,318)			
Retained earnings.....	(162,645)	0	(2,346)	(404)	
Total common shareholders' equity..	522,607	(24,317)	27,813	(404)	7,732
Total Liabilities and shareholders' equity...	\$2,035,693	\$157,990	\$121,842	\$ 25	\$259,363

The Notes to the Consolidated Financial Statements are an integral part of this statement.

34

DOMINION RESOURCES, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Consolidated	Consolidating Entries and Adjustments	Dominion	Virginia Power (Page 184)	CNG (Page 45)	Dominion Energy (Page 118)
Operating Revenue:						
Regulated sales.....						
Electric.....	\$4,492,022	\$ --	\$ --	\$4,492,022	\$ --	\$ --
Gas.....	1,374,092		(113,286)		1,487,378	
Nonregulated sales.....						
Electric.....	96,739	(3)				96,742
Gas.....	592,790	(13,502)			582,284	24,008
Gas transportation and storage.....	486,427	(393)	(2,116)		488,936	
Oil and gas production.....	855,850		48,272		485,219	322,359
Other.....	1,361,819	(903,996)	613,097	298,671	583,392	69,256



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Total.....	9,259,739	(917,894)	545,967	4,790,693	3,627,209	512,365
Expenses:						
Fuel, net.....	1,106,165			1,103,577		2,588
Purchased power capacity, net.....	740,108			740,108		
Purchased gas, net.....	1,452,875	(20,404)	(58,644)		1,531,923	
Liquids, capacity and other products purchased.....	299,866	(3,063)			302,929	
Restructuring and other acquisition related costs.....	459,266		(48,439)	71,226	260,976	567
Other operation and maintenance.....	2,011,718	(279,272)	16,746	956,720	539,327	218,083
Depreciation, depletion and amortization.....	1,176,215		47,283	557,513	413,899	121,820
Other taxes.....	485,339		(4,523)	275,194	184,011	19,678
Total.....	7,731,552	(302,739)	(47,577)	3,704,338	3,233,065	362,736
Income from						
Operations.....	1,528,187	(615,155)	593,544	1,086,355	394,144	149,629
Other Income.....	95,403	(56,839)	31,605	47,044	27,279	20,190
Income before interest and income taxes.....	1,623,590	(671,994)	625,149	1,133,399	421,423	169,819
Interest and related charges:						
Interest charges.....	957,784	(56,839)	308,861	285,118	150,572	72,641
Preferred dividends and distributions of subsidiary trusts.....	66,391			46,816		
Total.....	1,024,175	(56,839)	308,861	331,934	150,572	72,641
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....						
Income taxes.....	599,415	(615,155)	316,288	801,465	270,851	97,178
Minority interests.....	182,188		(119,310)	279,683	113,584	10,353
	2,386					2,127
Income before extraordinary item and cumulative effect of a change in accounting principle.....	414,841	(615,155)	435,598	521,782	157,267	84,698
Extraordinary item, net Cumulative effect of a change in accounting principle, net.....	(21,351)		(594)	(20,757)		
Net Income.....	\$ 436,192	\$ (615,155)	\$436,192	\$ 542,539	\$ 157,267	\$84,698

The Notes to the Consolidated Financial Statements are an integral part of this

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

statement.

35

DOMINION RESOURCES, INC.

CONSOLIDATING INCOME STATEMENT--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Capital Inc. (Page 108)	Dominion Resources Services, Inc.	Dominion Telecom, Inc.	Dominion Generation, Inc.	Dominion Resources Capital Trust I, Inc.	Dominion U.K. Holding, Inc.
Operating Revenue:						
Regulated sales.....						
Electric.....						
Gas.....						
Nonregulated sales.....						
Electric.....						
Gas.....						
Gas transportation and storage.....						
Oil and gas production.....						
Other.....	\$ 432,897	\$265,234	\$ 3,268	\$ --	\$ --	\$ --
Total.....	432,897	265,234	3,268			
Expenses:						
Fuel, net.....						
Purchased power capacity, net.....						
Purchased gas, net.....						
Liquids, capacity and other products purchased.....						
Restructuring and other acquisition related costs.....	192,388					(17,452)
Other operation and maintenance.....	298,282	256,614	4,410	150		658
Depreciation, depletion and amortization.....	33,712		442	8		1,538
Other taxes.....	5,082	5,836	61			
Total.....	529,464	262,450	4,913	158		(15,256)
Income from Operations.....	(96,567)	2,784	(1,645)	(158)		15,256
Other Income.....		(832)	(52)		19,575	7,433
Income before interest and income taxes.....	(96,567)	1,952	(1,697)	(158)	19,575	22,689
Interest and related						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

charges:						
Interest charges.....	192,178	1,952	895			2,406
Preferred dividends and distributions of subsidiary trusts.....					19,575	
Total.....	192,178	1,952	895		19,575	2,406
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	(288,745)		(2,592)	(158)		20,283
Income taxes.....	(100,198)		(949)	(55)		(920)
Minority interests.....	259					
Income before extraordinary item and cumulative effect of a change in accounting principle.....	(188,806)		(1,643)	(103)		21,203
Extraordinary item, net Cumulative effect of a change in accounting principle, net.....						
Net Income.....	\$ (188,806)	\$ --	\$ (1,643)	\$ (103)	\$ --	\$21,203

The Notes to the Consolidated Financial Statements are an integral part of this statement.

36

DOMINION RESOURCES, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Dominion Consolidated	Consolidating Entries and Adjustments	Dominion	Virginia Power (Page 185)	CNG	Dominion Energy (Page 1)
Balance at December 31, 1999.....	\$ 4,773,462	\$ (5,099,978)	\$ 4,757,827	\$3,742,352	\$ --	\$ 634,4
Issuance of stock--CNG acquisition.....	3,527,000		3,527,000			
Issuance of stock through public offering.....	354,000		354,000			
Issuance of stock through employee, executive loan and						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

direct stock purchase plans.....	195,000		195,000			
Stock repurchase and retirement.....	(1,641,000)		(1,641,000)			
Premium income equity securities.....	(21,000)		(21,000)			
Other common stock activity.....	3,288	(1,834,882)	3,287		1,815,695	
Comprehensive income...	420,236	(596,153)	420,236	542,539	155,796	81,8
Dividends and other adjustments.....	(618,719)	634,713	(603,086)	(435,871)	(5,939)	(165,7
Balance at December 31, 2000.....	\$ 6,992,267	\$ (6,896,300)	\$ 6,992,264	\$3,849,020	\$1,965,552	\$ 550,5

The Notes to the Consolidated Financial Statements are an integral part of this statement.

37

DOMINION RESOURCES, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY--(Continued)  
As of December 31, 2000  
(Thousands)

	Dominion Capital (Page 110)	Dominion Resources Services, Inc.	Dominion Telecom, Inc.	Dominion Generation, Inc.	Dominion Resources Capital Trust I, Inc.	Dominion U.K. Holding, Inc.
Balance at December 31, 1999.....	\$740,912	\$ --	\$ --	\$ (301)	\$7,732	\$ (9,488)
Issuance of stock--CNG acquisition.....						
Issuance of stock through public offering.....						
Issuance of stock through employee, executive loan and direct stock purchase plans.....						
Stock repurchase and retirement.....						
Premium income equity securities.....						
Other common stock activity.....		1	19,187			
Comprehensive income...	(182,247)	(24,318)	(1,643)	(103)		24,322
Dividends and other adjustments.....	(36,058)		10,269			(17,045)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Balance at December 31, 2000.....	\$522,607	\$(24,317)	\$27,813	\$(404)	\$7,732	\$(2,211)
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

38

DOMINION RESOURCES, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Consolidated	Consolidating Entries and Adjustments	Dominion	Virginia Power (Page 186)	CNG (Page 46)	Dominion (Page 1)
	-----	-----	-----	-----	-----	-----
Net Income.....	\$436,192	\$(615,155)	\$436,192	\$542,539	\$157,267	\$84,6
	-----	-----	-----	-----	-----	-----
Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....	6,558	(6,558)	6,558			
Less: reclassification adjustment for gains (losses) realized in net income.....	-----	-----	-----	-----	-----	-----
Unrealized gains (losses) on investment securities.....	6,558	(6,558)	6,558			
Foreign currency translation adjustment.....	1,804	(229)	1,804			(2,8
Minimum pension liability adjustment..	(24,318)	25,789	(24,318)		(1,471)	
	-----	-----	-----	-----	-----	-----
Other comprehensive income (Loss).....	(15,956)	19,002	(15,956)		(1,471)	(2,8
	-----	-----	-----	-----	-----	-----
Comprehensive Income....	\$420,236	\$(596,153)	\$420,236	\$542,539	\$155,796	\$81,8
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

39

DOMINION RESOURCES, INC.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Capital (Page 112)	Dominion Resources Services, Inc.	Dominion Telecom, Inc.	Dominion Generation, Inc.	Dominion Resources Capi Trust I, Inc
Net Income.....	\$ (188,806)	\$ --	\$ (1,643)	\$ (103)	\$ --
Other comprehensive income, net of tax:					
Unrealized holding gains (losses) on investment securities.....	6,558				
Less: reclassification adjustment for gains (losses) realized in net income.....					
Unrealized gains (losses) on investment securities.....	6,558				
Foreign currency translation adjustment.....					
Minimum pension liability adjustment..		(24,318)			
Other comprehensive income (Loss).....	6,558	(24,318)			
Comprehensive Income....	\$ (182,248)	\$ (24,318)	\$ (1,643)	\$ (103)	\$ --

The Notes to the Consolidated Financial Statements are an integral part of this statement.

40

DOMINION RESOURCES, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Consolidated	Consolidating Entries and Adjustments	Dominion	Virginia Power (Page 187)	CNG (Page 47)
Cash flows from (used					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

in) operating activities:					
Net income.....	\$ 436,192	\$ (615,155)	\$ 436,192	\$ 542,539	\$157,267
Adjustments to reconcile net income to net cash from operating activities:					
Cumulative effect of a change in accounting principle.....	(20,757)			(20,757)	
Restructuring and other acquisition related costs.....	124,075		(67,363)	57,679	133,759
DCI impairment losses..	292,171				
Extraordinary item, net.....					
Impairment of regulatory assets & other assets.....			(152,340)		152,340
Gains on sales of subsidiaries.....	(22,511)		163,317		(168,444)
Depreciation and amortization.....	1,267,697		58,385	637,087	413,902
Deferred income taxes..	21,597		24,257	27,198	17,174
Deferred fuel expense..	(32,578)			(32,578)	
Changes in current assets and liabilities:					
Accounts receivable....	(841,857)	134,800	29,535	(524,061)	(337,077)
Inventories.....	(61,999)			3,502	(70,506)
Unrecovered gas costs..	(216,998)				(216,998)
Purchase and origination of mortgages.....	(4,280,698)				
Proceeds from sale and principal collections of mortgages.....	4,295,336				
Accounts payable, trade.....	673,579	(150,221)	(2,416)	488,472	361,607
Accrued interest and taxes.....	139,016		112,159	4,913	34,345
Commodity contract assets and liabilities.....	(32,447)			(32,447)	
Net assets held for sale.....	(23,800)		(35,784)		11,984
Other.....	(372,022)	15,276	(483)	(81,802)	(332,620)
	-----	-----	-----	-----	-----
Net cash flows from operating activities...	1,343,996	(615,300)	565,459	1,069,745	156,733
	-----	-----	-----	-----	-----
Cash flow from (used in) investing activities:					
Plant construction and other property additions.....	(1,384,473)			(734,485)	(518,994)
Acquisition of exploration and production assets.....	(353,029)				(214,700)
Loan originations.....	(2,910,737)				
Repayments of loan originations.....	4,255,348				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Sale of businesses.....	835,655				676,190
Sale of marketable securities.....	136,994				
Purchase of debt securities.....	(235,125)				
Acquisition of businesses.....	(2,779,140)	90,400	(2,869,540)		
Other investments.....	(140,339)	60,000	(48,600)	(47,608)	
Other.....	(22,657)	(113,350)	130,121	269	3,500
	-----	-----	-----	-----	-----
Net cash flow used in investing activities...	(2,597,503)	37,050	(2,788,019)	(781,824)	(54,004)
	-----	-----	-----	-----	-----
Cash flow from (used in) financing activities:					
Issuance of common stock.....	531,597		531,596		
Repurchase of common stock.....	(1,641,520)		(1,641,520)		
Issuance (repayment) of short term debt.....	1,819,904	(611,150)	1,108,354	335,831	612,687
Issuance of long term debt.....	8,108,034		2,862,500	250,000	
Repayment of long term debt.....	(6,812,415)			(375,500)	(44,615)
Common dividend payments.....	(615,194)	1,339,800	(615,054)	(407,911)	(657,140)
Other.....	(56,533)	(48,600)		(11,337)	(46,515)
	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	1,333,873	680,050	2,245,876	(208,917)	(135,583)
	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	80,366	101,800	23,316	79,004	(32,854)
Cash and cash equivalents at beginning of the year..	279,670	(101,800)	27,606	61,745	90,403
	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 360,036	\$ --	\$ 50,922	\$ 140,749	\$ 57,549
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

41

DOMINION RESOURCES, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

Dominion Dominion Dominion Dominion Dominion Dominion  
Resources Resources Resources Resources Resources Resources



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Energy (Page 121)	Capital (Page 114)	Services, Inc.	Telecom, Inc.	Generation, Inc.	Capital Trust I, Inc. H
Cash flows from (used in) operating activities:						
Net income.....	\$ 84,698	\$ (188,806)	\$ --	\$ (1,643)	\$ (103)	\$--
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....						
Restructuring and other acquisition related costs.....						
DCI impairment losses..		292,171				
Extraordinary item, net.....						
Impairment of regulatory assets & other assets.....						
Gains on sales of subsidiaries.....	68					
Depreciation and amortization.....	121,821	35,005		442	8	
Deferred income taxes..	19,362	(64,600)	(1,759)	(36)		
Deferred fuel expense..						
Changes in current assets and liabilities:						
Accounts receivable....	(56,210)	9,217	(102,139)	479		
Inventories.....	4,778			227		
Unrecovered gas costs..						
Purchase and origination of mortgages.....						
		(4,280,698)				
Proceeds from sale and principal collections of mortgages.....						
		4,295,336				
Accounts payable, trade.....	(67,016)	(1,641)	46,296	9,344		
Accrued interest and taxes.....	(234)	(11,426)		(45)		
Commodity contract assets and liabilities.....						
Net assets held for sale.....						
Other.....	(9,744)	563	45,952	683	95	
<hr/>						
Net cash flows from operating activities...	97,523	85,121	(11,650)	9,451		
<hr/>						
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....						
	(64,966)		(2,131)	(63,897)		
Acquisition of						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

exploration and production assets.....	(138,329)						
Loan originations.....		(2,910,737)					
Repayments of loan originations.....		4,255,348					
Sale of businesses.....	83,554						
Sale of marketable securities.....		136,994					
Purchase of debt securities.....		(235,125)					
Acquisition of businesses.....							
Other investments.....	12,527	(116,658)					
Other.....	(9,841)	(36,319)	(6,739)				
	-----	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities...	(117,055)	1,093,503	(8,870)	(63,897)			
	-----	-----	-----	-----	-----	-----	-----
Cash flow from (used in) financing activities:							
Issuance of common stock.....				1			
Repurchase of common stock.....							
Issuance (repayment) of short term debt.....	399,191	(120,194)	40,999	54,186			
Issuance of long term debt.....		4,995,534					
Repayment of long term debt.....	(243,776)	(6,099,621)					
Common dividend payments.....	(163,863)	(36,737)					
Other.....	1,377	680					
	-----	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(7,071)	(1,260,338)	41,000	54,186			
	-----	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	(26,603)	(81,714)	20,480	(260)			
Cash and cash equivalents at beginning of the year..	61,555	124,911		11,371			
	-----	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 34,952	\$ 43,197	\$ 20,480	\$11,111	\$ --	\$--	\$
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

CONSOLIDATED NATURAL GAS COMPANY

RECLASSIFYING BALANCE SHEET

At December 31, 2000

(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Consolidated Natural Gas Company (As Consolidated with Dominion Resources, Inc.) (Page 31)	Reclassification Adjustments to Conform to Dominion Resources, Inc. Presentation	CNG and Subsidiaries (Page 48)
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents.....	\$ 57,549	\$ 1	\$ 57,548
Accounts receivable:			
Customers, less allowance....	737,720	(2,684)	740,404
Other.....	275,668	22,852	252,816
Receivables from affiliated companies.....		(20,165)	20,165
Inventories:			
Gas stored--current portion..	74,600	(1)	74,601
Materials and supplies.....	21,255	1	21,254
Unrecovered gas costs.....	263,418		263,418
Deferred income taxes--current (net).....			
Broker margin deposits.....	264,314		264,314
Prepayments.....	154,007		154,007
Other.....	220,126		220,126
Net assets held for sale.....	57,158		57,158
	-----	-----	-----
Total current assets.....	2,125,815	4	2,125,811
	-----	-----	-----
<b>Investments</b>			
Stocks of subsidiary companies, at equity-- consolidated.....			
Notes of subsidiary companies--consolidated.....			
Other.....		(79,851)	79,851
	-----	-----	-----
Total investments.....		(79,851)	79,851
	-----	-----	-----
<b>Property, Plant and Equipment</b>			
Property, plant and equipment.....	9,336,102	1	9,336,101
Less accumulated depreciation and amortization.....	4,967,724	2	4,967,722
	-----	-----	-----
Net property, plant and equipment.....	4,368,378	(1)	4,368,379
	-----	-----	-----
<b>Deferred Charges and Other Assets</b>			
Regulatory assets.....	194,806	(969)	195,775
Prepaid pension cost.....	434,417	(1)	434,418
Other.....	188,476	79,850	108,626
	-----	-----	-----
Total deferred charges and			

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

other assets.....	817,699	78,880	738,819
	-----	-----	-----
Total assets.....	\$7,311,892	\$ (968)	\$7,312,860
	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

43

CONSOLIDATED NATURAL GAS COMPANY

RECLASSIFYING BALANCE SHEET--(Continued)  
At December 31, 2000  
(Thousands)

	Consolidated Natural Gas Company (As Consolidated with Dominion Resources, Inc.) (Page 33)	Reclassification Adjustments to Conform to Dominion Resources, Inc. Presentation	CNG and Subsidiaries (Page 50)
	-----	-----	-----
LIABILITIES AND STOCKHOLDER'S EQUITY			
Current Liabilities			
Short-term debt.....	\$1,215,175	\$ --	\$1,215,175
Accounts payable, trade....	766,244	29,950	736,294
Estimated rate contingencies and refunds.....		(40,603)	40,603
Payables to affiliated companies.....		(29,948)	29,948
Customer deposits.....		(7,101)	7,101
Accrued interest.....	23,594		23,594
Accrued payroll.....	7,095		7,095
Accrued taxes.....	178,224	(2)	178,226
Deferred income taxes-- current (net).....		(86,571)	86,571
Commodity contract liabilities.....	26,866	26,866	
Other.....	337,100	107,412	229,688
	-----	-----	-----
Total current liabilities.....	2,554,298	3	2,554,295
	-----	-----	-----
Long-term Debt.....			
Debentures and notes.....	1,721,329		1,721,329
Notes payable to Registrant--consolidated...			
	-----	-----	-----
Total long-term debt.....	1,721,329		1,721,329
	-----	-----	-----
Deferred Credits and Other Liabilities.....	--		
Deferred income taxes.....	788,462		788,462
Deferred investment tax			

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

credits.....	17,576		17,576
Other.....	264,675	(971)	265,646
	-----	-----	-----
Total deferred credits and other liabilities.....	1,070,713	(971)	1,071,684
	-----	-----	-----
Total liabilities.....	5,346,340	(968)	5,347,308
Commitments and Contingencies.....			
Common Stockholder's Equity.....			
Common stock.....	1,815,695		1,815,695
Other capital.....	40,280		40,280
Retained earnings.....	111,048		111,048
Accumulated other comprehensive income.....	(1,471)		(1,471)
	-----	-----	-----
Total common stockholder's equity.....	1,965,552		1,965,552
	-----	-----	-----
Total liabilities and stockholder's equity.....	\$7,311,892	\$ (968)	\$7,312,860
	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

44

CONSOLIDATED NATURAL GAS COMPANY

RECLASSIFYING & ADJUSTING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Consolidated Natural Gas Company (As Consolidated with Dominion Resources, Inc.) (Page 35)	Reclassification Adjustments to Conform to Dominion Resources, Inc. Presentation	To Adjust for the Period January 1, 2000 to January 28, 2000 (Date of Acquisition by Dominion Resources, Inc.)	CNG and Subsidiaries (Page 52)
	-----	-----	-----	-----
Operating revenue and income:				
Regulated gas sales....	\$1,487,378	\$ 1	\$ (231,537)	\$1,718,914
Nonregulated gas sales.....	582,284	(54,083)	(39,072)	675,439
Gas transportation and storage.....	488,936	(6,081)	(55,897)	550,914
Oil and gas production.....	485,219	(6,995)	(39,302)	531,516
Other.....	583,392	84,130	(35,918)	535,180
	-----	-----	-----	-----
Total.....	3,627,209	16,972	(401,726)	4,011,963
	-----	-----	-----	-----
Expenses:				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Purchased gas.....	1,531,923	(1)	(172,916)	1,704,840
Liquids, capacity and other products purchased.....	302,929	455	(25,369)	327,843
Restructuring and other merger-related costs..	260,976		(9,294)	270,270
Operation and maintenance.....	539,327	675	(47,634)	586,286
Depreciation and amortization.....	413,899	(2)	(28,557)	442,458
Other taxes.....	184,011	1	(19,389)	203,399
	-----	-----	-----	-----
Total.....	3,233,065	1,128	(303,159)	3,535,096
	-----	-----	-----	-----
Income from operations..	394,144	15,844	(98,567)	476,867
	-----	-----	-----	-----
Other income and expense:				
Gain on sale of Virginia Natural Gas..		(163,317)		163,317
Loss on net assets held for sale.....		152,340		(152,340)
Equity in earnings of subsidiary companies-- consolidated.....				
Interest revenue from affiliated companies-- consolidated.....		(20)		20
Other.....	27,279	(4,851)	(1,809)	33,939
	-----	-----	-----	-----
Total other income and expense.....	27,279	(15,848)	(1,809)	44,936
	-----	-----	-----	-----
Income before interest and income taxes.....	421,423	(4)	(100,376)	521,803
Interest charges.....	150,572	120	(10,965)	161,417
	-----	-----	-----	-----
Income before income taxes.....	270,851	(124)	(89,411)	360,386
Income tax expense.....	113,584	(124)	(33,404)	147,112
	-----	-----	-----	-----
Income before cumulative effect of a change in accounting principle...	157,267		(56,007)	213,274
Cumulative effect of a change in accounting principle (net of income taxes).....			30,728	(30,728)
	-----	-----	-----	-----
Net income.....	\$ 157,267	\$ --	\$ (86,735)	\$ 244,002
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

For the Year Ended December 31, 2000  
(Thousands)

	Consolidated Natural Gas Company (As Consolidated with Dominion Resources, Inc.) (Page 39)	To Adjust for the period January 1, 2000 to January 28, 2000 (date of acquisition by Dominion Resources, Inc.)	CNG and Subsidiaries (Page 56)
Net income.....	\$157,267	\$ (86,735)	\$244,002
Other comprehensive income, net of tax:			
Foreign currency translation adjustment..		1,077	(1,077)
Less: reclassification adjustment for losses realized in net income..		(3,637)	3,637
Total foreign currency translation adjustment.....		(2,560)	2,560
Minimum pension liability adjustment.....	(1,471)	(1,281)	(190)
Other comprehensive income (loss).....	(1,471)	(3,841)	2,370
Comprehensive income.....	\$155,796	\$ (90,576)	\$246,372

The Notes to the Consolidated Financial Statements are an integral part of this statement.

46

CONSOLIDATED NATURAL GAS COMPANY

RECLASSIFYING & ADJUSTING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Consolidated Natural Gas Company (As Consolidated with Dominion Resources, Inc.) (Page 41)	Reclassification Adjustments to Conform to Dominion Resources, Inc. Presentation	To Adjust for the Period January 1, 2000 to January 28, 2000 (Date of Acquisition by Dominion Resources, Inc.)	Consolidated Nat Gas Company pe Consolidated Nat Gas Company Form 10-K (Page
Cash flows from (used in) operating				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

activities:				
Net income.....	\$ 157,267	\$ --	\$ (86,735)	\$ 244,002
Adjustments to reconcile net income to net cash from operating activities:				
Cumulative effect of a change in accounting principle.....			30,728	(30,728)
Restructuring and other acquisition related costs.....	133,759		(9,294)	143,053
Loss on net assets held for sale.....	152,340			152,340
Sale of Virginia Natural Gas.....		168,444		(168,444)
DCI impairment losses..				
Extraordinary item, net.....				
Impairment of regulatory assets.....				
Gains on sales of subsidiaries.....	(168,444)	(168,444)		
Depreciation and amortization.....	413,902	1	(28,557)	442,458
Pension cost (credit)-- net.....		138,171	10,364	(148,535)
Deferred income taxes..	17,174		(12,298)	29,472
Investment tax credit..		1,909	155	(2,064)
Deferred fuel expense..				
Changes in current assets and liabilities:				
Accounts receivable....	(337,077)		36,762	(373,839)
Inventories.....	(70,506)		(59,009)	(11,497)
Unrecovered gas costs..	(216,998)		8,346	(225,344)
Purchase and origination of mortgages.....				
Proceeds from sale and principal collections of mortgages.....				
Broker margin deposits.....		225,290	16,607	(241,897)
Prepayments.....		42,586	(14,310)	(28,276)
Other current assets...		80,104	(14,789)	(65,315)
Accounts payable, trade.....	361,607		59,087	302,520
Estimated rate contingencies and refunds.....		3,749	2,152	(5,901)
Accounts payable to customers.....		(923)	1,882	(959)
Accrued interest and taxes.....	34,345		(11,463)	45,808
Commodity contract assets and liabilities.....				
Other--net.....		(31,624)	(43,066)	74,690
Net assets held for sale.....	11,984		4,825	7,159
Changes in other assets				



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

and liabilities.....		(127,098)	(2,638)	129,736
Other.....	(332,620)	(332,165)	53	(508)
	-----	-----	-----	-----
Net cash flows from operating activities...	156,733		(111,198)	267,931
Cash flow from (used in) investing activities:				
Plant construction and other property additions.....	(518,994)		24,189	(543,183)
Acquisition of exploration and production assets.....	(214,700)		3,257	(217,957)
Loan originations.....				
Repayments of loan originations.....				
Proceeds from sale of Virginia Natural Gas, net of cash sold.....		(531,656)		531,656
Proceeds from sale of Argentine investments, net of cash sold.....		(144,534)		144,534
Sale of businesses.....	676,190	676,190		
Sale of marketable securities.....				
Purchase of debt securities.....				
Acquisition of businesses.....				
Other investments.....		5,541	1,647	(7,188)
Other.....	3,500	(5,541)	(352)	9,393
	-----	-----	-----	-----
Net cash flow used in investing activities...	(54,004)		28,741	(82,745)
Cash flow from (used in) financing activities:				
Issuance of common stock.....				
Repurchase of common stock.....				
Issuance (repayment) of short term debt.....	612,687		85,912	526,775
Issuance of long term debt.....				
Repayment of long term debt.....	(44,615)			(44,615)
Common dividend payments.....	(657,140)	46,515	34	(703,689)
Other.....	(46,515)	(46,515)		
	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(135,583)		85,946	(221,529)
Increase (decrease) in cash and cash equivalents.....	(32,854)		3,489	(36,343)
Cash and cash equivalents at beginning of the year..	90,403		(3,488)	93,891
	-----	-----	-----	-----
Cash and cash equivalents at end of				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

the year.....	\$ 57,549	\$ --	\$ 1	\$ 57,548
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

47

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING BALANCE SHEET  
At December 31, 2000  
(Thousands)

	CNG and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG	CNGSvc	Dominio Transmiss (Page 66)
	-----	-----	-----	-----	-----	-----
ASSETS						
Current Assets						
Cash and cash equivalents.....	\$ 57,548	\$ (203)	\$ 57,751	\$ 7	\$ 1,599	\$ 6
Accounts receivable:						
Customers, less allowance.....	740,404		740,404			64,6
Other.....	252,816		252,816	4,786	1,335	(1,2
Receivables from affiliated companies...	20,165	(2,426,697)	2,446,862	993,930	1,161,869	48,8
Inventories:						
Gas stored--current portion.....	74,601	(2,045)	76,646			
Materials and supplies.....	21,254		21,254			10,7
Unrecovered gas costs...	263,418		263,418			121,0
Deferred income taxes-- current (net).....		(82)	82			
Broker margin deposits..	264,314		264,314			
Prepayments.....	154,007	(3)	154,010	14,657	1,916	13,8
Other.....	220,126	6	220,120	62,023	(397)	69,8
Net assets held for sale.....	57,158	57,158				
Total current assets...	2,125,811	(2,371,866)	4,497,677	1,075,403	1,166,322	328,5
Investments						
Stocks of subsidiary companies, at equity-- consolidated.....		(2,460,646)	2,460,646	2,460,646		
Notes of subsidiary companies-- consolidated.....		(1,324,182)	1,324,182	1,324,182		
Other.....	79,851	(66,848)	146,699			28,7
Total investments.....	79,851	(3,851,676)	3,931,527	3,784,828		28,7
Property, Plant and Equipment						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Property, plant and equipment.....	9,336,101	(3,044)	9,339,145		40,116	2,188,5
Less accumulated depreciation and amortization.....	4,967,722	(28,335)	4,996,057		24,943	1,159,6
Net property, plant and equipment.....	4,368,379	25,291	4,343,088		15,173	1,028,8
Deferred Charges and Other Assets						
Regulatory assets.....	195,775	(46,418)	242,193			16,7
Prepaid pension cost....	434,418	(29,048)	463,466		28,658	113,6
Other.....	108,626	(2,729)	111,355	55,782	4,723	10,1
Total deferred charges and other assets.....	738,819	(78,195)	817,014	55,782	33,381	140,5
Total assets.....	\$7,312,860	\$(6,276,446)	\$13,589,306	\$4,916,013	\$1,214,876	\$1,526,6

The Notes to the Consolidated Financial Statements are an integral part of this statement.

48

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING BALANCE SHEET--(Continued)  
At December 31, 2000  
(Thousands)

	Dominion Peoples	Dominion Hope	Dominion E&P (Page 72)	Dominion Field Services	Dominion Retail	CNG Power (Page 78)	CNGI (Page 84)	Su
ASSETS								
Current Assets								
Cash and cash equivalents.....	\$ 3,844	\$ 4,701	\$ 5,382	\$ 23	\$ 176	\$ 3	\$ 203	
Accounts receivable:								
Customers, less allowance.....	95,374	52,797	4,865	3,818	13,709			
Other.....	6,455	(4,946)	166,290	76,366	57			
Receivables from affiliated companies...	4,783	1,834	12,167	40,608	22,710	9,133	138,161	
Inventories:								
Gas stored--current portion.....	6,456	7,718		1,382	32,090			
Materials and supplies.....	2,011	530	3,980	24				
Unrecovered gas costs...	76,477							
Deferred income taxes--current (net).....			82					
Broker margin deposits..			179,119	85,195				
Prepayments.....	7,021	2,425	1,865	17,638	6	1	3	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Other.....	17,153	(1,259)	21,331	39,842	12,045	2	(6)
Net assets held for sale.....							
Total current assets...	219,574	63,800	395,081	264,896	80,793	9,139	138,361
Investments							
Stocks of subsidiary companies, at equity-- consolidated.....							
Notes of subsidiary companies-- consolidated.....							
Other.....		1,125				1	66,848
Total investments.....		1,125				1	66,848
Property, Plant and Equipment							
Property, plant and equipment.....	695,289	199,227	4,556,708	30,515	8,557	5,845	816
Less accumulated depreciation and amortization.....	240,511	79,452	2,790,598	1,665	4,911	3,012	616
Net property, plant and equipment.....	454,778	119,775	1,766,110	28,850	3,646	2,833	200
Deferred Charges and Other Assets							
Regulatory assets.....	150,096	12,684					
Prepaid pension cost....	92,612	21,023			260		
Other.....	7,215	328	18,938	7,911	2,946		64
Total deferred charges and other assets.....	249,923	34,035	18,938	7,911	3,206		64
Total assets.....	\$924,275	\$218,735	\$2,180,129	\$301,657	\$87,645	\$11,973	\$205,473

The Notes to the Consolidated Financial Statements are an integral part of this statement.

49

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING BALANCE SHEET--(Continued)  
At December 31, 2000  
(Thousands)

	CNG and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG	CNGSvc	Dominion Transmi (Page
LIABILITIES AND						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

STOCKHOLDER'S EQUITY						
Current Liabilities						
Short-term debt.....	\$1,215,175	\$ --	\$ 1,215,175	\$1,215,175	\$ --	\$
Accounts payable, trade.....	736,294	(47)	736,341	1,587	7,452	24
Estimated rate contingencies and refunds.....	40,603		40,603			39
Payables to affiliated companies.....	29,948	(2,426,697)	2,456,645	3,781	1,145,377	41
Customer deposits.....	7,101		7,101			
Accrued interest.....	23,594		23,594	22,997		
Accrued payroll.....	7,095		7,095			1
Accrued taxes.....	178,226	(1,103)	179,329	17,789	385	38
Deferred income taxes-- current (net).....	86,571	(82)	86,653			32
Other.....	229,688	(2,632)	232,320	399	9,685	27
	-----	-----	-----	-----	-----	-----
Total current liabilities.....	2,554,295	(2,430,561)	4,984,856	1,261,728	1,162,899	205
	-----	-----	-----	-----	-----	-----
Long-term Debt						
Debentures and notes....	1,721,329		1,721,329	1,721,329		
Notes payable to Registrant-- consolidated.....		(1,324,182)	1,324,182			331
	-----	-----	-----	-----	-----	-----
Total long-term debt...	1,721,329	(1,324,182)	3,045,511	1,721,329		331
	-----	-----	-----	-----	-----	-----
Deferred Credits and Other Liabilities						
Deferred income taxes...	788,462	5,466	782,996	(7,354)	1,339	167
Deferred investment tax credits.....	17,576		17,576			
Other.....	265,646	(80,187)	345,833	14,958	51,132	30
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	1,071,684	(74,721)	1,146,405	7,604	52,471	197
	-----	-----	-----	-----	-----	-----
Total liabilities.....	5,347,308					
Commitments and Contingencies						
Common Stockholder's Equity						
Common stock.....	1,815,695	(1,835,358)	3,651,053	1,816,010	10	601
Other capital.....	40,280	17,986	22,294			2
Retained earnings.....	111,048	(631,551)	742,599	111,048		189
Accumulated other comprehensive income...	(1,471)	1,941	(3,412)	(1,706)	(504)	
	-----	-----	-----	-----	-----	-----
Total common stockholder's equity..	1,965,552	(2,446,982)	4,412,534	1,925,352	(494)	792
	-----	-----	-----	-----	-----	-----
Total liabilities and stockholder's equity..	\$7,312,860	\$(6,276,446)	\$13,589,306	\$4,916,013	\$1,214,876	\$1,526
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

## CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING BALANCE SHEET--(Continued)  
 At December 31, 2000  
 (Thousands)

	Dominion Peoples	Dominion Hope	Dominion E&P (Page 73)	Dominion Field Services	Dominion Retail	CNG Power (Page 79)	CNGI (Page 85)
LIABILITIES AND STOCKHOLDER'S EQUITY							
Current Liabilities							
Short-term debt.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Accounts payable, trade.....	74,062	26,341	213,689	110,444	39,790		47
Estimated rate contingencies and refunds.....	842	(24)					
Payables to affiliated companies.....	168,504	42,388	327,595	122,995	54,014	21	1,032
Customer deposits.....	2,143	399		26			
Accrued interest.....	94	18					
Accrued payroll.....	1,020	618			3		
Accrued taxes.....	(14,733)	2,716	3,290	1,254	709	925	1,103
Deferred income taxes-- current (net).....	31,827	25					
Other.....	14,677	2,348	22,616	26,433	1,880		102,635
Total current liabilities.....	278,436	74,829	567,190	261,152	96,396	946	104,817
Long-term Debt							
Debentures and notes....							
Notes payable to Registrant-- consolidated.....	130,083	36,456	515,225				15,000
Total long-term debt...	130,083	36,456	515,225				15,000
Deferred Credits and Other Liabilities							
Deferred income taxes...	167,478	20,552	276,266	(669)	(1,490)	797	(40,678)
Deferred investment tax credits.....	7,249	2,029					
Other.....	56,620	21,507	80,186	12,597	802		1,694
Total deferred credits and other liabilities.....	231,347	44,088	356,452	11,928	(688)	797	(38,984)
Total liabilities.....							
Commitments and Contingencies							
Common Stockholder's							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Equity							
Common stock.....	183,535	44,900	439,000	17,220	6,000	8,360	238,550
Other capital.....				45			
Retained earnings.....	101,127	18,527	302,262	11,312	(14,063)	1,870	(113,910)
Accumulated other comprehensive income...	(253)	(65)					
	-----	-----	-----	-----	-----	-----	-----
Total common stockholder's equity..	284,409	63,362	741,262	28,577	(8,063)	10,230	124,640
	-----	-----	-----	-----	-----	-----	-----
Total liabilities and stockholder's equity..	\$924,275	\$218,735	\$2,180,129	\$301,657	\$87,645	\$11,973	\$205,473
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

51

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	CNG and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG	CNGSvc	Dominion Transmission (Page 68)	E
	-----	-----	-----	-----	-----	-----	-----
Operating revenue and income:							
Regulated gas sales....	\$1,718,914	\$ (334)	\$1,719,248	\$	\$	\$	\$
Nonregulated gas sales.....	675,439	(89,566)	765,005				
Gas transportation and storage.....	550,914	(113,553)	664,467			441,078	
Oil and gas production.....	531,516	(106,132)	637,648			40,930	
Other.....	535,180	(209,885)	745,065		183,893	86,143	
	-----	-----	-----	-----	-----	-----	-----
Total.....	4,011,963	(519,470)	4,531,433		183,893	568,151	
	-----	-----	-----	-----	-----	-----	-----
Expenses:							
Purchased gas.....	1,704,840	(302,341)	2,007,181			14,866	
Liquids, capacity and other products purchased.....	327,843	(9,240)	337,083			61,430	
Restructuring and other merger-related costs..	270,270	6,279	263,991	13,121	72,734	20,147	
Operation and maintenance.....	586,286	(217,120)	803,406	49,218	101,725	156,531	
Depreciation and amortization.....	442,458	(2,610)	445,068		7,504	62,410	
Other taxes.....	203,399		203,399	(145)	4,198	29,090	
	-----	-----	-----	-----	-----	-----	-----
Total.....	3,535,096	(525,032)	4,060,128	62,194	186,161	344,474	
	-----	-----	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Income from operations..	476,867	5,562	471,305	(62,194)	(2,268)	223,677
Other income and expense:						
Gain on sale of Virginia Natural Gas..	163,317		163,317	163,317		
Loss on net assets held for sale.....	(152,340)		(152,340)			
Equity in earnings of subsidiary companies--consolidated.....		(212,413)	212,413	212,413		
Interest revenue from affiliated companies--consolidated.....	20	(150,599)	150,619	144,346	1,368	1,681
Other.....	33,939	(2,877)	36,816	6,625	(289)	3,178
Total other income and expense.....	44,936	(365,889)	410,825	526,701	1,079	4,859
Income before interest and income taxes.....	521,803	(360,327)	882,130	464,507	(1,189)	228,536
Interest charges.....	161,417	(153,620)	315,037	174,011	1,890	23,915
Income before income taxes.....	360,386	(206,707)	567,093	290,496	(3,079)	204,621
Income tax expense.....	147,112	947	146,165	46,494		77,467
Income before cumulative effect of a change in accounting principle...	213,274	(207,654)	420,928	244,002	(3,079)	127,154
Cumulative effect of a change in accounting principle (net of income taxes).....	(30,728)	3,079	(33,807)		(3,079)	(6,212)
Net income.....	\$ 244,002	\$ (210,733)	\$ 454,735	\$ 244,002	\$	\$ 133,366

The Notes to the Consolidated Financial Statements are an integral part of this statement.

52

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING INCOME STATEMENT--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	VNG	Dominion Hope	Dominion E&P (Page 74)	Dominion Field Services	Dominion Retail	CNG Power (Page 80)	CNGI (Page 86)
Operating revenue and income:							
Regulated gas sales....	\$147,341	\$111,812	\$ --	\$ --	\$ --	\$ --	\$ --



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Nonregulated gas sales.....				617,195	147,810		
Gas transportation and storage.....	2,517	5,782	398	168			
Oil and gas production.....			596,718				
Other.....	4,950	5,851	381,641	11,984	25,434	3,627	102
Total.....	154,808	123,445	978,757	629,347	173,244	3,627	102
Expenses:							
Purchased gas.....	78,221	63,013	81,254	605,157	144,814		
Liquids, capacity and other products purchased.....			251,729	284	18,915	2,085	
Restructuring and other merger-related costs..	1,960	2,953	80,775	7	1,643		3,110
Operation and maintenance.....	34,640	29,721	108,162	16,556	12,383	361	5,225
Depreciation and amortization.....	12,044	6,118	288,084	530	1,739	207	134
Other taxes.....	7,716	10,089	14,604	81	1,223	64	192
Total.....	134,581	111,894	824,608	622,615	180,717	2,717	8,661
Income from operations..	20,227	11,551	154,149	6,732	(7,473)	910	(8,559)
Other income and expense:							
Gain on sale of Virginia Natural Gas..							
Loss on net assets held for sale.....							(152,340)
Equity in earnings of subsidiary companies--consolidated.....							
Interest revenue from affiliated companies--consolidated.....	95		150	7	43	472	2,008
Other.....	(38)	424	1,677	1,490	145	69	3,120
Total other income and expense.....	57	424	1,827	1,497	188	541	(147,212)
Income before interest and income taxes.....	20,284	11,975	155,976	8,229	(7,285)	1,451	(155,771)
Interest charges.....	6,906	4,197	42,101	3,347	719		1,743
Income before income taxes.....	13,378	7,778	113,875	4,882	(8,004)	1,451	(157,514)
Income tax expense.....	5,699	3,513	32,831	1,858	(2,772)	406	(53,796)
Income before cumulative effect of a change in accounting principle...	7,679	4,265	81,044	3,024	(5,232)	1,045	(103,718)
Cumulative effect of a change in accounting principle (net of income taxes).....	(186)	(1,696)	(162)	(2)	(14)		(6)
Net income.....	\$ 7,865	\$ 5,961	\$81,206	\$ 3,026	\$ (5,218)	\$1,045	\$ (103,712)

The Notes to the Consolidated Financial Statements are an integral part of this statement.

53

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING STATEMENT OF RETAINED EARNINGS

For the Year Ended December 31, 2000

(Thousands)

	CNG and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG	CNGSvc	Dominion Transmission (Page 69)
Retained Earnings						
Balance at December 31, 1999.....	\$1,549,505	\$(540,118)	\$2,089,623	\$1,549,505	\$--	\$119,222
Net income for the period January 1 through January 27, 2000.....	86,654	(96,288)	182,942	86,654		21,411
Total.....	1,636,159	(636,406)	2,272,565	1,636,159		140,633
Merger of Parent Company with Dominion Resources, Inc.....	(1,636,159)		(1,636,159)	(1,636,159)		
Balance at January 28, 2000.....		(636,406)	636,406			140,633
Net income for the period January 28 through December 31, 2000.....	157,348	(114,445)	271,793	157,348		111,955
Dividends declared on common stock--cash.....	(46,300)	112,502	(158,802)	(46,300)		(63,065)
Sale of Virginia Natural Gas by Parent Company..		6,798	(6,798)			
Balance at December 31, 2000.....	\$ 111,048	\$(631,551)	\$ 742,599	\$ 111,048	\$--	\$189,523

The Notes to the Consolidated Financial Statements are an integral part of this statement.

54

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING STATEMENT OF RETAINED EARNINGS--(Continued)

For the Year Ended December 31, 2000

(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	VNG	Dominion Hope	Dominion E&P (Page 75)	Dominion Field Services	Dominion Retail	CNG Power (Page 81)	CNGI (Page 87)	Sub
Retained Earnings								
Balance at December 31, 1999.....	\$2,437	\$12,566	\$240,256	\$ 8,286	\$ (8,845)	\$ 825	\$ (10,198)	\$
Net income for the period January 1 through January 27, 2000.....	5,761	5,042	6,924	752	1,251	173	(267)	
Total.....	8,198	17,608	247,180	9,038	(7,594)	998	(10,465)	
Merger of Parent Company with Dominion Resources, Inc. ....								
Balance at January 28, 2000.....	8,198	17,608	247,180	9,038	(7,594)	998	(10,465)	
Net income for the period January 28 through December 31, 2000.....	2,104	919	74,282	2,274	(6,469)	872	(103,445)	
Dividends declared on common stock--cash....	(3,504)		(19,200)					
Sale of Virginia Natural Gas by Parent Company..	(6,798)							
Balance at December 31, 2000.....	\$ --	\$18,527	\$302,262	\$11,312	\$ (14,063)	\$1,870	\$ (113,910)	\$

The Notes to the Consolidated Financial Statements are an integral part of this statement.

55

CONSOLIDATED NATURAL GAS COMPANY  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	CNG and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG	CNGSvc	Dominion Transmission (Page 70)	Dominion East Ohio
Net income.....	\$244,002	\$ (210,733)	\$454,735	\$244,002	\$	\$133,366	\$37,520
Other comprehensive income, net of tax:							
Foreign currency translation adjustment.....	(1,077)	1,077	(2,154)	(1,077)			

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Less: reclassification adjustment for losses realized in net income.....	3,637	(3,637)	7,274	3,637			
Total foreign currency translation adjustment.....	2,560	(2,560)	5,120	2,560			
Minimum pension liability adjustment..	(190)	(119)	(71)	(190)	30	(76)	6
Other comprehensive income (loss).....	2,370	(2,679)	5,049	2,370	30	(76)	6
Comprehensive income....	\$246,372	\$(213,412)	\$459,784	\$246,372	\$30	\$133,290	\$37,58

The Notes to the Consolidated Financial Statements are an integral part of this statement.

56

CONSOLIDATED NATURAL GAS COMPANY  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	VNG	Dominion Hope	Dominion E&P (Page 76)	Dominion Field Services	Dominion Retail	CNG Power (Page 82)	CNGI (Page 88)	Othe Subsidi (Page
Net income.....	\$7,865	\$5,961	\$81,206	\$3,026	\$(5,218)	\$1,045	\$(103,712)	\$3,0
Other comprehensive income, net of tax:								
Foreign currency translation adjustment.....							(1,077)	
Less: reclassification adjustment for losses realized in net income.....							3,637	
Total foreign currency translation adjustment.....							2,560	
Minimum pension liability adjustment..		19						
Other comprehensive income (loss).....		19					2,560	
Comprehensive income....	\$7,865	\$5,980	\$81,206	\$3,026	\$(5,218)	\$1,045	\$(101,152)	\$3,0

The Notes to the Consolidated Financial Statements are in integral part of this statement.

57

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	CNG and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG	CNGSvc	Dominion Transmissi (Page 71)
Cash Flows From (Used In) Operating Activities						
Net income.....	\$ 244,002	\$ (210,733)	\$ 454,735	\$ 244,002	\$ --	\$ 133,366
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....	(30,728)	3,079	(33,807)		(3,079)	(6,212)
Restructuring and other merger-related costs.....	143,053	(1,423)	144,476	574	23,588	14,807
Loss on net assets held for sale.....	152,340		152,340			
Sale of Virginia Natural Gas.....	(168,444)		(168,444)	(168,444)		
Depreciation and amortization.....	442,458	(2,610)	445,068		7,504	62,410
Pension cost (credit)--net.....	(148,535)	13	(148,548)	978	(7,990)	(38,014)
Deferred income taxes--net.....	29,472	956	28,516	(6,320)	70	8,765
Investment tax credit.....	(2,064)		(2,064)			
Changes in current assets and current liabilities:						
Accounts receivable..	(399,742)	(665)	(399,077)	(4,749)	(484)	(16,882)
Receivables from affiliated companies.....	25,903	21,880	4,023	(5,056)	21,032	(6,832)
Inventories.....	(11,497)		(11,497)			(1,656)
Unrecovered gas costs.....	(225,344)		(225,344)			(101,212)
Broker margin deposits.....	(241,897)		(241,897)			
Prepayments.....	(28,276)	(3)	(28,273)	56	(60)	2,032
Other current						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

assets.....	(65,315)	(7)	(65,308)	(6,450)	424	(23,200)
Accounts payable, trade.....	336,010	195	335,815	1,433	(2,834)	2,199
Payables to affiliated companies.....	(33,490)	(23,888)	(9,602)	(24,783)	4,665	12,053
Estimated rate contingencies and refunds.....	(5,901)		(5,901)			7,097
Amounts payable to customers.....	(959)		(959)			
Accrued expenses.....	45,808	(1,616)	47,424	11,890	(330)	4,838
Other--net.....	74,690	(1,827)	76,517	(2,531)	6,212	5,257
Net assets held for sale.....	7,159	7,159				
Changes in other assets and other liabilities.....	129,736	(147,660)	277,396	(47)	(23,037)	158,121
Excess of equity in earnings of subsidiary companies over their cash dividends paid-- consolidated.....		24,606	(24,606)	(24,606)		
Other--net.....	(508)		(508)	29		(311)
	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) operating activities.....	267,931	(332,544)	600,475	15,976	25,681	216,626
	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In) Investing Activities						
Plant construction and other property additions:						
Acquisition of exploration and production assets....	(217,957)		(217,957)			
Other.....	(543,183)		(543,183)		926	(63,620)
Proceeds from sale of Virginia Natural Gas, net of cash sold.....	531,656	231	531,425	532,021		
Proceeds from sale of Argentine investments, net of cash sold.....	144,534	144,534				
Cost of other investments.....	(7,188)		(7,188)			(925)
Intrasystem long-term financing--net.....		(34,574)	34,574	34,574		
Intrasystem money pool investments--net.....		1,054,568	(1,054,568)	(360,992)	(548,696)	(14,048)
Property transfers to (from) affiliates.....					(2,265)	86
Other.....	9,393	45	9,348	(45)	1,222	217
	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) investing activities.....	(82,745)	1,164,804	(1,247,549)	205,558	(548,813)	(78,290)
	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In ) Financing						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Activities					
Repayments of long-term debt.....	(44,615)		(44,615)	(44,615)	
Issuance (repayment) of short-term debt.....	526,775		526,775	526,775	
Dividends paid--					
Registrant.....	(703,655)		(703,655)	(703,655)	
Intrasystem long-term financing-net.....		34,574	(34,574)		(23,672)
Intrasystem money pool borrowings (repayments)--net.....		(1,054,568)	1,054,568		486,174
Dividends paid-- subsidiary companies-- consolidated.....		187,807	(187,807)		
Purchase of treasury stock.....	(34)		(34)	(34)	
Other.....		(45)	45		
	-----	-----	-----	-----	-----
Net cash flows from (used in) financing activities.....	(221,529)	(832,232)	610,703	(221,529)	462,502
	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	(36,343)	28	(36,371)	5	(60,630)
Cash and cash equivalents at beginning of year.....	93,891	(231)	94,122	2	62,229
	-----	-----	-----	-----	-----
Cash and cash equivalents at end of year.....	\$ 57,548	\$ (203)	\$ 57,751	\$ 7	\$ 1,599
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

58

CONSOLIDATED NATURAL GAS COMPANY  
CONSOLIDATING STATEMENT OF CASH FLOWS--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	VNG	HGI	Dominion E&P (Page 77)	Dominion Field Services	Dominion Retail	CNG Power (Page 83)	CNGI (Page 89)
	-----	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In) Operating Activities							
Net income.....	\$ 7,865	\$ 5,961	\$ 81,206	\$ 3,026	\$ (5,218)	\$ 1,045	\$ (103,712)
Adjustments to reconcile net income to net cash from operating activities:							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Cumulative effect of a change in accounting principle.....	(186)	(1,696)	(162)	(2)	(14)		(6)
Restructuring and other merger-related costs..	1,960	2,312	43,485	19	1,262	9	1,423
Loss on net assets held for sale.....							152,340
Sale of Virginia Natural Gas.....							
Depreciation and amortization.....	12,044	6,118	288,084	530	1,739	207	134
Pension cost (credit)--net.....	3,030	(8,220)	(5,682)		(634)		(13)
Deferred income taxes--net.....	1,536	3,962	25,760	171	(539)	33	(48,261)
Investment tax credit..	(116)	(137)					
Changes in current assets and current liabilities:							
Accounts receivable...	25,663	(19,171)	(72,565)	(26,662)	(6,712)	1,862	665
Receivables from affiliated companies.....	3,950	(331)	(8,330)	12,579	(12,156)	182	(1,127)
Inventories.....	(22,307)	(356)	(1,047)	(1,406)	(14,310)	36	
Unrecovered gas costs.....							
Broker margin deposits.....			(162,161)	(79,736)			
Prepayments.....	113	(357)	(122)	(17,638)	62	(1)	3
Other current assets..	269	3,584	(5,156)	(22,652)	(8,761)		7
Accounts payable, trade.....	3,891	12,355	51,620	47,957	32,029	(381)	(195)
Payables to affiliated companies.....	1,199	7,844	7,142	(56,374)	8,808	(96)	613
Estimated rate contingencies and refunds.....	(1,590)	(48)					
Amounts payable to customers.....	2,996						
Accrued expenses.....	5,012	208	291	770	288	(10)	529
Other--net.....	(48)	(47)	16,680	38,127	1,507		1,817
Net assets held for sale.....							
Changes in other assets and other liabilities.....	(1,868)	2,384	427	2,439	(3,127)	(67)	147,661
Excess of equity in earnings of subsidiary companies over their cash dividends paid--consolidated.....							
Other--net.....	14						
Net cash flows from (used in) operating activities.....	43,427	14,365	259,470	(98,852)	(5,776)	2,819	151,878
Cash Flows From (Used In) Investing Activities							
Plant construction and other property							



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

additions:							
Acquisition of exploration and production assets.....			(217,957)				3
Other.....	(15,752)	(9,950)	(352,077)	(919)	(1,332)		
Proceeds from sale of Virginia Natural Gas, net of cash sold.....	(596)						
Proceeds from sale of Argentine investments, net of cash sold.....							
Cost of other investments.....						679	(6,059)
Intrasystem long-term financing--net.....							
Intrasystem money pool investments--net.....			12,290			(3,496)	(137,030)
Property transfers to (from) affiliates.....		(41)	(46)				
Other.....	3,194	(550)	5,578	(3,576)	(1)		
	-----	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) investing activities.....	(13,154)	(10,541)	(552,212)	(4,495)	(1,333)	(2,817)	(143,086)
	-----	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In ) Financing Activities							
Repayments of long-term debt.....							
Issuance (repayment) of short-term debt.....							
Dividends paid-- Registrant.....							
Intrasystem long-term financing--net.....		(474)	(4,450)	3,550			
Intrasystem money pool borrowings (repayments)--net.....	(27,000)	(786)	305,803	103,771	7,281		(9,835)
Dividends paid-- subsidiary companies-- consolidated.....	(3,504)	(800)	(19,200)	(4,000)			
Purchase of treasury stock.....							
Other.....				45			
	-----	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) financing activities.....	(30,504)	(2,060)	282,153	103,366	7,281		(9,835)
	-----	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	(231)	1,764	(10,589)	19	172	2	(1,043)
Cash and cash equivalents at beginning of year.....	231	2,937	15,971	4	4	1	1,246
	-----	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of year.....	\$ --	\$ 4,701	\$ 5,382	\$ 23	\$ 176	\$ 3	\$ 203
	=====	=====	=====	=====	=====	=====	=====

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

59

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING BALANCE SHEET SUPPLEMENT

At December 31, 2000

(Thousands)

	Other Subsidiaries Total	Dominion P&S (Page 98)	CNG Main Pass	CNG Oil Gathering	CNGPSC	LNG	CNG Coal	CNG Research Fin
ASSETS								
Current Assets								
Cash and cash equivalents.....	\$ 75	\$ 28	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1	\$ 3
Accounts receivable:								
Customers, less allowance.....	1,139	1,139						
Other.....	58						58	
Receivables from affiliated companies...	10,763	3,241			2,637	669	4,146	70
Inventories:								
Gas stored--current portion.....								
Materials and supplies.....								
Unrecovered gas costs...								
Deferred income taxes--current (net).....								
Broker margin deposits..								
Prepayments.....	17	1	5	10			1	
Other.....	79						1	78
Net assets held for sale.....								
Total current assets..	12,131	4,409	6	11	2,638	672	4,283	73
Investments								
Stocks of subsidiary companies, at equity--consolidated.....								
Notes of subsidiary companies--consolidated.....								
Other.....	49,244		32,807	16,437				
Total investments.....	49,244		32,807	16,437				
Property, Plant and Equipment								
Property, plant and equipment.....								
Less accumulated								

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

depreciation and amortization.....								
Net property, plant and equipment.....								
Deferred Charges and Other Assets								
Regulatory assets.....								
Prepaid pension cost....								
Other.....	3,937				184		3,740	13
	-----	-----	-----	-----	-----	-----	-----	-----
Total deferred charges and other assets.....	3,937				184		3,740	13
	-----	-----	-----	-----	-----	-----	-----	-----
Total assets.....	\$65,312	\$4,409	\$32,813	\$16,448	\$2,822	\$672	\$8,023	\$86
	=====	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

60

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING BALANCE SHEET SUPPLEMENT--(Continued)  
At December 31, 2000  
(Thousands)

	Other Subsidiaries Total	Dominion P&S (Page 99)	CNG Main Pass	CNG Oil Gathering	CNGPSC	LNG	CNG Coal	R
	-----	-----	-----	-----	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDER'S EQUITY								
Current Liabilities								
Short-term debt.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Accounts payable, trade.....	2,576	451			2,125			
Estimated rate contingencies and refunds.....								
Payables to affiliated companies.....	36,220	610	24,532	8,769	2,309			
Customer deposits.....								
Accrued interest.....								
Accrued payroll.....								
Accrued taxes.....	999	665	(360)	(15)	246	(99)	551	
Deferred income taxes-- current (net).....								
Other.....	2,132	1,838			293	1		
	-----	-----	-----	-----	-----	-----	-----	-----
Total current liabilities.....	41,927	3,564	24,172	8,754	4,973	(98)	551	
	-----	-----	-----	-----	-----	-----	-----	-----
Long-term Debt								
Debentures and notes....								
Notes payable to								

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Registrant-- consolidated.....								
Total long-term debt...								
Deferred Credits and Other Liabilities								
Deferred income taxes...	8,187	(1,121)	5,872	2,699	174			563
Deferred investment tax credits.....								
Other.....	208	208						
	-----	-----	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	8,395	(913)	5,872	2,699	174			563
	-----	-----	-----	-----	-----	-----	-----	-----
Commitments and Contingencies								
Common Stockholder's Equity								
Common stock.....	58,500	3,990			15,520	1,000		22,360
Other capital.....	20		10	10				
Retained earnings.....	(43,530)	(2,232)	2,759	4,985	(17,845)	(230)		(15,451)
Accumulated other comprehensive income...								
	-----	-----	-----	-----	-----	-----	-----	-----
Total common stockholder's equity..	14,990	1,758	2,769	4,995	(2,325)	770		6,909
	-----	-----	-----	-----	-----	-----	-----	-----
Total liabilities and stockholder's equity..	\$ 65,312	\$ 4,409	\$32,813	\$16,448	\$ 2,822	\$ 672		\$ 8,023
	=====	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

61

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING INCOME STATEMENT SUPPLEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Other Subsidiaries Total	Dominion P&S (Page 100)	CNG Main Pass	CNG Oil Gathering	CNGPSC	LNG	CNG Coal	CNG Research
	-----	-----	-----	-----	-----	-----	-----	-----
Operating revenue and income:								
Regulated gas sales....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$--
Nonregulated gas sales.....								
Gas transportation and storage.....								
Oil and gas production.....								
Other.....	12,547	9,907			2,640			
	-----	-----	-----	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Total.....	12,547	9,907			2,640			
Expenses:								
Purchased gas.....								
Liquids, capacity and other products purchased.....	2,640				2,640			
Restructuring and other merger-related costs..								
Operation and maintenance.....	7,578	7,425	25	70	42	2	11	2
Depreciation and amortization.....								
Other taxes.....	(127)	16					(143)	
Total.....	10,091	7,441	25	70	2,682	2	(132)	2
Income from operations..	2,456	2,466	(25)	(70)	(42)	(2)	132	(2)
Other income and expense:								
Gain on sale of Virginia Natural Gas..								
Loss on net assets held for sale.....								
Equity in earnings of subsidiary companies-- consolidated.....								
Interest revenue from affiliated companies-- consolidated.....	449	132				60	253	4
Other.....	5,084	17	1,418	2,899	540		210	
Total other income and expense.....	5,533	149	1,418	2,899	540	60	463	4
Income before interest and income taxes.....	7,989	2,615	1,393	2,829	498	58	595	2
Interest charges.....	2,545		1,734	682	129			
Income before income taxes.....	5,444	2,615	(341)	2,147	369	58	595	2
Income tax expense.....	2,438	916	(108)	758	27	290	555	
Income before cumulative effect of a change in accounting principle...	3,006	1,699	(233)	1,389	342	(232)	40	2
Cumulative effect of a change in accounting principle (net of income taxes).....								
Net income.....	\$ 3,006	\$1,699	\$ (233)	\$1,389	\$ 342	\$ (232)	\$ 40	\$ 2

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING STATEMENT OF RETAINED EARNINGS SUPPLEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Other Subsidiaries Total	Dominion P&S (Page 101)	CNG Main Pass	CNG Oil Gathering	CNGPSC	LNG	CNG Coal	R
	-----	-----	-----	-----	-----	-----	-----	-----
Retained Earnings								
Balance at December 31, 1999.....	\$ (46,536)	\$ (3,931)	\$2,992	\$3,596	\$ (18,187)	\$ 2	\$ (15,491)	\$
Net income for the period January 1 through January 27, 2000.....	264	58	51	158		(17)	14	
Total.....	(46,272)	(3,873)	3,043	3,754	(18,187)	(15)	(15,477)	
Merger of Parent Company with Dominion Resources, Inc.....	-----	-----	-----	-----	-----	-----	-----	-----
Balance at January 28, 2000.....	(46,272)	(3,873)	3,043	3,754	(18,187)	(15)	(15,477)	
Net income for the period January 28 through December 31, 2000.....	2,742	1,641	(284)	1,231	342	(215)	26	
Dividends declared on common stock--cash.....								
Sale of Virginia Natural Gas by Parent Company..	-----	-----	-----	-----	-----	-----	-----	-----
Balance at December 31, 2000.....	\$ (43,530)	\$ (2,232)	\$2,759	\$4,985	\$ (17,845)	\$ (230)	\$ (15,451)	\$
	=====	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

63

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME SUPPLEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Other Subsidiaries Total	Dominion P&S (Page 102)	CNG Main Pass	CNG Oil Gathering	CNGPSC	LNG	CNG Coal	CNG Research F
	-----	-----	-----	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Net income.....	\$3,006	\$1,699	\$ (233)	\$1,389	\$342	\$ (232)	\$40	\$ 2
Other comprehensive income, net of tax:								
Foreign currency translation adjustment.....								
Less: reclassification adjustment for losses realized in net income.....								
	-----	-----	-----	-----	-----	-----	-----	-----
Total foreign currency translation adjustment.....								
Minimum pension liability adjustment..								
	-----	-----	-----	-----	-----	-----	-----	-----
Other comprehensive income (loss).....								
	-----	-----	-----	-----	-----	-----	-----	-----
Comprehensive income....	\$3,006	\$1,699	\$ (233)	\$1,389	\$342	\$ (232)	\$40	\$ 2
	=====	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

64

CONSOLIDATED NATURAL GAS COMPANY

CONSOLIDATING STATEMENT OF CASH FLOWS SUPPLEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Other Subsidiaries Total	Dominion P&S (Page 103)	CNG Main Pass	CNG Oil Gathering	CNGPSC	LNG	CNG Coal	CNG Resea
	-----	-----	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In) Operating Activities								
Net income.....	\$ 3,006	\$ 1,699	\$ (233)	\$ 1,389	\$ 342	\$ (232)	\$ 40	\$ 2
Adjustments to reconcile net income to net cash from operating activities:								
Cumulative effect of a change in accounting principle.....								
Restructuring and other merger-related costs..	13	11		2				
Loss on net assets held for sale.....								
Sale of Virginia Natural Gas.....								
Depreciation and								

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

amortization.....									
Pension cost (credit)-- net.....									
Deferred income taxes-- net.....	1,548	(174)	1,242	278	197			5	
Investment tax credit..									
Changes in current assets and current liabilities:									
Accounts receivable...	(158)	(746)			593			(5)	
Receivables from affiliated companies.....	(409)	570		3	(977)	1		(5)	(1)
Inventories.....									
Unrecovered gas costs.....									
Broker margin deposits.....									
Prepayments.....	3	(1)	2	1		1			
Other current assets..	2							2	
Accounts payable, trade.....	1,263	(414)			1,676			1	
Payables to affiliated companies.....	522	7	26	5	488	(1)		(1)	(1)
Estimated rate contingencies and refunds.....									
Amounts payable to customers.....									
Accrued expenses.....	904	718	(245)	80	156	(110)	306	(1)	(1)
Other--net.....	11	661	1	1	(653)	(1)	1	1	1
Net assets held for sale.....									
Changes in other assets and other liabilities.....	2,528	208	1,465	982	(185)			58	
Excess of equity in earnings of subsidiary companies over their cash dividends paid-- consolidated.....									
Other--net.....									
Net cash flows from (used in) operating activities.....	9,233	2,539	2,258	2,741	1,637	(342)	402		
Cash Flows From (Used In) Investing Activities									
Plant construction and other property additions:									
Acquisition of exploration and production assets.....									
Other.....									
Proceeds from sale of Virginia Natural Gas, net of cash sold.....									
Proceeds from sale of Argentine investments,									



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

net of cash sold.....								
Cost of other investments.....	(883)		(883)					
Intrasystem long-term financing--net.....								
Intrasystem money pool investments--net.....	(2,596)	(2,516)			342	(424)		2
Property transfers to (from) affiliates.....								
Other.....								
	-----	-----	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) investing activities.....	(3,479)	(2,516)	(883)		342	(424)		2
	-----	-----	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In) Financing Activities								
Repayments of long-term debt.....								
Issuance (repayment) of short-term debt.....								
Dividends paid--Registrant.....								
Intrasystem long-term financing--net.....								
Intrasystem money pool borrowings (repayments)--net.....	(5,750)		(1,374)	(2,740)	(1,636)			
Dividends paid--subsidiary companies--consolidated.....								
Purchase of treasury stock.....								
Other.....								
	-----	-----	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) financing activities.....	(5,750)		(1,374)	(2,740)	(1,636)			
	-----	-----	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	4	23	1	1	1		(22)	2
Cash and cash equivalents at beginning of year.....	71	5				1	23	1
	-----	-----	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of year.....	\$ 75	\$ 28	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1	\$ 3
	=====	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

At December 31, 2000  
(Thousands)

	Dominion Transmission and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion Transmission	CNG Iroquois
	-----	-----	-----	-----	-----
ASSETS					
Current Assets					
Cash and cash equivalents.....	\$ 641	\$ --	\$ 641	\$ 641	\$ --
Accounts receivable:					
Customers, less allowance.....	64,698		64,698	64,698	
Other.....	(1,233)		(1,233)	(1,233)	
Receivables from affiliated companies...	48,889		48,889	23,991	24,898
Inventories:					
Gas stored--current portion.....					
Materials and supplies.....	10,719		10,719	10,719	
Unrecovered gas costs...	121,068		121,068	121,068	
Deferred income taxes--current (net).....					
Broker margin deposits..					
Prepayments.....	13,892		13,892	13,892	
Other.....	69,882		69,882	69,872	10
Net assets held for sale.....					
Total current assets..	----- 328,556	-----	----- 328,556	----- 303,648	----- 24,908
Investments					
Stock of subsidiary company, at equity--consolidated.....		(44,152)	44,152	44,152	
Notes of subsidiary company--consolidated..					
Other.....	28,723		28,723		28,723
Total investments.....	----- 28,723	----- (44,152)	----- 72,875	----- 44,152	----- 28,723
Property, Plant and Equipment					
Property, plant and equipment.....	2,188,544		2,188,544	2,188,544	
Less accumulated depreciation and amortization.....	1,159,675		1,159,675	1,159,675	
Net property, plant and equipment.....	----- 1,028,869	-----	----- 1,028,869	----- 1,028,869	-----
Deferred Charges and Other Assets					
Regulatory assets.....	16,799		16,799	16,799	
Prepaid pension cost....	113,637		113,637	113,637	
Other.....	10,108		10,108	10,108	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Total deferred charges and other assets.....	140,544		140,544	140,544	
Total assets.....	\$1,526,692	\$(44,152)	\$1,570,844	\$1,517,213	\$53,631

The Notes to the Consolidated Financial Statements are an integral part of this statement.

66

DOMINION TRANSMISSION, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
At December 31, 2000  
(Thousands)

	Dominion Transmission and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion Transmission	CNG Iroquois
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>					
<b>Current Liabilities</b>					
Short-term debt.....	\$ --	\$ --	\$ --	\$ --	\$ --
Accounts payable, trade.....	24,172		24,172	24,172	
Estimated rate contingencies and refunds.....	39,736		39,736	39,736	
Payables to affiliated companies.....	41,897		41,897	41,897	
Customer deposits.....	113		113	113	
Accrued interest.....	--		--	--	
Accrued payroll.....	1,898		1,898	1,898	
Accrued taxes.....	38,569		38,569	39,045	(476)
Deferred income taxes-- current (net).....	32,211		32,211	32,211	
Other.....	27,139		27,139	27,139	
Total current liabilities.....	205,735		205,735	206,211	(476)
<b>Long-term Debt</b>					
Debentures and notes....					
Notes payable to Registrant-- consolidated.....	331,599		331,599	331,599	
Total long-term debt..	331,599		331,599	331,599	
<b>Deferred Credits and Other Liabilities</b>					
Deferred income taxes...	167,014		167,014	157,059	9,955
Deferred investment tax					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

credits.....	--				
Other.....	30,185		30,185	30,185	
	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	197,199		197,199	187,244	9,955
	-----	-----	-----	-----	-----
Commitments and Contingencies					
Common Stockholder's Equity					
Common stock.....	601,000	(23,940)	624,940	601,000	23,940
Other capital.....	2,254		2,254	2,254	
Retained earnings.....	189,523	(20,212)	209,735	189,523	20,212
Accumulated other comprehensive income...	(618)		(618)	(618)	
	-----	-----	-----	-----	-----
Total common stockholder's equity.....	792,159	(44,152)	836,311	792,159	44,152
	-----	-----	-----	-----	-----
Total liabilities and stockholder's equity.....	\$1,526,692	\$(44,152)	\$1,570,844	\$1,517,213	\$53,631
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

67

DOMINION TRANSMISSION, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Transmission and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion Transmission	CNG Iroquois
	-----	-----	-----	-----	-----
Operating revenue and income:					
Regulated gas sales....	\$ --	\$ --	\$ --	\$ --	\$ --
Nonregulated gas sales.....					
Gas transportation and storage.....	441,078		441,078	441,078	
Oil and gas production.....	40,930		40,930	40,930	
Other.....	86,143		86,143	86,143	
	-----	-----	-----	-----	-----
Total.....	568,151		568,151	568,151	
	-----	-----	-----	-----	-----
Expenses:					
Purchased gas.....	14,866		14,866	14,866	
Liquids, capacity and					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

other products purchased.....	61,430		61,430	61,430	
Restructuring and other merger-related costs..	20,147		20,147	20,147	
Operation and maintenance.....	156,531		156,531	156,549	(18)
Depreciation and amortization.....	62,410		62,410	62,410	
Other taxes.....	29,090		29,090	29,169	(79)
	-----	-----	-----	-----	-----
Total.....	344,474		344,474	344,571	(97)
	-----	-----	-----	-----	-----
Income from operations..	223,677		223,677	223,580	97
	-----	-----	-----	-----	-----
Other income and expense:					
Gain on sale of Virginia Natural Gas..					
Loss on net assets held for sale.....					
Equity in earnings of subsidiary company-- consolidated.....		(4,443)	4,443	4,443	
Interest revenue from affiliated companies-- consolidated.....	1,681		1,681	548	1,133
Other.....	3,178		3,178	(3,052)	6,230
	-----	-----	-----	-----	-----
Total other income and expense.....	4,859	(4,443)	9,302	1,939	7,363
	-----	-----	-----	-----	-----
Income before interest and income taxes.....	228,536	(4,443)	232,979	225,519	7,460
Interest charges.....	23,915		23,915	23,915	
	-----	-----	-----	-----	-----
Income before income taxes.....	204,621	(4,443)	209,064	201,604	7,460
Income tax expense.....	77,467		77,467	74,450	3,017
	-----	-----	-----	-----	-----
Income before cumulative effect of a change in accounting principle...	127,154	(4,443)	131,597	127,154	4,443
Cumulative effect of a change in accounting principle (net of income taxes).....	(6,212)		(6,212)	(6,212)	
	-----	-----	-----	-----	-----
Net income.....	\$133,366	\$(4,443)	\$137,809	\$133,366	\$4,443
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

DOMINION TRANSMISSION CORPORATION

CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2000

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

(Thousands)

	Dominion Transmission and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion Transmission	CNG Iroquois
	-----	-----	-----	-----	-----
Retained Earnings					
Balance at December 31, 1999.....	\$119,222	\$(15,769)	\$134,991	\$119,222	\$15,769
Net income for the period January 1 through January 27, 2000.....	21,411	(423)	21,834	21,411	423
	-----	-----	-----	-----	-----
Total.....	140,633	(16,192)	156,825	140,633	16,192
Merger of Parent Company with Dominion Resources, Inc.....	-----	-----	-----	-----	-----
Balance at January 28, 2000.....	140,633	(16,192)	156,825	140,633	16,192
Net income for the period January 28 through December 31, 2000.....	111,955	(4,020)	115,975	111,955	4,020
Dividends declared on common stock--cash.....	(63,065)		(63,065)	(63,065)	
	-----	-----	-----	-----	-----
Balance at December 31, 2000.....	\$189,523	\$(20,212)	\$209,735	\$189,523	\$20,212
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

69

DOMINION TRANSMISSION, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Transmission and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion Transmission	CNG Iroquois
	-----	-----	-----	-----	-----
Net income.....	\$133,366	\$(4,443)	\$137,809	\$133,366	\$4,443
Other comprehensive income, net of tax: Foreign currency translation					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

adjustment.....					
Less: reclassification adjustment for losses realized in net income.....					
	-----	-----	-----	-----	-----
Total foreign currency translation adjustment.....					
Minimum pension liability adjustment..	(76)		(76)	(76)	
	-----	-----	-----	-----	-----
Other comprehensive income (loss).....	(76)		(76)	(76)	
	-----	-----	-----	-----	-----
Comprehensive income....	\$133,290	\$ (4,443)	\$137,733	\$133,290	\$4,443
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

70

DOMINION TRANSMISSION INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Transmission and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion Transmission	CNG Iroquois
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Operating Activities					
Net income.....	\$ 133,366	\$ (4,443)	\$ 137,809	\$ 133,366	\$ 4,443
Adjustments to reconcile net income to net cash from operating activities:					
Cumulative effect of a change in accounting principle.....	(6,212)		(6,212)	(6,212)	
Restructuring and other merger-related costs..	14,807		14,807	14,807	
Loss on net assets held for sale.....					
Sale of Virginia Natural Gas.....					
Depreciation and amortization.....	62,410		62,410	62,410	
Pension cost (credit)-- net.....	(38,014)		(38,014)	(38,014)	
Deferred income taxes--					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

net.....	8,765		8,765	7,311	1,454
Investment tax credit..					
Changes in current assets and current liabilities:					
Accounts receivable...	(16,882)		(16,882)	(16,882)	
Receivables from affiliated companies.....	(6,832)	(1,432)	(5,400)	(5,307)	(93)
Inventories.....	(1,656)		(1,656)	(1,656)	
Unrecovered gas costs.....	(101,212)		(101,212)	(101,212)	
Broker margin deposits.....					
Prepayments.....	2,032		2,032	2,039	(7)
Other current assets..	(23,200)		(23,200)	(23,200)	
Accounts payable, trade.....	2,199		2,199	2,199	
Payables to affiliated companies.....	12,053	1,432	10,621	12,053	(1,432)
Estimated rate contingencies and refunds.....	7,097		7,097	7,097	
Amounts payable to customers.....					
Accrued expenses.....	4,838		4,838	4,930	(92)
Other--net.....	5,257		5,257	5,258	(1)
Changes in other assets and other liabilities..	158,121		158,121	147,421	10,700
Excess of equity in earnings of subsidiary companies over their cash dividends paid--consolidated.....		4,443	(4,443)	(4,443)	
Other--net.....	(311)		(311)	(311)	
	-----	-----	-----	-----	-----
Net cash flows from (used in) operating activities.....	216,626		216,626	201,654	14,972
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Investing Activities					
Plant construction and other property additions.....	(63,620)		(63,620)	(63,620)	
Proceeds from sale of Virginia Natural Gas, net of cash sold.....					
Proceeds from sale of Argentine investments, net of cash sold.....					
Cost of other investments.....	(925)		(925)		(925)
Intrasystem long-term financing--net.....					
Intrasystem money pool investments--net.....	(14,048)		(14,048)		(14,048)
Property transfers to (from) affiliates.....	86		86	86	
Other.....	217		217	217	
	-----	-----	-----	-----	-----



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Net cash flows from (used in) investing activities.....	(78,290)		(78,290)	(63,317)	(14,973)
Cash Flows From (Used In) Financing Activities					
Repayments of long-term debt.....					
Issuance (repayment) of short-term debt.....					
Dividends paid.....					
Intrasystem long-term financing-net.....	(5,827)		(5,827)	(5,827)	
Intrasystem money pool borrowings (repayments)--net.....	(34,343)		(34,343)	(34,343)	
Dividends paid-- subsidiary companies-- consolidated.....	(97,620)		(97,620)	(97,620)	
Purchase of treasury stock.....					
Other.....					
Net cash flows from (used in) financing activities.....	(137,790)		(137,790)	(137,790)	
Increase (decrease) in cash and cash equivalents.....	546		546	547	(1)
Cash and cash equivalents at beginning of year.....	95		95	94	1
Cash and cash equivalents at end of year.....	\$ 641	\$ --	\$ 641	\$ 641	\$ --

The Notes to the Consolidated Financial Statements are an integral part of this statement.

71

DOMINION EXPLORATION & PRODUCTION, INC.

CONSOLIDATING BALANCE SHEET  
At December 31, 2000  
(Thousands)

	Dominion E&P and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion E&P	CNG Pipeline
	-----	-----	-----	-----	-----
ASSETS					
Current Assets					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Cash and cash equivalents.....	\$ 5,382	\$ --	\$ 5,382	\$ 5,352	\$ 30
Accounts receivable:					
Customers, less allowance.....	4,865		4,865	4,865	
Other.....	166,290		166,290	166,277	13
Receivables from affiliated companies...	12,167	(63)	12,230	11,236	994
Inventories:					
Gas stored--current portion.....					
Materials and supplies.....	3,980		3,980	3,980	
Unrecovered gas costs...					
Deferred income taxes--current (net).....	82		82	82	
Broker margin deposits..	179,119		179,119	179,119	
Prepayments.....	1,865		1,865	1,865	
Other.....	21,331		21,331	21,271	60
Net assets held for sale.....					
	-----	-----	-----	-----	-----
Total current assets.....	395,081	(63)	395,144	394,047	1,097
	-----	-----	-----	-----	-----
Investments					
Stock of subsidiary company, at equity--consolidated.....		(1,205)	1,205	1,205	
Notes of subsidiary company--consolidated..					
Other.....					
	-----	-----	-----	-----	-----
Total investments....		(1,205)	1,205	1,205	
	-----	-----	-----	-----	-----
Property, Plant and Equipment					
Property, plant and equipment.....	4,556,708		4,556,708	4,552,181	4,527
Less accumulated depreciation and amortization.....	2,790,598		2,790,598	2,786,336	4,262
	-----	-----	-----	-----	-----
Net property, plant and equipment.....	1,766,110		1,766,110	1,765,845	265
	-----	-----	-----	-----	-----
Deferred Charges and Other Assets					
Regulatory assets.....					
Prepaid pension cost....					
Other.....	18,938		18,938	18,960	(22)
	-----	-----	-----	-----	-----
Total deferred charges and other assets.....	18,938		18,938	18,960	(22)
	-----	-----	-----	-----	-----
Total assets.....	\$2,180,129	\$ (1,268)	\$2,181,397	\$2,180,057	\$1,340
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

## DOMINION EXPLORATION &amp; PRODUCTION, INC.

## CONSOLIDATING BALANCE SHEET--(Continued)

At December 31, 2000

(Thousands)

	Dominion E&P and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion E&P	CNG Pipeline
	-----	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDER'S EQUITY					
Current Liabilities					
Short-term debt.....	\$ --	\$ --	\$ --	\$ --	\$ --
Accounts payable, trade.....	213,689		213,689	213,679	10
Estimated rate contin- gencies and refunds....					
Payables to affiliated companies.....	327,595	(63)	327,658	327,595	63
Customer deposits.....					
Accrued interest.....					
Accrued payroll.....					
Accrued taxes.....	3,290		3,290	3,322	(32)
Deferred income taxes-- current (net).....					
Other.....	22,616		22,616	22,616	
	-----	-----	-----	-----	-----
Total current liabilities.....	567,190	(63)	567,253	567,212	41
	-----	-----	-----	-----	-----
Long-term Debt					
Debentures and notes....					
Notes payable to Regis- trant--consolidated....	515,225		515,225	515,225	
	-----	-----	-----	-----	-----
Total long-term debt..	515,225		515,225	515,225	
	-----	-----	-----	-----	-----
Deferred Credits and Other Liabilities					
Deferred income taxes...	276,266		276,266	276,172	94
Deferred investment tax credits.....					
Other.....	80,186		80,186	80,186	
	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	356,452		356,452	356,358	94
	-----	-----	-----	-----	-----
Commitments and Contingencies					
Common Stockholder's Equity					
Common stock.....	439,000	(1,200)	440,200	439,000	1,200
Other capital.....					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Retained earnings.....	302,262	(5)	302,267	302,262	5
Accumulated other comprehensive income...					
	-----	-----	-----	-----	-----
Total common stockholder's equity.....	741,262	(1,205)	742,467	741,262	1,205
	-----	-----	-----	-----	-----
Total liabilities and stockholder's equity.....	\$2,180,129	\$(1,268)	\$2,181,397	\$2,180,057	\$1,340
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

73

DOMINION EXPLORATION & PRODUCTION, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion E&P and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion E&P	CNG Pipeline
	-----	-----	-----	-----	-----
Operating revenue and income:					
Regulated gas sales.....	\$ --	\$ --	\$ --	\$ --	\$ --
Nonregulated gas sales...					
Gas transportation and storage.....	398	(289)	687	398	289
Oil and gas production...	596,718		596,718	596,718	
Other.....	381,641		381,641	381,634	7
	-----	-----	-----	-----	-----
Total.....	978,757	(289)	979,046	978,750	296
	-----	-----	-----	-----	-----
Expenses:					
Purchased gas.....	81,254		81,254	81,254	
Liquids, capacity and other products purchased.....	251,729	(289)	252,018	252,018	
Restructuring and other merger-related costs....	80,775		80,775	80,775	
Operation and maintenance.....	108,162		108,162	107,688	474
Depreciation and amortization.....	288,084		288,084	287,995	89
Other taxes.....	14,604		14,604	14,600	4
	-----	-----	-----	-----	-----
Total.....	824,608	(289)	824,897	824,330	567
	-----	-----	-----	-----	-----
Income from operations....	154,149		154,149	154,420	(271)
	-----	-----	-----	-----	-----
Other income and expense:					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Gain on sale of Virginia Natural Gas.....					
Loss on net assets held for sale.....					
Equity in earnings of subsidiary company-- consolidated.....		137	(137)	(137)	
Interest revenue from affiliated companies-- consolidated.....	150		150	86	64
Other.....	1,677		1,677	1,677	
	-----	-----	-----	-----	-----
Total other income and expense.....	1,827	137	1,690	1,626	64
	-----	-----	-----	-----	-----
Income before interest and income taxes.....	155,976	137	155,839	156,046	(207)
Interest charges.....	42,101		42,101	42,101	
	-----	-----	-----	-----	-----
Income before income taxes.....	113,875	137	113,738	113,945	(207)
Income tax expense.....	32,831		32,831	32,901	(70)
	-----	-----	-----	-----	-----
Income before cumulative effect of a change in accounting principle.....	81,044	137	80,907	81,044	(137)
Cumulative effect of a change in accounting principle (net of income taxes).....	(162)		(162)	(162)	
	-----	-----	-----	-----	-----
Net income.....	\$ 81,206	\$ 137	\$ 81,069	\$ 81,206	\$(137)
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

74

DOMINION EXPLORATION & PRODUCTION, INC.

CONSOLIDATING STATEMENT OF RETAINED EARNINGS

For the Year Ended December 31, 2000

(Thousands)

	Dominion E&P and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion E&P	CNG Pipeline
	-----	-----	-----	-----	-----
Retained Earnings					
Balance at December 31, 1999.....	\$240,256	\$ (241)	\$240,497	\$240,256	\$241
Net income for the period					
January 1 through					
January 27, 2000.....	6,924	46	6,878	6,924	(46)
	-----	-----	-----	-----	-----
Total.....	247,180	(195)	247,375	247,180	195

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Merger of Parent Company with Dominion Resources, Inc.....	-----	-----	-----	-----	-----
Balance at January 28, 2000.....	247,180	(195)	247,375	247,180	195
Net income for the period January 28 through December 31, 2000.....	74,282	91	74,191	74,282	(91)
Dividends declared on common stock--cash.....	(19,200)	99	(19,299)	(19,200)	(99)
Balance at December 31, 2000.....	<u>\$302,262</u>	<u>\$ (5)</u>	<u>\$302,267</u>	<u>\$302,262</u>	<u>\$ 5</u>

The Notes to the Consolidated Financial Statements are an integral part of this statement.

75

DOMINION EXPLORATION & PRODUCTION, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion E&P and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion E&P	CNG Pipeline
	-----	-----	-----	-----	-----
Net income.....	\$81,206	\$137	\$81,069	\$81,206	\$(137)
Other comprehensive income, net of tax:					
Foreign currency translation adjustment....					
Less: reclassification adjustment for losses realized in net income....					
Total foreign currency translation adjustment....					
Minimum pension liability adjustment.....					
Other comprehensive income (loss).....					
Comprehensive income.....	<u>\$81,206</u>	<u>\$137</u>	<u>\$81,069</u>	<u>\$81,206</u>	<u>\$(137)</u>

The Notes to the Consolidated Financial Statements are an integral part of this statement.

## DOMINION EXPLORATION &amp; PRODUCTION, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
 For the Year Ended December 31, 2000  
 (Thousands)

	Dominion E&P and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion E&P	CNG Pipeline
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Operating Activities					
Net income.....	\$ 81,206	\$ 137	\$ 81,069	\$ 81,206	\$ (137)
Adjustments to reconcile net income to net cash from operating activities:					
Cumulative effect of a change in accounting principle.....	(162)		(162)	(162)	
Restructuring and other merger-related costs..	43,485		43,485	43,485	
Loss on net assets held for sale.....					
Sale of Virginia Natural Gas.....					
Depreciation and amortization.....	288,084		288,084	287,996	88
Pension cost (credit)- net.....	(5,682)		(5,682)	(5,682)	
Deferred income taxes- net.....	25,760		25,760	25,790	(30)
Investment tax credit..					
Changes in current assets and current liabilities:					
Accounts receivable...	(72,565)		(72,565)	(72,588)	23
Receivables from affiliated companies.....	(8,330)	(75)	(8,255)	(8,309)	54
Inventories.....	(1,047)		(1,047)	(1,047)	
Unrecovered gas costs.....					
Broker margin deposits.....	(162,161)		(162,161)	(162,161)	
Prepayments.....	(122)		(122)	(122)	
Other current assets..	(5,156)		(5,156)	(5,149)	(7)
Accounts payable, trade.....	51,620		51,620	51,630	(10)
Payables to affiliated companies.....	7,142	75	7,067	7,088	(21)
Estimated rate contingencies and refunds.....					
Amounts payable to					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

customers.....					
Accrued expenses.....	291		291	331	(40)
Other-net.....	16,680		16,680	16,680	
Changes in other assets and other liabilities..	427		427	405	22
Excess of equity in earnings of subsidiary companies over their cash dividends paid-- consolidated.....		(236)	236	236	
Other-net.....					
	-----	-----	-----	-----	-----
Net cash flows from (used in) operating activities.....	259,470	(99)	259,569	259,627	(58)
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Investing Activities					
Plant construction and other property additions:					
Acquisition of exploration and production assets.....	(217,957)		(217,957)	(217,957)	
Other.....	(352,077)		(352,077)	(352,077)	
Proceeds from sale of Virginia Natural Gas, net of cash sold.....					
Proceeds from sale of Argentine investments, net of cash sold.....					
Cost of other investments.....					
Intrasystem long-term financing-net.....					
Intrasystem money pool investments-net.....	12,290		12,290	12,139	151
Property transfers to (from) affiliates.....	(46)		(46)	(46)	
Other.....	5,578		5,578	5,578	
	-----	-----	-----	-----	-----
Net cash flows from (used in) investing activities.....	(552,212)		(552,212)	(552,363)	151
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Financing Activities					
Repayments of long-term debt.....					
Issuance (repayment) of short-term debt.....					
Dividends paid.....					
Intrasystem long-term financing-net.....	(4,450)		(4,450)	(4,450)	
Intrasystem money pool borrowings (repayments)-net.....	305,803		305,803	305,803	
Dividends paid-- subsidiary companies-- consolidated.....	(19,200)	99	(19,299)	(19,200)	(99)



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Purchase of treasury stock.....					
Other.....					
Net cash flows from (used in) financing activities.....	282,153	99	282,054	282,153	(99)
Increase (decrease) in cash and cash equivalents.....	(10,589)		(10,589)	(10,583)	(6)
Cash and cash equivalents at beginning of year.....	15,971		15,971	15,935	36
Cash and cash equivalents at end of year.....	\$ 5,382	\$ --	\$ 5,382	\$ 5,352	\$ 30

The Notes to the Consolidated Financial Statements are an integral part of this statement.

77

CNG POWER COMPANY

CONSOLIDATING BALANCE SHEET

At December 31, 2000

(Thousands)

	CNG Power and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG Power	CNGMCS	Granite Road
ASSETS						
Current Assets						
Cash and cash equivalents.....	\$ 3	\$ --	\$ 3	\$ 1	\$ 2	\$--
Accounts receivable:						
Customers, less allowance.....						
Other.....						
Receivables from affiliated companies...	9,133		9,133	7,457	1,676	
Inventories:						
Gas stored--current portion.....						
Materials and supplies.....						
Unrecovered gas costs...						
Deferred income taxes--current (net).....						
Broker margin deposits..						
Prepayments.....	1		1	1		
Other.....	2		2	2		
Net assets held for						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

sale.....	-----	-----	-----	-----	-----	-----
Total current assets..	9,139		9,139	7,461	1,678	
Investments						
Stocks of subsidiary companies, at equity-- consolidated.....		(1,573)	1,573	1,573		
Notes of subsidiary companies-- consolidated.....						
Other.....	1		1			1
Total investments.....	1	(1,573)	1,574	1,573		1
Property, Plant and Equipment						
Property, plant and equipment.....	5,845		5,845	5,845		
Less accumulated depreciation and amortization.....	3,012		3,012	3,012		
Net property, plant and equipment.....	2,833		2,833	2,833		
Deferred Charges and Other Assets						
Regulatory assets.....						
Prepaid pension cost....						
Other.....						
Total deferred charges and other assets.....						
Total assets.....	\$11,973	\$ (1,573)	\$13,546	\$11,867	\$1,678	\$ 1
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

78

CNG POWER COMPANY

CONSOLIDATING BALANCE SHEET--(Continued)  
At December 31, 2000  
(Thousands)

	CNG Power and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG Power	CNGMCS	Granite Road
	-----	-----	-----	-----	-----	-----
LIABILITIES AND STOCKHOLDER'S EQUITY						
Current Liabilities						
Short-term debt.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$--

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Accounts payable, trade.....						
Estimated rate contingencies and refunds.....						
Payables to affiliated companies.....	21		21	21		
Customer deposits.....						
Accrued interest.....						
Accrued payroll.....						
Accrued taxes.....	925		925	819	106	
Deferred income taxes-- current (net).....						
Other.....						
	-----		-----	-----	-----	-----
Total current liabilities.....	946		946	840	106	
	-----		-----	-----	-----	-----
Long-term Debt						
Debentures and notes....						
Notes payable to Registrant-- consolidated.....						
	-----		-----	-----	-----	-----
Total long-term debt..						
	-----		-----	-----	-----	-----
Deferred Credits and Other Liabilities						
Deferred income taxes... Deferred investment tax credits.....	797		797	797		
Other.....						
	-----		-----	-----	-----	-----
Total deferred credits and other liabilities.....	797		797	797		
	-----		-----	-----	-----	-----
Commitments and Contingencies						
Common Stockholder's Equity						
Common stock.....	8,360	(101)	8,461	8,360	100	1
Other capital.....						
Retained earnings.....	1,870	(1,472)	3,342	1,870	1,472	
Accumulated other comprehensive income...						
	-----	-----	-----	-----	-----	-----
Total common stockholder's equity.....	10,230	(1,573)	11,803	10,230	1,572	1
	-----	-----	-----	-----	-----	-----
Total liabilities and stockholder's equity.....	\$11,973	\$(1,573)	\$13,546	\$11,867	\$1,678	\$ 1
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CNG POWER COMPANY

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Power and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG Power	CNGMCS	CNG Bear Mountain	Granite Road
Operating revenue and income:							
Regulated gas sales....	\$ --	\$ --	\$ --	\$ --	\$--	\$--	\$--
Nonregulated gas sales.....							
Gas transportation and storage.....							
Oil and gas production.....							
Other.....	3,627		3,627	3,627			
Total.....	3,627		3,627	3,627			
Expenses:							
Purchased gas.....							
Liquids, capacity and other products purchased.....	2,085		2,085	2,085			
Restructuring and other merger-related costs..							
Operation and maintenance.....	361		361	357	4		
Depreciation and amortization.....	207		207	207			
Other taxes.....	64		64	77	(13)		
Total.....	2,717		2,717	2,726	(9)		
Income from operations..	910		910	901	9		
Other income and expense:							
Gain on sale of Virginia Natural Gas..							
Loss on net assets held for sale.....							
Equity in earnings of subsidiary companies-- consolidated.....		(124)	124	124			
Interest revenue from affiliated companies-- consolidated.....	472		472	386	86		
Other.....	69		69	1	68		
Total other income and expense.....	541	(124)	665	511	154		
Income before interest							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

and income taxes.....	1,451	(124)	1,575	1,412	163		
Interest charges.....	-----	-----	-----	-----	-----	-----	-----
Income before income taxes.....	1,451	(124)	1,575	1,412	163		
Income tax expense.....	406		406	367	39		
Income before cumulative effect of a change in accounting principle...	1,045	(124)	1,169	1,045	124		
Cumulative effect of a change in accounting principle (net of income taxes).....	-----	-----	-----	-----	-----	-----	-----
Net income.....	\$1,045	\$ (124)	\$1,169	\$1,045	\$124	\$	\$
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

80

CNG POWER COMPANY

CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Power and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG Power	CNGMCS	CNG Bear Mountain	Granite Road
	-----	-----	-----	-----	-----	-----	-----
Retained Earnings							
Balance at December 31, 1999.....	\$ 825	\$ (1,360)	\$2,185	\$ 825	\$1,348	\$ 12	\$--
Net income for the period January 1 through January 27, 2000.....	173	(103)	276	173	103		
Total.....	998	(1,463)	2,461	998	1,451	12	
Merger of Parent Company with Dominion Resources, Inc.....	-----	-----	-----	-----	-----	-----	-----
Balance at January 28, 2000.....	998	(1,463)	2,461	998	1,451	12	
Net income for the period January 28 through December 31, 2000.....	872	(21)	893	872	21		
Dissolution of CNG Bear Mountain.....		12	(12)			(12)	
Dividends declared on common stock--cash.....	-----	-----	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Balance at December 31, 2000.....	\$1,870 =====	\$(1,472) =====	\$3,342 =====	\$1,870 =====	\$1,472 =====	\$-- =====	\$-- =====
--------------------------------------	------------------	--------------------	------------------	------------------	------------------	---------------	---------------

The Notes to the Consolidated Financial Statements are an integral part of this statement.

81

CNG POWER COMPANY

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Power and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG Power	CNGMCS	CNG Bear Mountain	Granite Road
Net income.....	\$1,045	\$(124)	\$1,169	\$1,045	\$124	\$--	\$--
Other comprehensive income, net of tax:							
Foreign currency translation adjustment.....							
Less: reclassification adjustment for losses realized in net income.....							
Total foreign currency translation adjustment.....							
Minimum pension liability adjustment..							
Other comprehensive income (loss).....							
Comprehensive income....	\$1,045 =====	\$(124) =====	\$1,169 =====	\$1,045 =====	\$124 =====	\$-- =====	\$-- =====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

82

CNG POWER COMPANY

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	CNG Power and Subsidiaries	Eliminations and Adjustments	Combined Total	CNG Power	CNGMCS	CNG Bear Mountain	Granite Road
Cash Flows From (Used In) Operating Activities							
Net income.....	\$ 1,045	\$ (124)	\$ 1,169	\$ 1,045	\$ 124	\$--	\$--
Adjustments to reconcile net income to net cash from operating activities:							
Cumulative effect of a change in accounting principle.....							
Restructuring and other merger-related costs...	9		9	9			
Loss on net assets held for sale.....							
Sale of Virginia Natural Gas.....							
Depreciation and amortization.....	207		207	207			
Pension cost (credit)- net.....							
Deferred income taxes- net.....	33		33	32	1		
Investment tax credit...							
Changes in current assets and current liabilities:							
Accounts receivables....	1,862		1,862	1,862			
Receivables from affiliated companies...	182	(35)	217	187	(5)	35	
Inventories.....	36		36	36			
Unrecovered gas costs...							
Broker margin deposits.....							
Prepayments.....	(1)		(1)	(1)			
Other current assets....							
Accounts payable, trade.....	(381)		(381)	(381)			
Payables to affiliated companies.....	(96)	35	(131)	(130)	(1)		
Estimated rate contingencies and refunds.....							
Amounts payable to customers.....							
Accrued expenses.....	(10)		(10)	9	(5)	(14)	
Other-net.....							
Changes in other assets and other liabilities...	(67)		(67)		(67)		
Excess of equity in earnings of subsidiary companies over their cash dividends paid-- consolidated.....		124	(124)	(124)			
Other--net.....							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Net cash flows from (used in) operating activities.....	2,819		2,819	2,751	47	21	
	-----	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In) Investing Activities							
Plant construction and other property additions.....							
Proceeds from sale of Virginia Natural Gas, net of cash sold.....							
Proceeds from sale of Argentine investments, net of cash sold.....							
Cost of other investments.....	679		679		679		
Intrasystem long-term financing-net.....		(21)	21	21			
Intrasystem money pool investments-net.....	(3,496)		(3,496)	(2,772)	(724)		
Property transfers to (from) affiliates.....							
Other.....							
	-----	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) investing activities.....	(2,817)	(21)	(2,796)	(2,751)	(45)		
	-----	-----	-----	-----	-----	-----	-----
Cash Flows From (Used In) Financing Activities							
Repayments of long-term debt.....							
Issuance (repayment) of short-term debt.....							
Dividends paid.....							
Intrasystem long-term financing-net.....		21	(21)			(21)	
Intrasystem money pool borrowings (repayments)- net.....							
Dividends paid-- subsidiary companies-- consolidated.....							
Purchase of treasury stock.....							
Other.....							
	-----	-----	-----	-----	-----	-----	-----
Net cash flows from (used in) financing activities.....		21	(21)			(21)	
	-----	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	2		2		2		
Cash and cash equivalents at beginning of year....	1		1	1			
	-----	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of year.....	\$ 3	\$ --	\$ 3	\$ 1	\$ 2	\$--	\$--
	=====	=====	=====	=====	=====	=====	=====



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

83

CNG INTERNATIONAL CORPORATION

CONSOLIDATING BALANCE SHEET

At December 31, 2000

(Thousands)

	CNGI and Subsidiaries	Eliminations and Adjustments	Combined Total	CNGI	CNG Cayman One	CNG Cayman Three	CNG Kauai
Assets							
Current Assets							
Cash and cash equivalents.....	\$ 203	\$ --	\$ 203	\$ 193	\$--	\$--	\$ 10
Accounts receivable:							
Customers, less allowance.....							
Other.....							
Receivables from affiliated companies...	138,161		138,161	138,161			
Inventories:							
Gas stored--current portion.....							
Materials and supplies.....							
Unrecovered gas costs...							
Deferred income taxes--current (net).....							
Broker margin deposits..							
Prepayments.....	3		3	3			
Other.....	(6)		(6)	(6)			
Net assets held for sale.....							
Total current assets...	138,361		138,361	138,351			10
Investments							
Stocks of subsidiary companies, at equity--consolidated.....		(2,486)	2,486	2,486			
Notes of subsidiary companies--consolidated.....							
Other.....	66,848		66,848	64,372			2,476
Total investments.....	66,848	(2,486)	69,334	66,858			2,476
Property, Plant and Equipment							
Property, plant and equipment.....	816		816	816			
Less accumulated							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

depreciation and amortization.....	616		616	616			
Net property, plant and equipment.....	200		200	200			
Deferred Charges and Other Assets							
Regulatory assets.....							
Prepaid pension cost....							
Other.....	64		64	64			
Total deferred charges and other assets.....	64		64	64			
Total assets.....	\$205,473	\$ (2,486)	\$207,959	\$205,473	\$--	\$--	\$2,486

The Notes to the Consolidated Financial Statements are an integral part of this statement.

84

CNG INTERNATIONAL CORPORATION

CONSOLIDATING BALANCE SHEET--(Continued)  
At December 31, 2000  
(Thousands)

	CNGI and Subsidiaries	Eliminations and Adjustments	Combined Total	CNGI	CNG Cayman One	CNG Cayman Three	CNG Kauai
LIABILITIES AND STOCKHOLDER'S EQUITY							
Current Liabilities							
Short-term debt.....	\$ --	\$ --	\$ --	\$ --	\$--	\$--	\$ --
Accounts payable, trade.....	47		47	47			
Estimated rate contingencies and refunds.....							
Payables to affiliated companies.....	1,032		1,032	1,032			
Customer deposits.....							
Accrued interest.....							
Accrued payroll.....							
Accrued taxes.....	1,103		1,103	1,103			
Deferred income taxes-- current (net).....							
Other.....	102,635		102,635	102,635			
Total current liabilities.....	104,817		104,817	104,817			
Long-term Debt							
Debentures and notes....							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Notes payable to Registrant-- consolidated.....	15,000		15,000	15,000			
Total long-term debt...	15,000		15,000	15,000			
Deferred Credits and Other Liabilities							
Deferred income taxes...	(40,678)		(40,678)	(40,678)			
Deferred investment tax credits.....							
Other.....	1,694		1,694	1,694			
Total deferred credits and other liabilities.....	(38,984)		(38,984)	(38,984)			
Commitments and Contingencies							
Common Stockholder's Equity							
Common stock.....	238,550	(10)	238,560	238,550			10
Other capital.....		(2,476)	2,476				2,476
Retained earnings.....	(113,910)		(113,910)	(113,910)			
Accumulated other comprehensive income...							
Total common stockholder's equity..	124,640	(2,486)	127,126	124,640			2,486
Total liabilities and stockholder's equity..	\$ 205,473	\$ (2,486)	\$ 207,959	\$ 205,473	\$--	\$--	\$2,486

The Notes to the Consolidated Financial Statements are an integral part of this statement.

85

CNG INTERNATIONAL CORPORATION

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	CNGI and Subsidiaries	Eliminations and Adjustments	Combined Total	CNGI	CNG Cayman One (Page 90)	CNG Cayman Three (Page 94)	C
Operating revenue and income:							
Regulated gas sales....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$--
Nonregulated gas sales.....							
Gas transportation and storage.....							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Oil and gas production.....						
Other.....	102		102	102		
Total.....	102		102	102		
Expenses:						
Purchased gas.....						
Liquids, capacity and other products purchased.....						
Restructuring and other merger-related costs..	3,110		3,110	3,110		
Operation and maintenance.....	5,225		5,225	4,391		834
Depreciation and amortization.....	134		134	134		
Other taxes.....	192		192	184		8
Total.....	8,661		8,661	7,819		842
Income from operations..	(8,559)		(8,559)	(7,717)		(842)
Other income and expense:						
Gain on sale of Virginia Natural Gas..						
Loss on net assets held for sale.....	(152,340)		(152,340)	(135,100)		(17,240)
Equity in earnings of subsidiary companies--consolidated.....		15,379	(15,379)	(15,379)		
Interest revenue from affiliated companies--consolidated.....	2,008		2,008	2,008		
Other.....	3,120		3,120	417	1,107	1,596
Total other income and expense.....	(147,212)	15,379	(162,591)	(148,054)	1,107	(15,644)
Income before interest and income taxes.....	(155,771)	15,379	(171,150)	(155,771)	1,107	(16,486)
Interest charges.....	1,743		1,743	1,743		
Income before income taxes.....	(157,514)	15,379	(172,893)	(157,514)	1,107	(16,486)
Income tax expense.....	(53,796)		(53,796)	(53,796)		
Income before cumulative effect of a change in accounting principle...	(103,718)	15,379	(119,097)	(103,718)	1,107	(16,486)
Cumulative effect of a change in accounting principle (net of income taxes).....	(6)		(6)	(6)		
Net income.....	\$ (103,712)	\$ 15,379	\$ (119,091)	\$ (103,712)	\$ 1,107	\$ (16,486)

The Notes to the Consolidated Financial Statements are an integral part of this statement.

## CNG INTERNATIONAL CORPORATION

CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2000  
(Thousands)

	CNGI and Subsidiaries	Eliminations and Adjustments	Combined Total	CNGI	CNG Cayman One (Page 91)	CNG Cayman Three (Page 95)	C
Retained Earnings							
Balance at December 31, 1999.....	\$ (10,198)	\$ (14,834)	\$ 4,636	\$ (10,198)	\$ 2,282	\$ 12,552	\$-
Net income for the period January 1 through January 27, 2000.....	(267)	37	(304)	(267)		(37)	
Total.....	(10,465)	(14,797)	4,332	(10,465)	2,282	12,515	
Merger of Parent Company with Dominion Resources, Inc.....							
Balance at January 28, 2000.....	(10,465)	(14,797)	4,332	(10,465)	2,282	12,515	
Net income for the period January 28 through December 31, 2000.....	(103,445)	15,342	(118,787)	(103,445)	1,107	(16,449)	
Sale of CNG Cayman Three by CNG International...		(3,934)	3,934			3,934	
Dividends declared on common stock--cash....		3,389	(3,389)		(3,389)		
Balance at December 31, 2000.....	\$ (113,910)	\$ --	\$ (113,910)	\$ (113,910)	\$ --	\$ --	\$-

The Notes to the Consolidated Financial Statements are an integral part of this statement.

## CNG INTERNATIONAL CORPORATION

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	CNGI and Subsidiaries	Eliminations and Adjustments	Combined Total	CNGI	CNG Cayman One (Page 92)	CNG Cayman Three (Page 96)	CNG Cayman Three (Page 96)
Net income.....	\$ (103,712)	\$15,379	\$ (119,091)	\$ (103,712)	\$ 1,107	\$ (16,486)	\$---
Other comprehensive income, net of tax:							
Foreign currency translation adjustment.....	(1,077)	1,077	(2,154)	(1,077)	(1,077)		
Less: reclassification adjustment for losses realized in net income.....	3,637	(3,637)	7,274	3,637	3,637		
Total foreign currency translation adjustment.....	2,560	(2,560)	5,120	2,560	2,560		
Minimum pension liability adjustment..	0	0	0	0	0		
Other comprehensive income (loss).....	2,560	(2,560)	5,120	2,560	2,560		
Comprehensive income....	\$ (101,152)	\$12,819	\$ (113,971)	\$ (101,152)	\$ 3,667	\$ (16,486)	\$---

The Notes to the Consolidated Financial Statements are an integral part of this statement.

88

CNG INTERNATIONAL CORPORATION

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	CNGI and Subsidiaries	Eliminations and Adjustments	Combined Total	CNGI	CNG Cayman One and Subsidiary (Page 93)	CNG Cayman Three and Subsidiary (Page 97)
Cash Flows From (Used In) Operating Activities						
Net income.....	\$ (103,712)	\$ 15,379	\$ (119,091)	\$ (103,712)	\$ 1,107	\$ (16,486)
Adjustments to reconcile net income to net cash from operating activities: Cumulative effect of a change in accounting						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

principle.....	(6)		(6)	(6)		
Restructuring and other merger-related costs.....	1,423		1,423	1,423		
Loss on net assets held for sale.....	152,340		152,340	135,100		17,240
Sale of Virginia Natural Gas.....						
Depreciation and amortization.....	134		134	134		
Pension cost (credit)--net.....	(13)		(13)	(13)		
Deferred income taxes--net.....	(48,261)		(48,261)	(48,261)		
Investment tax credit.....						
Changes in current assets and current liabilities:						
Accounts receivable...	665		665	147		518
Receivables from affiliated companies.....	(1,127)	(26)	(1,101)	(1,101)		
Inventories.....						
Unrecovered gas costs.....						
Broker margin deposits.....						
Prepayments.....	3		3	3		
Other current assets.....	7		7	7		
Accounts payable, trade.....	(195)		(195)	(129)		(56)
Payables to affiliated companies.....	613	26	587	613		(26)
Estimated rate contingencies and refunds.....						
Amounts payable to customers.....						
Accrued expenses.....	529		529	400	124	5
Other--net.....	1,817		1,817	1,817		
Changes in other assets and other liabilities.....	147,661		147,661	150,890	(1,231)	(1,998)
Excess of equity in earnings of subsidiary companies over their cash dividends paid-- consolidated.....		(15,379)	15,379	15,379		
Other--net.....						
Net cash from (used in) operating activities.....	151,878		151,878	152,691		(803)
Cash Flows From (Used In) Investing Activities Plant construction and						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

other property additions.....	3		3		3	
Proceeds from sale of Virginia Natural Gas, net of cash sold.....						
Proceeds from sale of Argentine investments, net of cash sold.....						
Cost of other investments.....	(6,059)		(6,059)		(6,059)	
Intrasystem long-term financing--net.....						
Intrasystem money pool investments--net.....	(137,030)		(137,030)		(137,030)	
Property transfers to (from) affiliates.....						
Other.....						
	-----		-----		-----	
Net cash from (used in) investing activities.....	(143,086)		(143,086)		(143,086)	
	-----		-----		-----	
Cash Flows From (Used In ) Financing Activities						
Repayments of long-term debt.....						
Issuance (repayment) of short-term debt.....						
Dividends paid.....						
Intrasystem long-term financing-net.....						
Intrasystem money pool borrowings (repayments)--net.....	(9,835)		(9,835)		(9,835)	
Dividends paid-- subsidiary companies-- consolidated.....						
Purchase of treasury stock.....						
Other.....						
	-----		-----		-----	
Net cash from (used in) financing activities.....	(9,835)		(9,835)		(9,835)	
	-----		-----		-----	
Increase (decrease) in cash and cash equivalents.....	(1,043)		(1,043)		(230)	(803)
Cash and cash equivalents at beginning of year.....	1,246		1,246		423	803
	-----		-----		-----	-----
Cash and cash equivalents at end of year.....	\$ 203	\$ --	\$ 203	\$ 193	\$ --	\$ --
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.



## CNG CAYMAN ONE LTD.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Cayman One Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman One	CNGI Australia Pty Ltd.
	-----	-----	-----	-----	-----
Operating revenue and income:					
Regulated gas sales.....	\$ --	\$ --	\$ --	\$ --	\$ --
Nonregulated gas sales.....					
Gas transportation and storage.....					
Oil and gas production.....					
Other.....					
Total.....	-----	-----	-----	-----	-----
Expenses:					
Purchased gas.....					
Liquids, capacity and other products purchased.....					
Restructuring and other merger-related costs.....					
Operation and maintenance...					
Depreciation and amortization.....					
Other taxes.....					
Total.....	-----	-----	-----	-----	-----
Income from operations.....	-----	-----	-----	-----	-----
Other income and expense:					
Gain on sale of Virginia Natural Gas.....					
Loss on net assets held for sale.....					
Equity in earnings of subsidiary company-- consolidated.....		(1,107)	1,107	1,107	
Interest revenue from affiliated companies-- consolidated.....					
Other.....	1,107		1,107		1,107
Total other income and expense.....	1,107	(1,107)	2,214	1,107	1,107
Income before interest and income taxes.....	1,107	(1,107)	2,214	1,107	1,107
Interest charges.....					
	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Income before income taxes...	1,107	(1,107)	2,214	1,107	1,107
Income tax expense.....	-----	-----	-----	-----	-----
Income before cumulative effect of a change in accounting principle.....	1,107	(1,107)	2,214	1,107	1,107
Cumulative effect of a change in accounting principle (net of income taxes).....	-----	-----	-----	-----	-----
Net income.....	\$1,107	\$(1,107)	\$2,214	\$1,107	\$1,107
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

90

CNG CAYMAN ONE LTD.

CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Cayman One Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman One	CNGI Australia Pty Ltd.
	-----	-----	-----	-----	-----
Retained Earnings					
Balance at December 31, 1999.....	\$ 2,282	\$(2,282)	\$ 4,564	\$ 2,282	\$ 2,282
Net income for the period January 1 through January 27, 2000.....	-----	-----	-----	-----	-----
Total.....	2,282	(2,282)	4,564	2,282	2,282
Merger of Parent Company with Dominion Resources, Inc.....	-----	-----	-----	-----	-----
Balance at January 28, 2000.....	2,282	(2,282)	4,564	2,282	2,282
Net income for the period January 28 through December 31, 2000.....	1,107	(1,107)	2,214	1,107	1,107
Transfer of CNG Cayman One assets to investment in CNG Cayman Two.....		3,389	(3,389)		(3,389)
Dividends declared on common stock--cash.....	(3,389)		(3,389)	(3,389)	
	-----	-----	-----	-----	-----
Balance at December 31, 2000.....	\$ --	\$ --	\$ --	\$ --	\$ --
	=====	=====	=====	=====	=====

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

91

CNG CAYMAN ONE LTD.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

For the Year Ended December 31, 2000

(Thousands)

	CNG Cayman One and Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman One	CNGI Australia Pty Ltd.
	-----	-----	-----	-----	-----
Net income.....	\$ 1,107	\$(1,107)	\$ 2,214	\$ 1,107	\$ 1,107
Other comprehensive income, net of tax:					
Foreign currency translation adjustment...	(1,077)	1,077	(2,154)	(1,077)	(1,077)
Less: reclassification adjustment for losses realized in net income...	3,637	(3,637)	7,274	3,637	3,637
	-----	-----	-----	-----	-----
Total foreign currency translation adjustment...	2,560	(2,560)	5,120	2,560	2,560
Minimum pension liability adjustment.....	-----	-----	-----	-----	-----
Other comprehensive income (loss).....	2,560	(2,560)	5,120	2,560	2,560
	-----	-----	-----	-----	-----
Comprehensive income.....	\$ 3,667	\$(3,667)	\$ 7,334	\$ 3,667	\$ 3,667
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

92

CNG CAYMAN ONE LTD.

CONSOLIDATING STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2000

(Thousands)

	CNG Cayman One and Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman One	CNGI Australia Pty Ltd.
	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Cash Flows From (Used In)					
Operating Activities					
Net income.....	\$ 1,107	\$ (1,107)	\$ 2,214	\$ 1,107	\$ 1,107
Adjustments to reconcile net income to net cash from operating activities:					
Cumulative effect of a change in accounting principle.....					
Restructuring and other merger-related costs...					
Loss on net assets held for sale.....					
Sale of Virginia Natural Gas.....					
Depreciation and amortization.....					
Pension cost (credit)--net.....					
Deferred income taxes--net.....					
Investment tax credit...					
Changes in current assets and current liabilities:					
Accounts receivable.....					
Receivables from affiliated companies...					
Inventories.....					
Unrecovered gas costs...					
Broker margin deposits.....					
Prepayments.....					
Other current assets....					
Accounts payable, trade.....					
Payables to affiliated companies.....					
Estimated rate contingencies and refunds.....					
Amounts payable to customers.....					
Accrued expenses.....	124		124		124
Other--net.....					
Changes in other assets and other liabilities..	(1,231)		(1,231)		(1,231)
Excess of equity in earnings of subsidiary companies over their cash dividends paid--consolidated.....		1,107	(1,107)	(1,107)	
Other-net.....					
	-----	-----	-----	-----	-----
Net cash flows from (used in) operating activities.....					
	-----	-----	-----	-----	-----
Cash Flows From (Used In)					
Investing Activities					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Plant construction and other property additions.....					
Proceeds from sale of Virginia Natural Gas, net of cash sold.....					
Proceeds from sale of Argentine investments, net of cash sold.....					
Cost of other investments.....					
Intrasystem long-term financing--net.....					
Intrasystem money pool investments--net.....					
Property transfers to (from) affiliates.....					
Other.....					
	-----	-----	-----	-----	-----
Net cash flows from (used in) investing activities.....					
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Financing Activities					
Repayments of long-term debt.....					
Issuance (repayment) of short-term debt.....					
Dividends paid.....					
Intrasystem long-term financing--net.....					
Intrasystem money pool borrowings (repayments)--net.....					
Dividends paid-- subsidiary companies-- consolidated.....					
Purchase of treasury stock.....					
Other.....					
	-----	-----	-----	-----	-----
Net cash flows from (used in) financing activities.....					
	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....					
Cash and cash equivalents at beginning of year....					
	-----	-----	-----	-----	-----
Cash and cash equivalents at end of year.....	\$ --	\$ --	\$ --	\$ --	\$ --
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CNG CAYMAN THREE LTD.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Cayman Three and Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman Three	CNG Argentina S.A.
	-----	-----	-----	-----	-----
Operating revenue and income:					
Regulated gas sales....	\$ --	\$--	\$ --	\$ --	\$ --
Nonregulated gas sales.....					
Gas transportation and storage.....					
Oil and gas production.....					
Other.....					
	-----	-----	-----	-----	-----
Total.....	-----	-----	-----	-----	-----
Expenses:					
Purchased gas.....					
Liquids, capacity and other products purchased.....					
Restructuring and other merger-related costs..					
Operation and maintenance.....	834		834	33	801
Depreciation and amortization.....					
Other taxes.....	8		8		8
	-----	-----	-----	-----	-----
Total.....	842		842	33	809
Income from operations..	(842)		(842)	(33)	(809)
	-----	-----	-----	-----	-----
Other income and expense:					
Gain on sale of Virginia Natural Gas..					
Loss on net assets held for sale.....	(17,240)		(17,240)	(17,240)	
Equity in earnings of subsidiary company-- consolidated.....		809	(809)	(809)	
Interest revenue from affiliated companies-- consolidated.....					
Other.....	1,596		1,596	1,596	
	-----	-----	-----	-----	-----
Total other income and expense.....	(15,644)	809	(16,453)	(16,453)	
	-----	-----	-----	-----	-----
Income before interest					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

and income taxes.....	(16,486)	809	(17,295)	(16,486)	(809)
Interest charges.....	-----	----	-----	-----	-----
Income before income taxes.....	(16,486)	809	(17,295)	(16,486)	(809)
Income tax expense.....	-----	----	-----	-----	-----
Income before cumulative effect of a change in accounting principle...	(16,486)	809	(17,295)	(16,486)	(809)
Cumulative effect of a change in accounting principle (net of income taxes).....	-----	----	-----	-----	-----
Net income.....	\$ (16,486)	\$809	\$ (17,295)	\$ (16,486)	\$ (809)
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

94

CNG CAYMAN THREE LTD.

CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Cayman Three and Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman Three	CNG Argentina S.A.
	-----	-----	-----	-----	-----
Retained Earnings					
Balance at December 31, 1999.....	\$ 12,552	\$ (667)	\$ 13,219	\$ 12,552	\$ 667
Net income for the period January 1 through January 27, 2000.....	(37)	37	(74)	(37)	(37)
Total.....	12,515	(630)	13,145	12,515	630
Merger of Parent Company with Dominion Resources, Inc.....	-----	-----	-----	-----	-----
Balance at January 28, 2000.....	12,515	(630)	13,145	12,515	630
Net income for the period January 28 through December 31, 2000.....	(16,449)	772	(17,221)	(16,449)	(772)
Sale of CNG Cayman Three by CNG International...	3,934	(142)	4,076	3,934	142
Dividends declared on common stock--cash.....	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Balance at December 31,  
2000..... \$ -- \$ -- \$ -- \$ -- \$ --  
=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

95

CNG CAYMAN THREE LTD.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	CNG Cayman Three and Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman Three	CNG Argentina S.A.
	-----	-----	-----	-----	-----
Net income.....	\$ (16,486)	\$809	\$ (17,295)	\$ (16,486)	\$ (809)
Other comprehensive income, net of tax:					
Foreign currency translation adjustment.....					
Less: reclassification adjustment for losses realized in net income.....	-----	-----	-----	-----	-----
Total foreign currency translation adjustment.....					
Minimum pension liability adjustment...	-----	-----	-----	-----	-----
Other comprehensive income (loss).....	-----	-----	-----	-----	-----
Comprehensive income.....	\$ (16,486)	\$809	\$ (17,295)	\$ (16,486)	\$ (809)
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

96

CNG CAYMAN THREE LTD.

CONSOLIDATING STATEMENT OF CASH FLOWS



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

For the Year Ended December 31, 2000  
(Thousands)

	CNG Cayman Three and Subsidiary	Eliminations and Adjustments	Combined Total	CNG Cayman Three	CNG Arentina S.A.
	-----	-----	-----	-----	-----
Cash Flows From (Used In)					
Operating Activities					
Net income.....	\$ (16,486)	\$ 809	\$ (17,295)	\$ (16,486)	\$ (809)
Adjustments to reconcile net income to net cash from operating activities:					
Cumulative effect of a change in accounting principle.....					
Restructuring and other merger-related costs...					
Loss on net assets held for sale.....	17,240		17,240	17,240	
Sale of Virginia Natural Gas.....					
Depreciation and amortization.....					
Pension cost (credit)-- net.....					
Deferred income taxes-- net.....					
Investment tax credit...					
Changes in current assets and current liabilities:					
Accounts receivable.....	518		518		518
Receivables from affiliated companies...					
Inventories.....					
Unrecovered gas costs...					
Broker margin deposits.....					
Prepayments.....					
Other current assets....					
Accounts payable, trade.....	(56)		(56)		(56)
Payables to affiliated companies.....	(26)		(26)	(26)	
Estimated rate contingencies and refunds.....					
Amounts payable to customers.....					
Accrued expenses.....	5		5		5
Other--net.....					
Changes in other assets and other liabilities...	(1,998)		(1,998)	(1,828)	(170)
Excess of equity in earnings of subsidiary companies over their					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

cash dividends paid-- consolidated.....		(809)	809	809	
Other--net.....					
	-----	-----	-----	-----	-----
Net cash flows from (used in) operating activities.....	(803)		(803)	(291)	(512)
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Investing Activities					
Plant construction and other property additions.....					
Proceeds from sale of Virginia Natural Gas, net of cash sold.....					
Proceeds from sale of Argentine investments, net of cash sold.....					
Cost of other investments.....					
Intrasystem long-term financing-net.....					
Intrasystem money pool investments-net.....					
Property transfers to (from) affiliates.....					
Other.....					
	-----	-----	-----	-----	-----
Net cash flows from (used in) investing activities.....					
	-----	-----	-----	-----	-----
Cash Flows From (Used In) Financing Activities					
Repayments of long-term debt.....					
Issuance (repayment) of short-term debt.....					
Dividends paid.....					
Intrasystem long-term financing-net.....					
Intrasystem money pool borrowings (repayments)- net.....					
Dividends paid-- subsidiary companies-- consolidated.....					
Purchase of treasury stock.....					
Other.....					
	-----	-----	-----	-----	-----
Net cash flows from (used in) financing activities.....					
	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	(803)		(803)	(291)	(512)
Cash and cash equivalents at beginning of year....	803		803	291	512
	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Cash and cash equivalents at end of year.....	\$ --	\$ --	\$ --	\$ --	\$ --
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

97

DOMINION PRODUCTS AND SERVICES, INC.

CONSOLIDATING BALANCE SHEET  
At December 31, 2000  
(Thousands)

	Dominion P&S and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion P&S	CNG Technologies
	-----	-----	-----	-----	-----
ASSETS					
Current Assets					
Cash and cash equivalents.....	\$ 28	\$ --	\$ 28	\$ 27	\$ 1
Accounts receivable:					
Customers, less allowance.....	1,139		1,139	1,139	
Other.....					
Receivables from affiliated companies...	3,241		3,241	3,070	171
Inventories:					
Gas stored--current portion.....					
Materials and supplies.....					
Unrecovered gas costs...					
Deferred income taxes-- current (net).....					
Broker margin deposits..					
Prepayments.....	1		1	1	
Other.....					
Net assets held for sale.....	-----	-----	-----	-----	-----
Total current assets.....	4,409		4,409	4,237	172
	-----	-----	-----	-----	-----
Investments					
Stock of subsidiary company, at equity-- consolidated.....		(579)	579	579	
Notes of subsidiary company--consolidated..					
Other.....					
	-----	-----	-----	-----	-----
Total investments...		(579)	579	579	
	-----	-----	-----	-----	-----
Property, Plant and Equipment					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Property, plant and equipment.....					
Less accumulated depreciation and amortization.....					
Net property, plant and equipment.....					
Deferred Charges and Other Assets					
Regulatory assets.....					
Prepaid pension cost....					
Other.....					
Total deferred charges and other assets.....					
Total assets.....	\$4,409	\$ (579)	\$4,988	\$4,816	\$172

The Notes to the Consolidated Financial Statements are an integral part of this statement.

DOMINION PRODUCTS AND SERVICES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)

At December 31, 2000

(Thousands)

	Dominion P&S and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion P&S	CNG Technologies
LIABILITIES AND STOCKHOLDER'S EQUITY					
Current Liabilities					
Short-term debt.....	\$ --	\$ --	\$ --	\$ --	\$ --
Accounts payable, trade.....	451		451	451	
Estimated rate contingencies and refunds.....					
Payables to affiliated companies.....	610		610	610	
Customer deposits.....					
Accrued interest.....					
Accrued payroll.....					
Accrued taxes.....	665		665	727	(62)
Deferred income taxes-- current (net).....					
Other.....	1,838		1,838	1,838	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Total current liabilities.....	3,564		3,564	3,626	(62)
-----	-----	-----	-----	-----	-----
Long-term Debt					
Debtures and notes....					
Notes payable to Registrant-- consolidated.....					
-----	-----	-----	-----	-----	-----
Total long-term debt..					
-----	-----	-----	-----	-----	-----
Deferred Credits and Other Liabilities					
Deferred income taxes...	(1,121)		(1,121)	(776)	(345)
Deferred investment tax credits.....					
Other.....	208		208	208	
-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	(913)		(913)	(568)	(345)
-----	-----	-----	-----	-----	-----
Commitments and Contingencies					
Common Stockholder's Equity					
Common stock.....	3,990	(2,000)	5,990	3,990	2,000
Other capital.....					
Retained earnings.....	(2,232)	1,421	(3,653)	(2,232)	(1,421)
Accumulated other comprehensive income...					
-----	-----	-----	-----	-----	-----
Total common stockholder's equity.....	1,758	(579)	2,337	1,758	579
-----	-----	-----	-----	-----	-----
Total liabilities and stockholder's equity.....	\$ 4,409	\$ (579)	\$ 4,988	\$ 4,816	\$ 172
=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

99

DOMINION PRODUCTS AND SERVICES, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

Dominion P&S and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion P&S	CNG Technologies
-----	-----	-----	-----	-----

Operating revenue and

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

income:					
Regulated gas sales....	\$ --	\$--	\$ --	\$ --	\$--
Nonregulated gas sales.....					
Gas transportation and storage.....					
Oil and gas production.....					
Other.....	9,907		9,907	9,907	
	-----	----	-----	-----	----
Total.....	9,907		9,907	9,907	
	-----	----	-----	-----	----
Expenses:					
Purchased gas.....					
Liquids, capacity and other products purchased.....					
Restructuring and other merger-related costs..					
Operation and maintenance.....	7,425		7,425	7,425	
Depreciation and amortization.....					
Other taxes.....	16		16	16	
	-----	----	-----	-----	----
Total.....	7,441		7,441	7,441	
	-----	----	-----	-----	----
Income from operations..	2,466		2,466	2,466	
	-----	----	-----	-----	----
Other income and expense:					
Gain on sale of Virginia Natural Gas..					
Loss on net assets held for sale.....					
Equity in earnings of subsidiary company-- consolidated.....		33	(33)	(33)	
Interest revenue from affiliated companies-- consolidated.....	132		132	122	10
Other.....	17		17	(2)	19
	-----	----	-----	-----	----
Total other income and expense.....	149	33	116	87	29
	-----	----	-----	-----	----
Income before interest and income taxes.....	2,615	33	2,582	2,553	29
Interest charges.....					
	-----	----	-----	-----	----
Income before income taxes.....	2,615	33	2,582	2,553	29
Income tax expense.....	916		916	854	62
	-----	----	-----	-----	----
Income before cumulative effect of a change in accounting principle...	1,699	33	1,666	1,699	(33)
Cumulative effect of a change in accounting principle (net of income taxes).....					
	-----	----	-----	-----	----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Net income.....	\$1,699	\$ 33	\$1,666	\$1,699	\$(33)
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

100

DOMINION PRODUCTS AND SERVICES, INC.

CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion P&S and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion P&S	CNG Technologies
	-----	-----	-----	-----	-----
Retained Earnings					
Balance at December 31, 1999.....	\$ (3,931)	\$1,389	\$(5,320)	\$(3,931)	\$(1,389)
Net income for the period January 1 through January 27, 2000.....	58	1	57	58	(1)
	-----	-----	-----	-----	-----
Total.....	(3,873)	1,390	(5,263)	(3,873)	(1,390)
Merger of Parent Company with Dominion Resources, Inc. ....	-----	-----	-----	-----	-----
Balance at January 28, 2000.....	(3,873)	1,390	(5,263)	(3,873)	(1,390)
Net income for the period January 28 through December 31, 2000.....	1,641	32	1,609	1,641	(32)
Dividends declared on common stock--cash....	-----	-----	-----	-----	-----
Balance at December 31, 2000.....	\$(2,232)	\$1,422	\$(3,654)	\$(2,232)	\$(1,422)
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

101

DOMINION PRODUCTS AND SERVICES, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion P&S and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion P&S	CNG Technologies
	-----	-----	-----	-----	-----
Net income.....	\$1,699	\$33	\$1,666	\$1,699	\$(33)
Other comprehensive income, net of tax:					
Foreign currency translation adjustment.....					
Less: reclassification adjustment for losses realized in net income.....					
	-----	---	-----	-----	----
Total foreign currency translation adjustment.....					
Minimum pension liability adjustment..					
	-----	---	-----	-----	----
Other comprehensive income (loss).....					
	-----	---	-----	-----	----
Comprehensive income....	\$1,699	\$33	\$1,666	\$1,699	\$(33)
	=====	===	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

102

DOMINION PRODUCTS AND SERVICES, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion P&S and Subsidiary	Eliminations and Adjustments	Combined Total	Dominion P&S	CNG Technologies
	-----	-----	-----	-----	-----
Cash Flows From (Used In)					
Operating Activities					
Net income.....	\$ 1,699	\$ 33	\$ 1,666	\$ 1,699	\$(33)
Adjustments to reconcile net income to net cash from operating activities:					
Cumulative effect of a change in accounting					



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

principle.....				
Restructuring and other merger-related costs...	11	11	11	
Loss on net assets held for sale.....				
Sale of Virginia Natural Gas.....				
Depreciation and amortization.....				
Pension cost (credit)-- net.....				
Deferred income taxes-- net.....	(174)	(174)	(236)	62
Investment tax credit...				
Changes in current assets and current liabilities:				
Accounts receivable.....	(746)	(746)	(746)	
Receivables from affiliated companies...	570	570	570	
Inventories.....				
Unrecovered gas costs...				
Broker margin deposits.....				
Prepayments.....	(1)	(1)	(1)	
Other current assets....				
Accounts payable, trade.....	(414)	(414)	(383)	(31)
Payables to affiliated companies.....	7	7	7	
Estimated rate contingencies and refunds.....				
Amounts payable to customers.....				
Accrued expenses.....	718	718	690	28
Other--net.....	661	661	661	
Changes in other assets and other liabilities...	208	208	208	
Excess of equity in earnings of subsidiary companies over their cash dividends paid-- consolidated.....		(33)	33	33
Other--net.....				
	-----	-----	-----	-----
Net cash flows from (used in) operating activities.....	2,539	2,539	2,513	26
	-----	-----	-----	-----
Cash Flows From (Used In) Investing Activities				
Plant construction and other property additions.....				
Proceeds from sale of Virginia Natural Gas, net of cash sold.....				
Proceeds from sale of Argentine investments, net of cash sold.....				
Cost of other				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

investments.....					
Intrasystem long-term financing--net.....					
Intrasystem money pool investments--net.....	(2,516)		(2,516)	(2,490)	(26)
Property transfers to (from) affiliates.....					
Other.....					
	-----	----	-----	-----	----
Net cash flows from (used in) investing activities.....	(2,516)		(2,516)	(2,490)	(26)
	-----	----	-----	-----	----
Cash Flows From (Used In) Financing Activities					
Repayments of long-term debt.....					
Issuance (repayment) of short-term debt.....					
Dividends paid.....					
Intrasystem long-term financing--net.....					
Intrasystem money pool borrowings (repayments)--net.....					
Dividends paid-- subsidiary companies-- consolidated.....					
Purchase of treasury stock.....					
Other.....					
	-----	----	-----	-----	----
Net cash flows from (used in) financing activities.....					
	-----	----	-----	-----	----
Increase (decrease) in cash and cash equivalents.....	23		23	23	
Cash and cash equivalents at beginning of year....	5		5	4	1
	-----	----	-----	-----	----
Cash and cash equivalents at end of year.....	\$ 28	\$--	\$ 28	\$ 27	\$ 1
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

103

DOMINION CAPITAL, INC.

CONSOLIDATING BALANCE SHEET  
As of December 31, 2000  
(Thousands)

Dominion

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion Capital Consolidated	Consolidating Entries and Adjustments	Dominion Capital	Mortgage Services, Inc.	Virginia Financial	DCV	OptaCo
Current assets:							
Cash and cash equivalents.....	\$ 43,197	\$ (63,408)	\$ 2,206	\$ 236	\$ 43,151	\$ (4,373)	\$ 29
Accounts receivable:							
Customers (less allowance).....							
Other.....	6,239	(5,180)	1,632		2,663	(1,203)	4
Inventories:							
Materials and supplies.....							
Fossil fuel.....							
Gas stored--current portion.....							
Investment securities--							
trading.....	274,643			274,643			
Mortgage loans held for sale.....	103,956			103,956			
Commodity contract assets.....							
Unrecovered gas costs.....							
Broker margin deposits.....							
Prepayments.....							
Net assets held for sale.....							
Other.....	62,060	(4,022)	8,379	6,537	31,589	13,159	70
Total current assets.....	490,095	(72,610)	12,217	385,372	77,403	7,583	103
Investments:							
Loans receivable, net.....	675,600		22,508		514,040	133,083	331
Investments in affiliates.....	175,505	(1,678,049)	1,743,543		51,774	0	
Available for sale securities.....	291,630		10,823	13,916	76,487	72,809	
Nuclear decommissioning trust funds.....							
Investment in real estate.....	64,924		3,891		0	0	
Other.....	145,274		5,769		20,203	36,898	
Total net investments.....	1,352,933	(1,678,049)	1,786,534	13,916	662,504	242,790	331
Property, plant and equipment:							
Property, plant and equipment.....	35,296	(419,948)	878	21,749	1,028	5,073	
Less accumulated depreciation, depletion and amortization.....	16,298	(5,127)	703	10,439	402	1,568	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Property, plant and equipment, net.....	18,998	(414,821)	175	11,310	626	3,505	
Deferred charges and other assets:							
Goodwill, net.....	49,796			46,095	(246)	0	
Regulatory assets, net.....							
Prepaid pension costs.....							
Other, net.....	123,871	(493,816)	1,313	118,429	11,492	(404)	
Total deferred charges and other assets.....	173,667	(493,816)	1,313	164,524	11,246	(404)	
Total Assets.....	\$2,035,693	\$ (2,659,296)	\$1,800,239	\$575,122	\$751,779	\$253,474	\$434

The Notes to the Consolidated Financial Statements are an integral part of this statement.

104

DOMINION CAPITAL, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Dominion Capital Consolidated	Consolidating Entries and Adjustments	Dominion Capital	Dominion Mortgage Services, Inc.	Virginia Financial	DCV	OptaC
Current liabilities:							
Securities due within one year....	\$ 89,499	\$ 10,774	\$ --	\$ 78,725	\$ --	\$ --	\$ --
Short-term debt.....							
Accounts payable, trade.....	9,660	(6,081)	2,215	6,489	0	322	
Accrued interest....	15,113	(16,729)	12,826	1,324	935	846	
Accrued payroll.....	3,158	0	(9)	2,887	277	3	
Accrued taxes.....	2,270	(12)	(12)	0	21	1,836	
Commodity contract liabilities.....							
Other.....	4,652	(6,252)	2,191	559	1,685	0	
Total current liabilities.....	124,352	(18,300)	17,211	89,984	2,918	3,007	
Long term debt.....	1,353,801	(1,613,100)	1,257,322	109,477	468,580	120,802	
Deferred credits and other liabilities:							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Deferred income taxes.....	34,306		1,586	31,539	(6,555)	(1,277)	(
Deferred investment tax credits.....							
Other.....	627	(1,141)	1,513	585	0	(1,812)	
	-----	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	34,933	(1,141)	3,099	32,124	(6,555)	(3,089)	(
	-----	-----	-----	-----	-----	-----	-----
Total Liabilities.....	1,513,086	(1,632,541)	1,277,632	231,585	464,943	120,720	(
	-----	-----	-----	-----	-----	-----	-----
Minority interest...		(68,393)					
Obligated mandatorily redeemable preferred securities of subsidiary trusts..							
Preferred stock not subject to mandatory redemption.....							
Common shareholders' equity:							
Common Stock.....	8	(64,657)	8		50,100		
Other paid in capital.....	693,841	(790,330)	693,840	294,113	167,039	122,273	12,
Accumulated other comprehensive income.....	(8,597)	7,810	(8,597)		(45)		
Retained earnings...	(162,645)	(111,185)	(162,644)	49,424	69,742	10,481	(11,
	-----	-----	-----	-----	-----	-----	-----
Total common shareholders' equity.....	522,607	(958,362)	522,607	343,537	286,836	132,754	
	-----	-----	-----	-----	-----	-----	-----
Total Liabilities and shareholders' equity.....	\$2,035,693	\$(2,659,296)	\$1,800,239	\$575,122	\$751,779	\$253,474	\$
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

105

DOMINION CAPITAL, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

Rincon Securities, Inc.	Stanton Associates, Inc.	Edgen, Inc.	DLMC	Vidalia Audit, Inc.	Louisiana Hydro	Dominion Lands, Inc.
-------------------------	--------------------------	-------------	------	---------------------	-----------------	----------------------

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

-----							
Current assets:							
Cash and cash equivalents.....	\$	838	\$	192	\$	80	\$ 69 \$ 1 \$ 1 \$ 767
Accounts receivable:							
Customers (less allowance).....							
Other.....			115	473	516	429	(499) 3,453
Inventories:							
Materials and supplies.....							
Fossil fuel.....							
Gas stored--current portion.....							
Investment securities--trading.....							
Mortgage loans held for sale.....							
Commodity contract assets.....							
Unrecovered gas costs..							
Broker margin deposits..							
Prepayments.....							
Net assets held for sale.....							
Other.....		1,073	3,371	26	0	47	1,364 84
		-----	-----	-----	-----	-----	-----
Total current assets.....		1,911	3,678	579	585	477	866 4,304
		-----	-----	-----	-----	-----	-----
Investments:							
Loans receivable, net...		0	471	2,151	0		0 3,016
Investments in affiliates.....		(8,355)	0	13,597	254		3,272 0
Available for sale securities.....		117,595	0	0	0		0 0
Nuclear decommissioning trust funds.....							
Investment in real estate.....		0	4,682	626	0		0 55,725
Other.....		3,819	1,503	0	0		76,899 183
		-----	-----	-----	-----	-----	-----
Total net investments.....		113,059	6,656	16,374	254		80,171 58,924
		-----	-----	-----	-----	-----	-----
Property, plant and equipment:							
Property, plant and equipment.....		0	5,635	170	37		0 726
Less accumulated depreciation, depletion and amortization.....		0	2,230	126	37		0 5,920
		-----	-----	-----	-----	-----	-----
Property, plant and equipment, net.....		0	3,405	44	0		0 (5,194)
		-----	-----	-----	-----	-----	-----
Deferred charges and other assets:							
Goodwill, net.....		3,947	0	0	0		0 0
Regulatory assets, net..							
Prepaid pension costs...							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Other, net.....	2,115	2,115	0	0		1,898	(8,021)
	-----	-----	-----	-----	-----	-----	-----
Total deferred charges and other assets.....	6,062	2,115	0	0		1,898	(8,021)
	-----	-----	-----	-----	-----	-----	-----
Total Assets.....	\$121,032	\$15,854	\$16,997	\$839	\$477	\$82,935	\$50,013
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

106

DOMINION CAPITAL, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Rincon Securities, Inc.	Stanton Associates, Inc.	Edgen, Inc.	DLMC	Vidalia Audit, Inc.	Louisiana Hydro	Dominion Lands, Inc.
	-----	-----	-----	-----	-----	-----	-----
Current liabilities:							
Securities due within one year.....	\$ --	\$ --	\$ --	\$ --	\$--	\$ --	\$ --
Short-term debt.....							
Accounts payable, trade.....		4	119	284	1		1,070
Accrued interest.....	873	4		4	0	905	156
Accrued payroll.....							
Accrued taxes.....				3			12
Commodity contract liabilities.....							
Other.....	33	(2)			57		129
	-----	-----	-----	-----	-----	-----	-----
Total current liabilities.....	906	6	119	291	58	905	1,367
	-----	-----	-----	-----	-----	-----	-----
Long term debt.....	45,955	6,543	0	0	266	44,142	54,199
	-----	-----	-----	-----	-----	-----	-----
Deferred credits and other liabilities:							
Deferred income taxes...	(4,085)	(444)	(2,490)	(80)	(14)	28,458	(11,716)
Deferred investment tax credits.....							
Other.....		189	565	390			337
	-----	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	(4,085)	(255)	(1,925)	310	(14)	28,458	(11,379)
	-----	-----	-----	-----	-----	-----	-----
Total Liabilities.....	42,776	6,294	(1,806)	601	310	73,505	44,187
	-----	-----	-----	-----	-----	-----	-----
Minority interest.....							
Obligated mandatorily							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

redeemable preferred securities of subsidiary trusts.....							
Preferred stock not subject to mandatory redemption.....							
Common shareholders' equity:							
Common Stock.....	1,000	10,199	1	3,346		1	10
Other paid in capital...	16,168	(1,649)	28,398		200	1,100	64,743
Accumulated other comprehensive income...	(7,765)						
Retained earnings.....	68,853	1,010	(9,596)	(3,108)	(33)	8,329	(58,927)
	-----	-----	-----	-----	-----	-----	-----
Total common shareholders' equity.....	78,256	9,560	18,803	238	167	9,430	5,826
	-----	-----	-----	-----	-----	-----	-----
Total Liabilities and shareholders' equity.....	\$121,032	\$15,854	\$16,997	\$ 839	\$477	\$82,935	\$ 50,013
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

107

DOMINION CAPITAL, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Capital Consolidated	Consolidating Entries and Adjustments	Dominion Capital	Dominion Mortgage Services, Inc.	Virginia Financial	DCV	Opt
	-----	-----	-----	-----	-----	-----	-----
Operating Revenue:							
Regulated sales.....							
Electric.....							
Gas.....							
Nonregulated sales....							
Electric.....							
Gas.....							
Gas transportation and storage.....							
Oil and gas production.....							
Other.....	\$ 432,897	\$224,605	\$ (132,714)	\$ 61,300	\$137,885	\$ 20,602	\$
	-----	-----	-----	-----	-----	-----	-----
Total.....	432,897	224,605	(132,714)	61,300	137,885	20,602	
	-----	-----	-----	-----	-----	-----	-----
Expenses:							
Fuel, net.....							



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Purchased power capacity, net.....							
Purchased gas, net....							
Liquids, capacity and other products purchased.....							
Restructuring and other acquisition related costs.....	192,388	192,388					
Other operation and maintenance.....	298,282	35,322	13,787	75,846	91,085	36,509	
Depreciation, depletion and amortization.....	33,712	(13,846)	909	29,640	403	1,193	
Other taxes.....	5,082	(10,080)	378	3,542		367	
Total.....	529,464	203,784	15,074	109,028	91,488	38,069	
Income from Operations.....	(96,567)	20,821	(147,788)	(47,728)	46,397	(17,467)	
Other Income.....		(4,684)					
Income before interest and income taxes.....	(96,567)	16,137	(147,788)	(47,728)	46,397	(17,467)	
Interest and related charges:							
Interest charges.....	192,178	(121,705)	76,316	24,875	100,180	11,782	
Preferred dividends and distributions of subsidiary trusts....							
Total.....	192,178	(121,705)	76,316	24,875	100,180	11,782	
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	(288,745)	137,842	(224,104)	(72,603)	(53,783)	(29,249)	
Income taxes.....	(100,198)		(35,297)	(24,084)	(16,987)	(11,425)	
Minority interests....	259	1,415				(1,303)	
Income before extraordinary item and cumulative effect of a change in accounting principle.....	(188,806)	136,427	(188,807)	(48,519)	(36,796)	(16,521)	
Extraordinary item, net							
Cumulative effect of a change in accounting principle, net.....							
Net Income.....	\$ (188,806)	\$ 136,427	\$ (188,807)	\$ (48,519)	\$ (36,796)	\$ (16,521)	\$

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

108

DOMINION CAPITAL, INC.

CONSOLIDATING INCOME STATEMENT--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	Rincon Securities, Inc.	Stanton Associates, Inc.	Edgen, Inc.	DLMC	Vidalia Audit, Inc.	Louisiana Hydr
Operating Revenue:						
Regulated sales.....						
Electric.....						
Gas.....						
Nonregulated sales.....						
Electric.....						
Gas.....						
Gas transportation and storage.....						
Oil and gas production..						
Other.....	\$14,550	\$2,419	\$ 894	\$ 9	\$295	\$7,86
	-----	-----	-----	-----	-----	-----
Total.....	14,550	2,419	894	9	295	7,86
	-----	-----	-----	-----	-----	-----
Expenses:						
Fuel, net.....						
Purchased power capacity, net.....						
Purchased gas, net.....						
Liquids, capacity and other products purchased.....						
Restructuring and other acquisition related costs.....						
Other operation and maintenance.....	309	799	4,730	(112)	45	
Depreciation, depletion and amortization.....	714	470	51	9		5
Other taxes.....		2	54	112	3	
	-----	-----	-----	-----	-----	-----
Total.....	1,023	1,271	4,835	9	48	5
	-----	-----	-----	-----	-----	-----
Income from Operations.....	13,527	1,148	(3,941)		247	7,80
Other Income						
	-----	-----	-----	-----	-----	-----
Income before interest and income taxes.....	13,527	1,148	(3,941)		247	7,80
	-----	-----	-----	-----	-----	-----
Interest and related charges:						
Interest charges.....	8,810	718		3	10	5,42

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Preferred dividends and distributions of subsidiary trusts.....						
Total.....	8,810	718		3	10	5,42
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	4,717	430	(3,941)	(3)	237	2,37
Income taxes.....	47	455	(1,379)	(3)	83	90
Minority interests.....		147				
Income before extraordinary item and cumulative effect of a change in accounting principle.....	4,670	(172)	(2,562)		154	1,46
Extraordinary item, net Cumulative effect of a change in accounting principle, net.....						
Net Income.....	\$ 4,670	\$ (172)	\$ (2,562)	\$ --	\$154	\$1,46

The Notes to the Consolidated Financial Statements are an integral part of this statement.

109

DOMINION CAPITAL, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Dominion Capital Consolidated	Consolidating Entries and Adjustments	Dominion Capital	Dominion Mortgage Services, Inc.	Virginia Financial	DCV	Opt
Balance at December 31, 1999.....	\$ 740,912	\$ (1,139,775)	\$740,912	\$345,657	\$312,782	\$148,123	\$9
Issuance of stock--CNG acquisition.....							
Issuance of stock through public offering.....							
Issuance of stock through employee, executive loan and direct stock purchase							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

plans.....							
Stock repurchase and retirement.....							
Premium income equity securities.....							
Other common stock activity.....		(1,820)					
Comprehensive income...	(182,248)	129,994	(182,249)	(42,119)	(36,839)	(15,369)	
Dividends and other adjustments.....	(36,057)	53,239	(36,056)	39,999	10,893		(3
	-----	-----	-----	-----	-----	-----	-----
Balance at December 31, 2000.....	\$ 522,607	\$ (958,362)	\$522,607	\$343,537	\$286,836	\$132,754	\$5
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

110

DOMINION CAPITAL, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY--(Continued)  
As of December 31, 2000  
(Thousands)

	Stanton Associates, Inc.	Edgen, Inc.	DLMC	Vidalia Audit, Inc.	Louisiana Hydro	Dominion Lands, Inc.	Catalyst Old River Hydroelectric L.P.
	-----	-----	-----	-----	-----	-----	-----
Balance at December 31, 1999.....	\$9,732	\$21,364	\$ (1,762)	\$ (187)	\$6,861	\$ 24,915	\$106,394
	-----	-----	-----	-----	-----	-----	-----
Issuance of stock--CNG acquisition.....							
Issuance of stock through public offering.....							
Issuance of stock through employee, executive loan and direct stock purchase plans.....			3,346				
Stock repurchase and retirement.....							
Premium income equity securities.....							
Other common stock activity.....							
Comprehensive income...	(172)	(2,562)		154	1,469	(25,743)	(15,204)
Dividends and other adjustments.....		1	(1,346)	200	1,100	6,654	(68,392)
	-----	-----	-----	-----	-----	-----	-----
Balance at December 31, 2000.....	\$9,560	\$18,803	\$ 238	\$ 167	\$9,430	\$ 5,826	\$ 22,798

The Notes to the Consolidated Financial Statements are an integral part of this statement.

111

DOMINION CAPITAL, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Capital Consolidated	Consolidating Entries and Adjustments	Dominion Capital	Dominion Mortgage Services, Inc.	Virginia Financial	DC
Net Income.....	\$ (188,806)	\$136,427	\$ (188,807)	\$ (48,519)	\$ (36,796)	\$ (16,287)
Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....	6,558	(6,433)	6,558	6,400	(43)	1,220
Less: reclassification adjustment for gains (losses) realized in net income						
Unrealized gains (losses) on investment securities.....	6,558	(6,433)	6,558	6,400	(43)	1,220
Foreign currency translation adjustment						
Minimum pension liability adjustment						
Other comprehensive income (Loss).....	6,558	(6,433)	6,558	6,400	(43)	1,220
Comprehensive Income....	\$ (182,248)	\$129,994	\$ (182,249)	\$ (42,119)	\$ (36,839)	\$ (15,067)

The Notes to the Consolidated Financial Statements are an integral part of this statement.

112

DOMINION CAPITAL, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME--(Continued)  
For the Year Ended December 31, 2000

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

(Thousands)

	DVII	Catalyst Old River Hydroelectric L.P.	Rincon Securities, Inc.	Stanton Associates, Inc.	Edgen, Inc.	DLMC	Vidalia Audit, Inc.
Net Income.....	\$2,789	\$ (15,204)	\$ 4,670	\$ (172)	\$ (2,562)	\$--	\$154
Other comprehensive income, net of tax:							
Unrealized holding gains (losses) on investment securities.....			(1,076)				
Less:							
reclassification adjustment for gains (losses) realized in net income .....							
Unrealized gains (losses) on investment securities.....			(1,076)				
Foreign currency translation adjustment							
Minimum pension liability adjustment							
Other comprehensive income (Loss).....			(1,076)				
Comprehensive Income.....	\$2,789	\$ (15,204)	\$ 3,594	\$ (172)	\$ (2,562)	\$--	\$154

The Notes to the Consolidated Financial Statements are an integral part of this statement.

113

DOMINION CAPITAL, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

Dominion Capital	Consolidating Entries and	Dominion	Dominion Mortgage Services,	Virginia
---------------------	------------------------------	----------	-----------------------------------	----------

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Consolidated	Adjustments	Capital	Inc.	Financial	DCV	Opta
	-----	-----	-----	-----	-----	-----	-----
Cash flows from (used in) operating activities:							
Net income.....	\$ (188,806)	\$136,427	\$ (188,807)	\$ (48,519)	\$ (36,796)	\$ (16,521)	\$
Adjustments to reconcile net income to net cash from operating activities:							
Cumulative effect of a change in accounting principle.....							
Restructuring and other acquisition related costs....							
DCI impairment losses.....	292,171	292,171					
Extraordinary item, net.....							
Impairment of regulatory assets.....							
Gains on sales of subsidiaries.....							
Depreciation and amortization.....	35,005	(14,965)	909	29,640	1,933	389	
Deferred income taxes.....	(64,600)	(6,432)	(12,788)	(14,596)	(14,255)	(1,782)	(
Deferred fuel expense.....							
Changes in current assets and liabilities:							
Accounts receivable.....	9,217	1,415	4,143		(2,148)	5,711	
Inventories.....							
Unrecovered gas costs.....							
Purchase and origination of mortgages.....	(4,280,698)			(4,280,698)			
Proceeds from sale and principal collections of mortgages.....	4,295,336			4,295,336			
Accounts payable, trade.....	(1,641)	(3,824)	(3,306)	3,699		(975)	(5
Accrued interest and taxes.....	(11,426)	397	11,540	3,316	(25,009)	(1,811)	(1
Commodity contract assets and liabilities.....							
Net assets held for sale.....							
Other.....	563	(404,826)	163,575	61,151	103,304	25,731	11
	-----	-----	-----	-----	-----	-----	-----
Net cash flows							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

from operating activities.....	85,121	363	(24,734)	49,329	27,029	10,742	5
Cash flow from (used in) investing activities:							
Plant construction and other property additions.....		1,152					
Acquisition of exploration and production assets.....							
Loan originations..	(2,910,737)				(2,159,245)	(751,492)	
Repayments of loan originations.....	4,255,348	54,679	11,679		3,411,142	778,511	14
Sale of businesses.....							
Sale of marketable securities.....	136,994			134,029	10		
Purchase of debt securities.....	(235,125)	(100,855)	(10,000)	(31,958)	(76,483)	(15,829)	
Acquisition of businesses.....							
Other investments..	(116,658)	312,556	(332,410)	(121,771)	(64,434)	9,012	
Other.....	(36,319)	(32,402)	84	(24,601)	25,008	(16,577)	
Net cash flow used in investing activities.....	1,093,503	235,130	(330,647)	(44,301)	1,135,998	3,625	14
Cash flow from (used in) financing activities:							
Issuance of common stock.....							
Repurchase of common stock.....							
Issuance (repayment) of short term debt...	(120,194)	(171,879)	(230,415)	(22,017)	383,633	(79,465)	
Issuance of long term debt.....	4,995,534	(8,287)	1,050,000	3,945,534			
Repayment of long term debt.....	(6,099,621)	2,035	(425,945)	(3,967,824)	(1,576,544)		
Common dividend payments.....	(36,737)	3,009	(36,737)		580		(41
Other.....	680	4,796	681	40,000	10,311		1
Net cash flow from (used in) financing activities.....	(1,260,338)	(170,326)	357,584	(4,307)	(1,182,020)	(79,465)	(39
Increase (decrease) in cash and cash equivalents.....	(81,714)	65,167	2,203	721	(18,993)	(65,098)	(19
Cash and cash equivalents at							



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

beginning of the year.....	124,911	(65,330)	3	(485)	62,144	60,725	22
Cash and cash equivalents at end of the year.....	\$ 43,197	\$ (163)	\$ 2,206	\$ 236	\$ 43,151	\$ (4,373)	\$ 2

The Notes to the Consolidated Financial Statements are an integral part of this statement.

114

DOMINION CAPITAL, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	Rincon Securities, Inc.	Stanton Associates, Inc.	Edgen, Inc.	DLMC	Vidalia Audit, Inc.	Louisiana Hydro	Dominion Lands, Inc.
Cash flows from (used in) operating activities:							
Net income.....	\$ 4,670	\$ (172)	\$ (2,562)	\$ --	\$ 154	\$ 1,469	\$ (25,743)
Adjustments to reconcile net income to net cash from operating activities:							
Cumulative effect of a change in accounting principle.....							
Restructuring and other acquisition related costs.....							
DCI impairment losses..							
Extraordinary item, net.....							
Impairment of regulatory assets.....							
Gains on sales of subsidiaries.....							
Depreciation and amortization.....	1,282	470	51	9		59	119
Deferred income taxes..	47	(1,281)	(1,379)	(36)		460	(12,279)
Deferred fuel expense..							
Changes in current assets and liabilities:							
Accounts receivable....		142	(330)	(34)	(269)	500	596
Inventories.....							
Unrecovered gas costs..							
Purchase and origination of mortgages.....							
Proceeds from sale and principal collections							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

of mortgages.....							
Accounts payable, trade.....	(4)	(81)	(271)	(144)	1		(8)
Accrued interest and taxes.....	180	227	(101)	28	(118)	(257)	153
Commodity contract assets and liabilities.....							
Net assets held for sale.....							
Other.....	(790)	2,560	8,356	(1,315)	(1)	17	54,882
	-----	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities.....	5,385	1,865	3,764	(1,492)	(233)	2,248	17,720
	-----	-----	-----	-----	-----	-----	-----
Cash flow from (used in) investing activities:							
Plant construction and other property additions.....							
Acquisition of exploration and production assets.....							
Loan originations.....							
Repayments of loan originations.....		327	784				(1,917)
Sale of businesses.....							
Sale of marketable securities.....	2,955						
Purchase of debt securities.....							
Acquisition of businesses.....							
Other investments.....	105,930	2,622	(5,084)	(254)		(2,872)	(25,163)
Other.....		806	565	386			10,411
	-----	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities.....	108,885	3,755	(3,735)	132		(2,872)	(16,669)
	-----	-----	-----	-----	-----	-----	-----
Cash flow from (used in) financing activities:							
Issuance of common stock.....							
Repurchase of common stock.....							
Issuance (repayment) of short term debt.....		(1,053)		(1,222)	34		2,190
Issuance of long term debt.....							
Repayment of long term debt.....	(114,000)	(4,736)				(475)	(10,097)
Common dividend payments.....							
Other.....				2,000	200	1,100	(58,089)
	-----	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(114,000)	(5,789)		778	234	625	(65,996)
	-----	-----	-----	-----	-----	-----	-----
Increase (decrease) in							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

cash and cash equivalents.....	270	(169)	29	(582)	1	1	(64,945)
Cash and cash equivalents at beginning of the year..	568	361	51	651			65,712
	-----	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 838	\$ 192	\$ 80	\$ 69	\$ 1	\$ 1	\$ 767
	=====	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

115

DOMINION ENERGY, INC.

CONSOLIDATING BALANCE SHEET  
As of December 31, 2000  
(Thousands)

	Dominion Energy Consolidated	Consolidating Entries and Adjustments	Dominion Energy	Oil & Gas (Page 146)	Domestic Power Generation (Page 122)	Foreign Power Generation (Page 140)
	-----	-----	-----	-----	-----	-----
Current assets:						
Cash and cash equivalents.....	\$ 34,952	\$ --	\$ 3,815	\$ 9,787	\$ 21,350	\$--
Accounts receivable: Customers (less allowance).....						
Other.....	139,429	(52,484)	43,564	98,136	49,990	
Inventories:						
Materials and supplies.....						
Fossil fuel.....						
Gas stored--current portion.....						
Investment securities--trading.....						
Mortgage loans held for sale.....						
Commodity contract assets.....	11,059				11,059	
Unrecovered gas costs..						
Broker margin deposits..						
Prepayments.....						
Net assets held for sale.....						
Other.....	147,580	(60)	115,610	25,653	6,377	
	-----	-----	-----	-----	-----	-----
Total current assets.....	333,020	(52,544)	162,989	133,576	88,776	
	-----	-----	-----	-----	-----	-----
Investments:						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Loans receivable, net...						
Investments in						
affiliates.....	215,086		75,409	21,565	118,112	
Available for sale						
securities.....						
Nuclear decommissioning						
trust funds.....						
Investment in real						
estate.....						
Other.....	119,193	(1,222,035)	947,073	295,397	98,758	
	-----	-----	-----	-----	-----	-----
Total net						
investments.....	334,279	(1,222,035)	1,022,482	316,962	216,870	
	-----	-----	-----	-----	-----	-----
Property, plant and						
equipment:						
Property, plant and						
equipment.....	1,742,280		13,328	1,367,542	361,410	
Less accumulated						
depreciation, depletion						
and amortization.....	414,789		6,391	382,344	26,054	
	-----	-----	-----	-----	-----	-----
Property, plant and						
equipment, net.....	1,327,491		6,937	985,198	335,356	
	-----	-----	-----	-----	-----	-----
Deferred charges and						
other assets:						
Goodwill, net.....	2,927			2,927		
Regulatory assets, net..						
Prepaid pension costs...						
Other, net.....	46,087		509	14,705	30,873	
	-----	-----	-----	-----	-----	-----
Total deferred						
charges and other						
assets.....	49,014		509	17,632	30,873	
	-----	-----	-----	-----	-----	-----
Total Assets.....	\$2,043,804	\$(1,274,579)	\$1,192,917	\$1,453,368	\$671,875	\$--
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

116

DOMINION ENERGY, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

Dominion Energy Consolidated	Consolidating Entries and Adjustments	Dominion Energy	Oil & Gas (Page 147)	Domestic Power Generation (Page 124)	Foreign Power Generation (Page 141)
-----	-----	-----	-----	-----	-----

Current liabilities:

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Securities due within one year.....	\$ 6,330	\$ --	\$ --	\$ --	\$ 6,330	\$ --
Short-term debt.....	2,502			2,502		
Accounts payable, trade.....	65,333	(52,484)	26,127	37,413	53,855	
Accrued interest.....	4,625	(60)	3,589	109	987	
Accrued payroll.....						
Accrued taxes.....	1,227		(105)	(2,264)	3,666	
Commodity contract liabilities.....	245				245	
Other.....	65,934		2,112	43,890	19,933	
	-----	-----	-----	-----	-----	-----
Total current liabilities.....	146,196	(52,544)	31,723	81,650	85,016	
	-----	-----	-----	-----	-----	-----
Long term debt.....	1,157,754	(468,815)	588,622	774,473	263,474	
	-----	-----	-----	-----	-----	-----
Deferred credits and other liabilities:						
Deferred income taxes...	158,296		27,427	97,497	33,372	
Deferred investment tax credits.....						
Other.....	30,164		(5,364)	33,784	1,744	
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	188,460		22,063	131,281	35,116	
	-----	-----	-----	-----	-----	-----
Total Liabilities.....	1,492,410	(521,359)	642,408	987,404	383,606	
	-----	-----	-----	-----	-----	-----
Minority interest.....	884	(1,195)		884	1,195	
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....						
Preferred stock no subject to mandatory redemption.....						
Common shareholders' equity:						
Common Stock.....	208	(35,104)	208		35,104	
Other paid in capital...	572,115	(386,553)	572,115	219,077	167,476	
Accumulated other comprehensive income...	295	9,971	295	(9,971)		
Retained earnings.....	(22,108)	(340,339)	(22,109)	255,974	84,494	
	-----	-----	-----	-----	-----	-----
Total common shareholders' equity.....	550,510	(752,025)	550,509	465,080	287,074	
	-----	-----	-----	-----	-----	-----
Total Liabilities and shareholders' equity...	\$2,043,804	\$ (1,274,579)	\$1,192,917	\$1,453,368	\$671,875	\$ --
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Energy Consolidated	Consolidating Entries and Adjustments	Dominion Energy	Oil & Gas (Page 148)	Domestic Power Generation (Page 126)	Foreign Power Generation (Page 142)
Operating Revenue:						
Regulated sales.....						
Electric.....						
Gas.....						
Nonregulated sales.....						
Electric.....	\$ 96,742	\$ (67)	\$ --	\$ --	\$ 83,833	\$12,976
Gas.....	24,008				24,008	
Gas transportation and storage.....						
Oil and gas production..	322,359			322,359		
Other.....	69,256	(116,043)	118,705	49,556	16,917	121
Total.....	512,365	(116,110)	118,705	371,915	124,758	13,097
Expenses:						
Fuel, net.....	2,588				1,350	1,238
Purchased power capacity, net.....						
Purchased gas, net.....						
Liquids, capacity and other products purchased.....						
Restructuring and other acquisition related costs.....	567		567			
Other operation and maintenance.....	218,083	(121)	19,355	137,083	58,094	3,656
Depreciation, depletion and amortization.....	121,820		4,771	101,790	12,730	2,529
Other taxes.....	19,678		277	16,230	2,408	757
Total.....	362,736	(121)	24,970	255,103	74,582	8,180
Income from Operations.....	149,629	(115,989)	93,735	116,812	50,176	4,917
Other Income.....	20,190	(18,601)	11,497	10,745	13,733	2,816
Income before interest and income taxes.....	169,819	(134,590)	105,232	127,557	63,909	7,733
Interest and related charges:						
Interest charges.....	72,641	(18,601)	30,108	39,280	19,293	2,561
Preferred dividends and distributions of subsidiary trusts.....						
Total.....	72,641	(18,601)	30,108	39,280	19,293	2,561

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	97,178	(115,989)	75,124	88,277	44,616	5,172
Income taxes.....	10,353		(9,574)	2,586	17,184	164
Minority interests.....	2,127	(169)		141	220	1,935
	-----	-----	-----	-----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	84,698	(115,820)	84,698	85,550	27,212	3,073
Extraordinary item, net.....						
Cumulative effect of a change in accounting principle, net.....						
	-----	-----	-----	-----	-----	-----
Net Income.....	\$ 84,698	\$(115,820)	\$ 84,698	\$ 85,550	\$ 27,212	\$ 3,073
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

118

DOMINION ENERGY, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Dominion Energy Consolidated	Consolidating Entries and Adjustments	Dominion Energy	Oil & Gas (Page 149)	Domestic Power Generation (Page 128)	Foreign Power Generatio (Page 143)
	-----	-----	-----	-----	-----	-----
Balance at December 31, 1999.....	\$ 634,406	\$(836,972)	\$ 612,611	\$403,457	\$265,071	\$ 190,353
	-----	-----	-----	-----	-----	-----
Issuance of stock--CNG acquisition.....						
Issuance of stock through public offering.....						
Issuance of stock through employee, executive loan and direct stock purchase plans.....						
Stock repurchase and retirement.....						
Premium income equity securities.....						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Other common stock activity.....		158,953			101	(159,054)
Comprehensive income...	81,808	(109,080)	81,808	78,810	27,212	3,073
Dividends and other adjustments.....	(165,704)	35,074	(143,910)	(17,187)	(5,310)	(34,372)
	-----	-----	-----	-----	-----	-----
Balance at December 31, 2000.....	\$ 550,510	\$ (752,025)	\$ 550,509	\$465,080	\$287,074	\$ --
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

119

DOMINION ENERGY, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Energy Consolidated	Consolidating Entries and Adjustments	Dominion Energy	Oil&Gas (Page 150)	Domestic Power Generation (Page 130)	Foreign Power Generation (Page 144)
	-----	-----	-----	-----	-----	-----
Net Income.....	\$84,698	\$ (115,820)	\$84,698	\$85,550	\$27,212	\$3,073
	-----	-----	-----	-----	-----	-----
Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....						
Less: reclassification adjustment for gains (losses) realized in net income.....						
	-----	-----	-----	-----	-----	-----
Unrealized gains (losses) on investment securities.....						
Foreign currency translation adjustment.....	(2,890)	6,740	(2,890)	(6,740)		
Minimum pension liability adjustment..						
	-----	-----	-----	-----	-----	-----
Other comprehensive income (Loss).....	(2,890)	6,740	(2,890)	(6,740)		
	-----	-----	-----	-----	-----	-----
Comprehensive Income....	\$81,808	\$ (109,080)	\$81,808	\$78,810	\$27,212	\$3,073
	=====	=====	=====	=====	=====	=====



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

120

DOMINION ENERGY, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Energy Consolidated	Consolidating Entries and Adjustments	Dominion Energy	Oil & Gas (Page 151)	Domestic Power Generation (Page 130)	Foreign Power Generat (Page 1
Cash flows from (used in) operating activities:						
Net income.....	\$ 84,698	\$(115,820)	\$ 84,698	\$ 85,550	\$ 27,212	\$ 3,0
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....						
Restructuring and other acquisition related costs.....						
DCI impairment losses..						
Extraordinary item, net.....						
Impairment of regulatory assets.....						
Gains on sales of subsidiaries.....	68		68			
Depreciation and amortization.....	121,821	403	4,770	101,152	12,730	2,7
Deferred income taxes..	19,362		(20,561)	25,755	14,168	
Deferred fuel expense..						
Changes in current assets and liabilities:						
Accounts receivable....	(56,210)	6,776	183,965	(245,801)	829	(1,9
Inventories.....	4,778			6,053	(1,317)	
Unrecovered gas costs..						
Purchase and origination of mortgages.....						
Proceeds from sale and principal collections of mortgages.....						
Accounts payable, trade.....	(67,016)	157,085	(346,055)	118,208	5,279	(1,6
Accrued interest and taxes.....	(234)	(1)	4,682	(6,366)	(879)	2,3
Commodity contract assets and liabilities.....						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Net assets held for sale.....						
Other.....	(9,744)	112,492	(118,733)	8,525	(12,347)	3
	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities.....	97,523	160,935	(207,166)	93,076	45,675	5,0
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....	(64,966)		(53,671)	(6,003)	(5,248)	(
Acquisition of exploration and production assets.....	(138,329)			(138,329)		
Loan originations.....						
Repayments of loan originations.....						
Sale of businesses.....	83,554		149,788	(19)		(66,2
Sale of marketable securities.....						
Purchase of debt securities.....						
Acquisition of businesses.....						
Other investments.....	12,527		5,525	6,935	67	
Other.....	(9,841)	3,001	(2,798)	5,313	(22,095)	6,7
	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities.....	(117,055)	3,001	98,844	(132,103)	(27,276)	(59,5
Cash flow from (used in) financing activities:						
Issuance of common stock.....						
Repurchase of common stock.....						
Issuance (repayment) of short term debt.....	399,191	(209,812)	528,850	71,373	8,866	(
Issuance of long term debt.....						
Repayment of long term debt.....	(243,776)	45,876	(269,303)	(13,908)	(6,330)	(1
Common dividend payments.....	(163,863)		(145,263)	(18,600)		
Other.....	1,377		769	205	403	
	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(7,071)	(163,936)	115,053	39,070	2,939	(1
	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	(26,603)		6,731	43	21,338	(54,7
Cash and cash equivalents at beginning of the year..	61,555		(2,916)	9,744	12	54,7
	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 34,952	\$ --	\$ 3,815	\$ 9,787	\$ 21,350	\$ --
	=====	=====	=====	=====	=====	=====

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

121

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING BALANCE SHEET

As of December 31, 2000

(Thousands)

	Domestic Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Cogen, Inc.	Dominion Energy Services Company, Inc.	Dominion Cogen WV, Inc.	Dominion Kincaid, Inc. (Page 134)
Current assets:						
Cash and cash equivalents.....	\$ 21,350	\$ --	\$ --	\$ 7	\$ --	\$ 21,343
Accounts receivable:						
Customers (less allowance).....						
Other.....	49,990	(459)	3,084	10,861	99	7,260
Inventories:						
Materials and supplies.....						
Fossil fuel.....						
Gas stored-- current portion..						
Investment securities-- trading.....						
Mortgage loans held for sale.....						
Commodity contract assets.....	11,059					
Unrecovered gas costs.....						
Broker margin deposits.....						
Prepayments.....						
Net assets held for sale.....						
Other.....	6,377			705	692	4,682
Total current assets.....	88,776	(459)	3,084	11,573	791	33,285
Investments:						
Loans receivable, net.....						
Investments in affiliates.....	118,112				11,627	
Available for sale securities.....						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Nuclear decommissioning trust funds.....						
Investment in real estate.....						
Other.....	98,758		64,929	3,057	20,301	10,301
	-----	-----	-----	-----	-----	-----
Total net investments.....	216,870		64,929	3,057	31,928	10,301
	-----	-----	-----	-----	-----	-----
Property, plant and equipment:						
Property, plant and equipment.....	361,410					360,131
Less accumulated depreciation, depletion and amortization.....	26,054					26,054
	-----	-----	-----	-----	-----	-----
Property, plant and equipment, net.....	335,356					334,077
	-----	-----	-----	-----	-----	-----
Deferred charges and other assets:						
Goodwill, net.....						
Regulatory assets, net.....						
Prepaid pension costs.....						
Other, net.....	30,873			1	1,995	6,501
	-----	-----	-----	-----	-----	-----
Total deferred charges and other assets.....	30,873			1	1,995	6,501
	-----	-----	-----	-----	-----	-----
Total Assets.....	\$671,875	\$ (459)	\$68,013	\$14,631	\$34,714	\$384,164
	=====	=====	=====	=====	=====	=====

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

122

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING BALANCE SHEET--(Continued)

As of December 31, 2000

(Thousands)

Dominion Elwood Services Company, Inc.	Dominion Energy Construction Company, Inc.	Dominion Energy Direct Sales, Inc.	Dominion Cogen NY, Inc.	Dominion Equipment, Inc.*	Do E Excha
-----	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Current assets:						
Cash and cash equivalents.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Accounts receivable:						
Customers (less allowance).....						
Other.....	565		26,886			
Inventories:						
Materials and supplies.....						
Fossil fuel.....						
Gas stored--current portion.....						
Investment securities--trading..						
Mortgage loans held for sale.....						
Commodity contract assets.....			11,059			
Unrecovered gas costs.....						
Broker margin deposits.....						
Prepayments.....						
Net assets held for sale.....						
Other.....			(130)			428
	-----	-----	-----	-----	-----	-----
Total current assets.....	565		37,815			428
	-----	-----	-----	-----	-----	-----
Investments:						
Loans receivable, net.....						
Investments in affiliates.....						
Available for sale securities.....						
Nuclear decommissioning trust funds.....						
Investment in real estate.....						
Other.....			170			
	-----	-----	-----	-----	-----	-----
Total net investments.....			170			
	-----	-----	-----	-----	-----	-----
Property, plant and equipment:						
Property, plant and equipment.....			1,279			
Less accumulated depreciation, depletion and amortization.....						
	-----	-----	-----	-----	-----	-----
Property, plant and equipment, net.....			1,279			
	-----	-----	-----	-----	-----	-----
Deferred charges and						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

other assets:						
Goodwill, net.....						
Regulatory assets, net.....						
Prepaid pension costs.....						
Other, net.....			944			
	-----	-----	-----	-----	-----	-----
Total deferred charges and other assets.....			944			
	-----	-----	-----	-----	-----	-----
Total Assets.....	\$ 565	\$ --	\$40,208	\$ --	\$ 428	\$ --
	=====	=====	=====	=====	=====	=====

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

123

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Domestic Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Cogen, Inc.	Dominion Energy Services Company, Inc.	Dominion Cogen WV, Inc.	Dominion Kincaid, Inc. (Page 135)
	-----	-----	-----	-----	-----	-----
Current liabilities:						
Securities due within one year...	\$ 6,330	\$ --	\$ --	\$ --	\$ --	\$ 6,330
Short-term debt....						
Accounts payable, trade.....	53,855	(459)		718		8,272
Accrued interest...	987		150	(6)		843
Accrued payroll....						
Accrued taxes.....	3,666		346	2,643	(227)	437
Commodity contract liabilities.....	245					
Other.....	19,933			1,569		278
	-----	-----	-----	-----	-----	-----
Total current liabilities.....	85,016	(459)	496	4,924	(227)	16,160
	-----	-----	-----	-----	-----	-----
Long term debt.....	263,474		296			259,430
	-----	-----	-----	-----	-----	-----
Deferred credits and other liabilities:						
Deferred income						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

taxes.....	33,372		(58)	272	14,154	12,387
Deferred investment tax credits.....						
Other.....	1,744			1,472		
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	35,116		(58)	1,744	14,154	12,387
	-----	-----	-----	-----	-----	-----
Total Liabilities..	383,606	(459)	734	6,668	13,927	287,977
	-----	-----	-----	-----	-----	-----
Minority interest..	1,195					1,195
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....						
Preferred stock no subject to mandatory redemption.....						
Common shareholders' equity:						
Common Stock.....	35,104		35,000	1	1	
Other paid in capital.....	167,476		1,723		21,997	56,429
Accumulated other comprehensive income.....						
Retained earnings..	84,494		30,556	7,962	(1,211)	38,563
	-----	-----	-----	-----	-----	-----
Total common shareholders' equity.....	287,074		67,279	7,963	20,787	94,992
	-----	-----	-----	-----	-----	-----
Total Liabilities and shareholders' equity.....	\$671,875	\$(459)	\$68,013	\$14,631	\$34,714	\$384,164
	=====	=====	=====	=====	=====	=====

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

124

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING BALANCE SHEET--(Continued)

As of December 31, 2000

(Thousands)

Dominion Dominion

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Elwood Services Company, Inc.	Energy Construction Company, Inc.	Dominion Energy Direct Sales, Inc.	Dominion Cogen NY, Inc.	Dominion Equipment, Inc.*	Dominion Energy Exchange
Current liabilities:						
Securities due within one year.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Short-term debt.....						
Accounts payable, trade.....	21	326	23,036	182	328	2,4
Accrued interest.....						
Accrued payroll.....						
Accrued taxes.....	172	(874)	(422)	160		
Commodity contract liabilities.....			245			
Other.....	86		18,000			
Total current liabilities.....	279	(548)	40,859	342	328	2,4
Long term debt.....		548				
Deferred credits and other liabilities:						
Deferred income taxes...	(33)		(148)	9		
Deferred investment tax credits.....						
Other.....			272			
Total deferred credits and other liabilities.....	(33)		124	9		
Total Liabilities.....	246		40,983	351	328	2,4
Minority interest.....						
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....						
Preferred stock not subject to mandatory redemption.....						
Common shareholders' equity:						
Common Stock.....				1	100	
Other paid in capital...	1		301	(311)		
Accumulated other comprehensive income...						
Retained earnings.....	318		(1,076)	(41)	0	
Total common shareholders' equity..	319		(775)	(351)	100	
Total Liabilities and shareholders' equity...	\$ 565	\$ --	\$40,208	\$ --	\$ 428	\$2,5

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

125

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Domestic Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Cogen, Inc.	Dominion Energy Services Company, Inc.	Dominion Cogen WV, Inc	Dominion Kincaid, Inc. (Page 136)	Dominion Elwood Inc.
Operating Revenue:							
Regulated sales.....							
Electric.....							
Gas.....							
Nonregulated sales.....							
Electric.....	\$ 83,833	\$ --	\$ --	\$ --	\$ --	\$83,211	\$ --
Gas.....	24,008						
Gas transportation and storage.....							
Oil and gas production..							
Other.....	16,917			3,137	1,043		12,500
	-----	-----	-----	-----	-----	-----	-----
Total.....	124,758			3,137	1,043	83,211	12,500
	-----	-----	-----	-----	-----	-----	-----
Expenses:							
Fuel, net.....	1,350					3,180	
Purchased power capacity, net.....							
Purchased gas, net.....							
Liquids, capacity and other products purchased.....							
Restructuring and other acquisition related costs.....							
Other operation and maintenance.....	58,094			(1,454)		26,852	
Depreciation, depletion and amortization.....	12,730				76	12,654	
Other taxes.....	2,408			1,105		1,101	
	-----	-----	-----	-----	-----	-----	-----
Total.....	74,582			(349)	76	43,787	
	-----	-----	-----	-----	-----	-----	-----
Income from Operations.....	50,176			3,486	967	39,424	12,490
Other Income.....	13,733		5,197	626	1,306	1,887	
	-----	-----	-----	-----	-----	-----	-----
Income before interest and income taxes.....	63,909		5,197	4,112	2,273	41,311	12,490
	-----	-----	-----	-----	-----	-----	-----
Interest and related							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

charges:							
Interest charges.....	19,293					19,293	
Preferred dividends and distributions of subsidiary trusts.....							
Total.....	19,293					19,293	
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	44,616		5,197	4,112	2,273	22,018	12,49
Income taxes.....	17,184		1,813	1,519	799	8,665	4,86
Minority interests.....	220					220	
Income before extraordinary item and cumulative effect of a change in accounting principle.....	27,212		3,384	2,593	1,474	13,133	7,62
Extraordinary item, net.....							
Cumulative effect of a change in accounting principle, net.....							
Net Income.....	\$ 27,212	\$ --	\$3,384	\$2,593	\$1,474	\$13,133	\$ 7,62

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

126

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING INCOME STATEMENT--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Elwood Services Company, Inc.	Dominion Energy Construction Company, Inc.	Dominion Energy Direct Sales, Inc.	Dominion Cogen NY, Inc.	Dominion Equipment, Inc.*	Dominion Energy Exchange, Inc.	Dominion Fairless Inc.
Operating Revenue:							
Regulated sales.....							
Electric.....							
Gas.....							
Nonregulated sales.....							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Electric.....	\$--	\$--	\$ 622	\$--	\$--	\$--	\$--
Gas.....			24,008				
Gas transportation and storage.....							
Oil and gas production..							
Other.....	404						
	----	----	-----	----	----	----	----
Total.....	404		24,630				
	----	----	-----	----	----	----	----
Expenses:							
Fuel, net.....			(1,830)				
Purchased power capacity, net.....							
Purchased gas, net.....							
Liquids, capacity and other products purchased.....							
Restructuring and other acquisition related costs.....							
Other operation and maintenance.....	22	(4)	32,672				
Depreciation, depletion and amortization.....							
Other taxes.....	41	4	157				
	----	----	-----	----	----	----	----
Total.....	63		30,999				
	----	----	-----	----	----	----	----
Income from Operations.....	341		(6,369)				
Other Income.....			4,717				
	----	----	-----	----	----	----	----
Income before interest and income taxes.....	341		(1,652)				
	----	----	-----	----	----	----	----
Interest and related charges:							
Interest charges.....							
Preferred dividends and distributions of subsidiary trusts.....							
	----	----	-----	----	----	----	----
Total.....							
	----	----	-----	----	----	----	----
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	341		(1,652)				
Income taxes.....	155		(577)				
Minority interests.....							
	----	----	-----	----	----	----	----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	186		(1,075)				
Extraordinary item, net.....							
Cumulative effect of a							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

change in accounting  
principle, net.....

Net Income.....	\$186	\$--	\$(1,075)	\$--	\$--	\$--	\$--
-----------------	-------	------	-----------	------	------	------	------

-----

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

127

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY

As of December 31, 2000

(Thousands)

	Domestic Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Cogen, Inc.	Dominion Energy Services Company, Inc.	Dominion Cogen WV, Inc	Dominion Kincaid, Inc. (Page 137)	Dominion Elwood,
Balance at December 31, 1999.....	\$265,071	\$--	\$63,895	\$5,370	\$19,314	\$81,858	\$94,8
Issuance of stock--CNG acquisition.....							
Issuance of stock through public offering.....							
Issuance of stock through employee, executive loan and direct stock purchase plans...							
Stock repurchase and retirement...							
Premium income equity securities.....							
Other common stock activity.....	101						
Comprehensive income.....	27,212		3,384	2,593	1,474	13,133	7,6
Dividends and other adjustments.....	(5,310)				(1)	1	(5,6
Balance at December 31, 2000.....	\$287,074	\$--	\$67,279	\$7,963	\$20,787	\$94,992	\$96,8

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

-----  
 \* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

128

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY--(Continued)  
 As of December 31, 2000  
 (Thousands)

	Dominion Elwood Services Company, Inc.	Dominion Energy Construction Company, Inc.	Dominion Energy Direct Sales, Inc.	Dominion Cogen NY, Inc.	Dominion Equipment, Inc. *
Balance at December 31, 1999.....	\$132	\$--	\$ --	\$(351)	\$--
Issuance of stock--CNG acquisition.....					
Issuance of stock through public offering.....					
Issuance of stock through employee, executive loan and direct stock purchase plans.....					
Stock repurchase and retirement.....					
Premium income equity securities.....					
Other common stock activity.....					100
Comprehensive income...	186		(1,075)		
Dividends and other adjustments.....	1		300		
Balance at December 31, 2000.....	\$319	\$--	\$(775)	\$(351)	\$100

-----  
 \* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Domestic Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Cogen, Inc.	Dominion Energy Services Company, Inc.	Dominion Cogen WV, Inc.	Dominion Kincaid, Inc. (Page 138)	Dominion Elwood, Inc.
Net Income.....	\$27,212	\$--	\$3,384	\$2,593	\$1,474	\$13,133	\$7,627
Other comprehensive income, net of tax:							
Unrealized holding gains (losses) on investment securities.....							
Less: reclassification adjustment for gains (losses) realized in net income.....							
Unrealized gains (losses) on investment securities.....							
Foreign currency translation adjustment.....							
Minimum pension liability adjustment..							
Other comprehensive income (Loss).....							
Comprehensive Income....	\$27,212	\$--	\$3,384	\$2,593	\$1,474	\$13,133	\$7,627

The Notes to the Consolidated Financial Statements are an integral part of this statement.

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion Elwood III, Inc. *	Dominion Elwood Services Company, Inc.	Dominion Energy Construction Company, Inc.	Dominion Energy Direct Sales, Inc.	Dominion Cogen NY, Inc.	Dominion Equipment, Inc.*	Dominion Energy Exchange, Inc.
Net Income.....	\$ (110)	\$186	\$--	\$ (1,075)	\$--	\$--	\$--
Other comprehensive income, net of tax: Unrealized holding gains (losses) on investment securities.....							
Less: reclassification adjustment for gains (losses) realized in net income.....							
Unrealized gains (losses) on investment securities.....							
Foreign currency translation adjustment.....							
Minimum pension liability adjustment..							
Other comprehensive income (Loss).....							
Comprehensive Income....	\$ (110)	\$186	\$--	\$ (1,075)	\$--	\$--	\$--

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

131

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Domestic Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Cogen, Inc.	Dominion Energy Services Company, Inc.	Dominion Cogen WV, Inc	Dominion Kincaid, Inc. (Page 139)
Cash flows from (used in) operating						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

activities:						
Net income.....	\$ 27,212	\$--	\$ 3,384	\$ 2,593	\$ 1,474	\$13,133
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....						
Restructuring and other acquisition related costs.....						
DCI impairment losses..						
Extraordinary item, net.....						
Impairment of regulatory assets.....						
Gains on sales of subsidiaries.....						
Depreciation and amortization.....	12,730				76	12,654
Deferred income taxes..	14,168		(6)	547	1,415	6,230
Deferred fuel expense..						
Changes in current assets and liabilities:						
Accounts receivable....	829		(2,784)	(921)	1,878	1,448
Inventories.....	(1,317)				(509)	(808)
Unrecovered gas costs..						
Purchase and origination of mortgages.....						
Proceeds from sale and principal collections of mortgages.....						
Accounts payable, trade.....	5,279		(2,400)	(3,222)		(3,843)
Accrued interest and taxes.....	(879)		19	2,574	(516)	(2,124)
Commodity contract assets and liabilities.....						
Net assets held for sale.....						
Other.....	(12,347)			(1,214)	(1,043)	(90)
	-----	----	-----	-----	-----	-----
Net cash flows from operating activities..	45,675		(1,787)	357	2,775	26,600
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....	(5,248)					(3,969)
Acquisition of exploration and production assets.....						
Loan originations.....						
Repayments of loan originations.....						
Sale of businesses.....						
Sale of marketable securities.....						
Purchase of debt						



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

securities.....						
Acquisition of businesses.....						
Other investments.....	67		38			
Other .....	(22,095)			(1)		9
	-----	----	-----	-----	-----	-----
Net cash flow used in investing activities..	(27,276)		38	(1)		(3,960)
Cash flow from (used in) financing activities:						
Issuance of common stock.....						
Repurchase of common stock.....						
Issuance (repayment) of short term debt.....	8,866		1,749	(351)	(2,775)	5,023
Issuance of long term debt.....						
Repayment of long term debt.....	(6,330)					(6,330)
Common dividend payments.....						
Other.....	403					
	-----	----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	2,939		1,749	(351)	(2,775)	(1,307)
	-----	----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	21,338			5		21,333
Cash and cash equivalents at beginning of the year..	12			2		10
	-----	----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 21,350	\$--	\$ --	\$ 7	\$ --	\$21,343
	=====	=====	=====	=====	=====	=====

\* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

132

DOMINION ENERGY, INC.--DOMESTIC POWER GENERATION  
CONSOLIDATING STATEMENT OF CASH FLOWS--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

Dominion Elwood Services Company, Inc.	Dominion Energy Construction Company, Inc.	Dominion Energy Direct Sales, Inc.	Dominion Cogen NY, Inc.	Dominion Equipment, Inc.*	Dominion Energy Exchange Inc.
--	--	------------------------------------	-------------------------	---------------------------	-------------------------------

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Cash flows from (used in) operating activities:						
Net income.....	\$ 186	\$ --	\$ (1,075)	\$ --	\$ --	\$ --
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....						
Restructuring and other acquisition related costs.....						
DCI impairment losses..						
Extraordinary item, net.....						
Impairment of regulatory assets.....						
Gains on sales of subsidiaries.....						
Depreciation and amortization.....						
Deferred income taxes..	(21)		(148)			
Deferred fuel expense..						
Changes in current assets and liabilities:						
Accounts receivable....	93	28,995	(26,886)			
Inventories.....						
Unrecovered gas costs..						
Purchase and origination of mortgages.....						
Proceeds from sale and principal collections of mortgages.....						
Accounts payable, trade.....	(411)	(25,312)	23,036	2,499	18,932	(100)
Accrued interest and taxes.....	105	(874)	(422)			
Commodity contract assets and liabilities.....						
Net assets held for sale.....						
Other.....	47	(4,999)	7,314			
	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities..	(1)	(2,190)	1,819	2,499	18,932	(100)
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....			(1,279)			
Acquisition of exploration and production assets.....						
Loan originations.....						
Repayments of loan originations.....						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Sale of businesses.....						
Sale of marketable securities.....						
Purchase of debt securities.....						
Acquisition of businesses.....						
Other investments.....						
Other .....			(671)	(2,500)	(18,932)	
	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities..	--	--	(1,950)	(2,500)	(18,932)	--
Cash flow from (used in) financing activities:						
Issuance of common stock.....						
Repurchase of common stock.....						
Issuance (repayment) of short term debt.....		2,190	(170)			
Issuance of long term debt.....						
Repayment of long term debt.....						
Common dividend payments.....						
Other.....	1		301	1		100
	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	1	2,190	131	1	--	100
	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	--	--	--	--	--	--
Cash and cash equivalents at beginning of the year.....						
	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
	=====	=====	=====	=====	=====	=====

-----  
 \* Dominion Elwood III, Inc. and Dominion Equipment, Inc. are subsidiaries of Dominion Generation, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

133

DOMINION KINCAID, INC.

CONSOLIDATING BALANCE SHEET  
 As of December 31, 2000  
 (Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion Kincaid, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Kincaid, Inc.	Kincaid Generation, LLC
	-----	-----	-----	-----
Current assets:				
Cash and cash equivalents.....	\$ 21,343	\$ --	\$ --	\$ 21,343
Accounts receivable:				
Customers (less allowance)....				
Other.....	7,260			7,260
Inventories:				
Materials and supplies.....				
Fossil fuel.....				
Gas stored--current portion...				
Investment securities--				
trading.....				
Mortgage loans held for sale...				
Commodity contract assets.....				
Unrecovered gas costs.....				
Broker margin deposits.....				
Prepayments.....				
Net assets held for sale.....				
Other.....	4,682			4,682
	-----	-----	-----	-----
Total current assets.....	33,285			33,285
	-----	-----	-----	-----
Investments:				
Loans receivable, net.....				
Investments in affiliates.....				
Available for sale securities..				
Nuclear decommissioning trust				
funds.....				
Investment in real estate.....				
Other.....	10,301	(118,352)	118,352	10,301
	-----	-----	-----	-----
Total net investments.....	10,301	(118,352)	118,352	10,301
	-----	-----	-----	-----
Property, plant and equipment:				
Property, plant and equipment..	360,131			360,131
Less accumulated depreciation,				
depletion and amortization....	26,054			26,054
	-----	-----	-----	-----
Property, plant and equipment,				
net.....	334,077			334,077
	-----	-----	-----	-----
Deferred charges and other				
assets:				
Goodwill, net.....				
Regulatory assets, net.....				
Prepaid pension costs.....				
Other, net.....	6,501			6,501
	-----	-----	-----	-----
Total deferred charges and				
other assets.....	6,501			6,501
	-----	-----	-----	-----
Total Assets.....	\$384,164	\$ (118,352)	\$118,352	\$384,164
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

statement.

134

DOMINION KINCAID, INC.

CONSOLIDATING BALANCE SHEET--(Continued)

As of December 31, 2000

(Thousands)

	Dominion Kincaid, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Kincaid, Inc.	Kincaid Generation, LLC
	-----	-----	-----	-----
Current liabilities:				
Securities due within one year.....	\$ 6,330	\$ --	\$ --	\$ 6,330
Short-term debt.....				
Accounts payable, trade.....	8,272		4,121	4,151
Accrued interest.....	843			843
Accrued payroll.....				
Accrued taxes.....	437		(122)	559
Commodity contract liabilities.....				
Other.....	278			278
	-----	-----	-----	-----
Total current liabilities....	16,160		3,999	12,161
	-----	-----	-----	-----
Long term debt.....	259,430		6,974	252,456
	-----	-----	-----	-----
Deferred credits and other liabilities:				
Deferred income taxes.....	12,387		12,387	
Deferred investment tax credits.....				
Other.....				
	-----	-----	-----	-----
Total deferred credits and other liabilities.....	12,387		12,387	
	-----	-----	-----	-----
Total Liabilities.....	287,977		23,360	264,617
	-----	-----	-----	-----
Minority interest.....	1,195	1,195		
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....				
Preferred stock no subject to mandatory redemption.....				
Common shareholders' equity:				
Common Stock.....				
Other paid in capital.....	56,429	(54,899)	56,429	54,899
Accumulated other comprehensive income.....				
Retained earnings.....	38,563	(64,648)	38,563	64,648
	-----	-----	-----	-----
Total common shareholders'				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

equity.....	94,992	(119,547)	94,992	119,547
	-----	-----	-----	-----
Total Liabilities and shareholders' equity.....	\$384,164	\$ (118,352)	\$118,352	\$384,164
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

135

DOMINION KINCAID, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Kincaid, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Kincaid, Inc.	Kincaid Generation, LLC
	-----	-----	-----	-----
Operating Revenue:				
Regulated sales.....				
Electric.....				
Gas.....				
Nonregulated sales.....				
Electric.....	\$83,211	\$ --	\$ --	\$83,211
Gas.....				
Gas transportation and storage.....				
Oil and gas production...				
Other.....		(21,799)	21,799	
	-----	-----	-----	-----
Total.....	83,211	(21,799)	21,799	83,211
	-----	-----	-----	-----
Expenses:				
Fuel, net.....	3,180			3,180
Purchased power capacity, net.....				
Purchased gas, net.....				
Liquids, capacity and other products purchased.....				
Restructuring and other acquisition related costs.....				
Other operation and maintenance.....	26,852			26,852
Depreciation, depletion and amortization.....	12,654			12,654
Other taxes.....	1,101			1,101
	-----	-----	-----	-----
Total.....	43,787			43,787
	-----	-----	-----	-----
Income from Operations...	39,424	(21,799)	21,799	39,424

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Other Income.....	1,887			1,887
	-----	-----	-----	-----
Income before interest and income taxes.....	41,311	(21,799)	21,799	41,311
	-----	-----	-----	-----
Interest and related charges:				
Interest charges.....	19,293			19,293
	-----	-----	-----	-----
Preferred dividends and distributions of subsidiary trusts.....				
Total.....	19,293			19,293
	-----	-----	-----	-----
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle....	22,018	(21,799)	21,799	22,018
Income taxes.....	8,665		8,665	
Minority interests.....	220	220		
	-----	-----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	13,133	(22,019)	13,134	22,018
Extraordinary item, net... Cumulative effect of a change in accounting principle, net.....				
	-----	-----	-----	-----
Net Income.....	\$13,133	\$(22,019)	\$13,134	\$22,018
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

136

DOMINION KINCAID, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Dominion Kincaid, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Kincaid, Inc.	Kincaid Generation, LLC
	-----	-----	-----	-----
Balance at December 31, 1999.....	\$81,858	\$ (97,528)	\$81,858	\$ 97,528
	-----	-----	-----	-----
Issuance of stock--CNG acquisition.....				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Issuance of stock through public offering.....				
Issuance of stock through employee, executive loan and direct stock purchase plans.....				
Stock repurchase and retirement.....				
Premium income equity securities.....				
Other common stock activity.....				
Comprehensive income....	13,133	(22,019)	13,134	22,018
Dividends and other adjustments.....	1			1
	-----	-----	-----	-----
Balance at December 31, 2000.....	\$94,992	\$(119,547)	\$94,992	\$119,547
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

137

DOMINION KINCAID, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Kincaid, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Kincaid, Inc.	Kincaid Generation, LLC
	-----	-----	-----	-----
Net Income.....	\$13,133	\$(22,019)	\$13,134	\$22,018
Other comprehensive income, net of tax:				
Unrealized holding gains (losses) on investment securities.....				
Less: reclassification adjustment for gains (losses) realized in net income.....				
	-----	-----	-----	-----
Unrealized gains (losses) on investment securities.....				
Foreign currency translation adjustment.....				
Minimum pension liability				



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

adjustment.....	-----	-----	-----	-----
Other comprehensive income (Loss).....				
Comprehensive Income.....	\$13,133	\$ (22,019)	\$13,134	\$22,018
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this Statement.

138

DOMINION KINCAID, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Kincaid, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Kincaid, Inc.	Kincaid Generation, LLC
	-----	-----	-----	-----
Cash flows from (used in) operating activities:				
Net income.....	\$13,133	\$ (22,019)	\$ 13,134	\$22,018
Adjustments to reconcile net income to net cash from operating activities:				
Cumulative effect of a change in accounting principle.....				
Restructuring and other acquisition related costs.....				
DCI impairment losses....				
Extraordinary item, net..				
Impairment of regulatory assets.....				
Gains on sales of subsidiaries.....				
Depreciation and amortization.....	12,654			12,654
Deferred income taxes....	6,230	(6,230)	6,230	6,230
Deferred fuel expense....				
Changes in current assets and liabilities:				
Accounts receivable.....	1,448	(3,000)	3,000	1,448
Inventories.....	(808)			(808)
Unrecovered gas costs....				
Purchase and origination of mortgages.....				
Proceeds from sale and principal collections of				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

mortgages.....				
Accounts payable, trade..	(3,843)	2,300	(2,300)	(3,843)
Accrued interest and taxes.....	(2,124)	2,114	(2,114)	(2,124)
Commodity contract assets and liabilities.....				
Net assets held for sale.....				
Other.....	(90)	30,684	(21,799)	(8,975)
	-----	-----	-----	-----
Net cash flows from operating activities....	26,600	3,849	(3,849)	26,600
	-----	-----	-----	-----
Cash flow from (used in) investing activities:				
Plant construction and other property additions.....	(3,969)			(3,969)
Acquisition of exploration and production assets....				
Loan originations.....				
Repayments of loan originations.....				
Sale of businesses.....				
Sale of marketable securities.....				
Purchase of debt securities.....				
Acquisition of businesses.....				
Other investments.....				
Other.....	9			9
	-----	-----	-----	-----
Net cash flow used in investing activities....	(3,960)			(3,960)
	-----	-----	-----	-----
Cash flow from (used in) financing activities:				
Issuance of common stock..				
Repurchase of common stock.....				
Issuance (repayment) of short term debt.....	5,023	(3,849)	3,849	5,023
Issuance of long term debt.....				
Repayment of long term debt.....	(6,330)			(6,330)
Common dividend payments..				
Other.....				
	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(1,307)	(3,849)	3,849	(1,307)
	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	21,333			21,333
Cash and cash equivalents at beginning of the year.....	10			10
	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Cash and cash equivalents at end of the year.....	\$21,343 =====	\$ -- =====	\$ -- =====	\$21,343 =====
--	-------------------	----------------	----------------	-------------------

The Notes to the Consolidated Financial Statements are an integral part of this statement.

139

DOMINION ENERGY, INC.--FOREIGN POWER GENERATION

CONSOLIDATING BALANCE SHEET  
As of December 31, 2000  
(Thousands)

	Foreign Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Energy Company (Caymen Islands)	Dominion Management Argentina SA	Dominion Energy Interamerican Holding Co LDC
Current assets:					
Cash and cash equivalents.....	\$--	\$--	\$--	\$--	\$--
Accounts receivable:					
Customers (less allowance).....					
Other.....					
Inventories:					
Materials and supplies.....					
Fossil fuel.....					
Gas stored--current portion.....					
Investment securities-- trading.....					
Mortgage loans held for sale.....					
Commodity contract assets.....					
Unrecovered gas costs...					
Broker margin deposits..					
Prepayments.....					
Net assets held for sale.....					
Other.....					
Total current assets...	----	----	----	----	----
Investments:					
Loans receivable, net...					
Investments in affiliates.....					
Available for sale securities.....					
Nuclear decommissioning					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

trust funds.....					
Investment in real estate.....					
Other.....	----	----	----	----	----
Total net investments..	----	----	----	----	----
Property, plant and equipment:					
Property, plant and equipment.....					
Less accumulated depreciation, depletion and amortization.....	----	----	----	----	----
Property, plant and equipment, net.....	----	----	----	----	----
Deferred charges and other assets:					
Goodwill, net.....					
Regulatory assets, net..					
Prepaid pension costs...					
Other, net.....	----	----	----	----	----
Total deferred charges and other assets.....	----	----	----	----	----
Total Assets.....	\$--	\$--	\$--	\$--	\$--
	====	====	====	====	====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

140

DOMINION ENERGY INC.--FOREIGN POWER GENERATION

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Foreign Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Energy Company (Cayman Islands)	Dominion Management Argentina SA	Dominion Energy Interamerican Holding Co LDC
	-----	-----	-----	-----	-----
Current liabilities:					
Securities due within one year.....	\$--	\$--	\$--	\$--	\$--
Short-term debt.....					
Accounts payable, trade.....					
Accrued interest.....					
Accrued payroll.....					
Accrued taxes.....					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Commodity contract liabilities.....	----	----	----	----	----
Other.....	----	----	----	----	----
Total current liabilities.....	----	----	----	----	----
Long term debt.....	----	----	----	----	----
Deferred credits and other liabilities:					
Deferred income taxes...					
Deferred investment tax credits.....					
Other.....	----	----	----	----	----
Total deferred credits and other liabilities.....	----	----	----	----	----
Total Liabilities.....	----	----	----	----	----
Minority interest.....					
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....					
Preferred stock not subject to mandatory redemption.....					
Common shareholders' equity:					
Common Stock.....					
Other paid in capital...					
Accumulated other comprehensive income...					
Retained earnings.....	----	----	----	----	----
Total common shareholders' equity..	----	----	----	----	----
Total Liabilities and shareholders' equity...	\$--	\$--	\$--	\$--	\$--
	====	====	====	====	====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

141

DOMINION ENERGY INC.--FOREIGN POWER GENERATION

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

Foreign	Dominion Energy	Dominion Energy
---------	-----------------	-----------------

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Power Generation Consolidated	Consolidating Entries and Adjustments	Company (Cayman Islands)	Dominion Management Argentina SA	Interamerican Holding Co LDC
Operating Revenue:					
Regulated sales.....					
Electric.....					
Gas.....					
Nonregulated sales.....					
Electric.....	\$12,976	\$--	\$7,477	\$--	\$5,499
Gas.....					
Gas transportation and storage.....					
Oil and gas production..					
Other.....	121			121	
	-----	----	-----	-----	-----
Total.....	13,097		7,477	121	5,499
	-----	----	-----	-----	-----
Expenses:					
Fuel, net.....	1,238		1,238		
Purchased power capacity, net.....					
Purchased gas, net.....					
Liquids, capacity and other products purchased.....					
Restructuring and other acquisition related costs.....					
Other operation and maintenance.....	3,656		2,267	154	1,235
Depreciation, depletion and amortization.....	2,529		1,507	7	1,015
Other taxes.....	757		753	4	
	-----	----	-----	-----	-----
Total.....	8,180		5,765	165	2,250
	-----	----	-----	-----	-----
Income from Operations.....	4,917		1,712	(44)	3,249
Other Income.....	2,816		969	(1)	1,848
	-----	----	-----	-----	-----
Income before interest and income taxes.....	7,733		2,681	(45)	5,097
	-----	----	-----	-----	-----
Interest and related charges:					
Interest charges.....	2,561		2,043		518
Preferred dividends and distributions of subsidiary trusts.....					
	-----	----	-----	-----	-----
Total.....	2,561		2,043		518
	-----	----	-----	-----	-----
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	5,172		638	(45)	4,579
Income taxes.....	164		(931)		1,095

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Minority interests.....	1,935		184		1,751
	-----	----	-----	----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	3,073		1,385	(45)	1,733
Extraordinary item, net.....					
Cumulative effect of a change in accounting principle, net.....					
	-----	----	-----	----	-----
Net Income.....	\$ 3,073	\$--	\$1,385	\$(45)	\$1,733
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

142

DOMINION ENERGY, INC.--FOREIGN POWER GENERATION

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Foreign Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Energy Company (Caymen Islands)	Dominion Management Argentina SA	Dominion Energy Interamerican Holding Co LDC
	-----	-----	-----	-----	-----
Balance at December 31, 1999.....	\$ 190,353	\$--	\$102,625	\$ 1,044	\$ 86,684
	-----	----	-----	-----	-----
Issuance of stock--CNG acquisition.....					
Issuance of stock through public offering.....					
Issuance of stock through employee, executive loan and direct stock purchase plans.....					
Stock repurchase and retirement.....					
Premium income equity securities.....					
Other common stock activity.....	(159,054)		(98,627)	(1,631)	(58,796)
Comprehensive income..	3,073		1,385	(45)	1,733
Dividends and other adjustments.....	(34,372)		(5,383)	632	(29,621)
	-----	----	-----	-----	-----
Balance at December 31,					

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

2000..... \$ -- \$-- \$ -- \$ -- \$ --  
 =====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

143

DOMINION ENERGY, INC.--FOREIGN POWER GENERATION

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
 For the Year Ended December 31, 2000  
 (Thousands)

	Foreign Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Energy Company (Caymen Islands)	Dominion Management Argentina SA	Dominion Energy Interamerican Holding Co LDC
Net Income.....	\$3,073	\$--	\$1,385	\$(45)	\$1,733
Other comprehensive income, net of tax:					
Unrealized holding gains (losses) on investment securities.....					
Less: reclassification adjustment for gains (losses) realized in net income.....					
Unrealized gains (losses) on investment securities.....					
Foreign currency translation adjustment.....					
Minimum pension liability adjustment..					
Other comprehensive income (Loss).....					
Comprehensive Income....	\$3,073	\$--	\$1,385	\$(45)	\$1,733

The Notes to the Consolidated Financial Statements are an integral part of this statement.

144



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

DOMINION ENERGY, INC.--FOREIGN POWER GENERATION

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Foreign Power Generation Consolidated	Consolidating Entries and Adjustments	Dominion Energy Company (Caymen Islands)	Dominion Management Argentina SA	Dominion Energy Interamerican Holding Co LDC
Cash flows from (used in) operating activities:					
Net income.....	\$ 3,073	\$--	\$ 1,385	\$ (45)	\$ 1,733
Adjustments to reconcile net income to net cash from operating activities:					
Cumulative effect of a change in accounting principle.....					
Restructuring and other acquisition related costs.....					
DCI impairment losses..					
Extraordinary item, net.....					
Impairment of regulatory assets.....					
Gains on sales of subsidiaries.....					
Depreciation and amortization.....	2,766		1,744	7	1,015
Deferred income taxes..					
Deferred fuel expense..					
Changes in current assets and liabilities:					
Accounts receivable....	(1,922)		(1,807)	(2)	(113)
Inventories.....	42				42
Unrecovered gas costs..					
Purchase and origination of mortgages.....					
Proceeds from sale and principal collections of mortgages.....					
Accounts payable, trade.....	(1,616)		(754)	(29)	(833)
Accrued interest and taxes.....	2,337		710	(58)	1,685
Commodity contract assets and liabilities.....					
Net assets held for sale.....					
Other.....	323		(1,491)	38	1,776
	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Net cash flows from operating activities..	5,003		(213)	(89)	5,305
	-----	----	-----	----	-----
Cash flow from (used in) investing activities:					
Plant construction and other property additions.....	(44)		(44)		
Acquisition of exploration and production assets.....					
Loan originations.....					
Repayments of loan originations.....					
Sale of businesses.....	(66,215)		(6,318)	(5)	(59,892)
Sale of marketable securities.....					
Purchase of debt securities.....					
Acquisition of businesses.....					
Other investments.....					
Other .....	6,738				6,738
	-----	----	-----	----	-----
Net cash flow used in investing activities..	(59,521)		(6,362)	(5)	(53,154)
	-----	----	-----	----	-----
Cash flow from (used in) financing activities:					
Issuance of common stock.....					
Repurchase of common stock.....					
Issuance (repayment) of short term debt.....	(86)		(8)		(78)
Issuance of long term debt.....					
Repayment of long term debt.....	(111)		1,118		(1,229)
Common dividend payments.....					
Other.....					
	-----	----	-----	----	-----
Net cash flow from (used in) financing activities.....	(197)		1,110	--	(1,307)
Increase (decrease) in cash and cash equivalents.....	(54,715)		(5,465)	(94)	(49,156)
Cash and cash equivalents at beginning of the year..	54,715		5,465	94	49,156
	-----	----	-----	----	-----
Cash and cash equivalents at end of the year.....	\$ --	\$--	\$ --	\$--	\$ --
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

DOMINION ENERGY, INC.--OIL & GAS

CONSOLIDATING BALANCE SHEET  
As of December 31, 2000  
(Thousands)

	Oil & Gas Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc. (Page 152)	Dominion Black Warrior Basin, Inc.	Dominion Reserves Utah, Inc.	Carthage Energy Services, Inc.*	Dominion Energy Canada Limited (Page
Current assets:							
Cash and cash equivalents.....	\$ 9,787	\$ --	\$ (2,865)	\$ 1,791	\$ --	\$ 3,253	\$ 7,
Accounts receivable:							
Customers (less allowance).....							
Other.....	98,136	(539,036)	444,837	6,187	81,982	11,840	40,
Inventories:							
Materials and supplies.....							
Fossil fuel.....							
Gas stored--current portion.....							
Investment securities--trading.....							
Mortgage loans held for sale...							
Commodity contract assets.....							
Unrecovered gas costs.....							
Broker margin deposits.....							
Prepayments.....							
Net assets held for sale.....							
Other.....	25,653		3,017	9,182	7,474	634	5,
Total current assets.....	133,576	(539,036)	444,989	17,160	89,456	15,727	53,
Investments:							
Loans receivable, net.....							
Investments in affiliates.....	21,565		7,357				14,
Available for sale securities.....							
Nuclear							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

decommissioning trust funds.....							
Investment in real estate.....							
Other.....	295,397	16,305	295,073	(16,305)			
	-----	-----	-----	-----	-----	-----	-----
Total net investments....	316,962	16,305	302,430	(16,305)			14,
	-----	-----	-----	-----	-----	-----	-----
Property, plant and equipment:							
Property, plant and equipment...	1,367,542		554,986	29,711	79,871	183	578,
Less accumulated depreciation, depletion and amortization....	382,344		245,417	5,375	17,642	148	89,
	-----	-----	-----	-----	-----	-----	-----
Property, plant and equipment, net.....	985,198		309,569	24,336	62,229	35	488,
	-----	-----	-----	-----	-----	-----	-----
Deferred charges and other assets:							
Goodwill, net....	2,927		2,927				
Regulatory assets, net.....							
Prepaid pension costs.....							
Other, net.....	14,705		8,118		734		5,
	-----	-----	-----	-----	-----	-----	-----
Total deferred charges and other assets...	17,632		11,045		734		5,
	-----	-----	-----	-----	-----	-----	-----
Total Assets.....	\$1,453,368	\$(522,731)	\$1,068,033	\$ 25,191	\$152,419	\$15,762	\$562,
	=====	=====	=====	=====	=====	=====	=====

\* Carthage Energy Services, Inc. is a subsidiary of Dominion Reserves, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

146

DOMINION ENERGY, INC.--OIL & GAS  
CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

Oil & Gas Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc. (Page 153)	Dominion Black Warrior Basin, Inc.	Dominion Reserves Utah, Inc.	Carthage Energy Services, Inc.
-----	-----	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Current liabilities:						
Securities due within one year						
Short-term debt..	\$ 2,502	\$ --	\$ --	\$ --	\$ --	\$ --
Accounts payable, trade.....	37,413	(539,036)	453,142	14,956	66,383	7,917
Accrued interest.....	109		109			
Accrued payroll..						
Accrued taxes....	(2,264)		(2,336)	(5,056)	(1,233)	2,717
Commodity contract liabilities.....						
Other.....	43,890		5,817			507
	-----	-----	-----	-----	-----	-----
Total current liabilities....	81,650	(539,036)	456,732	9,900	65,150	11,141
	-----	-----	-----	-----	-----	-----
Long term debt...	774,473	16,305	300,824		22,315	3,423
	-----	-----	-----	-----	-----	-----
Deferred credits and other liabilities:						
Deferred income taxes.....	97,497		74,409	4,196	11,754	(6,888)
Deferred investment tax credits						
Other.....	33,784		15,885			8,320
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities....	131,281		90,294	4,196	11,754	1,432
	-----	-----	-----	-----	-----	-----
Total Liabilities.....	987,404	(522,731)	847,850	14,096	99,219	15,996
	-----	-----	-----	-----	-----	-----
Minority interest.....	884		884			
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....						
Preferred stock no subject to mandatory redemption.....						
Common shareholders' equity:						
Common Stock.....						
Other paid in capital.....	219,077		63,154		8,500	6,202
Accumulated other comprehensive income.....	(9,971)					
Retained						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

earnings.....	255,974		156,145	11,095	44,700	(6,436)
Total common shareholders' equity.....	465,080		219,299	11,095	53,200	(234)
Total Liabilities and shareholders' equity.....	\$1,453,368	\$ (522,731)	\$1,068,033	\$25,191	\$152,419	\$15,762

Dominion  
Storage, Inc.

Current liabilities:						
Securities due within one year						
Short-term debt..	\$ --					
Accounts payable, trade.....						
Accrued interest.....						
Accrued payroll..						
Accrued taxes....						
Commodity contract liabilities.....						
Other.....						
Total current liabilities....						
Long term debt...						
Deferred credits and other liabilities:						
Deferred income taxes.....	(57)					
Deferred investment tax credits						
Other.....						
Total deferred credits and other liabilities....	(57)					
Total Liabilities.....	(57)					
Minority interest.....						
Obligated mandatorily redeemable preferred securities of						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

subsidiary trusts.....	
Preferred stock no subject to mandatory redemption.....	
Common shareholders' equity:	
Common Stock.....	
Other paid in capital.....	(108)
Accumulated other comprehensive income.....	
Retained earnings.....	467
	-----
Total common shareholders' equity.....	359
	-----
Total Liabilities and shareholders' equity.....	\$ 302
	=====

-----  
 \* Carthage Energy Services, Inc. is a subsidiary of Dominion Reserves, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

147

DOMINION ENERGY, INC.--OIL & GAS

CONSOLIDATING INCOME STATEMENT  
 For the Year Ended December 31, 2000  
 (Thousands)

	Oil & Gas Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc. (Page 156)	Dominion Black Warrior Basin, Inc.	Dominion Reserves Utah, Inc.	Carthage Energy Services, Inc.*	Dominion Energy Canada Limited (Page
Operating Revenue:							
Regulated sales.....							
Electric.....							
Gas.....							
Nonregulated sales....							
Electric.....							
Gas.....							
Gas transportation and storage.....							
Oil and gas							

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

production.....	\$322,359	\$ --	\$81,090	\$13,264	\$51,277	\$ --	\$146,
Other.....	49,556		14,915	23	143	1,979	32,
	-----	-----	-----	-----	-----	-----	-----
Total.....	371,915		96,005	13,287	51,420	1,979	178,
	-----	-----	-----	-----	-----	-----	-----
Expenses:							
Fuel, net.....							
Purchased power capacity, net.....							
Purchased gas, net....							
Liquids, capacity and other products purchased.....							
Restructuring and other acquisition related costs.....							
Other operation and maintenance.....	137,083		45,224	10,849	8,081	17,059	47,
Depreciation, depletion and amortization.....	101,790		36,348	828	4,705	453	50,
Other taxes.....	16,230		6,498	771	1,684	92	4,
	-----	-----	-----	-----	-----	-----	-----
Total.....	255,103		88,070	12,448	14,470	17,604	102,
	-----	-----	-----	-----	-----	-----	-----
Income from Operations.....	116,812		7,935	839	36,950	(15,625)	76,
Other Income.....	10,745	(5,234)	13,229	(406)	8	8,892	(5,
	-----	-----	-----	-----	-----	-----	-----
Income before interest and income taxes.....	127,557	(5,234)	21,164	433	36,958	(6,733)	70,
	-----	-----	-----	-----	-----	-----	-----
Interest and related charges:							
Interest charges.....	39,280	(5,234)	11,807	392	1,361	480	27,
Preferred dividends and distributions of subsidiary trusts....							
	-----	-----	-----	-----	-----	-----	-----
Total.....	39,280	(5,234)	11,807	392	1,361	480	27,
	-----	-----	-----	-----	-----	-----	-----
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	88,277		9,357	41	35,597	(7,213)	43,
Income taxes.....	2,586		(12,082)	(4,352)	10,305	(2,598)	21,
Minority interests....	141		141				
	-----	-----	-----	-----	-----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	85,550		21,298	4,393	25,292	(4,615)	22,
Extraordinary item, net.....							



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Cumulative effect of a  
change in accounting  
principle, net.....

Net Income.....	\$ 85,550	\$ --	\$21,298	\$ 4,393	\$25,292	\$ (4,615)	\$ 22,
	=====	=====	=====	=====	=====	=====	=====

\* Carthage Energy Services, Inc. is a subsidiary of Dominion Reserves, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

148

DOMINION ENERGY, INC.--OIL & GAS

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS EQUITY  
As of December 31, 2000  
(Thousands)

	Oil & Gas Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc. (Page 158)	Dominion Black Warrior Basin, Inc.	Dominion Reserves Utah, Inc.	Carthage Ener Services, Inc
Balance at December 31, 1999.....	\$403,457	\$ (3,423)	\$217,638	\$ 6,702	\$27,908	\$4,381
Issuance of stock--CNG acquisition....						
Issuance of stock through public offering.....						
Issuance of stock through employee, executive loan and direct stock purchase plans.....						
Stock repurchase and retirement....						
Premium income equity securities.....						
Other common stock activity.....						
Comprehensive income.....	78,810		21,298	4,393	25,292	(4,615)
Dividends and						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

other adjustments....	(17,187)	3,423	(19,637)			
Balance at December 31, 2000.....	\$465,080	\$ --	\$219,299	\$11,095	\$53,200	\$ (234)

\* Carthage Energy Services, Inc. is a subsidiary of Dominion Reserves, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

149

DOMINION ENERGY, INC.--OIL & GAS

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Oil & Gas Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc. (Page 160)	Dominion Black Warrior Basin, Inc.	Dominion Reserves Utah, Inc.	Carthage Energy Services, Inc.*
Net Income.....	\$85,550	\$--	\$21,298	\$4,393	\$25,292	\$ (4,615)
Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....						
Less: reclassification adjustment for gains (losses) realized in net income.....						
Unrealized gains (losses) on investment securities.....						
Foreign currency translation adjustment.....	(6,740)					
Minimum pension liability adjustment.....						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Other comprehensive income (Loss)...	(6,740)	----	-----	-----	-----	-----
Comprehensive Income.....	\$78,810	\$--	\$21,298	\$4,393	\$25,292	\$ (4,615)
	=====	=====	=====	=====	=====	=====
	Dominion Storage, Inc.					
	-----					
Net Income.....	\$--					
	-----					
Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....						
Less: reclassification adjustment for gains (losses) realized in net income.....						
	-----					
Unrealized gains (losses) on investment securities.....						
Foreign currency translation adjustment.....						
Minimum pension liability adjustment.....						
	-----					
Other comprehensive income (Loss)...						
	-----					
Comprehensive Income.....	\$--					
	=====					

\* Carthage Energy Services, Inc. is a subsidiary of Dominion Reserves, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

For the Year Ended December 31, 2000  
(Thousands)

	Oil & Gas Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc. (Page 162)	Dominion Black Warrior Basin, Inc.	Dominion Reserves Utah, Inc.	Carthage Ener Services, Inc
Cash flows from (used in) operating activities:						
Net income.....	\$ 85,550	\$ --	\$ 21,298	\$ 4,393	\$ 25,292	\$ (4,615)
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....						
Restructuring and other acquisition related costs..						
DCI impairment losses.....						
Extraordinary item, net.....						
Impairment of regulatory assets.....						
Gains on sales of subsidiaries...						
Depreciation and amortization...	101,152		36,231	828	4,705	453
Deferred income taxes.....	25,755		2,252	3,654	3,775	(5,419)
Deferred fuel expense.....						
Changes in current assets and liabilities:						
Accounts receivable.....	(245,801)		(282,040)	(1,066)	(69,282)	164,478
Inventories.....	6,053		230	(983)	110	6,619
Unrecovered gas costs.....						
Purchase and origination of mortgages.....						
Proceeds from sale and principal						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

collections of mortgages.....						
Accounts payable, trade.....	118,208	(149,039)	355,535	10,140	54,362	(176,138)
Accrued interest and taxes.....	(6,366)		(5,743)	(4,933)	(85)	3,704
Commodity contract assets and liabilities....						
Net assets held for sale.....						
Other.....	8,525		(13,672)	(5)	(6)	11,410
	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities.....	93,076	(149,039)	114,091	12,028	18,871	492
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....	(6,003)		(3,037)	(470)	(1,923)	
Acquisition of exploration and production assets.....	(138,329)		(24,016)	(16,925)	(18,103)	
Loan originations....						
Repayments of loan originations....						
Sale of businesses.....	(19)		(19)			
Sale of marketable securities.....						
Purchase of debt securities.....						
Acquisition of businesses.....						
Other investments.....	6,935					
Other.....	5,313		14,399	(3,959)	(4,073)	1,209
	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities.....	(132,103)		(12,673)	(21,354)	(24,099)	1,209
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) financing activities:						
Issuance of common stock....						
Repurchase of common stock....						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Issuance (repayment) of short term debt.....	71,373	159,217	(87,104)	9,293	5,228	1,481
Issuance of long term debt.....						
Repayment of long term debt.....	(13,908)	(10,178)				
Common dividend payments.....	(18,600)		(18,600)			
Other.....	205		(29)			
	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	39,070	149,039	(105,733)	9,293	5,228	1,481
	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	43		(4,315)	(33)		3,182
Cash and cash equivalents at beginning of the year.....	9,744		1,450	1,824		71
	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 9,787	\$ --	\$ (2,865)	\$ 1,791	\$ --	\$ 3,253
	=====	=====	=====	=====	=====	=====

Dominion  
San Juan,  
Inc.  
(Page 175)

Cash flows from  
(used in)  
operating  
activities:  
Net income..... \$ 17,147  
Adjustments to  
reconcile net  
income to net  
cash from  
operating  
activities:  
Cumulative  
effect of a  
change in  
accounting  
principle.....  
Restructuring  
and other  
acquisition  
related costs..  
DCI impairment  
losses.....  
Extraordinary  
item, net.....

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Impairment of regulatory assets.....	
Gains on sales of subsidiaries...	
Depreciation and amortization...	8,639
Deferred income taxes.....	137
Deferred fuel expense.....	
Changes in current assets and liabilities:	
Accounts receivable.....	(31,414)
Inventories.....	
Unrecovered gas costs.....	
Purchase and origination of mortgages.....	
Proceeds from sale and principal collections of mortgages.....	
Accounts payable, trade.....	22,597
Accrued interest and taxes.....	(1,042)
Commodity contract assets and liabilities....	
Net assets held for sale.....	
Other.....	(1)
	-----
Net cash flows from operating activities.....	16,063
	-----
Cash flow from (used in) investing activities:	
Plant construction and other property additions.....	(573)
Acquisition of exploration and production assets.....	(646)
Loan originations....	
Repayments of loan originations....	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Sale of businesses.....	
Sale of marketable securities.....	
Purchase of debt securities.....	
Acquisition of businesses.....	
Other investments.....	
Other.....	67
	-----
Net cash flow used in investing activities.....	(1,152)
	-----
Cash flow from (used in) financing activities:	
Issuance of common stock....	
Repurchase of common stock....	
Issuance (repayment) of short term debt.....	(14,911)
Issuance of long term debt.....	
Repayment of long term debt.....	
Common dividend payments.....	
Other.....	
	-----
Net cash flow from (used in) financing activities.....	(14,911)
	-----
Increase (decrease) in cash and cash equivalents.....	
Cash and cash equivalents at beginning of the year.....	
	-----
Cash and cash equivalents at end of the year.....	\$ --
	=====

-----  
 \* Carthage Energy Services, Inc. is a subsidiary of Dominion Reserves, Inc.

The Notes to the Consolidated Financial Statements are an integral part of this



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

statement.

151

DOMINION RESERVES, INC.

CONSOLIDATING BALANCE SHEET

As of December 31, 2000

(Thousands)

	Dominion Reserves, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc.	Cypress Energy, Inc.	Dominion Appalachian Development, Inc.
Current assets:					
Cash and cash equivalents.....	\$ (2,865)	\$ --	\$ (3,871)	\$--	\$ 67
Accounts receivable:					
Customers (less allowance)					
Other.....	444,837	(170,562)	496,278	426	14,608
Inventories:					
Materials and supplies.....					
Fossil fuel.....					
Gas stored--current portion.....					
Investment securities--trading.....					
Mortgage loans held for sale.....					
Commodity contract assets.....					
Unrecovered gas costs...					
Broker margin deposits..					
Prepayments.....					
Net assets held for sale.....					
Other.....	3,017		534	0	169
Total current assets...	444,989	(170,562)	492,941	426	14,844
Investments:					
Loans receivable, net...					
Investments in affiliates.....	7,357				
Available for sale securities.....					
Nuclear decommissioning trust funds.....					
Investment in real estate.....					
Other.....	295,073	(267,510)	447,370		184
Total net investments..	302,430	(267,510)	447,370		184

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Property, plant and equipment:					
Property, plant and equipment.....	554,986		87,973	28	7,865
Less accumulated depreciation, depletion and amortization.....	245,417		23,706	25	1,747
	-----	-----	-----	----	-----
Property, plant and equipment, net.....	309,569		64,267	3	6,118
	-----	-----	-----	----	-----
Deferred charges and other assets:					
Goodwill, net.....	2,927				750
Regulatory assets, net..					
Prepaid pension costs...					
Other, net.....	8,118		3,883		10
	-----	-----	-----	----	-----
Total deferred charges and other assets.....	11,045		3,883		760
	-----	-----	-----	----	-----
Total Assets.....	\$1,068,033	\$(438,072)	\$1,008,461	\$429	\$21,906
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

152

DOMINION RESERVES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Dominion Reserves, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc.	Cypress Energy, Inc.	Dominion Appalachian Development, Inc.	A D P
	-----	-----	-----	-----	-----	
Current liabilities:						
Securities due within one year.....						
Short-term debt.....						
Accounts payable, trade.....	\$ 453,142	\$(170,561)	\$ 541,061	\$ 692	\$24,905	
Accrued interest.....	109		109			
Accrued payroll.....						
Accrued taxes.....	(2,336)		2,856	180	383	
Commodity contract liabilities.....						
Other.....	5,817				1,090	
	-----	-----	-----	-----	-----	
Total current liabilities.....	456,732	(170,561)	544,026	872	26,378	
	-----	-----	-----	-----	-----	

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Long term debt.....	300,824	(107,061)	204,036	8,157	2,160
	-----	-----	-----	-----	-----
Deferred credits and other liabilities:					
Deferred income taxes...	74,409		31,697	(2,431)	172
Deferred investment tax credits.....					
Other.....	15,885		9,403		
	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	90,294		41,100	(2,431)	172
	-----	-----	-----	-----	-----
Total liabilities.....	847,850	(277,622)	789,162	6,598	28,710
	-----	-----	-----	-----	-----
Minority interest.....	884				
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....					
Preferred stock no subject to mandatory redemption.....					
Common shareholders' equity:					
Common Stock.....		(2,279)		0	
Other paid in capital...	63,154	(64,880)	63,154	853	202
Accumulated other comprehensive income...					
Retained earnings.....	156,145	(93,291)	156,145	(7,022)	(7,006)
	-----	-----	-----	-----	-----
Total common shareholders' equity..	219,299	(160,450)	219,299	(6,169)	(6,804)
	-----	-----	-----	-----	-----
Total Liabilities and shareholders' equity...	\$1,068,033	\$ (438,072)	\$1,008,461	\$ 429	\$21,906
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

153

DOMINION RESERVES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Dominion Gas Processing MI, Inc. (Page 164)	Dominion Midwest Energy, Inc.	Great Lakes Compression, Inc.	Dominion Reserves Gulf Coast, Inc.	Dominion Reserves Indiana, Inc.	Ph Dom Ener
	-----	-----	-----	-----	-----	-----
Current assets:						
Cash and cash equivalents.....	\$ 728	\$ 169	\$ 13	\$ --	\$ 29	\$

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Accounts receivable:					
Customers (less allowance).....					
Other.....	4,702	64,176	5,206	1,199	3,676
Inventories:					
Materials and supplies.....					
Fossil fuel.....					
Gas stored--current portion.....					
Investment securities--trading.....					
Mortgage loans held for sale.....					
Commodity contract assets.....					
Unrecovered gas costs...					
Broker margin deposits..					
Prepayments.....					
Net assets held for sale.....					
Other.....	25	2,159	230	0	(100)
	-----	-----	-----	-----	-----
Total current assets...	5,455	66,504	5,449	1,199	3,605
	-----	-----	-----	-----	-----
Investments:					
Loans receivable, net...					
Investments in affiliates.....	7,357				
Available for sale securities.....					
Nuclear decommissioning trust funds.....					
Investment in real estate.....					
Other.....	506	62,888		51,635	
	-----	-----	-----	-----	-----
Total net investments..	7,863	62,888		51,635	
	-----	-----	-----	-----	-----
Property, plant and equipment:					
Property, plant and equipment.....	27,356	277,026	8,375	1,137	2,585
Less accumulated depreciation, depletion and amortization.....	14,316	139,091	2,090	1,125	729
	-----	-----	-----	-----	-----
Property, plant and equipment, net.....	13,040	137,935	6,285	12	1,856
	-----	-----	-----	-----	-----
Deferred charges and other assets:					
Goodwill, net.....			201		
Regulatory assets, net..					
Prepaid pension costs...					
Other, net.....		4,225			
	-----	-----	-----	-----	-----
Total deferred charges and other assets.....		4,225	201		
	-----	-----	-----	-----	-----
Total Assets.....	\$26,358	\$271,552	\$11,935	\$52,846	\$5,461
	=====	=====	=====	=====	=====

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

154

DOMINION RESERVES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)

As of December 31, 2000

(Thousands)

	Dominion Gas Processing MI, Inc. (Page 165)	Dominion Midwest Energy, Inc.	Great Lakes Compression, Inc.	Dominion Reserves Gulf Coast, Inc.	Dominion Reserves Indiana, Inc.	Ph Dom
Current liabilities:						
Securities due within one year.....						
Short-term debt.....						
Accounts payable, trade.....	\$ 944	\$ 47,703	\$ 2,493	\$ 798	\$ 353	\$
Accrued interest.....						
Accrued payroll.....						
Accrued taxes.....	(104)	(2,762)	(151)	29	(2,502)	
Commodity contract liabilities.....						
Other.....		3,560	1,167			
Total current liabilities.....	840	48,501	3,509	827	(2,149)	
Long term debt.....	13,330	93,424	3,681		14,382	
Deferred credits and other liabilities:						
Deferred income taxes...	4,149	15,793	892	1,540	1,963	
Deferred investment tax credits.....						
Other.....		6,377		105		
Total deferred credits and other liabilities.....	4,149	22,170	892	1,645	1,963	
Total liabilities.....	18,319	164,095	8,082	2,472	14,196	
Minority interest.....	884					
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....						
Preferred stock no subject to mandatory redemption.....						
Common shareholders'						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

equity:					
Common Stock.....	3	56	10	0	
Other paid in capital...	8	37,543	40	21,937	649
Accumulated other comprehensive income...					
Retained earnings.....	7,144	69,858	3,803	28,437	(9,384)
	-----	-----	-----	-----	-----
Total common shareholders' equity..	7,155	107,457	3,853	50,374	(8,735)
	-----	-----	-----	-----	-----
Total liabilities and shareholders' equity...	\$26,358	\$271,552	\$11,935	\$52,846	\$ 5,461
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

155

DOMINION RESERVES, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Reserves, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc	Cypress Energy, Inc.	Dominion Appalachian Development, Inc.	D Ap De Pr
	-----	-----	-----	-----	-----	-----
Operating Revenue:						
Regulated sales.....						
Electric.....						
Gas.....						
Nonregulated sales.....						
Electric.....						
Gas.....						
Gas transportation and storage.....						
Oil and gas production..	\$ 81,090	\$ --	\$ 1,701	\$ --	\$ --	
Other.....	14,915	(20,996)	21,130		1,197	
	-----	-----	-----	-----	-----	
Total.....	96,005	(20,996)	22,831		1,197	
	-----	-----	-----	-----	-----	
Expenses:						
Fuel, net.....						
Purchased power capacity, net.....						
Purchased gas, net.....						
Liquids, capacity and other products purchased.....						
Restructuring and other acquisition related costs.....						
Other operation and						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

maintenance.....	45,224		9,916	60	3,464
Depreciation, depletion and amortization.....	36,348		6,957	7	560
Other taxes.....	6,498		524		257
	-----	-----	-----	-----	-----
Total.....	88,070		17,397	67	4,281
	-----	-----	-----	-----	-----
Income from Operations.....	7,935	(20,996)	5,434	(67)	(3,084)
Other Income.....	13,229	(9,197)	23,892		185
	-----	-----	-----	-----	-----
Income before interest and income taxes.....	21,164	(30,193)	29,326	(67)	(2,899)
	-----	-----	-----	-----	-----
Interest and related charges:					
Interest charges.....	11,807	(9,197)	7,798	524	351
Preferred dividends and distributions of subsidiary trusts.....					
	-----	-----	-----	-----	-----
Total.....	11,807	(9,197)	7,798	524	351
	-----	-----	-----	-----	-----
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	9,357	(20,996)	21,528	(591)	(3,250)
Income taxes.....	(12,082)		228	(207)	(1,119)
Minority interests.....	141				
	-----	-----	-----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	21,298	(20,996)	21,300	(384)	(2,131)
Extraordinary item, net.....					
Cumulative effect of a change in accounting principle, net.....					
	-----	-----	-----	-----	-----
Net Income.....	\$ 21,298	\$ (20,996)	\$21,300	\$ (384)	\$ (2,131)
	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

156

DOMINION RESERVES, INC.

CONSOLIDATING INCOME STATEMENT--(Continued)  
For the Year Ended December 31, 2000  
(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion Gas Processing MI, Inc. (Page 166)	Dominion Midwest Energy, Inc.	Great Lakes Compression, Inc.	Dominion Reserves Gulf Coast, Inc.	Dominion Reserves Indiana, Inc.	Ph Dom
Operating Revenue:						
Regulated sales.....						
Electric.....						
Gas.....						
Nonregulated sales.....						
Electric.....						
Gas.....						
Gas transportation and storage.....						
Oil and gas production..	\$ --	\$56,000	\$ --	\$ 33	\$ 1,053	\$
Other.....	6,477	401	5,898			
	-----	-----	-----	-----	-----	-----
Total.....	6,477	56,401	5,898	33	1,053	
	-----	-----	-----	-----	-----	-----
Expenses:						
Fuel, net.....						
Purchased power capacity, net.....						
Purchased gas, net.....						
Liquids, capacity and other products purchased.....						
Restructuring and other acquisition related costs.....						
Other operation and maintenance.....	1,545	21,567	3,004	20	68	
Depreciation, depletion and amortization.....	1,440	19,016	716	30	761	
Other taxes.....		3,711	342		24	
	-----	-----	-----	-----	-----	-----
Total.....	2,985	44,294	4,062	50	853	
	-----	-----	-----	-----	-----	-----
Income from Operations.....	3,492	12,107	1,836	(17)	200	
Other Income.....	31	3,185		3,336	(8,411)	
	-----	-----	-----	-----	-----	-----
Income before interest and income taxes.....	3,523	15,292	1,836	3,319	(8,211)	
	-----	-----	-----	-----	-----	-----
Interest and related charges:						
Interest charges.....	883	5,786	246	35	960	
Preferred dividends and distributions of subsidiary trusts.....						
	-----	-----	-----	-----	-----	-----
Total.....	883	5,786	246	35	960	
	-----	-----	-----	-----	-----	-----
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	2,640	9,506	1,590	3,284	(9,171)	



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Income taxes.....	875	(8,156)	377	1,149	(3,207)
Minority interests.....	141				
	-----	-----	-----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	1,624	17,662	1,213	2,135	(5,964)
Extraordinary item, net Cumulative effect of a change in accounting principle, net.....					
	-----	-----	-----	-----	-----
Net Income.....	<u>\$1,624</u>	<u>\$17,662</u>	<u>\$1,213</u>	<u>\$2,135</u>	<u>\$ (5,964)</u>

The Notes to the Consolidated Financial Statements are an integral part of this statement.

157

DOMINION RESERVES, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Dominion Reserves, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc.	Cypress Energy, Inc.	Dominion Appalachian Development, Inc.	D Ap De Pr
	-----	-----	-----	-----	-----	-----
Balance at December 31, 1999.....	\$217,638	\$ (139,626)	\$214,216	\$ (5,784)	\$ (4,674)	
Issuance of stock--CNG acquisition.....						
Issuance of stock through public offering.....						
Issuance of stock through employee, executive loan and direct stock purchase plans.....						
Stock repurchase and retirement.....						
Premium income equity securities.....						
Other common stock activity.....		2,279				
Comprehensive income...	21,298	(20,996)	21,300	(384)	(2,131)	
Dividends and other adjustments.....	(19,637)	2,451	(16,217)	(1)	(1)	
	-----	-----	-----	-----	-----	
Balance at December 31,						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

2000.....	\$219,299 =====	\$ (160,450) =====	\$219,299 =====	\$ (6,169) =====	\$ (6,804) =====
-----------	--------------------	-----------------------	--------------------	---------------------	---------------------

The Notes to the Consolidated Financial Statements are an integral part of this statement.

158

DOMINION RESERVES, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY--(Continued)  
As of December 31, 2000  
(Thousands)

	Dominion Gas Processing MI, Inc. (Page 167)	Dominion Midwest Energy, Inc.	Great Lakes Compression, Inc.	Dominion Reserves Gulf Coast, Inc.	Dominion Reserves Indiana, Inc.	Pho Domi Energy
Balance at December 31, 1999.....	\$5,531 -----	\$ 89,795 -----	\$2,638 -----	\$48,239 -----	\$ (2,774) -----	\$ 3 -----
Issuance of stock--CNG acquisition.....						
Issuance of stock through public offering.....						
Issuance of stock through employee, executive loan and direct stock purchase plans.....						
Stock repurchase and retirement.....						
Premium income equity securities.....						
Other common stock activity.....	3	56	10			
Comprehensive income...	1,624	17,662	1,213	2,135	(5,964)	
Dividends and other adjustments.....	(3)	(56)	(8)		3	(3)
Balance at December 31, 2000.....	\$7,155 =====	\$107,457 =====	\$3,853 =====	\$50,374 =====	\$ (8,735) =====	\$ =====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

159

DOMINION RESERVES, INC.  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

For the Year Ended December 31, 2000  
(Thousands)

	Dominion Reserves, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc.	Cypress Energy, Inc.	Dominion Appalachian Development, Inc.	A D Pr
Net Income.....	\$21,298	\$(20,996)	\$21,300	\$(384)	\$(2,131)	
Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....						
Less: reclassification adjustment for gains (losses) realized in net income.....						
Unrealized gains (losses) on investment securities.....						
Foreign currency translation adjustment.....						
Minimum pension liability adjustment..						
Other comprehensive income (Loss).....						
Comprehensive Income....	\$21,298	\$(20,996)	\$21,300	\$(384)	\$(2,131)	

The Notes to the Consolidated Financial Statements are an integral part of this statement.

160

DOMINION RESERVES, INC.  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Gas Processing MI, Inc. (Page 168)	Dominion Midwest Energy, Inc.	Great Lakes Compression, Inc.	Dominion Reserves Gulf Coast, Inc.	Dominion Reserves Indiana, Inc.	Phoenix Dominion Energy, L
Net Income.....	\$1,624	\$17,662	\$1,213	\$2,135	\$(5,964)	\$173

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....						
Less: reclassification adjustment for gains (losses) realized in net income.....						
Unrealized gains (losses) on investment securities.....						
Foreign currency translation adjustment.....						
Minimum pension liability adjustment..						
Other comprehensive income (Loss).....						
Comprehensive Income....	\$1,624	\$17,662	\$1,213	\$2,135	\$(5,964)	\$173

The Notes to the Consolidated Financial Statements are an integral part of this statement.

161

DOMINION RESERVES, INC.  
CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Reserves, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Reserves, Inc.	Cypress Energy, Inc.	Dominion Appalachian Development, Inc.	Dominion Appalachian Properties LLC
Cash flows from (used in) operating activities:						
Net income.....	\$ 21,298	\$ (20,996)	\$ 21,300	\$ (384)	\$ (2,131)	\$ 6,666
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....						
Restructuring and other acquisition related						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

costs.....						
DCI impairment losses..						
Extraordinary item, net.....						
Impairment of regulatory assets.....						
Gains on sales of subsidiaries.....						
Depreciation and amortization.....	36,231		6,957	7	560	6,675
Deferred income taxes..	2,252		3,287	(2,263)	(67)	823
Deferred fuel expense..						
Changes in current assets and liabilities:						
Accounts receivable....	(282,040)	152,817	(466,188)	81	34,909	8,927
Inventories.....	230		(110)			
Unrecovered gas costs..						
Purchase and origination of mortgages.....						
Proceeds from sale and principal collections of mortgages.....						
Accounts payable, trade.....	355,535	(152,817)	536,792	280	(27,829)	(29,151)
Accrued interest and taxes.....	(5,743)		(3,143)	2,256	307	(1,398)
Commodity contract assets and liabilities.....						
Net assets held for sale.....						
Other.....	(13,672)	20,996	(25,888)		(61)	
	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities..	114,091		73,007	(23)	5,688	(7,458)
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....	(3,037)				(1,282)	
Acquisition of exploration and production assets.....	(24,016)		(13,973)		(506)	(6,795)
Loan originations.....						
Repayments of loan originations.....						
Sale of businesses.....	(19)					
Sale of marketable securities.....						
Purchase of debt securities.....						
Acquisition of businesses.....						
Other investments.....						
Other .....	14,399		11,318		1,658	
	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities..	(12,673)		(2,655)		(130)	(6,795)
	-----	-----	-----	-----	-----	-----
Cash flow from (used in)						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

financing activities:						
Issuance of common stock.....						
Repurchase of common stock.....						
Issuance (repayment) of short term debt.....	(87,104)		(56,572)	23	(5,724)	14,253
Issuance of long term debt.....						
Repayment of long term debt.....						
Common dividend payments.....	(18,600)		(18,600)			
Other.....	(29)					
	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(105,733)		(75,172)	23	(5,724)	14,253
	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	(4,315)		(4,820)		(166)	
Cash and cash equivalents at beginning of the year..	1,450		949		233	
	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ (2,865)	\$ --	\$ (3,871)	\$ --	\$ 67	\$ --
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

162

DOMINION RESERVES, INC.  
CONSOLIDATING STATEMENT OF CASH FLOWS--(Continued)  
For The Year Ended December 31, 2000  
(Thousands)

	Dominion Gas Processing MI, Inc. (Page 169)	Dominion Midwest Energy, Inc.	Great Lakes Compression, Inc.	Dominion Reserves Gulf Coast, Inc.	Dominion Reserves Indiana, Inc.	Phoenix Dominion Energy, LLC
	-----	-----	-----	-----	-----	-----
Cash flows from (used in) operating activities:						
Net income.....	\$ 1,624	\$ 17,662	\$ 1,213	\$ 2,135	\$ (5,964)	\$ 173
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

principle.....						
Restructuring and other acquisition related costs.....						
DCI impairment losses..						
Extraordinary item, net.....						
Impairment of regulatory assets.....						
Gains on sales of subsidiaries.....						
Depreciation and amortization.....	1,320	18,938	392	30	1,163	189
Deferred income taxes..	369	(1,940)	255	1,383	406	(1)
Deferred fuel expense..						
Changes in current assets and liabilities:						
Accounts receivable....	(1,527)	6,741	(1,568)	(393)	(3,008)	(12,831)
Inventories.....		(1,549)	104			1785
Unrecovered gas costs..						
Purchase and origination of mortgages.....						
Proceeds from sale and principal collections of mortgages.....						
Accounts payable, trade.....	613	(5,579)	(75)	215	163	32,923
Accrued interest and taxes.....	(95)	(915)	(82)	(276)	(2,515)	118
Commodity contract assets and liabilities.....						
Net assets held for sale.....						
Other.....	519	539	444	2	10,189	(20,412)
	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities..	2,823	33,897	683	3,096	434	1,944
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....	(80)	(2,272)	594		3	
Acquisition of exploration and production assets.....		(2,492)	(247)		(3)	
Loan originations.....						
Repayments of loan originations.....						
Sale of businesses.....						(19)
Sale of marketable securities.....						
Purchase of debt securities.....						
Acquisition of businesses.....						
Other investments.....						
Other .....	(67)	2,622			(59)	(1,073)
	-----	-----	-----	-----	-----	-----
Net cash flow used in						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

investing activities..	(147)	(2,142)	347		(59)	(1,092)
	-----	-----	-----	-----	-----	-----
Cash flow from (used in)						
financing activities:						
Issuance of common						
stock.....						
Repurchase of common						
stock.....						
Issuance (repayment) of						
short term debt.....	(2,136)	(31,606)	(1,002)	(3,096)	(375)	(869)
Issuance of long term						
debt.....						
Repayment of long term						
debt.....						
Common dividend						
payments.....						
Other.....			(29)			
	-----	-----	-----	-----	-----	-----
Net cash flow from (used						
in) financing						
activities.....	(2,136)	(31,606)	(1,031)	(3,096)	(375)	(869)
	-----	-----	-----	-----	-----	-----
Increase (decrease) in						
cash and cash						
equivalents.....	540	149	(1)			(17)
Cash and cash						
equivalents at						
beginning of the year..	188	19	15		29	17
	-----	-----	-----	-----	-----	-----
Cash and cash						
equivalents at end of						
the year.....	\$ 728	\$ 168	\$ 14	\$ --	\$ 29	\$ --
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

163

DOMINION GAS PROCESSING MI, INC.

CONSOLIDATING BALANCE SHEET

As of December 31, 2000

(Thousands)

	Dominion Gas	Consolidating	Dominion Gas	
	Processing	Entries and	Processing	Frederic
	MI, Inc.	Adjustments	MI, Inc.	HOF, LP
	Consolidated			
	-----	-----	-----	-----
Current assets:				
Cash and cash equivalents.....	\$ 728	\$ --	\$ --	\$ 728
Accounts receivable:				
Customers (less allowance)...				
Other.....	4,702		3,541	1,161
Inventories:				
Materials and supplies.....				



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Fossil fuel.....				
Gas stored--current portion..				
Investment securities--				
trading.....				
Mortgage loans held for sale..				
Commodity contract assets.....				
Unrecovered gas costs.....				
Broker margin deposits.....				
Prepayments.....				
Net assets held for sale.....				
Other.....	25			25
	-----	-----	-----	-----
Total current assets.....	5,455		3,541	1,914
	-----	-----	-----	-----
Investments:				
Loans receivable, net.....				
Investments in affiliates.....	7,357		7,357	
Available for sale				
securities.....				
Nuclear decommissioning trust				
funds.....				
Investment in real estate.....				
Other.....	506	(13,857)	14,363	
	-----	-----	-----	-----
Total net investments.....	7,863	(13,857)	21,720	
	-----	-----	-----	-----
Property, plant and equipment:				
Property, plant and				
equipment.....	27,356			27,356
Less accumulated depreciation,				
depletion and amortization...	14,316			14,316
	-----	-----	-----	-----
Property, plant and				
equipment, net.....	13,040			13,040
	-----	-----	-----	-----
Deferred charges and other				
assets:				
Goodwill, net.....				
Regulatory assets, net.....				
Prepaid pension costs.....				
Other, net.....				
	-----	-----	-----	-----
Total deferred charges and				
other assets				
	-----	-----	-----	-----
Total Assets.....	\$26,358	\$ (13,857)	\$25,261	\$14,954
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

DOMINION GAS PROCESSING MI, INC.

CONSOLIDATING BALANCE SHEET--(Continued)

As of December 31, 2000

(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion Gas Processing MI, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Gas Processing MI, Inc.	Frederic HOF, LP
Current liabilities:				
Securities due within one year.....				
Short-term debt.....				
Accounts payable, trade.....	\$ 944	\$ --	\$ 731	\$ 213
Accrued interest.....				
Accrued payroll.....				
Accrued taxes.....	(104)		(104)	
Commodity contract liabilities.....				
Other.....				
Total current liabilities....	840		627	213
Long term debt.....	13,330		13,330	
Deferred credits and other liabilities:				
Deferred income taxes.....	4,149		4,149	
Deferred investment tax credits.....				
Other.....				
Total deferred credits and other liabilities.....	4,149		4,149	0
Total Liabilities.....	18,319		18,106	213
Minority interest.....	884	884		
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....				
Preferred stock no subject to mandatory redemption.....				
Common shareholders' equity:				
Common Stock.....	3	(12,391)	3	12,391
Other paid in capital.....	8		8	
Accumulated other comprehensive income.....				
Retained earnings.....	7,144	(2,350)	7,144	2,350
Total common shareholders' equity.....	7,155	(14,741)	7,155	14,741
Total Liabilities and shareholders' equity.....	\$26,358	\$ (13,857)	\$25,261	\$14,954

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

DOMINION GAS PROCESSING MI, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Gas Processing MI, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Gas Processing MI, Inc.	Frederic HOF, LP
	-----	-----	-----	-----
Operating Revenue:				
Regulated sales.....				
Electric.....				
Gas.....				
Nonregulated sales.....				
Electric.....				
Gas.....				
Gas transportation and storage.....				
Oil and gas production.....				
Other.....	\$6,477	\$(2,209)	\$3,382	\$5,304
	-----	-----	-----	-----
Total.....	6,477	(2,209)	3,382	5,304
	-----	-----	-----	-----
Expenses:				
Fuel, net.....				
Purchased power capacity, net.....				
Purchased gas, net.....				
Liquids, capacity and other products purchased.....				
Restructuring and other acquisition related costs....				
Other operation and maintenance.....	1,545			1,545
Depreciation, depletion and amortization.....	1,440			1,440
Other taxes.....				
	-----	-----	-----	-----
Total.....	2,985			2,985
	-----	-----	-----	-----
Income from Operations.....	3,492	(2,209)	3,382	2,319
Other Income.....	31			31
	-----	-----	-----	-----
Income before interest and income taxes.....	3,523	(2,209)	3,382	2,350
	-----	-----	-----	-----
Interest and related charges:				
Interest charges.....	883		883	
Preferred dividends and distributions of subsidiary trusts.....				
	-----	-----	-----	-----
Total.....	883		883	
	-----	-----	-----	-----
Income before provision for				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	2,640	(2,209)	2,499	2,350
Income taxes.....	875		875	
Minority interests.....	141	141		
	-----	-----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	1,624	(2,350)	1,624	2,350
Extraordinary item, net.....				
Cumulative effect of a change in accounting principle, net.....				
	-----	-----	-----	-----
Net Income.....	\$1,624	\$(2,350)	\$1,624	\$2,350
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

166

DOMINION GAS PROCESSING MI, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
Consolidating Balance Sheet  
As of December 31, 2000

	Dominion Gas Processing MI, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Gas Processing MI, Inc.	Frederic HOF, LP
	-----	-----	-----	-----
Balance at December 31, 1999..	\$5,531	\$(15,526)	\$5,531	\$15,526
	-----	-----	-----	-----
Issuance of stock--CNG acquisition.....				
Issuance of stock through public offering.....				
Issuance of stock through employee, executive loan and direct stock purchase plans.....				
Stock repurchase and retirement.....				
Premium income equity securities.....				
Other common stock activity.....	3	(12,391)	3	12,391
Comprehensive income.....	1,624	(2,350)	1,624	2,350
Dividends and other adjustments.....	(3)	15,526	(3)	(15,526)
	-----	-----	-----	-----
Balance at December 31, 2000..	\$7,155	\$(14,741)	\$7,155	\$14,741

=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

167

DOMINION GAS PROCESSING MI, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Gas Processing MI, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Gas Processing MI, Inc.	Frederic HOF, LP
	-----	-----	-----	-----
Net Income.....	\$1,624	\$ (2,350)	\$1,624	\$2,350
	-----	-----	-----	-----
Other comprehensive income, net of tax:				
Unrealized holding gains (losses) on investment securities.....				
Less: reclassification adjustment for gains (losses) realized in net income.....				
	-----	-----	-----	-----
Unrealized gains (losses) on investment securities.....				
Foreign currency translation adjustment.....				
Minimum pension liability adjustment.....				
	-----	-----	-----	-----
Other comprehensive income (Loss).....				
	-----	-----	-----	-----
Comprehensive Income.....	\$1,624	\$ (2,350)	\$1,624	\$2,350
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

168

DOMINION GAS PROCESSING MI, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS

## Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

For the Year Ended December 31, 2000

	Dominion Gas Processing MI, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion Gas Processing MI, Inc.	Frederic HOF, LP
	-----	-----	-----	-----
Cash flows from (used in) operating activities:				
Net income.....	\$ 1,624	\$ (2,350)	\$ 1,624	\$ 2,350
Adjustments to reconcile net income to net cash from operating activities:				
Cumulative effect of a change in accounting principle.....				
Restructuring and other acquisition related costs....				
DCI impairment losses.....				
Extraordinary item, net.....				
Impairment of regulatory assets.....				
Gains on sales of subsidiaries.....				
Depreciation and amortization.....	1,320			1,320
Deferred income taxes.....	369		369	
Deferred fuel expense.....				
Changes in current assets and liabilities:				
Accounts receivable.....	(1,527)		(1,596)	69
Inventories.....				
Unrecovered gas costs.....				
Purchase and origination of mortgages.....				
Proceeds from sale and principal collections of mortgages.....				
Accounts payable, trade.....	613		528	85
Accrued interest and taxes....	(95)		(95)	
Commodity contract assets and liabilities.....				
Net assets held for sale.....				
Other.....	519	2,350	1,306	(3,137)
	-----	-----	-----	-----
Net cash flows from operating activities.....	2,823		2,136	687
Cash flow from (used in) investing activities:				
Plant construction and other property additions.....	(80)			(80)
Acquisition of exploration and production assets.....				
Loan originations.....				
Repayments of loan originations.....				
Sale of businesses.....				
Sale of marketable securities..				
Purchase of debt securities....				
Acquisition of businesses.....				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Other investments.....				
Other.....	(67)			(67)
	-----	-----	-----	-----
Net cash flow used in investing activities.....	(147)			(147)
Cash flow from (used in) financing activities:				
Issuance of common stock.....				
Repurchase of common stock.....				
Issuance (repayment) of short term debt.....	(2,136)		(2,136)	
Issuance of long term debt.....				
Repayment of long term debt....				
Common dividend payments.....				
Other.....				
	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(2,136)		(2,136)	
Increase (decrease) in cash and cash equivalents.....	540			540
Cash and cash equivalents at beginning of the year.....	188			188
	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 728	\$ --	\$ --	\$ 728
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

169

DOMINION SAN JUAN, INC.

CONSOLIDATING BALANCE SHEET

As of December 31, 2000

(Thousands)

	Dominion San	Consolidating	Juan, Inc.	Entries and	Dominion San	San Juan
	Consolidated	Adjustments	Juan, Inc.	Partners, LLC		
	-----	-----	-----	-----	-----	-----
Current assets:						
Cash and cash equivalents.....						
Accounts receivable:						
Customers (less allowance).....						
Other.....	\$ 51,430	\$ --	\$ --	\$ 51,430		
Inventories:						
Materials and supplies..						
Fossil fuel.....						
Gas stored--current portion.....						
Investment securities--trading.....						
Mortgage loans held for						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

sale.....				
Commodity contract				
assets.....				
Unrecovered gas costs....				
Broker margin deposits...				
Prepayments.....				
Net assets held for				
sale.....				
Other.....				
	-----	-----	-----	-----
Total current assets....	51,430			51,430
	-----	-----	-----	-----
Investments:				
Loans receivable, net....				
Investments in				
affiliates.....				
Available for sale				
securities.....				
Nuclear decommissioning				
trust funds.....				
Investment in real				
estate.....				
Other.....	0	(74,048)	74,048	
	-----	-----	-----	-----
Total net investments...	0	(74,048)	74,048	
	-----	-----	-----	-----
Property, plant and				
equipment:				
Property, plant and				
equipment.....	124,315			124,315
Less accumulated				
depreciation, depletion				
and amortization.....	23,928			23,928
	-----	-----	-----	-----
Property, plant and				
equipment, net.....	100,387			100,387
	-----	-----	-----	-----
Deferred charges and				
other assets:				
Goodwill, net.....				
Regulatory assets, net...				
Prepaid pension costs....				
Other, net.....	70			70
	-----	-----	-----	-----
Total deferred charges				
and other assets.....	70			70
	-----	-----	-----	-----
Total Assets.....	\$151,887	\$(74,048)	\$74,048	\$151,887
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

170

DOMINION SAN JUAN, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion San Juan, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion San Juan, Inc.	San Juan Partners, LLC
	-----	-----	-----	-----
Current liabilities:				
Securities due within one year.....				
Short-term debt.....				
Accounts payable, trade.....	\$ 26,573	\$ --	\$ --	\$ 26,573
Accrued interest.....				
Accrued payroll.....				
Accrued taxes.....	1,312			1,312
Commodity contract liabilities.....				
Other.....				
	-----	-----	-----	-----
Total current liabilities...	27,885			27,885
	-----	-----	-----	-----
Long term debt.....	49,283			49,283
	-----	-----	-----	-----
Deferred credits and other liabilities:				
Deferred income taxes.....	671			671
Deferred investment tax credits.....				
Other.....				
	-----	-----	-----	-----
Total deferred credits and other liabilities.....	671			671
	-----	-----	-----	-----
Total Liabilities.....	77,839			77,839
	-----	-----	-----	-----
Minority interest.....				
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....				
Preferred stock no subject to mandatory redemption.....				
Common shareholders' equity:				
Common Stock.....				
Other paid in capital.....	49,122	(49,122)	49,122	49,122
Accumulated other comprehensive income.....				
Retained earnings.....	24,926	(24,926)	24,926	24,926
	-----	-----	-----	-----
Total common shareholders' equity.....	74,048	(74,048)	74,048	74,048
	-----	-----	-----	-----
Total Liabilities and shareholders' equity.....	\$151,887	\$(74,048)	\$74,048	\$151,887
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

## DOMINION SAN JUAN, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion San Juan, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion San Juan, Inc.	San Juan Partners, LLC
	-----	-----	-----	-----
Operating Revenue:				
Regulated sales				
Electric.....				
Gas.....				
Nonregulated sales				
Electric.....				
Gas.....				
Gas transportation and storage.....				
Oil and gas production.....	\$ 30,424	\$ --	\$ --	\$ 30,424
Other.....		(17,146)	17,146	
	-----	-----	-----	-----
Total.....	30,424	(17,146)	17,146	30,424
	-----	-----	-----	-----
Expenses:				
Fuel, net.....				
Purchased power capacity, net.....				
Purchased gas, net.....				
Liquids, capacity and other products purchased.....				
Restructuring and other acquisition related costs..				
Other operation and maintenance.....	7,909			7,909
Depreciation, depletion and amortization.....	9,162			9,162
Other taxes.....	2,980			2,980
	-----	-----	-----	-----
Total.....	20,051			20,051
	-----	-----	-----	-----
Income from Operations.....	10,373	(17,146)	17,146	10,373
Other Income.....				
	-----	-----	-----	-----
Income before interest and income taxes.....	10,373	(17,146)	17,146	10,373
	-----	-----	-----	-----
Interest and related charges:				
Interest charges.....	3,432			3,432
Preferred dividends and distributions of subsidiary trusts.....				
	-----	-----	-----	-----
Total.....	3,432			3,432
	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	6,941	(17,146)	17,146	6,941
Income taxes.....	(10,206)			(10,206)
Minority interests.....	-----	-----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	17,147	(17,146)	17,146	17,147
Extraordinary item, net.....				
Cumulative effect of a change in accounting principle, net.....	-----	-----	-----	-----
Net Income.....	<u>\$ 17,147</u>	<u>\$ (17,146)</u>	<u>\$17,146</u>	<u>\$ 17,147</u>

The Notes to the Consolidated Financial Statements are an integral part of this statement.

172

DOMINION SAN JUAN, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Dominion San Juan, Inc. Consolidated	San Consolidating Entries and Adjustments	Dominion San Juan, Inc.	San Juan Partners, LLC
	-----	-----	-----	-----
Balance at December 31, 1999.....	\$56,902	\$ (56,902)	\$56,902	\$56,902
Issuance of stock--CNG acquisition.....				
Issuance of stock through public offering.....				
Issuance of stock through employee, executive loan and direct stock purchase plans.....				
Stock repurchase and retirement.....				
Premium income equity securities.....				
Other common stock activity.....				
Comprehensive income.....	17,147			17,147
Dividends and other adjustments.....	(1)	(17,146)	17,146	(1)
	-----	-----	-----	-----

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Balance at December 31, 2000.....	\$74,048 =====	\$(74,048) =====	\$74,048 =====	\$74,048 =====
--------------------------------------	-------------------	---------------------	-------------------	-------------------

The Notes to the Consolidated Financial Statements are an integral part of this statement.

173

DOMINION SAN JUAN, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Thousands)

	Dominion San Juan, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion San Juan, Inc.	San Juan Partners, LLC
	-----	-----	-----	-----
Net Income.....	\$17,147 -----	\$(17,146) -----	\$17,146 -----	\$17,147 -----
Other comprehensive income, net of tax:				
Unrealized holding gains (losses) on investment securities.....				
Less: reclassification adjustment for gains (losses) realized in net income.....	-----	-----	-----	-----
Unrealized gains (losses) on investment securities.....				
Foreign currency translation adjustment.....				
Minimum pension liability adjustment..	-----	-----	-----	-----
Other comprehensive income (Loss).....	-----	-----	-----	-----
Comprehensive Income....	\$17,147 =====	\$(17,146) =====	\$17,146 =====	\$17,147 =====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

174

DOMINION SAN JUAN, INC.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CONSOLIDATING STATEMENTS OF CASH FLOW  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion San Juan, Inc. Consolidated	Consolidating Entries and Adjustments	Dominion San Juan, Inc.	San Juan Partners, LLC
	-----	-----	-----	-----
Cash flows from (used in)				
operating activities:				
Net income.....	\$ 17,147	\$(17,146)	\$17,146	\$ 17,147
Adjustments to reconcile net income to net cash from operating activities:				
Cumulative effect of a change in accounting principle.....				
Restructuring and other acquisition related costs....				
DCI impairment losses.....				
Extraordinary item, net.....				
Impairment of regulatory assets.....				
Gains on sales of subsidiaries.....				
Depreciation and amortization.....	8,639			8,639
Deferred income taxes.....	137			137
Deferred fuel expense.....				
Changes in current assets and liabilities:				
Accounts receivable.....	(31,414)			(31,414)
Inventories.....				
Unrecovered gas costs.....				
Purchase and origination of mortgages.....				
Proceeds from sale and principal collections of mortgages.....				
Accounts payable, trade.....	22,597			22,597
Accrued interest and taxes....	(1,042)			(1,042)
Commodity contract assets and liabilities.....				
Net assets held for sale.....				
Other.....	(1)			(1)
	-----	-----	-----	-----
Net cash flows from operating activities.....	16,063	(17,146)	17,146	16,063
	-----	-----	-----	-----
Cash flow from (used in)				
investing activities:				
Plant construction and other property additions.....	(573)			(573)
Acquisition of exploration and production assets.....	(646)			(646)
Loan originations.....				
Repayments of loan originations.....				
Sale of businesses.....				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Sale of marketable securities..				
Purchase of debt securities.....				
Acquisition of businesses.....				
Other investments.....				
Other.....	67			67
	-----	-----	-----	-----
Net cash flow used in investing activities.....	(1,152)			(1,152)
	-----	-----	-----	-----
Cash flow from (used in) financing activities:				
Issuance of common stock.....				
Repurchase of common stock.....				
Issuance (repayment) of short term debt.....	(14,911)			(14,911)
Issuance of long term debt.....				
Repayment of long term debt....				
Common dividend payments.....				
Other.....				
	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(14,911)			(14,911)
	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....		(17,146)	17,146	
Cash and cash equivalents at beginning of the year.....				
	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ --	\$ (17,146)	\$17,146	\$ --
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

175

DOMINION ENERGY CANADA LIMITED

CONSOLIDATING BALANCE SHEET

As of December 31, 2000

(Thousands)

	Dominion Energy Canada Limited Consolidated	Consolidating Entries and Adjustments	Domcan East Alberta Ltd.	Domcan Boundary Corp.
	-----	-----	-----	-----
Current assets:				
Cash and cash equivalents.....	\$ 7,606	\$--	\$ 5,759	\$ 1,847
Accounts receivable:				
Customers (less allowance)...				
Other.....	40,896		30,632	10,264
Inventories:				
Materials and supplies.....				
Fossil fuel.....				
Gas stored--current portion..				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Investment securities-- trading.....				
Mortgage loans held for sale..				
Commodity contract assets.....				
Unrecovered gas costs.....				
Broker margin deposits.....				
Prepayments.....				
Net assets held for sale.....				
Other.....	5,346		2,869	2,477
	-----	----	-----	-----
Total current assets.....	53,848		39,260	14,588
	-----	----	-----	-----
Investments:				
Loans receivable, net.....				
Investments in affiliates.....	14,208		14,208	
Available for sale securities.....				
Nuclear decommissioning trust funds.....				
Investment in real estate.....				
Other.....	24		24	
	-----	----	-----	-----
Total net investments.....	14,232		14,232	
	-----	----	-----	-----
Property, plant and equipment:				
Property, plant and equipment.....	578,476		240,904	337,572
Less accumulated depreciation, depletion and amortization...	89,834		45,640	44,194
	-----	----	-----	-----
Property, plant and equipment, net.....	488,642		195,264	293,378
	-----	----	-----	-----
Deferred charges and other assets:				
Goodwill, net.....				
Regulatory assets, net.....				
Prepaid pension costs.....				
Other, net.....	5,783		3,343	2,440
	-----	----	-----	-----
Total deferred charges and other assets.....	5,783		3,343	2,440
	-----	----	-----	-----
Total Assets.....	\$562,505	\$--	\$252,099	\$310,406
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

176

DOMINION ENERGY CANADA LIMITED

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

Dominion

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Energy Canada Limited Consolidated	Consolidating Entries and Adjustments	Domcan East Alberta Ltd.	Domcan Boundary Corp.
Current liabilities:				
Securities due within one year.....				
Short-term debt.....	\$ 2,502	\$ --	\$ --	\$ 2,502
Accounts payable, trade.....	7,478		1,467	6,011
Accrued interest.....				
Accrued payroll.....				
Accrued taxes.....	2,332		1,704	628
Commodity contract liabilities.....				
Other.....	37,566		11,129	26,437
	-----	-----	-----	-----
Total current liabilities...	49,878		14,300	35,578
	-----	-----	-----	-----
Long term debt.....	382,323		163,143	219,180
	-----	-----	-----	-----
Deferred credits and other liabilities:				
Deferred income taxes.....	13,412		48,980	(35,568)
Deferred investment tax credits.....				
Other.....	9,579		4,687	4,892
	-----	-----	-----	-----
Total deferred credits and other liabilities.....	22,991		53,667	(30,676)
	-----	-----	-----	-----
Total Liabilities.....	455,192		231,110	224,082
	-----	-----	-----	-----
Minority interest.....				
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....				
Preferred stock no subject to mandatory redemption.....				
Common shareholders' equity:				
Common Stock.....				
Other paid in capital.....	92,207		14,521	77,686
Accumulated other comprehensive income.....	(9,971)		(1,228)	(8,743)
Retained earnings.....	25,077		7,696	17,381
	-----	-----	-----	-----
Total common shareholders' equity.....	107,313		20,989	86,324
	-----	-----	-----	-----
Total Liabilities and shareholders' equity.....	\$562,505	\$ --	\$252,099	\$310,406
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Dominion Energy Canada Limited Consolidated	Consolidating Entries and Adjustments	Domcan East Alberta Ltd.	Domcan Boundary Corp.
Operating Revenue:				
Regulated sales.....				
Electric.....				
Gas.....				
Nonregulated sales.....				
Electric.....				
Gas.....				
Gas transportation and storage.....				
Oil and gas production.....	\$146,304	\$--	\$56,471	\$89,833
Other.....	32,496		13,174	19,322
	-----	----	-----	-----
Total.....	178,800		69,645	109,155
	-----	----	-----	-----
Expenses:				
Fuel, net.....				
Purchased power capacity, net.....				
Purchased gas, net.....				
Liquids, capacity and other products purchased.....				
Restructuring and other acquisition related costs....				
Other operation and maintenance.....	47,961		15,699	32,262
Depreciation, depletion and amortization.....	50,294		19,893	30,401
Other taxes.....	4,205		2,318	1,887
	-----	----	-----	-----
Total.....	102,460		37,910	64,550
	-----	----	-----	-----
Income from Operations.....	76,340		31,735	44,605
Other Income.....	(5,744)		(798)	(4,946)
	-----	----	-----	-----
Income before interest and income taxes.....	70,596		30,937	39,659
	-----	----	-----	-----
Interest and related charges:				
Interest charges.....	27,042		10,124	16,918
Preferred dividends and distributions of subsidiary trusts.....				
	-----	----	-----	-----
Total.....	27,042		10,124	16,918
	-----	----	-----	-----
Income before provision for income tax, minority interest, extraordinary item				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

and cumulative effect of a change in accounting principle.....	43,554		20,813	22,741
Income taxes.....	21,519		9,497	12,022
Minority interests.....	-----	----	-----	-----
Income before extraordinary item and cumulative effect of a change in accounting principle.....	22,035		11,316	10,719
Extraordinary item, net.....				
Cumulative effect of a change in accounting principle, net.....	-----	----	-----	-----
Net Income.....	\$ 22,035	\$--	\$11,316	\$10,719
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

178

DOMINION ENERGY CANADA LIMITED

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Dominion Energy Canada Limited Consolidated	Consolidating Entries and Adjustments	Domcan East Alberta Ltd.	Domcan Boundary Corp.
	-----	-----	-----	-----
Balance at December 31, 1999...	\$ 92,991	\$--	\$13,142	\$79,849
Issuance of stock--CNG acquisition.....				
Issuance of stock through public offering.....				
Issuance of stock through employee, executive loan and direct stock purchase plans.....				
Stock repurchase and retirement.....				
Premium income equity securities.....				
Other common stock activity..				
Comprehensive income.....	15,295		11,794	3,501
Dividends and other adjustments.....	(973)		(3,947)	2,974
Balance at December 31, 2000...	\$107,313	\$--	\$20,989	\$86,324
	=====	=====	=====	=====

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

179

DOMINION ENERGY CANADA LIMITED

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

For the Year Ended December 31, 2000

(Thousands)

	Dominion Energy Canada Limited Consolidated	Consolidating Entries and Adjustments	Domcan East Alberta Ltd.	Domcan Boundary Corp.
	-----	-----	-----	-----
Net Income.....	\$22,035	\$ --	\$11,316	\$10,719
Other comprehensive income, net of tax:				
Unrealized holding gains (losses) on investment securities.....				
Less: reclassification adjustment for gains (losses) realized in net income.....				
Unrealized gains (losses) on investment securities.....				
Foreign currency translation adjustment.....	(6,740)		478	(7,218)
Minimum pension liability adjustment.....				
Other comprehensive income (Loss).....	(6,740)		478	(7,218)
Comprehensive Income.....	\$15,295	\$ --	\$11,794	\$ 3,501
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

180

DOMINION ENERGY CANADA LIMITED

CONSOLIDATING STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2000

(Thousands)

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Dominion Energy Canada Limited Consolidated	Consolidating Entries and Adjustments	Domcan East Alberta Ltd.	Domcan Boundary Corp.
	-----	-----	-----	-----
Cash flows from (used in)				
operating activities:				
Net income.....	\$ 22,035	\$--	\$ 11,316	\$ 10,719
Adjustments to reconcile net income to net cash from operating activities:				
Cumulative effect of a change in accounting principle.....				
Restructuring and other acquisition related costs...				
DCI impairment losses.....				
Extraordinary item, net.....				
Impairment of regulatory assets.....				
Gains on sales of subsidiaries.....				
Depreciation and amortization.....	50,296		19,898	30,398
Deferred income taxes.....	21,471		9,408	12,063
Deferred fuel expense.....				
Changes in current assets and liabilities:				
Accounts receivable.....	(26,477)		(7,334)	(19,143)
Inventories.....	77		(245)	322
Unrecovered gas costs.....				
Purchase and origination of mortgages.....				
Proceeds from sale and principal collections of mortgages.....				
Accounts payable, trade.....	751		219	532
Accrued interest and taxes...	1,618		185	1,433
Commodity contract assets and liabilities.....				
Net assets held for sale.....				
Other.....	10,798		(5,846)	16,644
	-----	----	-----	-----
Net cash flows from operating activities.....	80,569		27,601	52,968
	-----	----	-----	-----
Cash flow from (used in)				
investing activities:				
Plant construction and other property additions.....				
Acquisition of exploration and production assets.....	(78,639)		(18,151)	(60,488)
Loan originations.....				
Repayments of loan originations.....				
Sale of businesses.....				
Sale of marketable securities.....				
Purchase of debt securities...				

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Acquisition of businesses.....				
Other investments.....	6,935		6,935	
Other.....	(2,330)		(2,134)	(196)
	-----	----	-----	-----
Net cash flow used in investing activities.....	(74,034)		(13,350)	(60,684)
	-----	----	-----	-----
Cash flow from (used in) financing activities:				
Issuance of common stock.....				
Repurchase of common stock....				
Issuance (repayment) of short term debt.....	(1,831)		(11,054)	9,223
Issuance of long term debt....				
Repayment of long term debt...	(3,730)		(278)	(3,452)
Common dividend payments.....				
Other.....	234		234	
	-----	----	-----	-----
Net cash flow from (used in) financing activities.....	(5,327)		(11,098)	5,771
	-----	----	-----	-----
Increase (decrease) in cash and cash equivalents.....	1,208		3,153	(1,945)
Cash and cash equivalents at beginning of the year.....	6,398		2,606	3,792
	-----	----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 7,606	\$--	\$ 5,759	\$ 1,847
	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

181

VIRGINIA ELECTRIC AND POWER COMPANY

CONSOLIDATING BALANCE SHEET  
As of December 31, 2000  
(Thousands)

	Virginia Power Consolidated	Consolidating Entries and Adjustments	Virginia Power	Virginia Power Fuel Corporation	Virginia Power Services, Inc. (Page 188)	VPS
Current assets:						
Cash and cash equivalents.....	\$ 140,749	\$ --	\$ 137,957	\$ 1	\$ 2,791	\$--
Accounts receivable:						
Customers (less allowance).....	1,133,802		910,315		223,487	
Other.....	117,416	(454,182)	359,113		73,280	
Inventories:						
Materials and supplies.....	128,688		128,688			
Fossil fuel.....	101,972		36,547		65,425	
Gas stored--current						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

portion.....						
Investment securities--						
trading.....						
Mortgage loans held for						
sale.....						
Commodity contract						
assets.....	1,046,569		403,206		643,363	
Unrecovered gas costs...						
Broker margin deposits..	2,991		42,398		(39,407)	
Prepayments.....	18,665		17,860		805	
Net assets held for						
sale.....						
Other.....	141,989		138,025		3,964	
	-----		-----		-----	
Total current assets...	2,832,841	(454,182)	2,174,109	1	973,708	
	-----	-----	-----	-----	-----	
Investments:						
Loans receivable, net...						
Investments in						
affiliates.....		(28,067)	28,067			
Available for sale						
securities.....						
Nuclear decommissioning						
trust funds.....	851,453		851,453			
Investment in real						
estate.....						
Other.....	62,216		38,984		23,232	
	-----		-----		-----	
Total net investments..	913,669	(28,067)	918,504		23,232	
	-----	-----	-----	-----	-----	
Property, plant and						
equipment:						
Property, plant and						
equipment.....	16,949,522		16,910,087	34,537	4,898	
Less accumulated						
depreciation, depletion						
and amortization.....	7,784,352		7,784,189		163	
	-----		-----	-----	-----	
Property, plant and						
equipment, net.....	9,165,170		9,125,898	34,537	4,735	
	-----	-----	-----	-----	-----	
Deferred charges and						
other assets:						
Goodwill, net.....						
Regulatory assets, net..	235,172		235,172			
Prepaid pension costs...	14,733		14,733			
Other, net.....	169,274		104,573		64,701	
	-----		-----	-----	-----	
Total deferred charges						
and other assets.....	419,179		354,478		64,701	
	-----	-----	-----	-----	-----	
Total Assets.....	\$13,330,859	\$(482,249)	\$12,572,989	\$34,538	\$1,066,376	\$---
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Virginia Power Consolidated	Consolidating Entries and Adjustments	Virginia Power	Virginia Power Fuel Corporation	Virginia Services, (Page 1
<b>Current liabilities:</b>					
Securities due within one year.....	\$ 240,650	\$ --	\$ 240,650	\$ --	\$
Short-term debt.....	713,810		713,810		
Accounts payable, trade.....	1,004,175	(454,182)	1,040,610	34,537	383,
Accrued interest.....	93,851		93,851		
Accrued payroll.....	88,308		87,237		1,
Accrued taxes.....	60,219		56,069		4,
Commodity contract liabilities.....	993,352		394,868		598,
Other.....	155,169		155,741		(
<b>Total current liabilities.....</b>	<b>3,349,534</b>	<b>(454,182)</b>	<b>2,782,836</b>	<b>34,537</b>	<b>986,</b>
Long term debt.....	3,561,674		3,561,674		
<b>Deferred credits and other liabilities:</b>					
Deferred income taxes.....	1,494,188		1,492,496		1,
Deferred investment tax credits....	129,580		129,580		
Other.....	302,849		248,369		54,
<b>Total deferred credits and other liabilities.....</b>	<b>1,926,617</b>		<b>1,870,445</b>		<b>56,</b>
<b>Total Liabilities.....</b>	<b>8,837,825</b>	<b>(454,182)</b>	<b>8,214,955</b>	<b>34,537</b>	<b>1,042,</b>
<b>Minority interest.....</b>					
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....	135,000				
Preferred stock no subject to mandatory redemption.....	509,014		509,014		
<b>Common shareholders' equity:</b>					
Common Stock.....	2,737,407	(37,618)	2,737,407	1	33,
Other paid in capital.....	16,274		16,274		
Accumulated other comprehensive income.....					
Retained earnings.....	1,095,339	9,551	1,095,339		(9,
<b>Total common shareholders' equity.....</b>	<b>3,849,020</b>	<b>(28,067)</b>	<b>3,849,020</b>	<b>1</b>	<b>23,</b>
<b>Total Liabilities and shareholders' equity.....</b>	<b>\$13,330,859</b>	<b>\$ (482,249)</b>	<b>\$12,572,989</b>	<b>\$34,538</b>	<b>\$1,066,</b>

The Notes to the Consolidated Financial Statements are an integral part of this statement.

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

VIRGINIA ELECTRIC AND POWER COMPANY

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

	Virginia Power Consolidated	Consolidating Entries and Adjustments	Virginia Power	Virginia Power Fuel Corporation	Virginia Power Services, Inc. (Page 190)	VPSC	
Operating Revenue:							
Regulated sales							
Electric.....	\$4,492,022	\$ --	\$4,492,017	\$--	\$ 5	\$ --	\$
Gas.....							
Nonregulated sales							
Electric.....							
Gas.....							
Gas transportation and storage.....							
Oil and gas production..							
Other.....	298,671		291,095		4,029	3,547	
<b>Total.....</b>	<b>4,790,693</b>		<b>4,783,112</b>		<b>4,034</b>	<b>3,547</b>	
Expenses:							
Fuel, net.....	1,103,577		1,103,582		(5)		
Purchased power capacity, net.....	740,108		740,108				
Purchased gas, net.....							
Liquids, capacity and other products purchased.....							
Restructuring and other acquisition related costs.....	71,226		71,226				
Other operation and maintenance.....	956,720		953,040		12,574	1,974	
Depreciation, depletion and amortization.....	557,513		556,992		162	359	
Other taxes.....	275,194		274,917		222	55	
<b>Total.....</b>	<b>3,704,338</b>		<b>3,699,865</b>		<b>12,953</b>	<b>2,388</b>	
Income from Operations.....	1,086,355		1,083,247		(8,919)	1,159	
Other Income.....	47,044	5,634	41,482		725	(797)	
Income before interest and income taxes.....	1,133,399	5,634	1,124,729		(8,194)	362	
Interest and related charges:							
Interest charges.....	285,118		285,118				
Preferred dividends and distributions of							



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

subsidiary trusts.....	46,816		35,948			
Total.....	331,934		321,066			
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	801,465	5,634	803,663		(8,194)	362
Income taxes.....	279,683		281,881		(2,324)	126
Minority interests.....						
Income before extraordinary item and cumulative effect of a change in accounting principle.....	521,782	5,634	521,782		(5,870)	236
Extraordinary item, net Cumulative effect of a change in accounting principle, net.....	(20,757)		(20,757)			
Net Income.....	\$ 542,539	\$5,634	\$ 542,539	\$--	\$ (5,870)	\$ 236

The Notes to the Consolidated Financial Statements are an integral part of this statement.

184

VIRGINIA ELECTRIC AND POWER COMPANY

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY

As of December 31, 2000

(Thousands)

	Virginia Power Consolidated	Consolidating Entries and Adjustments	Virginia Power	Virginia Power Fuel Corporation	Virginia Power Services, Inc. (Page 191)	VPS
Balance at December 31, 1999.....	\$3,742,352	\$ (54,393)	\$3,771,414	\$ 1	\$ 8,819	\$12,
Issuance of stock--CNG acquisition.....						
Issuance of stock through public offering.....						
Issuance of stock through employee, executive loan and direct stock purchase plans.....						
Stock repurchase and retirement.....						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Premium income equity securities.....						
Other common stock activity.....		(18,626)			22,442	(3,
Comprehensive income...	542,539	5,634	542,539		(5,870)	
Dividends and other adjustments.....	(435,871)	39,318	(464,933)		(1,500)	(8,
	-----	-----	-----	---	-----	-----
Balance at December 31, 2000.....	\$3,849,020	\$ (28,067)	\$3,849,020	\$ 1	\$23,891	\$
	=====	=====	=====	===	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

185

VIRGINIA ELECTRIC AND POWER COMPANY

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Virginia Power Consolidated	Consolidating Entries and Adjustments	Virginia Power	Virginia Power Fuel Corporation	Virginia Power Services, Inc. (Page 192)	VPSC T
	-----	-----	-----	-----	-----	-----
Net Income.....	\$542,539	\$5,634	\$542,539	\$--	\$ (5,870)	\$236
	-----	-----	-----	-----	-----	-----
Other comprehensive income, net of tax:						
Unrealized holding gains (losses) on investment securities.....						
Less: reclassification adjustment for gains (losses) realized in net income.....						
	-----	-----	-----	-----	-----	-----
Unrealized gains (losses) on investment securities.....						
Foreign currency translation adjustment.....						
Minimum pension liability adjustment..						
	-----	-----	-----	-----	-----	-----
Other comprehensive income (Loss).....						
	-----	-----	-----	-----	-----	-----
Comprehensive Income....	\$542,539	\$5,634	\$542,539	\$--	\$ (5,870)	\$236
	=====	=====	=====	=====	=====	=====

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

The Notes to the Consolidated Financial Statements are an integral part of this statement.

186

VIRGINIA ELECTRIC AND POWER COMPANY

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Virginia Power Consolidated	Consolidating Entries and Adjustments	Virginia Power	Virginia Power Fuel Corporation	Virginia Power Services, Inc. (Page 193)	VP
Cash flows from (used in) operating activities:						
Net income.....	\$ 542,539	\$ 5,634	\$ 542,539	\$ --	\$ (5,870)	\$
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....	(20,757)	(20,757)				
Restructuring and other acquisition related costs.....	57,679	57,679				
DCI impairment losses.. Extraordinary item, net.....						
Impairment of regulatory assets.....						
Gains on sales of subsidiaries.....						
Depreciation and amortization.....	637,087		636,566		162	
Deferred income taxes..	27,198	(11,142)	40,869		(2,257)	
Deferred fuel expense..	(32,578)		(40,975)		8,397	
Changes in current assets and liabilities:						
Accounts receivable....	(524,061)	(3,800)	(314,048)		(209,727)	3
Inventories.....	3,502	(553)	3,608		(124)	
Unrecovered gas costs..						
Purchase and origination of mortgages.....						
Proceeds from sale and principal collections of mortgages.....						
Accounts payable, trade.....	488,472	18,448	246,016	(119)	228,782	(4
Accrued interest and taxes.....	4,913	45	1,654		3,223	
Commodity contract assets and						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

liabilities.....	(32,447)		18,944		(51,391)	
Net assets held for sale.....						
Other.....	(81,802)	(24,040)	(86,557)	(6,315)	35,713	
	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities..	1,069,745	21,514	1,048,616	(6,434)	6,908	
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....	(734,485)	(33,765)	(702,256)	6,434	(4,898)	
Acquisition of exploration and production assets.....						
Loan originations.....						
Repayments of loan originations.....						
Sale of businesses.....						
Sale of marketable securities.....						
Purchase of debt securities.....						
Acquisition of businesses.....						
Other investments.....	(47,608)	34,097	(81,705)			
Other.....	269	(200)	23,473		(23,204)	
	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities..	(781,824)	132	(760,488)	6,434	(28,102)	
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) financing activities:						
Issuance of common stock.....						
Repurchase of common stock.....						
Issuance (repayment) of short term debt.....	335,831		335,831			
Issuance of long term debt.....	250,000		250,000			
Repayment of long term debt.....	(375,500)		(375,500)			
Common dividend payments.....	(407,911)	1,500	(407,911)		(1,500)	
Other.....	(11,337)	(23,146)	(10,634)		22,443	
	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	(208,917)	(21,646)	(208,214)		20,943	
	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	79,004		79,914		(251)	
Cash and cash equivalents at beginning of the year..	61,745		58,043	1	3,042	
	-----	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year.....	\$ 140,749	\$ --	\$ 137,957	\$ 1	\$ 2,791	\$

The Notes to the Consolidated Financial Statements are an integral part of this statement.

187

VIRGINIA POWER SERVICES, INC.

CONSOLIDATING BALANCE SHEET

As of December 31, 2000

(Thousands)

	Virginia Power Services, Inc. Consolidated	Consolidating Entries and Adjustments	Virginia Power Services, Inc.	Evantage, Inc.	Virginia Power Energy Marketing, Inc.	Virginia Power Services Energy Corp, Inc.
Current assets:						
Cash and cash equivalents.....	\$ 2,791	\$ --	\$ 83	\$ 2,459	\$ 1	\$ 7
Accounts receivable:						
Customers (less allowance).....	223,487			2,281	206,736	14,042
Other.....	73,280	(121,132)	88,354	7,228	47,748	50,871
Inventories:						
Materials and supplies.....						
Fossil fuel.....	65,425				18,559	46,866
Gas stored--current portion.....						
Investment securities--trading.....						
Mortgage loans held for sale.....						
Commodity contract assets.....	643,363				620,351	23,012
Unrecovered gas costs...						
Broker margin deposits..	(39,407)				(38,780)	(627)
Prepayments.....	805				240	622
Net assets held for sale.....						
Other.....	3,964		11		63	3,843
Total current assets...	973,708	(121,132)	88,448	11,968	854,918	138,636
Investments:						
Loans receivable, net...						
Investments in affiliates.....		(23,749)	23,749			
Available for sale securities.....						
Nuclear decommissioning trust funds.....						
Investment in real						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

estate.....						
Other.....	23,232			23,140		
	-----	-----	-----	-----	-----	-----
Total net investments..	23,232	(23,749)	23,749	23,140		
	-----	-----	-----	-----	-----	-----
Property, plant and equipment:						
Property, plant and equipment.....	4,898					
Less accumulated depreciation, depletion and amortization.....	163					
	-----	-----	-----	-----	-----	-----
Property, plant and equipment, net.....	4,735					
	-----	-----	-----	-----	-----	-----
Deferred charges and other assets:						
Goodwill, net.....						
Regulatory assets, net..						
Prepaid pension costs...						
Other, net.....	64,701			13,714	46,256	4,639
	-----	-----	-----	-----	-----	-----
Total deferred charges and other assets.....	64,701			13,714	46,256	4,639
	-----	-----	-----	-----	-----	-----
Total Assets.....	\$1,066,376	\$(144,881)	\$112,197	\$48,822	\$901,174	\$143,275
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

188

VIRGINIA POWER SERVICES, INC.

CONSOLIDATING BALANCE SHEET--(Continued)  
As of December 31, 2000  
(Thousands)

	Virginia Power Services, Inc. Consolidated	Consolidating Entries and Adjustments	Virginia Power Services, Inc.	Evantage, Inc.	Virginia Power Energy Marketing, Inc.	Virginia Power Services Energy Corp, Inc.
	-----	-----	-----	-----	-----	-----
Current liabilities:						
Securities due within one year.....						
Short-term debt.....						
Accounts payable, trade.....	\$ 383,210	\$(120,405)	\$ 88,349	\$20,539	\$272,491	\$119,559
Accrued interest.....						
Accrued payroll.....	1,071				939	
Accrued taxes.....	4,150		(43)	(93)	3,423	714
Commodity contract						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

liabilities.....	598,484				575,307	23,177
Other.....	(602)	(727)		36	34	
	-----	-----	-----	-----	-----	-----
Total current liabilities.....	986,313	(121,132)	88,306	20,482	852,194	143,450
	-----	-----	-----	-----	-----	-----
Long term debt.....						
	-----	-----	-----	-----	-----	-----
Deferred credits and other liabilities:						
Deferred income taxes..	1,692				1,449	231
Deferred investment tax credits.....						
Other.....	54,480			11,060	38,010	5,295
	-----	-----	-----	-----	-----	-----
Total deferred credits and other liabilities.....	56,172			11,060	39,459	5,526
	-----	-----	-----	-----	-----	-----
Total Liabilities.....	1,042,485	(121,132)	88,306	31,542	891,653	148,976
	-----	-----	-----	-----	-----	-----
Minority interest.....						
Obligated mandatorily redeemable preferred securities of subsidiary trusts.....						
Preferred stock not subject to mandatory redemption.....						
Common shareholders' equity:						
Common Stock.....	33,442	(33,194)	33,442	17,545	10,000	1
Other paid in capital..						
Accumulated other comprehensive income..						
Retained earnings.....	(9,551)	9,445	(9,551)	(265)	(479)	(5,702)
	-----	-----	-----	-----	-----	-----
Total common shareholders' equity.....	23,891	(23,749)	23,891	17,280	9,521	(5,701)
	-----	-----	-----	-----	-----	-----
Total Liabilities and shareholders' equity..	\$1,066,376	\$(144,881)	\$112,197	\$48,822	\$901,174	\$143,275
	=====	=====	=====	=====	=====	=====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

189

VIRGINIA POWER SERVICES, INC.

CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2000  
(Thousands)

Virginia  
Power

Virginia

Virginia  
Power

Virginia  
Power

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

	Services, Inc. Consolidated	Consolidating Entries and Adjustments	Power Services, Inc.	Evantage, Inc.	Energy Marketing, Inc.	Services Energy Corp, Inc.	Nu Se Co
Operating Revenue:							
Regulated sales							
Electric.....	\$ 5	\$ --	\$ --	\$ 5	\$ --	\$ --	\$
Gas.....							
Nonregulated sales							
Electric.....							
Gas.....							
Gas transportation and storage.....							
Oil and gas production..							
Other.....	4,029			774	12,272	(9,522)	
	-----	-----	-----	-----	-----	-----	-----
Total.....	4,034			779	12,272	(9,522)	
	-----	-----	-----	-----	-----	-----	-----
Expenses:							
Fuel, net.....	(5)			(59)		54	
Purchased power capacity, net.....							
Purchased gas, net.....							
Liquids, capacity and other products purchased.....							
Restructuring and other acquisition related costs.....							
Other operation and maintenance.....	12,574		95	1,830	8,340	(111)	
Depreciation, depletion and amortization.....	162						
Other taxes.....	222			4	171		
	-----	-----	-----	-----	-----	-----	-----
Total.....	12,953		95	1,775	8,511	(57)	
	-----	-----	-----	-----	-----	-----	-----
Income from Operations.....	(8,919)		(95)	(996)	3,761	(9,465)	(
Other Income.....	725	5,809	(5,808)	587	94	16	
	-----	-----	-----	-----	-----	-----	-----
Income before interest and income taxes.....	(8,194)	5,809	(5,903)	(409)	3,855	(9,449)	(
	-----	-----	-----	-----	-----	-----	-----
Interest and related charges:							
Interest charges.....							
Preferred dividends and distributions of subsidiary trusts.....							
	-----	-----	-----	-----	-----	-----	-----
Total.....							
	-----	-----	-----	-----	-----	-----	-----
Income before provision for income tax, minority interest, extraordinary item and cumulative effect of a change in accounting principle.....	(8,194)	5,809	(5,903)	(409)	3,855	(9,449)	(
Income taxes.....	(2,324)		(33)	(144)	2,309	(3,732)	



Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

Minority interests.....							
Income before extraordinary item and cumulative effect of a change in accounting principle.....	(5,870)	5,809	(5,870)	(265)	1,546	(5,717)	(
Extraordinary item, net.....							
Cumulative effect of a change in accounting principle, net.....							
Net Income.....	<u>\$ (5,870)</u>	<u>\$5,809</u>	<u>\$ (5,870)</u>	<u>\$ (265)</u>	<u>\$ 1,546</u>	<u>\$ (5,717)</u>	<u>\$ (</u>

The Notes to the Consolidated Financial Statements are an integral part of this statement.

190

VIRGINIA POWER SERVICES, INC.

CONSOLIDATING STATEMENT OF COMMON SHAREHOLDERS' EQUITY  
As of December 31, 2000  
(Thousands)

	Virginia Power Services, Inc. Consolidated	Consolidating Entries and Adjustments	Virginia Power Services, Inc.	Evantage, Inc.	Virginia Power Energy Marketing, Inc.	Virgin Power Service Energy Corp, I
Balance at December 31, 1999.....	\$ 8,819	\$ --	\$ 204	\$ --	\$ 9,475	\$ 1
Issuance of stock--CNG acquisition.....						
Issuance of stock through public offering.....						
Issuance of stock through employee, executive loan and direct stock purchase plans.....						
Stock repurchase and retirement.....						
Premium income equity securities.....						
Other common stock activity.....	22,442	(33,194)	33,193	17,545		
Comprehensive income...	(5,870)	5,809	(5,870)	(265)	1,546	(5,717)
Dividends and other adjustments.....	(1,500)	3,636	(3,636)		(1,500)	
Balance at December 31,						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

2000.....	\$23,891 =====	\$(23,749) =====	\$23,891 =====	\$17,280 =====	\$ 9,521 =====	\$(5,700) =====
-----------	-------------------	---------------------	-------------------	-------------------	-------------------	--------------------

The Notes to the Consolidated Financial Statements are an integral part of this statement.

191

VIRGINIA POWER SERVICES, INC.

CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ended December 31, 2000  
(Thousands)

	Virginia Power Services, Inc. Consolidated	Consolidating Entries and Adjustments	Virginia Power Services, Inc.	Evantage, Inc.	Virginia Power Energy Marketing, Inc.	Virginia Power Services Energy Corp, Inc.	Virginia Power Services Energy Corp, Inc.
Net Income.....	\$ (5,870) -----	\$5,809 -----	\$(5,870) -----	\$(265) -----	\$1,546 -----	\$(5,717) -----	\$(5,717) -----
Other comprehensive income, net of tax:							
Unrealized holding gains (losses) on investment securities.....							
Less: reclassification adjustment for gains (losses) realized in net income.....	-----	-----	-----	-----	-----	-----	-----
Unrealized gains (losses) on investment securities.....							
Foreign currency translation adjustment.....							
Minimum pension liability adjustment..	-----	-----	-----	-----	-----	-----	-----
Other comprehensive income (Loss).....	-----	-----	-----	-----	-----	-----	-----
Comprehensive Income....	\$ (5,870) =====	\$5,809 =====	\$(5,870) =====	\$(265) =====	\$1,546 =====	\$(5,717) =====	\$(5,717) =====

The Notes to the Consolidated Financial Statements are an integral part of this statement.

192

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

VIRGINIA POWER SERVICES, INC.

CONSOLIDATING STATEMENT OF CASH FLOWS  
For the Year Ended December 31, 2000  
(Thousands)

	Virginia Power Consolidating Services, Inc. Consolidated	Entries and Adjustments	Virginia Power Services, Inc.	Evantage, Inc.	Virginia Power Energy Marketing, Inc.	Virgi Powe Servi Ener Corp,
Cash flows from (used in) operating activities:						
Net income.....	\$ (5,870)	\$ 5,809	\$ (5,870)	\$ (265)	\$ 1,546	\$ (5,
Adjustments to reconcile net income to net cash from operating activities:						
Cumulative effect of a change in accounting principle.....						
Restructuring and other acquisition related costs.....						
DCI impairment losses.....						
Extraordinary item, net.....						
Impairment of regulatory assets....						
Gains on sales of subsidiaries.....						
Depreciation and amortization.....	162					
Deferred income taxes.....	(2,257)				1,420	(3,
Deferred fuel expense.....	8,397					8,
Changes in current assets and liabilities:						
Accounts receivable...	(209,727)		158	7,830	(180,395)	(38,
Inventories.....	(124)				(1,700)	1,
Unrecovered gas costs.....						
Purchase and origination of mortgages.....						
Proceeds from sale and principal collections of mortgages.....						
Accounts payable, trade.....	228,782		9	3,200	193,427	32,
Accrued interest and taxes.....	3,223		(39)	(93)	1,514	1,
Commodity contract assets and						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

liabilities.....	(51,391)				(51,391)	
Net assets held for sale.....						
Other.....	35,713		5	(2,618)	37,080	1,
	-----	-----	-----	-----	-----	-----
Net cash flows from operating activities.....	6,908	5,809	(5,737)	8,054	1,501	(2,
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) investing activities:						
Plant construction and other property additions.....	(4,898)					
Acquisition of exploration and production assets....						
Loan originations.....						
Repayments of loan originations.....						
Sale of businesses....						
Sale of marketable securities.....						
Purchase of debt securities.....						
Acquisition of businesses.....						
Other investments.....		15,134	(15,134)			
Other.....	(23,204)			(23,140)		
	-----	-----	-----	-----	-----	-----
Net cash flow used in investing activities.....	(28,102)	15,134	(15,134)	(23,140)		
	-----	-----	-----	-----	-----	-----
Cash flow from (used in) financing activities:						
Issuance of common stock.....						
Repurchase of common stock.....						
Issuance (repayment) of short term debt...						
Issuance of long term debt.....						
Repayment of long term debt.....						
Common dividend payments.....	(1,500)	1,500	(1,500)		(1,500)	
Other.....	22,443	(22,443)	22,443	17,545		
	-----	-----	-----	-----	-----	-----
Net cash flow from (used in) financing activities.....	20,943	(20,943)	20,943	17,545	(1,500)	
	-----	-----	-----	-----	-----	-----
Increase (decrease) in cash and cash equivalents.....	(251)		72	2,459	1	(2,
Cash and cash equivalents at beginning of the						

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

year.....	3,042		11			2,
Cash and cash equivalents at end of the year.....	\$ 2,791	\$ --	\$ 83	\$ 2,459	\$ 1	\$

The Notes to the Consolidated Financial Statements are an integral part of this statement.

193

Exhibits

SEC

Exhibit

Reference Description of Exhibit

- A.
  - 1. Dominion Resources, Inc. Annual Report on Form 10-K is hereby incorporated by reference (File No. 1-8489).
  - 2. Virginia Electric and Power Company Annual Report on Form 10-K is hereby incorporated by reference (1-2255)
  - 3. Consolidated Natural Gas Company Annual Report on Form 10-K is hereby incorporated by reference (1-3196).
- B.
  - 1. 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.
  - 1. The indentures of Dominion Resources, Inc. are hereby incorporated by reference to previously filed material as indicated on the list (filed herewith).
  - 2. Purchase and Sale Agreement, dated August 7, 2000, by and among Northeast Nuclear Energy Company, et al and Dominion Resources, Inc. (Exhibit 10(iii), Form 10-Q for the quarter ended June 30, 2000, File No. 1-8489, incorporated by reference). This transaction involving the purchase of Millstone Nuclear Power Station was completed effective March 31, 2001.
- D. Tax Allocation Agreement (filed herewith)
- E. Pursuant to Rule 16(c) under the Public Utility Holding Company Act of 1935, the annual report of the Iroquois Gas Transmission System, L.P., for the year ended December 31, 2000, is filed herewith as Exhibit E.
- F. Schedules supporting items of this report:
  - 1. ITEM 1--Schedule of Investments (filed herewith)
  - 2. ITEM 2--Schedule of Acquisitions, Redemptions, or Retirements of Systems Securities (filed herewith)
  - 3. ITEM 5--Investment in Securities of Nonsystem Companies (filed herewith on Form SE)
  - 4. ITEM 6--Dominion Resources, Inc. 2001 Proxy Statement, dated March 16, 2001 is hereby incorporated by reference.
  - 5. ITEM 10--Schedule of utility plant and related depreciation accounts, together with schedules of other property or

Edgar Filing: DOMINION RESOURCES INC /VA/ - Form U5S

investments (filed herewith on Form SE)

6. Consent of Deloitte and Touche LLP (filed herewith)

- 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 and interest to other system companies, is filed herewith as Attachment H-1 through H-3.
  - 2. Organization chart showing the relationship of the foreign utility companies in which the system holds an interest to other system companies, are filed herewith as Attachment H-4.
- I. Financial statements of the exempt wholesale generators and foreign utility company are filed herewith as Attachments I-1 through I-4.

194

SIGNATURE

The registrant has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935, such company being a registered holding company.

DOMINION RESOURCES, INC.

\_\_\_\_\_  
(Registrant)

/s/ Steven A. Rogers

By: \_\_\_\_\_  
Steven A. Rogers  
Vice President, Controller and  
Principal Accounting Officer

May 1, 2001

195