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DOMINION RESOURCES INC /VA/

Form U-9C-3

November 29, 2001

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

FORM U-9C-3

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

For the Calendar Quarter Ended September 30, 2001

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

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

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ITEM 1 - ORGANIZATION CHART

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

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

| | | | | | |
|---|----------------|----------|----|------|--|
| Dominion Alliance Holding, Inc. ("DAH") | Energy Related | 11/21/00 | DE | 100% | Holds an investment in Bridgeco that will develop the infrastructure necessary to operate the Alliance regional transmission organization. |
| Dominion Energy Technologies, Inc. ("DETI") (new) | Energy Related | 4/20/01 | VA | 100% | Formed to hold venture investments in energy technology companies. |
| Dominion Metering Services, Inc. ("DMS") (new) | Energy Related | 12/8/00 | VA | 100% | Provides contract meter reading services. |
| Dominion Ohio ES, Inc. ("DOES") (new) | Energy Related | 7/1/01 | OH | 100% | Provides power plant and transmission services and expertise. |

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

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ITEM 1 - ORGANIZATION CHART (CONTINUED)

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

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

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

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

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ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

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

| Company Contributing Capital | Company Receiving Capital | Type and Amount of Capital Infusion |
|------------------------------------|---------------------------------|---|
| DRI | DOES | \$1,000 in return for 100 shares of no par value common stock |

(d)

- (d) During the reporting period the following companies received intercompany advances from their respective parent companies in the amounts indicated. These advances were made pursuant to Rule 52.

| Company Receiving | Company Advancing | Amount Advanced | Amount Repaid |
|----------------------|----------------------|--------------------|------------------|
|----------------------|----------------------|--------------------|------------------|

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| | | | |
|------|-----|--------------|--------------|
| DEDS | DEI | \$70,969,843 | \$78,053,316 |
| DMS | DRI | 179,000 | 370,000 |
| DAH | DRI | 3,302,000 | 0 |
| DETI | DRI | 1,000,000 | 0 |

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ITEM 3 - ASSOCIATE TRANSACTIONS

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

| Reporting Company Rendering Service | Associate Company Receiving Service (e) | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|-------------------------------------|---|--|----------------------|------------------------|-----------------|---------------------|
| DEDS | Evantage Division of Virginia Power | Project Management, Engineering, Marketing | \$95,426 | \$51,215 | 0 | \$146,641 |

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

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

| Associate Company Rendering Services (f) | Reporting Company Receiving Service | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|--|-------------------------------------|--|----------------------|------------------------|-----------------|---------------------|
| Evantage Division of Virginia Power | DEDS | Project Management, Engineering, Marketing | \$17,232 | \$1,354 | 0 | \$18,586 |

(f) Services provided by Dominion Resources Services, Inc. ("DRS") are

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billed pursuant to standard at-cost service agreements between DRS and DRI subsidiaries. Information with respect to transactions under such agreements is not provided in this report, but will be provided in Form U-13-60.

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies (in thousands):

| | | |
|--|------------------|------------------|
| Total consolidated capitalization of DRI as of September 30, 2001 | \$22,619,372 (g) | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15) | 3,392,906 | Line 2 |
| | | |
| Greater of \$50 million or line 2 | \$3,392,906 | Line 3 |
| Total current aggregate investment: (categorized by major line of energy-related business) | | |
| Energy-related business by category | | |
| Category 2 | 1,510 | |
| Category 5 | 16,829 | |
| Category 6 | 14,141 | |
| Category 7 | 1,375 | |
| | | |
| Total current aggregate investment | | 33,855 Line 4 |
| | | |
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding system (line 3 less line 4) | | 3,359,051 Line 5 |

Investments in gas-related companies (in thousands):

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

(g) Includes short-term debt of \$1,829,457.

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

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ITEM 5 - OTHER INVESTMENTS

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

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

Balance sheet as of September 30, 2001 and income statement for the quarter and nine months ending September 30, 2001 of the following companies:

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

DEDS
DEE
DAH
DETI
DMS
DCT
DOES

B. Exhibits

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

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SIGNATURE

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

DOMINION RESOURCES, INC.

By: N. F. Chandler
Its Attorney

November 29, 2001

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Exhibit B

CERTIFICATE

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

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

The names and addresses of such state utility commissions are:

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

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

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

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

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

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

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

