



**3rd Quarter 2015
Earnings Release
Kit**

November 2, 2015

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Important Notes to Investors

This 3Q15 Earnings Release Kit contains certain forward-looking statements, including our forecasted operating earnings for the fourth-quarter and full-year 2015 which are subject to various risks and uncertainties. Factors that could cause actual results to differ materially from management's projections, forecasts, estimates and expectations may include factors that are beyond the company's ability to control or estimate precisely, including fluctuations in energy-related commodity prices, estimates of future market conditions, additional competition in our industries, changes in the demand for Dominion's services, access to and costs of capital, fluctuations in the value of our pension assets and assets held in our decommissioning trusts, impacts of acquisitions, divestitures, transfers of assets to joint ventures or Dominion Midstream and retirements of assets based on asset portfolio reviews, the receipt of regulatory approvals for, and timing of, planned projects, acquisitions and divestitures, the timing and execution of Dominion Midstream's growth strategy, and the ability to complete planned construction or expansion projects at all or within the terms and timeframes initially anticipated. Other factors include, but are not limited to, weather conditions and other events, including the effects of hurricanes, earthquakes, high winds, major storms and changes in water temperatures on operations, the risk associated with the operation of nuclear facilities, unplanned outages at facilities in which Dominion has an ownership interest, the impact of operational hazards and catastrophic events, state and federal legislative and regulatory developments, including changes in federal and state tax laws and changes to environmental and other laws and regulations, including those related to climate change, greenhouse gases and other emissions to which we are subject, changes in enforcement practices of regulators relating to environmental standards and litigation exposure for remedial activities, political and economic conditions, industrial, commercial and residential growth or decline in Dominion's service area, risks of operating businesses in regulated industries that are subject to changing regulatory structures, changes to regulated gas and electric rates collected by Dominion, changes to rating agency requirements and ratings, changing financial accounting standards, fluctuations in interest rates, employee workforce factors, including collective bargaining, counter-party credit and performance risks, adverse outcomes in litigation matters or regulatory proceedings, the risk of hostile cyber intrusions and other uncertainties. Other risk factors are detailed from time to time in Dominion's quarterly reports on Form 10-Q or most recent annual report on Form 10-K filed with the Securities and Exchange Commission.

Certain information provided in this 3Q15 Earnings Release Kit includes financial measures that are not required by, or presented in accordance with generally accepted accounting principles (GAAP), including operating earnings before interest and taxes (EBIT) and operating earnings before interest, taxes, depreciation and amortization (EBITDA). These non-GAAP financial measures should not be considered as alternatives to GAAP measures, such as net income, operating income, or earnings per share, and may be calculated differently from, and therefore may not be comparable to, similarly titled measures used at other companies. Dominion has included reconciliations to the most directly comparable financial measures it is able to calculate and report in accordance with GAAP.

The consolidated financial data and statistics in this 3Q15 Earnings Release Kit and its individual components reflect the financial position and operating results of Dominion and its primary operating segments through September 30, 2015. Independent auditors have not audited any of the financial and operating statements. Projections or forecasts shown in this document are based on the assumptions listed in this document and are subject to change at any time. Dominion undertakes no obligation to update any forward-looking information statement to reflect developments after the statement is made.

This 3Q15 Earnings Release Kit has been prepared primarily for securities analysts and investors in the hope that it will serve as a convenient and useful reference document. The format of this release kit may change in the future as we continue to try to meet the needs of securities analysts and investors. This 3Q15 Earnings Release Kit is not intended for use in connection with any sale, offer to sell, or solicitation of any offer to buy securities.

Please continue to check our website regularly at www.dom.com/investors.

Earnings Release and Accompanying Schedules

November 2, 2015

DOMINION ANNOUNCES THIRD-QUARTER 2015 EARNINGS

- *Third-quarter 2015 operating earnings of \$1.03 per share compared to guidance of \$0.95 to \$1.10 per share*
- *Third-quarter 2015 GAAP earnings of \$1.00 per share*
- *Company affirms 2015 operating earnings guidance of \$3.50 to \$3.85 per share*

RICHMOND, Va. – Dominion Resources (NYSE: D) today announced operating earnings for the three months ended September 30, 2015, of \$611 million (\$1.03 per share), compared to operating earnings of \$545 million (\$0.93 per share) for the same period in 2014. Operating earnings are defined as reported earnings, determined in accordance with Generally Accepted Accounting Principles (GAAP), adjusted for certain items.

Unaudited reported GAAP earnings for the three months ended September 30, 2015, were \$593 million (\$1.00 per share) compared with earnings of \$529 million (\$0.90 per share) for the same period in 2014.

Dominion uses operating earnings as the primary performance measurement of its earnings guidance and results for public communications with analysts and investors. Dominion also uses operating earnings internally for budgeting, for reporting to the Board of Directors, for the company's incentive compensation plans and for its targeted dividend payouts and other purposes. Dominion management believes operating earnings provide a more meaningful representation of the company's fundamental earnings power.

The principal differences between GAAP earnings and operating earnings for the quarter were out-of-period tax-related items for our electric operations.

Business segment results and detailed descriptions of items included in 2015 and 2014 reported earnings but excluded from operating earnings can be found on Schedules 1, 2 and 3 of this release.

Thomas F. Farrell II, chairman, president and chief executive officer, said:

“Our third-quarter operating earnings were in the middle of our guidance range of \$0.95 to \$1.10 per share.

“We continue to execute with strong operational and safety performance and all major projects in our infrastructure growth plan are on time and on budget. Construction on Brunswick County, the 1,358-megawatt natural gas combined-cycle facility is about 89 percent complete and scheduled to begin commercial operation in the middle of 2016.

“During the quarter, we made formal FERC filings for the Atlantic Coast Pipeline and Supply Header Project. We plan to begin construction on both projects in the fourth quarter next year.

“Our Cove Point liquefaction project is also progressing on time and on budget. The project overall is about 47 percent complete and engineering – at 95 percent – is nearly complete.”

THIRD-QUARTER 2015 OPERATING EARNINGS COMPARED TO 2014

The increase in third-quarter 2015 operating earnings per share as compared to third-quarter 2014 operating earnings per share is primarily attributable to a return to normal weather and earnings from farmout transactions offset by normal operating expense growth.

Details of third-quarter 2015 operating earnings as compared to 2014 may be found on Schedule 4 of this release.

FOURTH-QUARTER 2015 OPERATING EARNINGS GUIDANCE

Dominion expects fourth-quarter 2015 operating earnings in the range of 85 cents to 95 cents per share, compared to fourth-quarter 2014 operating earnings of 84 cents per share. Positive drivers for the fourth quarter of 2015 compared to the same period of the prior year include growth in our regulated gas and electric businesses, higher merchant generation margins, and lower capacity payments offset by lower farmout revenues and share dilution. GAAP earnings for the fourth quarter of 2014 were 42 cents per share. A reconciliation between operating and GAAP earnings for the fourth quarter of 2014 may be found on Schedule 3 of this release.

In providing its fourth-quarter and full-year 2015 operating earnings guidance, the company notes that there could be differences between expected reported earnings and estimated operating earnings for matters such as, but not limited to, divestitures or changes in accounting principles. At this time, Dominion management is not able to estimate the aggregate impact of these items on reported earnings.

CONFERENCE CALL TODAY

Dominion will host its third-quarter earnings conference call at 10 a.m. ET on Monday, November 2. Dominion management will discuss its third-quarter financial results and other matters of interest to the financial community.

Domestic callers should dial (877) 410-5657. The passcode for the conference call is “Dominion.” International callers should dial (334) 323-9872. Participants should dial in 10 to 15 minutes prior to the scheduled start time. Members of the media also are invited to listen.

A live webcast of the conference call, including accompanying slides, and other financial information will be available on the company’s investor information page at www.dom.com/investors.

A replay of the conference call will be available beginning about 1 p.m. ET November 2 and lasting until 11 p.m. ET November 12. Domestic callers may access the recording by dialing (877) 919-4059. International callers should dial (334) 323-0140. The PIN for the replay is

77229545. Additionally, a replay of the webcast will be available on the investor information pages by the end of the day November 2.

Dominion is one of the nation's largest producers and transporters of energy, with a portfolio of approximately 24,400 megawatts of generation, 12,200 miles of natural gas transmission, gathering and storage pipeline, and 6,490 miles of electric transmission lines. Dominion operates one of the nation's largest natural gas storage systems with 928 billion cubic feet of storage capacity and serves utility and retail energy customers in 14 states. For more information about Dominion, visit the company's website at www.dom.com/.

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Schedule 1 - Segment Operating Earnings

Preliminary, Unaudited

(millions, except earnings per share)

	Three months ended September 30,		
	2015	2014	Change
Earnings:			
Dominion Virginia Power	\$ 125	\$ 119	\$ 6
Dominion Energy	152	144	8
Dominion Generation	391	326	65
Corporate and Other	(57)	(44)	(13)
OPERATING EARNINGS	\$ 611	\$ 545	\$ 66
Items excluded from operating earnings ^{2,3}	(18)	(16)	(2)
REPORTED EARNINGS ¹	\$ 593	\$ 529	\$ 64
Common Shares Outstanding (average, diluted)	595.5	584.6	
Earnings Per Share (EPS):			
Dominion Virginia Power	\$ 0.21	\$ 0.20	\$ 0.01
Dominion Energy	0.26	0.25	0.01
Dominion Generation	0.66	0.56	0.10
Corporate and Other	(0.10)	(0.08)	(0.02)
OPERATING EARNINGS	\$ 1.03	\$ 0.93	\$ 0.10
Items excluded from operating earnings ²	(0.03)	(0.03)	-
REPORTED EARNINGS ¹	\$ 1.00	\$ 0.90	\$ 0.10

(millions, except earnings per share)

	Nine months ended September 30,		
	2015	2014	Change
Earnings:			
Dominion Virginia Power	\$ 382	\$ 366	\$ 16
Dominion Energy	488	482	6
Dominion Generation	923	794	129
Corporate and Other	(169)	(129)	(40)
OPERATING EARNINGS	\$ 1,624	\$ 1,513	\$ 111
Items excluded from operating earnings ^{2,4}	(82)	(446)	364
REPORTED EARNINGS ¹	\$ 1,542	\$ 1,067	\$ 475
Common Shares Outstanding (average, diluted)	592.7	583.8	
Earnings Per Share (EPS):			
Dominion Virginia Power	\$ 0.64	\$ 0.63	\$ 0.01
Dominion Energy	0.82	0.82	-
Dominion Generation	1.56	1.36	0.20
Corporate and Other	(0.28)	(0.22)	(0.06)
OPERATING EARNINGS	\$ 2.74	\$ 2.59	\$ 0.15
Items excluded from operating earnings ²	(0.14)	(0.76)	0.62
REPORTED EARNINGS ¹	\$ 2.60	\$ 1.83	\$ 0.77

1) Determined in accordance with Generally Accepted Accounting Principles (GAAP).

2) Items excluded from operating earnings are reported in Corporate and Other segment. Refer to Schedules 2 and 3 for details, or find "GAAP Reconciliation" in the Earnings Release Kit on Dominion's website at www.dom.com/investors.

3) Pre-tax amounts for the current period and the prior period are (\$19) million and (\$54) million, respectively.

4) Pre-tax amounts for the current period and the prior period are (\$122) million and (\$708) million, respectively.

Schedule 2 - Reconciliation of 2015 Operating Earnings to Reported Earnings**2015 Earnings (Nine months ended September 30, 2015)**

The net effects of the following items, all shown on an after-tax basis, are included in 2015 reported earnings, but are excluded from operating earnings:

- \$52 million charge associated with Virginia legislation enacted in February that required the write-off of Virginia Power prior-period deferred fuel costs during the first quarter of 2015.
- \$28 million charge associated with the asset retirement obligations for ash ponds and landfills at certain utility generation facilities in connection with the enactment of EPA coal combustion residuals rules in the second quarter of 2015.
- \$2 million net expense related to other items.

<i>(millions, except per share amounts)</i>	1Q15	2Q15	3Q15	4Q15	YTD 2015 ²
Operating earnings	\$584	\$429	\$611		\$1,624
Items excluded from operating earnings (after-tax):					
Write-off of deferred fuel costs	(52)				(52)
Future ash pond and landfill closure costs		(28)			(28)
Other items	4	12	(18)		(2)
Total items excluded from operating earnings (after-tax) ¹	(48)	(16)	(18)		(82)
Reported net income	\$536	\$413	\$593		\$1,542
Common shares outstanding (average, diluted)	589.9	592.5	595.5		592.7
Operating earnings per share	\$0.99	\$0.73	\$1.03		\$2.74
Items excluded from operating earnings (after-tax)	(0.08)	(0.03)	(0.03)		(0.14)
Reported earnings per share	\$0.91	\$0.70	\$1.00		\$2.60

1) Pre-tax amounts for items excluded from operating earnings are reflected in the following table:

Items excluded from operating earnings:	1Q15	2Q15	3Q15	4Q15	YTD 2015
Write-off of deferred fuel costs	(85)				(85)
Future ash pond and landfill closure costs		(45)			(45)
Other items	9	18	(19)		8
Total items excluded from operating earnings	(\$76)	(\$27)	(\$19)		(\$122)

2) YTD EPS may not equal sum of quarters due to share count differences

Schedule 3 - Reconciliation of 2014 Operating Earnings to Reported Earnings**2014 Earnings (Twelve months ended December 31, 2014)**

The net effects of the following items, all shown on an after-tax basis, are included in 2014 reported earnings, but are excluded from operating earnings:

- \$248 million charge associated with Virginia legislation enacted in April that permits Virginia Power to recover 70% of the costs previously deferred or capitalized through Dec. 31, 2013 relating to the development of a third nuclear unit located at North Anna and offshore wind facilities as part of the 2013 and 2014 base rates.
- \$193 million net charge related to the repositioning of our Producer Services business, reflecting the termination of natural gas trading and certain energy marketing activities.
- \$174 million charge associated with our liability management exercise, mainly reflecting the call premiums on our early debt redemptions in the fourth quarter.
- \$74 million charge related to a settlement offer to incur future ash pond closure costs at certain utility generation facilities.
- \$31 million goodwill write-off associated with the company exiting the unregulated electric retail energy marketing business.
- \$27 million net benefit related to other items.

<i>(millions, except per share amounts)</i>	1Q14	2Q14	3Q14	4Q14	YTD 2014 ²
Operating earnings	\$607	\$361	\$545	\$490	\$2,003
Items excluded from operating earnings (after-tax):					
North Anna and offshore wind facilities		(191)	(28)	(29)	(248)
Producer Services repositioning	(193)				(193)
Charges associated with liability management exercise			(2)	(172)	(174)
Future ash pond closure costs				(74)	(74)
Goodwill write-off at unregulated electric retail	(31)				(31)
Other items	(4)	(11)	14	28	27
Total items excluded from operating earnings (after-tax) ¹	(228)	(202)	(16)	(247)	(693)
Reported net income	\$379	\$159	\$529	\$243	\$1,310
Common shares outstanding (average, diluted)	582.9	583.9	584.6	586.5	584.5
Operating earnings per share	\$1.04	\$0.62	\$0.93	\$0.84	\$3.43
Items excluded from operating earnings (after-tax)	(0.39)	(0.35)	(0.03)	(0.42)	(1.19)
Reported earnings per share	\$0.65	\$0.27	\$0.90	\$0.42	\$2.24

1) Pre-tax amounts for items excluded from operating earnings are reflected in the following table:

Items excluded from operating earnings:	1Q14	2Q14	3Q14	4Q14	YTD 2014
North Anna and offshore wind facilities		(287)	(43)	(44)	(374)
Producer Services repositioning	(319)				(319)
Charges associated with liability management exercise			(3)	(281)	(284)
Future ash pond closure costs				(121)	(121)
Goodwill write-off at unregulated electric retail	(31)				(31)
Other items	(2)	(15)	(8)	(12)	(37)
Total items excluded from operating earnings	(\$352)	(\$302)	(\$54)	(\$458)	(\$1,166)

2) YTD EPS may not equal sum of quarters due to share count differences.

Schedule 4 - Reconciliation of 3Q15 Earnings to 3Q14

Preliminary, unaudited <i>(millions, except EPS)</i>	Three Months Ended September 30, 2015 vs. 2014	
Reconciling Items	Increase / (Decrease)	
	<u>Amount</u>	<u>EPS</u>
<i>Dominion Virginia Power</i>		
Regulated electric sales	\$4	\$0.01
FERC Transmission equity return	10	0.02
Other	(8)	(0.02)
Change in contribution to operating earnings	\$6	\$0.01
<i>Dominion Energy</i>		
Gas Distribution margin	\$8	\$0.01
Farmout transactions	28	0.05
Depreciation and amortization	(3)	0.00
Noncontrolling interest	(3)	0.00
Other operations and maintenance expense	(13)	(0.02)
Other	(9)	(0.02)
Share dilution	0	(0.01)
Change in contribution to operating earnings	\$8	\$0.01
<i>Dominion Generation</i>		
Regulated electric sales	\$14	\$0.02
Merchant generation margin	19	0.04
Depreciation and amortization	(8)	(0.01)
Renewable energy investment tax credits	36	0.06
Other	4	0.00
Share dilution	0	(0.01)
Change in contribution to operating earnings	\$65	\$0.10
<i>Corporate and Other</i>		
Renewable energy investment tax credits	(\$30)	(\$0.05)
Other	17	0.03
Change in contribution to operating earnings	(\$13)	(\$0.02)
Change in consolidated operating earnings	\$66	\$0.10
Change in items excluded from operating earnings ¹	(\$2)	\$0.00
Change in reported earnings (GAAP)	\$64	\$0.10

¹⁾ Refer to Schedules 2 and 3 for details of items excluded from operating earnings, or find "GAAP Reconciliation" on Dominion's website at www.dom.com/investors.

Financials

Consolidated Financial Statements (GAAP)

DOMINION RESOURCES, INC.
CONSOLIDATED STATEMENTS OF INCOME*
Unaudited (GAAP Based)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
(millions, except per share amounts)				
Operating Revenue	\$ 2,971	\$ 3,050	\$ 9,127	\$ 9,493
Operating Expenses				
Electric fuel and other energy-related purchases	636	743	2,180	2,710
Purchased electric capacity	75	86	259	261
Purchased gas	85	209	446	1,073
Other operations and maintenance	564	614	1,875	1,972
Depreciation, depletion and amortization	355	354	1,037	970
Other taxes	133	123	432	424
Total operating expenses	1,848	2,129	6,229	7,410
Income from operations	1,123	921	2,898	2,083
Other income	11	69	127	166
Interest and related charges	230	231	674	695
Income from operations including noncontrolling interests before income tax expense	904	759	2,351	1,554
Income tax expense	305	228	794	477
Net Income Including Noncontrolling Interests	599	531	1,557	1,077
Noncontrolling Interests	6	2	15	10
Net Income Attributable to Dominion	\$ 593	\$ 529	\$ 1,542	\$ 1,067
Earnings Per Common Share				
Net Income Attributable to Dominion - Basic	\$ 1.00	\$ 0.91	\$ 2.61	\$ 1.83
Net Income Attributable to Dominion - Diluted	\$ 1.00	\$ 0.90	\$ 2.60	\$ 1.83
Dividends declared per common share	\$ 0.6475	\$ 0.6000	\$ 1.9425	\$ 1.8000

*The notes contained in Dominion's most recent quarterly report on Form 10-Q or annual report on Form 10-K are an integral part of the Consolidated Financial Statements.

DOMINION RESOURCES, INC.
 CONSOLIDATED BALANCE SHEETS*
 Unaudited

	September 30, 2015	December 31, 2014 ¹
(millions)		
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 238	\$ 318
Customer receivables (less allowance for doubtful accounts of \$36 and \$34)	1,289	1,514
Other receivables (less allowance for doubtful accounts of \$2 and \$3)	144	119
Inventories	1,310	1,410
Prepayments	142	167
Derivative assets	243	536
Deferred income taxes	288	800
Other	469	751
Total current assets	4,123	5,615
Investments		
Nuclear decommissioning trust funds	4,033	4,196
Investment in equity method affiliates	1,322	1,081
Other	269	284
Total investments	5,624	5,561
Property, Plant and Equipment		
Property, plant and equipment	55,848	51,406
Accumulated depreciation, depletion and amortization	(16,067)	(15,136)
Total property, plant and equipment, net	39,781	36,270
Deferred Charges and Other Assets		
Goodwill	3,294	3,044
Pension and other postretirement benefit assets	1,025	956
Regulatory assets	1,593	1,642
Other	1,159	1,239
Total deferred charges and other assets	7,071	6,881
Total assets	\$ 56,599	\$ 54,327

¹⁾ Dominion's Consolidated Balance Sheet at December 31, 2014 has been derived from the audited Consolidated Financial Statements at that date.

*The notes contained in Dominion's most recent quarterly report on Form 10-Q or annual report on Form 10-K are an integral part of the Consolidated Financial Statements.

DOMINION RESOURCES, INC.
CONSOLIDATED BALANCE SHEETS*
 Unaudited

	September 30, 2015	December 31, 2014 ¹
(millions)		
LIABILITIES AND EQUITY		
Current Liabilities		
Securities due within one year	1,528	1,375
Short-term debt	\$ 2,555	\$ 2,775
Accounts payable	705	952
Accrued interest, payroll and taxes	553	566
Other ²	1,405	1,530
Total current liabilities	6,746	7,198
Long-Term Debt		
Long-term debt	19,790	18,348
Junior subordinated notes	1,370	1,374
Remarketable subordinated notes	2,085	2,083
Total long-term debt	23,245	21,805
Deferred Credits and Other Liabilities		
Deferred income taxes and investment tax credits	7,551	7,444
Asset retirement obligations	1,824	1,633
Regulatory liabilities	2,173	1,991
Other	1,784	2,299
Total deferred credits and other liabilities	13,332	13,367
Total liabilities	43,323	42,370
Commitments and Contingencies		
Equity		
Common stock – no par ³	6,606	5,876
Retained earnings	6,487	6,095
Accumulated other comprehensive loss	(501)	(416)
Total common shareholders' equity	12,592	11,555
Noncontrolling interests	684	402
Total equity	\$ 13,276	\$ 11,957
Total liabilities and equity	56,599	54,327

¹⁾ Dominion's Consolidated Balance Sheet at December 31, 2014 has been derived from the audited Consolidated Financial Statements at that date.

²⁾ See Note 3 in the most recent quarterly report on Form 10-Q for amounts attributable to related parties.

³⁾ 1 billion shares authorized; 595 million shares and 585 million shares outstanding at September 30, 2015 and December 31, 2014, respectively.

*The notes contained in Dominion's most recent quarterly report on Form 10-Q or annual report on Form 10-K are an integral part of the Consolidated Financial Statements.

DOMINION RESOURCES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS*
Unaudited

Nine Months Ended September 30,	2015	2014
(millions)		
Operating Activities		
Net income including noncontrolling interests	\$ 1,557	\$ 1,077
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities:		
Depreciation, depletion and amortization (including nuclear fuel)	1,250	1,171
Deferred income taxes and investment tax credits	703	444
Gains on the sale of assets and businesses	(123)	(160)
Charges associated with North Anna and offshore wind legislation	-	330
Other adjustments	(1)	(104)
Changes in:		
Accounts receivable	229	300
Inventories	(3)	(39)
Deferred fuel and purchased gas costs, net (including write-off)	70	(252)
Prepayments	45	14
Accounts payable	(222)	(291)
Accrued interest, payroll and taxes	(13)	(9)
Margin deposit assets and liabilities	205	55
Other operating assets and liabilities	(244)	(126)
Net cash provided by operating activities	3,453	2,410
Investing Activities		
Plant construction and other property additions (including nuclear fuel)	(3,632)	(3,742)
Acquisition of solar development projects	(278)	(66)
Acquisition of DCG	(497)	-
Proceeds from sale of securities	937	1,524
Purchases of securities	(921)	(1,562)
Proceeds from the sale of electric retail energy marketing business	-	187
Proceeds from the sale of assets to Blue Racer	-	86
Proceeds from assignments of development rights	80	-
Other	(39)	40
Net cash used in investing activities	(4,350)	(3,533)
Financing Activities		
Issuance (repayment) of short-term debt, net	(220)	702
Issuance of long-term debt	2,262	2,150
Repayment and repurchase of long-term debt	(675)	(725)
Subsidiary preferred stock redemption	-	(125)
Issuance of common stock	717	138
Common dividend payments	(1,150)	(1,048)
Subsidiary preferred dividend payments	-	(9)
Other	(117)	(58)
Net cash provided by financing activities	817	1,025
Decrease in cash and cash equivalents	(80)	(98)
Cash and cash equivalents at beginning of period	318	316
Cash and cash equivalents at end of period	\$ 238	\$ 218
Supplemental Cash Flow Information		
Significant noncash investing and financing activities: ¹		
Accrued capital expenditures	\$ 389	\$ 309
Dominion Midstream's acquisition of a noncontrolling partnership interest in Iroquois in exchange for issuance of Dominion Midstream common units	\$ 216	\$ -

¹⁾ See Note 3 in the most recent quarterly report on Form 10-Q for non-cash activities related to acquisitions of Four Brothers and Three Cedars.

*The notes contained in Dominion's most recent quarterly report on Form 10-Q or annual report on Form 10-K are and integral part of the Consolidated Financial Statements.

Segment Operating Earnings Results

Dominion Consolidated²

Unaudited Summary of Operating results
(\$mm except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Operating Revenue	\$ <u>2,976</u>	\$ <u>3,050</u>	\$ <u>9,150</u>	\$ <u>9,494</u>
Operating Expenses				
Electric fuel and other energy-related purchases	636	743	2,095	2,274
Purchased electric capacity	75	86	259	261
Purchased gas	85	209	446	1,066
Other operations and maintenance	562	570	1,828	1,708
Depreciation, depletion and amortization	354	317	1,036	932
Other taxes	133	123	432	417
Total operating expenses	<u>1,845</u>	<u>2,048</u>	<u>6,096</u>	<u>6,658</u>
Income from operations	<u>1,131</u>	<u>1,002</u>	<u>3,054</u>	<u>2,836</u>
Other income	<u>19</u>	<u>39</u>	<u>90</u>	<u>116</u>
Income including noncontrolling interests before interest and income taxes	1,150	1,041	3,144	2,952
Interest and related charges	<u>227</u>	<u>228</u>	<u>671</u>	<u>690</u>
Income including noncontrolling interests before income taxes	923	813	2,473	2,262
Income taxes	<u>306</u>	<u>266</u>	<u>834</u>	<u>739</u>
Income including noncontrolling interests	617	547	1,639	1,523
Noncontrolling interests	<u>6</u>	<u>2</u>	<u>15</u>	<u>10</u>
Operating Earnings	\$ <u>611</u>	\$ <u>545</u>	\$ <u>1,624</u>	\$ <u>1,513</u>
Operating Earnings Per Share	\$ <u>1.03</u>	\$ <u>0.93</u>	\$ <u>2.74</u>	\$ <u>2.59</u>
Items excluded from operating earnings (net of taxes) ¹	<u>(18)</u>	<u>(16)</u>	<u>(82)</u>	<u>(446)</u>
Reported Earnings	\$ <u>593</u>	\$ <u>529</u>	\$ <u>1,542</u>	\$ <u>1,067</u>
Reported Earnings Per Common Share - Diluted	<u>1.00</u>	\$ <u>0.90</u>	\$ <u>2.60</u>	\$ <u>1.83</u>
Average shares outstanding, diluted	595.5	584.6	592.7	583.8

¹) For additional detail on items excluded from operating earnings see the GAAP Reconciliation schedules on pages 30-33.

²) Dominion Consolidated Income Statement reflects the impact of segment eliminations and adjustments.

Dominion Virginia Power

Unaudited Summary of Operating results
(\$mm except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Operating Revenue	<u>\$ 543</u>	<u>\$ 484</u>	<u>\$ 1,617</u>	<u>\$ 1,438</u>
Operating Expenses				
Electric fuel and other energy-related purchases	1	1	3	2
Purchased electric capacity	-	-	-	-
Purchased gas	-	-	-	-
Other operations and maintenance	127	100	374	274
Depreciation, depletion and amortization	126	118	370	343
Other taxes	37	33	112	104
Total operating expenses	<u>291</u>	<u>252</u>	<u>859</u>	<u>723</u>
Income from operations	<u>252</u>	<u>232</u>	<u>758</u>	<u>715</u>
Other income	<u>10</u>	<u>16</u>	<u>36</u>	<u>45</u>
Income including noncontrolling interests before interest and income taxes	262	248	794	760
Interest and related charges	<u>58</u>	<u>52</u>	<u>172</u>	<u>156</u>
Income including noncontrolling interests before income taxes	204	196	622	604
Income taxes	<u>79</u>	<u>76</u>	<u>240</u>	<u>233</u>
Income including noncontrolling interests	125	120	382	371
Noncontrolling interests	<u>-</u>	<u>1</u>	<u>-</u>	<u>5</u>
Operating Earnings Contribution	<u>\$ 125</u>	<u>\$ 119</u>	<u>\$ 382</u>	<u>\$ 366</u>
Operating Earnings Per Share Contribution	<u>\$ 0.21</u>	<u>\$ 0.20</u>	<u>\$ 0.64</u>	<u>\$ 0.63</u>
Average shares outstanding, diluted	595.5	584.6	592.7	583.8

Dominion Energy

Unaudited Summary of Operating results
(\$mm except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Operating Revenue	\$ <u>530</u>	\$ 603	\$ <u>1,825</u>	\$ 2,135
Operating Expenses				
Electric fuel and other energy-related purchases	4	6	17	29
Purchased electric capacity	-	-	-	-
Purchased gas	85	172	353	745
Other operations and maintenance	83	103	318	297
Depreciation, depletion and amortization	65	59	193	174
Other taxes	44	40	155	143
Total operating expenses	<u>281</u>	<u>380</u>	<u>1,036</u>	<u>1,388</u>
Income from operations	<u>249</u>	<u>223</u>	<u>789</u>	<u>747</u>
Other income	<u>18</u>	<u>13</u>	<u>48</u>	<u>48</u>
Income including noncontrolling interests before interest and income taxes	267	236	837	795
Interest and related charges	<u>6</u>	<u>1</u>	<u>21</u>	<u>8</u>
Income including noncontrolling interests before income taxes	261	235	816	787
Income taxes	<u>103</u>	<u>91</u>	<u>313</u>	<u>305</u>
Income including noncontrolling interests	158	144	503	482
Noncontrolling interests	<u>6</u>	<u>-</u>	<u>15</u>	<u>-</u>
Operating Earnings Contribution	\$ <u>152</u>	\$ 144	\$ <u>488</u>	\$ 482
Operating Earnings Per Share Contribution	\$ <u>0.26</u>	\$ 0.25	\$ <u>0.82</u>	\$ 0.82
Average shares outstanding, diluted	595.5	584.6	592.7	583.8

Dominion Generation

Unaudited Summary of Operating results
(\$mm except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Operating Revenue	<u>\$ 1,932</u>	<u>\$ 1,996</u>	<u>\$ 5,792</u>	<u>\$ 5,984</u>
Operating Expenses				
Electric fuel and other energy-related purchases	630	735	2,050	2,230
Purchased electric capacity	75	86	259	261
Purchased gas	26	66	187	378
Other operations and maintenance	366	374	1,169	1,167
Depreciation, depletion and amortization	154	131	445	390
Other taxes	46	44	143	149
Total operating expenses	<u>1,297</u>	<u>1,436</u>	<u>4,253</u>	<u>4,575</u>
Income from operations	<u>635</u>	<u>560</u>	<u>1,539</u>	<u>1,409</u>
Other income	<u>7</u>	<u>12</u>	<u>34</u>	<u>30</u>
Income including noncontrolling interests before interest and income taxes	642	572	1,573	1,439
Interest and related charges	<u>69</u>	<u>59</u>	<u>198</u>	<u>182</u>
Income including noncontrolling interests before income taxes	573	513	1,375	1,257
Income taxes	<u>182</u>	<u>186</u>	<u>452</u>	<u>458</u>
Income including noncontrolling interests	391	327	923	799
Noncontrolling interests	<u>-</u>	<u>1</u>	<u>-</u>	<u>5</u>
Operating Earnings Contribution	<u>\$ 391</u>	<u>\$ 326</u>	<u>\$ 923</u>	<u>\$ 794</u>
Operating Earnings Per Share Contribution	<u>\$ 0.66</u>	<u>\$ 0.56</u>	<u>\$ 1.56</u>	<u>\$ 1.36</u>
Average shares outstanding, diluted	595.5	584.6	592.7	583.8

Corporate and Other

Unaudited Summary of Operating Results
(\$mm except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Operating Revenue	<u>\$ 133</u>	<u>\$ 144</u>	<u>\$ 428</u>	<u>\$ 433</u>
Operating Expenses				
Electric fuel and other energy-related purchases	-	-	-	-
Purchased electric capacity	-	-	-	-
Purchased gas	2	1	3	4
Other operations and maintenance	121	141	407	418
Depreciation, depletion and amortization	9	9	28	25
Other taxes	6	6	22	21
Total operating expenses	<u>138</u>	<u>157</u>	<u>460</u>	<u>468</u>
Income (loss) from operations	<u>(5)</u>	<u>(13)</u>	<u>(32)</u>	<u>(35)</u>
Other income	<u>(4)</u>	<u>7</u>	<u>1</u>	<u>18</u>
Income including noncontrolling interests before interest and income taxes	(9)	(6)	(31)	(17)
Interest and related charges	<u>106</u>	<u>125</u>	<u>309</u>	<u>369</u>
Income including noncontrolling interests before income taxes	(115)	(131)	(340)	(386)
Income taxes	<u>(58)</u>	<u>(87)</u>	<u>(171)</u>	<u>(257)</u>
Income including noncontrolling interests	(57)	(44)	(169)	(129)
Noncontrolling interests	-	-	-	-
Operating Earnings (Loss) Contribution	<u>\$ (57)</u>	<u>\$ (44)</u>	<u>\$ (169)</u>	<u>\$ (129)</u>
Operating Earnings (Loss) Per Share Contribution	<u>\$ (0.10)</u>	<u>\$ (0.08)</u>	<u>\$ (0.28)</u>	<u>\$ (0.22)</u>
Items excluded from operating earnings (net of taxes) ¹	<u>(18)</u>	<u>(16)</u>	<u>(82)</u>	<u>(446)</u>
Reported Earnings	<u>\$ (75)</u>	<u>\$ (60)</u>	<u>\$ (251)</u>	<u>\$ (575)</u>
Reported Earnings Per Common Share - Diluted	<u>\$ (0.13)</u>	<u>\$ (0.11)</u>	<u>\$ (0.42)</u>	<u>\$ (0.98)</u>
Average shares outstanding, diluted	595.5	584.6	592.7	583.8

¹) For additional detail on items excluded from operating earnings see the GAAP Reconciliation schedules on pages 30-33.

Operating Statistics

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Dominion Consolidated				
Regulated Electric Sales Revenue (\$mm)				
Residential	\$ 959	\$ 929	\$ 2,753	\$ 2,578
Commercial	651	656	1,873	1,755
Industrial	141	145	413	400
Governmental	207	206	637	642
Regulated retail revenue	1,958	1,935	5,676	5,374
Wholesale - sales for resale	38	47	121	152
Other revenue	24	44	114	148
Total	\$ 2,020	\$ 2,026	\$ 5,911	\$ 5,674
Dominion Virginia Power				
Degree Days (Electric service area)				
Cooling				
Actual	1,174	1,058	1,819	1,587
Normal	1,080	1,078	1,558	1,557
Heating				
Actual	-	2	2,578	2,548
Normal	10	10	2,296	2,293
Electric Delivery Customers (at period end)				
Residential	2,255,881	2,233,008	2,255,881	2,233,008
Commercial	240,055	238,144	240,055	238,144
Industrial	660	637	660	637
Governmental	32,758	32,489	32,758	32,489
Total Retail	2,529,354	2,504,278	2,529,354	2,504,278
Wholesale - sales for resale	5	5	5	5
Total	2,529,359	2,504,283	2,529,359	2,504,283
Electricity Delivered (GWh)				
Residential	8,349	7,862	24,908	23,899
Commercial	8,242	7,969	23,336	22,400
Industrial	2,317	2,280	6,650	6,585
Governmental	2,835	2,805	8,140	7,990
Total Retail	21,743	20,916	63,033	60,873
Wholesale - sales for resale	891	1,003	2,567	2,769
Total	22,634	21,918	65,600	63,642
Dominion Generation				
Dominion Retail				
Unregulated Energy Customer Accounts (Average)				
Natural Gas	315,205	265,154	299,057	356,515
Products and Services	1,003,529	931,309	985,700	941,861
Total	1,318,735	1,196,463	1,284,756	1,298,376
Volumes Sold				
Natural Gas (mmcf)	7,867	8,866	48,150	66,810

Note: Figures may not add due to rounding

DOMINION - 3Q15 EARNINGS RELEASE KIT

	Three Months Ended September 30, 2015		2014		Nine Months Ended September 30, 2015		2014	
Dominion Energy								
Gas Distribution								
Regulated Gas Revenue (\$mm)								
Gas sales revenue								
Residential	\$	18	\$	21	\$	132	\$	165
Commercial		3		3		25		28
Industrial		-		-		1		2
Other		-		-		3		3
Total	\$	21	\$	24	\$	161	\$	198
Regulated Gas Transportation and Storage Revenue (\$mm)								
Gas transportation revenue								
Residential	\$	78	\$	75	\$	273	\$	248
Commercial		14		15		88		81
Industrial		12		13		46		42
Other		9		2		25		6
Total transportation revenue		113		105		432		377
Storage revenue		5		4		12		8
Total	\$	118	\$	109	\$	444	\$	385
Degree Days								
Heating								
Actual		48		126		4,191		4,242
Normal		89		91		3,558		3,571
LDC Natural Gas Customers (Average)								
Total LDC natural gas customers								
Residential		1,191,295		1,188,106		1,203,245		1,201,290
Commercial		90,925		90,238		92,319		91,752
Industrial		1,481		1,500		1,497		1,516
Other		23		24		23		24
Total		1,283,724		1,279,868		1,297,084		1,294,582
LDC Natural Gas Delivery (mmcf)								
Total LDC natural gas throughput								
Residential		6,153		7,078		88,127		91,448
Commercial		5,125		5,459		47,053		48,304
Industrial		28,974		31,020		96,507		95,649
Other		49,765		13,785		130,153		28,417
Total		90,017		57,342		361,840		263,817
Gas Transmission								
Natural Gas Liquids sales (million gallons)		30.8		37.9		88.9		97.0
Average Realized NGL Price with Hedging (\$/gal)		\$0.48		\$1.30		\$0.56		\$1.33
Dominion Generation								
Merchant Generation								
Total Electric Sales (GWh)								
NEPOOL Merchant Fleet ¹		5,072		4,914		14,604		13,164
PJM Merchant Fleet ²		2,113		2,034		4,733		5,429

¹⁾ Comprised of Millstone and Manchester generating stations.

²⁾ Comprised of Fairless generating station.

Note: Figures may not add due to rounding

2015 Weather Variance

Dominion - Effect of weather compared to normal ¹

Description	Pre-tax Impact (\$millions)				
	1Q15	2Q15	3Q15	4Q15	FY2015
Gas Distribution ²	\$10	(\$1)	(\$1)	\$0	\$8
Electric Distribution ³	16	4	(2)	-	\$18
Electric Transmission ³	0	0	(0)	-	\$0
Utility Generation ⁴	33	10	(6)	-	\$37
Earnings Impact (pre-tax)	\$59	\$13	(\$8)	\$0	\$64

Description	After-tax Impact (\$millions)				
	1Q15	2Q15	3Q15	4Q15	FY2015
Gas Distribution ²	\$6	(\$1)	(\$0)	\$0	\$5
Electric Distribution ³	10	3	(1)	-	\$11
Electric Transmission ³	0	0	(0)	-	\$0
Utility Generation ⁴	20	6	(3)	-	\$23
Earnings Impact (after-tax)	\$36	\$8	(\$5)	\$0	\$39

Dominion - Effect of weather compared to prior period ¹

Description	Pre-tax Impact (\$millions)				
	1Q15 v. '14	2Q15 v. '14	3Q15 v. '14	4Q15 v. '14	FY15 v. '14
Gas Distribution ²	\$1	(\$0)	(\$1)	\$0	(\$1)
Electric Distribution ³	1	10	19	-	\$30
Electric Transmission ³	0	-	0	-	\$0
Utility Generation ⁴	3	22	49	-	\$73
Earnings Impact (pre-tax)	\$5	\$32	\$67	\$0	\$103

Description	After-tax Impact (\$millions)				
	1Q15 v. '14	2Q15 v. '14	3Q15 v. '14	4Q15 v. '14	FY15 v. '14
Gas Distribution ²	\$1	(\$0)	(\$1)	\$0	(\$0)
Electric Distribution ³	1	6	11	-	18
Electric Transmission ³	0	-	0	-	\$0
Utility Generation ⁴	2	13	30	-	\$45
Earnings Impact (after-tax)	\$3	\$19	\$41	\$0	\$63

1) The effects on earnings from differences in weather compared to normal and compared to prior periods are measured using base rate revenue. This schedule does not reflect the O&M expenditures for restoring service associated with outages caused by major storms.

2) Reported in the Dominion Energy segment. Comprised of Dominion East Ohio Gas Company and Hope Gas, Inc.

3) Reported in the Dominion Virginia Power segment.

4) Reported in the Dominion Generation segment.

Note: Figures may not add due to rounding

Finance & Liquidity

Schedule of Long-Term Debt

Preliminary & Unaudited (\$ in millions)

	At 9/30 2014	At 12/31 2014	At 3/31 2015	At 6/30 2015	At 9/30 2015
Dominion Resources, Inc.					
Unsecured Senior Notes:					
Variable rates, due 2014 and 2015	\$ 400	\$ 400	\$ 400	\$ 400	\$ 400
1.25% to 8.875%, due 2014 to 2019 ¹	\$ 4,342	\$ 3,150	\$ 3,150	\$ 3,650	\$ 3,400
2.75% to 7.0%, due 2021 to 2044	\$ 3,499	\$ 4,449	\$ 4,449	\$ 4,449	\$ 5,099
Unsecured Debentures and Senior Notes (previously issued by CNG):					
5.0% due 2014	\$ 400	\$ -	\$ -	\$ -	\$ -
6.8% and 6.875%, due 2026 and 2027	\$ 89	\$ 89	\$ 89	\$ 89	\$ 89
Unsecured Convertible Senior Notes, 2.125%, due 2023 ²					
Tax-Exempt Financing, variable rate, due 2041	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75
Unsecured Junior Subordinated Notes Payable to Affiliated Trust, 8.4% due 2031	\$ 10	\$ 10	\$ 10	\$ 10	\$ 10
Enhanced Junior Subordinated Notes:					
5.75% to 8.375%, due 2054 to 2066 ³	\$ 985	\$ 985	\$ 985	\$ 985	\$ 982
Variable rate, due 2066 ⁴	\$ 380	\$ 380	\$ 379	\$ 379	\$ 379
Remarketable Subordinated Notes, 1.07% to 1.5%, due 2019 to 2021	\$ 2,100	\$ 2,100	\$ 2,100	\$ 2,100	\$ 2,100
Virginia Electric and Power Company					
Unsecured Senior Notes:					
1.2% to 8.625%, due 2015 to 2019	\$ 2,478	\$ 2,471	\$ 2,470	\$ 2,466	\$ 2,465
2.75% to 8.875%, due 2022 to 2045	\$ 5,392	\$ 5,592	\$ 5,592	\$ 6,292	\$ 6,292
Tax-Exempt Financings: ⁵					
Variable rates, due 2016 to 2041	\$ 606	\$ 606	\$ 606	\$ 606	\$ 194
.70% to 5.6%, due 2022 to 2041	\$ 266	\$ 266	\$ 266	\$ 266	\$ 678
Dominion Gas Holdings, LLC					
Unsecured Senior Notes:					
1.05% and 2.5%, due 2016 and 2019	\$ 400	\$ 850	\$ 850	\$ 850	\$ 850
3.55% to 4.8%, due 2023 to 2044	\$ 800	\$ 1,750	\$ 1,750	\$ 1,750	\$ 1,750
Dominion Energy, Inc.					
Tax-Exempt Financing, 2.375%, due 2033	\$ 27	\$ 27	\$ 27	\$ 27	\$ 27
Total Principal Amount	\$ 22,271	\$ 23,200	\$ 23,198	\$ 24,394	\$ 24,790
Fair Value Hedge Valuation	34	19	15	8	19
Amounts Due Within One Year	(1,591)	(1,375)	(1,822)	(1,310)	(1,528)
Unamortized Discount & Premium, net	(48)	(39)	(38)	(38)	(36)
Total Long-Term Debt	\$ 20,666	\$ 21,805	\$ 21,353	\$ 23,054	\$ 23,245

¹ In December 2014, Dominion redeemed the following outstanding series of senior notes: 2005 Series C 5.15% Senior Notes due 2015, 2004 Series A 5.20% Senior Notes due 2016, 2006 Series A 5.60% Senior Notes due 2016, 2007 Series A 6.0% Senior Notes due 2017, and 2008 Series D 8.875% Senior Notes due 2019 with an aggregate outstanding principal of approximately \$1.9 billion. The aggregate redemption price paid in December 2014 was approximately \$2.2 billion and represents the principal amount outstanding, accrued and unpaid interest and the applicable make-whole premium.

² \$22 million of the Convertible Senior Notes were converted into cash and common stock during the fourth quarter of 2014.

³ In October 2014, Dominion redeemed all of the \$685 million 2009 Series A 8.375% Enhanced Junior Subordinated Notes due 2064 with proceeds received from the October issuance of \$685 million of 2014 Series A 5.75% Enhanced Junior Subordinated Notes due 2054. In September 2015, approximately \$3 million of the 2006 Series A Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled.

⁴ In February 2015, \$500 thousand of the 2006 Series B Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled.

⁵ In August 2015, Virginia Power remarketed five series of tax-exempt bonds, with an aggregate outstanding principal of \$412 million to new investors. Two of the bonds will bear interest at a coupon rate of 1.75% for the first four years while three of the bonds will bear interest at a coupon rate of 2.15% for the first five years. After these periods each bond will bear interest at a market rate to be determined at that time. Previously, interest on all of the remarketed bonds were variable and reset monthly.

Schedule of Debt Maturities

As of September 30, 2015 (in \$ millions)

	<u>Due Date</u>	<u>DRI</u>	<u>VEPCO</u>	<u>DGH</u>	<u>Total</u>
2015					
7.25% Mecklenburg Senior Bonds	10/15/15	-	2.1	-	2.1
8.625% Panda-Rosemary Senior Notes	11/15/15	-	1.5	-	1.5
2014 Private Placement Short Term Notes (variable)	11/20/15	400.0	-	-	400.0
5.25% 2003 Series C Senior Notes	12/15/15	-	200.0	-	200.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.1	-	0.1
2015 Total		400.0	203.7	-	603.7
2016					
5.4% 2006 Series A Senior Notes	01/15/16	-	450.0	-	450.0
8.625% Panda-Rosemary Senior Notes	02/15/16	-	1.5	-	1.5
1986 Series IDA Prince William (variable)	08/01/16	-	11.2	-	11.2
1986 Series Grant County (variable)	08/01/16	-	7.4	-	7.4
1.95% 2011 Series D Senior Notes	08/15/16	450.0	-	-	450.0
1.05% 2013 Series A Senior Notes	11/01/16	-	-	400.0	400.0
7.25% Mecklenburg Senior Bonds	multiple	-	6.0	-	6.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.2	-	0.2
2016 Total		450.0	476.3	400.0	1,326.3
2017					
1.25% 2014 Series A Senior Notes	03/15/17	400.0	-	-	400.0
2011 Series A EDA Chesterfield County (variable)	06/01/17	-	75.0	-	75.0
1.4% 2012 Series A Senior Notes	09/15/17	350.0	-	-	350.0
5.95% 2007 Series B Senior Notes	09/15/17	-	600.0	-	600.0
7.25% Mecklenburg Senior Bonds	multiple	-	3.4	-	3.4
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.2	-	0.2
2017 Total		750.0	678.6	-	1,428.6
2018					
1.2% 2013 Series A Senior Notes	01/15/18	-	250.0	-	250.0
5.4% 2008 Series A Senior Notes	04/30/18	-	600.0	-	600.0
6.4% 2008 Series A Senior Notes	06/15/18	500.0	-	-	500.0
1.9% 2015 Series A Senior Notes	06/15/18	500.0	-	-	500.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.2	-	0.2
2018 Total		1,000.0	850.2	-	1,850.2
2019					
5.0% 2009 Series A Senior Notes	06/30/19	-	350.0	-	350.0
1.18% 2013 Series B Remarketable Subordinated Notes	07/01/19	550.0	-	-	550.0
5.2% 2009 Series A Senior Notes	08/15/19	500.0	-	-	500.0
2.5% 2014 Series B Senior Notes	12/01/19	700.0	-	-	700.0
2.5% 2014 Series A Senior Notes	12/15/19	-	-	450.0	450.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.2	-	0.2
2019 Total		1,750.0	350.2	450.0	2,550.2
Total		\$4,350.0	\$2,559.0	\$ 850.0	\$ 7,759.0

Schedule of Liquidity Position

As of September 30, 2015 (in \$ millions)

Total Committed Bank Lines	\$ 4,500
Less:	
Commercial Paper Outstanding	\$ 2,555
Letters of Credit Issued	\$ 57
Funded Loans	\$ -
Total Available Capacity	\$ 1,888
Cash & Short-Term Investments On Hand*	\$ 142
Total Liquidity Available	\$ 2,030

*Represents aggregate collected cash balances; not ledger balances per financial statements, which totaled \$238 million at 9/30/2015.

Totals may not add due to rounding

Committed bank lines consist of the following:

A \$4.0 billion revolving credit facility entered into by Dominion Resources, Inc. ("DRI"), Virginia Electric and Power Company ("VEPCO"), and Dominion Gas Holdings, LLC ("DGH") on May 19, 2014. This facility was amended and restated in order to increase the size of the facility to \$4.0 billion from \$3.0 billion, to add DGH as a borrower, and to extend the maturity date of the facility. This facility is available to DRI as well as VEPCO and DGH. The maturity date of this facility is April 2019.

A \$500 million revolving credit facility entered into by Dominion Resources, Inc. ("DRI"), Virginia Electric and Power Company ("VEPCO"), and Dominion Gas Holdings, LLC ("DGH") on May 30, 2014. This facility was amended and restated in order to add DGH as a borrower and to extend the maturity date of the facility. This facility is available to DRI as well as VEPCO and DGH. The maturity date of this facility is April 2019.

Additionally, VEPCO maintains a \$120 million revolving credit facility (not reflected in table above) that was amended and restated on May 19, 2014 in order to extend the maturity date of the facility to April 2019. This facility is dedicated to certain tax-exempt bond issuances by VEPCO.

Schedule of Change in Capitalization

From December 31, 2014 to September 30, 2015 (in \$ millions)

Change in Debt (Long-Term Debt plus Securities Due Within One Year)

Balance as of December 31, 2014		\$	23,180
Issuances:			
DRI 2015 Series A 1.90% Senior Notes due 2018			500
DRI 2015 Series B 3.90% Senior Notes due 2025			650
VEPCO 2015 Series A 3.10% Senior Notes due 2025			350
VEPCO 2015 Series B 4.20% Senior Notes due 2045			350
			<u>1,850</u> ¹
Maturities:			
DRI 2010 Series A 2.25% Senior Notes due 2015			(250)
DRI 2006 Series A 7.50% Enhanced Jr Subordinated Notes due 2066 ²			(3)
DRI 2006 Series B (variable) Enhanced Jr Subordinated Notes due 2066 ³			(1)
Other			(6)
			<u>(260)</u> ¹
Other:			
Change in Fair Value Hedges and Net Discount/Premium			3
			<u>3</u>
Balance as of September 30, 2015		\$	24,773

Change in Shareholders' Equity

Balance as of December 31, 2014		\$	11,957
Issuance of Common Stock, Net			730
Changes in AOCI:			
Net Other Comprehensive Gain (Loss) associated with effective portion of changes in fair value of derivatives designated as cash flow hedges, net of taxes and amounts reclassified to earnings:			
Interest Rate			(44)
Electricity			11
Gas			-
NGL and Other			5
			<u>(28)</u>
Other changes in Net Other Comprehensive Income ⁴			(57)
Net change in AOCI			(85)
Change in Retained Earnings			<u>392</u>
Net change in Common Shareholder's Equity			1,037
Noncontrolling Interests ⁵			282
Net change in Equity			1,319
Balance as of September 30, 2015		\$	13,276

¹⁾ Excludes five series of Virginia Power variable rate tax-exempt bonds with an aggregate outstanding principal of \$412 million that were remarketed in August 2015 at fixed coupon rates to new investors.

²⁾ Approximately \$3 million of the 2006 Series A Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled in September 2015.

³⁾ \$500 thousand of the 2006 Series B Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled in February 2015.

⁴⁾ Primarily reflects a net decrease in unrealized gains on investments held in nuclear decommissioning trusts, and changes related to pension and OPEB benefit plans.

⁵⁾ Primarily reflects the non-controlling interest shares of Four Brothers Holding, LLC and Three Cedars which were acquired by Dominion in 2015 and an increase in noncontrolling interest shares of Dominion Midstream associated with the acquisition of partnership interest in Iroquois Gas Transmission System L.P.

Hedging

Power, Capacity and NGL Hedge Positions

As of October 21, 2015

Merchant Generation Power & Fuel	Net Summer Capacity (MW)	2015	2016
Hedge Positions ¹			
Millstone	2,001	99%	83%
Manchester	461	82%	12%
Fairless	1,196	77%	4%
Total Merchant Generation ²	3,658	89%	48%
Power Pricing			
NEPOOL Baseload - Average Hedge Price (\$/MWh) ³		\$56.98	\$51.93
Merchant Generation Capacity (EFOR Adjusted)			
Millstone & Manchester (MW)		2,469	2,469
Average Capacity Hedge Price (\$/KW - month)		\$3.14	\$3.08
Fairless (MW)		1,182	1,187
Average Capacity Hedge Price (\$/KW - month) ⁴		\$4.71	\$4.25
NGL			
Estimated annual NGL sales (in million gallons) ⁵		110 - 120	110 - 120
Amount hedged (in million gallons)		92.3	60.1
Average hedge price per gallon ⁶		\$0.69	\$0.68

- 1) 2015 hedge percentages are calculated based on the weighted-average of:
 - 1) actual results which are considered to be 100% hedged, and 2) balance of year hedge percentages. Capacity shown is net summer capacity. Assume capacity remains constant in all periods shown.
- 2) Annual percentage calculations are capacity-weighted. Excludes renewable assets.
- 3) NEPOOL Baseload Average Hedge Price includes all on-peak, off-peak, around-the-clock, and seasonal hedges for Millstone Power Station.
- 4) For the January 1, 2015 to December 31, 2016 period, Fairless RPM auction clearing price is based on Eastern MAAC LDA.
- 5) Represents Dominion's production interest from the Hastings plant.
- 6) Average hedge price is based on a basket of liquids products at Mt. Belvieu hub: propane (52%), normal butane (17%), iso-butane (10%) and natural gasoline (21%).

Reconciliation of Forecast and Outlook

Reconciliation of Operating Earnings Guidance

3Q15 Operating Earnings Summary

3Q15 Operating Earnings Guidance Summary

(millions, except per share amounts)

Description	3Q14 Actual	Range of 3Q15		3Q15 Actual
		Low	High	
Dominion Virginia Power EBITDA	\$366	\$390	\$410	\$388
Depreciation, Depletion and Amortization	118	125	130	126
Dominion Virginia Power EBIT	248	265	280	262
Dominion Energy EBITDA	\$295	\$310	\$335	\$332
Depreciation, Depletion and Amortization	59	60	70	65
Dominion Energy EBIT	236	250	265	267
Dominion Generation EBITDA	\$703	\$755	\$820	\$796
Depreciation, Depletion and Amortization	131	155	155	154
Dominion Generation EBIT	572	600	665	642
Corporate and Other & Eliminations Adjusted EBIT	(15)	(25)	(20)	(21)
Total Adjusted EBIT	1,041	1,090	1,190	1,150
Consolidated Interest	228	235	225	227
Consolidated Income Taxes	266	285	305	306
Noncontrolling Interests	2	5	5	6
Operating Earnings	\$545	\$565	\$655	\$611
Average Diluted Shares Outstanding	584.6	597	595	595.5
Operating EPS Range	\$0.93	\$0.95	\$1.10	\$1.03

3Q15 Operating EPS Guidance Range	\$0.95	\$1.10
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Note: Figures may not add due to rounding

3Q15 Operating EPS Actual >>>	\$1.03
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For information on items excluded from operating earnings see the GAAP Reconciliations on pages 34-36.

Operating Earnings Guidance

4Q15 Operating Earnings Guidance Summary

(millions, except per share amounts)

Description	4Q14	Range of 4Q15	
	Actual	Low	High
Dominion Virginia Power EBITDA	\$390	\$380	\$405
Depreciation, Depletion and Amortization	119	125	130
Dominion Virginia Power EBIT	271	255	275
Dominion Energy EBITDA	\$399	\$370	\$400
Depreciation, Depletion and Amortization	67	65	65
Dominion Energy EBIT	332	305	335
Dominion Generation EBITDA	\$426	\$490	\$550
Depreciation, Depletion and Amortization	126	150	150
Dominion Generation EBIT	300	340	400
Corporate and Other & Eliminations Adjusted EBIT	(4)	(15)	(10)
Total Adjusted EBIT	\$899	\$885	\$1,000
Consolidated Interest	217	230	220
Consolidated Income Taxes	186	155	195
Noncontrolling Interests	6	5	5
Operating Earnings	\$490	\$495	\$580
Average Diluted Shares Outstanding	586.5	598	596
Operating EPS Range	\$0.84	\$0.83	\$0.97
4Q15 Operating EPS Guidance Range		\$0.85	\$0.95

Note: Figures may not add due to rounding

For information on items excluded from operating earnings see the GAAP Reconciliations on pages 34-36.

GAAP Reconciliation

Reconciliation of 2015 Consolidated Operating Earnings to Reported Earnings

Unaudited Income Statements
(millions, except per share amounts)

	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015		
	Operating	Adjustments	GAAP	Operating	Adjustments	GAAP
Operating Revenue	\$ 2,976	\$ (5) (f)	\$ 2,971	\$ 9,150	\$ (23) (a), (f)	\$ 9,127
Operating Expenses						
Electric fuel and other energy-related purchases	636	-	636	2,095	85 (b)	2,180
Purchased electric capacity	75	-	75	259	-	259
Purchased gas	85	-	85	446	-	446
Other operations and maintenance	562	2 (f)	564	1,828	47 (e), (f)	1,875
Depreciation, depletion and amortization	354	1 (f)	355	1,036	1 (f)	1,037
Other taxes	133	-	133	432	-	432
Total operating expenses	1,845	3	1,848	6,096	133	6,229
Income from operations	1,131	(8)	1,123	3,054	(156)	2,898
Other income (loss)	19	(8) (c), (f)	11	90	37 (c), (f)	127
Income including noncontrolling interests before interest and income taxes	1,150	(16)	1,134	3,144	(119)	3,025
Interest and related charges	227	3 (f)	230	671	3 (f)	674
Income including noncontrolling interests before income taxes	923	(19)	904	2,473	(122)	2,351
Income taxes	306	(1) (d), (g)	305	834	(40) (d), (g)	794
Income from continuing operations including noncontrolling interests	617	(18)	599	1,639	(82)	1,557
Income (loss) from discontinued operations, net of tax	-	-	-	-	-	-
Noncontrolling interests	6	-	6	15	-	15
Earnings	\$ 611	\$ (18)	\$ 593	\$ 1,624	\$ (82)	\$ 1,542
Earnings Per Share - Diluted	\$ 1.03	\$ (0.03)	\$ 1.00	\$ 2.74	\$ (0.14)	\$ 2.60
Average shares outstanding, diluted	595.5		595.5	592.7		592.7

Adjustments to Operating

- (a) Items associated with PJM prior-year billing adjustment.
- (b) Write-off of prior-period deferred fuel costs associated with Virginia legislation.
- (c) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (d) Income tax effects for items excluded from operating results.
- (e) Items associated with future ash pond and landfill closure costs at certain utility power stations.
- (f) Items associated with rate adjustment clauses.
- (g) Item associated with North Carolina Public Utility Commission order.

Note: Figures may not add due to rounding

Reconciliation of 2014 Consolidated Operating Earnings to Reported Earnings

Unaudited Income Statements
(millions, except per share amounts)

	Three Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	Operating	Adjustments	GAAP	Operating	Adjustments	GAAP
Operating Revenue	\$ 3,050	\$ -	\$ 3,050	\$ 9,494	\$ (1) (a),(b)	\$ 9,493
Operating Expenses						
Electric fuel and other energy-related purchases	743	-	743	2,274	436 (b)	2,710
Purchased electric capacity	86	-	86	261	-	261
Purchased gas	209	-	209	1,066	7 (a)	1,073
Other operations and maintenance	570	44 (e)	614	1,708	264 (a),(b),(e),(g)	1,972
Depreciation, depletion and amortization	317	37 (f)	354	932	38 (a),(b),(f)	970
Other taxes	123	-	123	417	7 (a),(b)	424
Total operating expenses	2,048	81	2,129	6,658	752	7,410
Income from operations	1,002	(81)	921	2,836	(753)	2,083
Other income (loss)	39	30 (c)	69	116	50 (a),(b),(c),(e)	166
Income including noncontrolling interests before interest and income taxes	1,041	(51)	990	2,952	(703)	2,249
Interest and related charges	228	3 (g)	231	690	5 (a),(b),(e),(g)	695
Income including noncontrolling interests before income taxes	813	(54)	759	2,262	(708)	1,554
Income taxes	266	(38) (d)	228	739	(262) (d)	477
Income from continuing operations including noncontrolling interests	547	(16)	531	1,523	(446)	1,077
Income (loss) from discontinued operations, net of tax	-	-	-	-	-	-
Noncontrolling interests	2	-	2	10	-	10
Earnings	\$ 545	\$ (16)	\$ 529	\$ 1,513	\$ (446)	\$ 1,067
Earnings Per Share - Diluted	\$ 0.93	\$ (0.03)	\$ 0.90	\$ 2.59	\$ (0.76)	\$ 1.83
Average shares outstanding, diluted	584.6		584.6	583.8		583.8

Adjustments to Operating

- (a) Items associated with the repositioning of our Producer Services.
- (b) Items associated with exiting the unregulated electric retail energy marketing business.
- (c) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (d) Income tax effects for items excluded from operating results.
- (e) Items associated with North Anna and offshore wind legislation.
- (f) Items associated with Virginia Power implementing a depreciation study retroactive to prior periods.
- (g) Other miscellaneous items.

Note: Figures may not add due to rounding

Reconciliation of 2015 Corporate and Other Operating Earnings to Reported Earnings

Unaudited Income Statements
(millions, except per share amounts)

	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015		
	Operating	Adjustments	GAAP	Operating	Adjustments	GAAP
Operating Revenue	\$ 133	\$ (5) (f)	\$ 128	\$ 428	\$ (23) (a), (f)	\$ 405
Operating Expenses						
Electric fuel and other energy-related purchases	-	-	-	-	85 (b)	85
Purchased electric capacity	-	-	-	-	-	-
Purchased gas	2	-	2	3	-	3
Other operations and maintenance	121	2 (f)	123	407	47 (e), (f)	454
Depreciation, depletion and amortization	9	1 (f)	10	28	1 (f)	29
Other taxes	6	-	6	22	-	22
Total operating expenses	138	3	141	460	133	593
Income from operations	(5)	(8)	(13)	(32)	(156)	(188)
Other income (loss)	(4)	(8) (c), (f)	(12)	1	37 (c), (f)	38
Income including noncontrolling interests before interest and income taxes	(9)	(16)	(25)	(31)	(119)	(150)
Interest and related charges	106	3 (f)	109	309	3 (f)	312
Income including noncontrolling interests before income taxes	(115)	(19)	(134)	(340)	(122)	(462)
Income taxes	(58)	(1) (d), (g)	(59)	(171)	(40) (d), (g)	(211)
Income from continuing operations including noncontrolling interests	(57)	(18)	(75)	(169)	(82)	(251)
Income (loss) from discontinued operations, net of tax	-	-	-	-	-	-
Noncontrolling interests	-	-	-	-	-	-
Earnings (Loss) Contribution	\$ (57)	\$ (18)	\$ (75)	\$ (169)	\$ (82)	\$ (251)
Earnings Per Share	\$ (0.10)	\$ (0.03)	\$ (0.13)	\$ (0.28)	\$ (0.14)	\$ (0.42)
Average shares outstanding, diluted	595.5		595.5	592.7		592.7

Adjustments to Operations

- (a) Items associated with PJM prior-year billing adjustment.
(b) Write-off of prior-period deferred fuel costs associated with Virginia legislation.
(c) Net gain/loss of our investment in nuclear decommissioning trust funds.
(d) Income tax effects for items excluded from operating results.
(e) Items associated with future ash pond and landfill closure costs at certain utility power stations.
(f) Items associated with rate adjustment clauses.
(g) Item associated with North Carolina Public Utility Commission order.

Note: Figures may not add due to rounding

Reconciliation of 2014 Corporate and Other Operating Earnings to Reported Earnings

Unaudited Income Statements
(millions, except per share amounts)

	Three Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	Operating	Adjustments	GAAP	Operating	Adjustments	GAAP
Operating Revenue	\$ 144	\$ -	\$ 144	\$ 433	\$ (1) (a),(b)	\$ 432
Operating Expenses						
Electric fuel and other energy-related purchases	-	-	-	-	436 (b)	436
Purchased electric capacity	-	-	-	-	-	-
Purchased gas	1	-	1	4	7 (a)	11
Other operations and maintenance	141	44 (e)	185	418	264 (a),(b),(e),(g)	682
Depreciation, depletion and amortization	9	37 (f)	46	25	38 (a),(b),(f)	63
Other taxes	6	-	6	21	7 (a),(b)	28
Total operating expenses	157	81	238	468	752	1,220
Income from operations	(13)	(81)	(94)	(35)	(753)	(788)
Other income (loss)	7	30 (c)	37	18	50 (a),(b),(c),(e)	68
Income including noncontrolling interests before interest and income taxes	(6)	(51)	(57)	(17)	(703)	(720)
Interest and related charges	125	3 (g)	128	369	5 (a),(b),(e),(g)	374
Income including noncontrolling interests before income taxes	(131)	(54)	(185)	(386)	(708)	(1,094)
Income taxes	(87)	(38) (d)	(125)	(257)	(262) (d)	(519)
Income from continuing operations including noncontrolling interests	(44)	(16)	(60)	(129)	(446)	(575)
Income (loss) from discontinued operations, net of tax	-	-	-	-	-	-
Noncontrolling interests	-	-	-	-	-	-
Earnings (Loss) Contribution	\$ (44)	\$ (16)	\$ (60)	\$ (129)	\$ (446)	\$ (575)
Earnings Per Share	\$ (0.08)	\$ (0.03)	\$ (0.11)	\$ (0.22)	\$ (0.76)	\$ (0.98)
Average shares outstanding, diluted	584.6		584.6	583.8		583.8

Adjustments to Operations

- (a) Items associated with the repositioning of our Producer Services.
- (b) Items associated with exiting the unregulated electric retail energy marketing business.
- (c) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (d) Income tax effects for items excluded from operating results.
- (e) Items associated with North Anna and offshore wind legislation.
- (f) Items associated with Virginia Power implementing a depreciation study retroactive to prior periods.
- (g) Other miscellaneous items.

Note: Figures may not add due to rounding

Reconciliation of 3Q15 Operating Earnings to Reported Earnings

Unaudited, Operating Segments
(millions, except per share amounts)

Description	3Q15 Operating	Adjustments		3Q15 GAAP
Dominion Virginia Power EBITDA	\$388			\$388
DD&A	126			126
Dominion Virginia Power EBIT	262			262
Dominion Energy EBITDA	332			332
DD&A	65			65
Dominion Energy EBIT	267			267
Dominion Generation EBITDA	796			796
DD&A	154			154
Dominion Generation EBIT	642			642
Corporate and Other & Eliminations EBIT	(21)	(16)	(a),(b)	(37)
Total EBIT	\$1,150	(\$16)		\$1,134
Consolidated Interest	227	3	(b)	230
Consolidated Income Taxes	306	(1)	(c), (d)	305
Noncontrolling Interests	6			6
Income(loss) from Discontinued Operations	0	0		0
Earnings	\$611	(\$18)		\$593
Average Diluted Shares Outstanding	595.5	595.5		595.5
Operating EPS	1.03	---		---
	---	(0.03)		---
Reported EPS	---	---		1.00

Note: Totals may not add due to rounding

Adjustments to Operating

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items associated with rate adjustment clauses.
- (c) Item associated with North Carolina Public Utility Commission order.
- (d) Income tax effects for items excluded from operating results.

Reconciliation of 3Q14 Operating Earnings to Reported Earnings

Unaudited, Operating Segments

(millions, except per share amounts)

Description	3Q14 Operating	Adjustments	3Q14 GAAP
Dominion Virginia Power EBITDA	\$366		\$366
DD&A	118		118
Dominion Virginia Power EBIT	248		248
Dominion Energy EBITDA	295		295
DD&A	59		59
Dominion Energy EBIT	236		236
Dominion Generation EBITDA	703		703
DD&A	131		131
Dominion Generation EBIT	572		572
Corporate and Other & Eliminations EBIT	(15)	(51) (a),(b),(c)	(66)
Total EBIT	\$1,041	(\$51)	\$990
Consolidated Interest	228	3 (d)	231
Consolidated Income Taxes	266	(38) (e)	228
Noncontrolling Interests	2		2
Income(loss) from Discontinued Operations	0	0	0
Earnings	\$545	(\$16)	\$529
Average Diluted Shares Outstanding	584.6	584.6	584.6
Operating EPS	0.93	---	---
Adjustments	---	(0.03)	---
Reported EPS	---	---	0.90

Note: Totals may not add due to rounding

Adjustments to Operating

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items associated with North Anna and offshore wind legislation.
- (c) Items associated with Virginia Power implementing a depreciation study retroactive to prior periods.
- (d) Other miscellaneous items.
- (e) Income tax effects for items excluded from operating results.

Reconciliation of 4Q14 Operating Earnings to Reported Earnings

Unaudited, Operating Segments
(millions, except per share amounts)

Description	4Q14 Operating	Adjustments	4Q14 GAAP
Dominion Virginia Power EBITDA	\$390		\$390
DD&A	119		119
Dominion Virginia Power EBIT	271		271
Dominion Energy EBITDA	399		399
DD&A	67		67
Dominion Energy EBIT	332		332
Dominion Generation EBITDA	426		426
DD&A	126		126
Dominion Generation EBIT	300		300
Corporate and Other & Eliminations EBIT	(4)	(177) (a),(b), (c), (e)	(181)
Total EBIT	\$899	(\$177)	\$722
Consolidated Interest	217	281 (d)	498
Consolidated Income Taxes	186	(211) (f)	(25)
Noncontrolling Interests	6		6
Earnings	\$490	(\$247)	\$243
Average Diluted Shares Outstanding	586.5	586.5	586.5
Operating EPS	0.84	---	---
Adjustments	---	(0.42)	---
Reported EPS	---	---	0.42

Note: Totals may not add due to rounding

Adjustments to Operating

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items associated with North Anna and offshore wind legislation.
- (c) Items associated with future ash pond closure costs at certain utility power stations.
- (d) Items associated with our liability management exercise.
- (e) Other miscellaneous items.
- (f) Income tax effects for items excluded from operating results.

2015 Earnings Expectations

Earnings Per Share (diluted)

Reconciliation of measures prepared in accordance with Generally Accepted Accounting Principles (GAAP) versus non-GAAP measures

4Q 2015 Operating Earnings (estimate): \$0.85 - \$0.95

FY 2015 Operating Earnings (estimate): \$3.50 - \$3.85

4Q 2015 Reported Earnings (estimate): See Note 1 below

FY 2015 Reported Earnings (estimate): See Note 1 below

1. In providing its fourth-quarter and full-year 2015 operating earnings guidance, the company notes that there could be differences between expected reported earnings and estimated operating earnings for matters such as, but not limited to, divestitures or changes in accounting principles. At this time, Dominion management is not able to estimate the aggregate impact, if any, of these items on reported earnings. Accordingly, Dominion is not able to provide a corresponding GAAP equivalent for its operating earnings guidance.

Dominion uses operating earnings as the primary performance measurement of its earnings guidance and results for public communications with analysts and investors. Dominion also uses operating earnings internally for budgeting, for reporting to the board of directors, for the company's incentive compensation plans and for its targeted dividend payouts and other purposes. Dominion management believes operating earnings provide a more meaningful representation of the company's fundamental earnings power.

Dominion's estimates of fourth-quarter and full-year 2015 earnings are subject to various risks and uncertainties. Factors that could cause actual results to differ materially from management's projections, forecasts, estimates and expectations may include factors that are beyond the company's ability to control or estimate precisely, including fluctuations in energy-related commodity prices, estimates of future market conditions, additional competition in our industries, changes in the demand for Dominion's services, access to and costs of capital, fluctuations in the value of our pension assets and assets held in our decommissioning trusts, impacts of acquisitions, divestitures, transfers of assets to joint ventures or Dominion Midstream and retirements of assets based on asset portfolio reviews, the receipt of regulatory approvals for, and timing of, planned projects, acquisitions and divestitures, the timing and execution of Dominion Midstream's growth strategy, and the ability to complete planned construction or expansion projects at all or within the terms and timeframes initially anticipated. Other factors include, but are not limited to, weather conditions and other events, including the effects of hurricanes, earthquakes, high winds, major storms and changes in water temperatures on operations, the risk associated with the operation of nuclear facilities, unplanned outages at facilities in which Dominion has an ownership interest, the impact of operational hazards and catastrophic events, state and federal legislative and regulatory developments, including changes in federal and state tax laws and changes to environmental and other laws and regulations, including those related to climate change, greenhouse gases and other emissions to which we are subject, changes in enforcement practices of regulators relating to environmental standards and litigation exposure for remedial activities, political and economic conditions, industrial, commercial and residential growth or decline in Dominion's service area, risks of operating businesses in regulated industries that are subject to changing regulatory structures, changes to regulated gas and electric rates collected by Dominion, changes to rating agency requirements and ratings, changing financial accounting standards, fluctuations in interest rates, employee workforce factors, including collective bargaining, counter-party credit and performance risks, adverse outcomes in litigation matters or regulatory proceedings, the risk of hostile cyber intrusions and other uncertainties. Other risk factors are detailed from time to time in Dominion's quarterly reports on Form 10-Q or most recent annual report on Form 10-K filed with the Securities and Exchange Commission.