

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

Statement by Holding Company Claiming Exemption Under Rule U-2  
from the Provisions of the Public Utility Holding Company  
Act of 1935

To Be Filed Annually Prior to March 1

DOMINION RESOURCES, INC.  
(Name of Company)

hereby files with the Securities and Exchange Commission ("SEC"), pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935 ("the Holding Company Act"), and submits the following information:

1. Name, State of organization, location and nature of business of claimant and each subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.

Name	State of Organization	Location and Nature of Business
Dominion Resources, Inc. (DRI)	Virginia	Richmond, Virginia - Holding Company

Subsidiaries of Dominion Resources, Inc.

Virginia Electric and Power Company (1)	Virginia	Virginia and North Carolina - Electric Utility
Dominion Capital, Inc. (2)	Virginia	Richmond, Virginia - Financial Services, Land Development
Dominion Energy, Inc. (2)	Virginia	Richmond, Virginia - Nonutility Power Production and Gas and Oil Development
Dominion Resources Black Warrior Trust	Delaware	Richmond, Virginia - Fixed investment trust holding royalty interests in natural gas properties in Alabama

Subsidiaries of Dominion Capital, Inc.

Rincon Securities Inc.	New York	Richmond, Virginia - Investment Company
Dominion Financing, Inc.	Virginia	Richmond, Virginia - Special Purpose Medium-Term Financing Subsidiary
Blue Ridge Investments, Inc.	Virginia	Richmond, Virginia - Investment Company
Louisiana Hydroelectric Capital Corporation	Virginia	Richmond, Virginia - Investment Company

Name	State of Organization	Location and Nature of Business
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Subsidiaries of Dominion Capital, Inc. (continued)

Vidalia Audit, Inc.	Virginia	Richmond, Virginia - Audit company for hydroelectric project
America's Utility Fund Service Company	Virginia	Richmond, Virginia - Mutual Fund administrator
Project America, Inc.	Virginia	Richmond, Virginia - Mutual Fund broker-dealer
Hillcrest/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate investment

Rosemont/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate investment
Shoulders Hill/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate investment
Harbour Center/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate development
Edgen, Inc.	Delaware	Richmond, Virginia - Real estate holding company
Stanton Associates, Inc.	Virginia	Norfolk, Virginia - Real estate holding company
Williams Court/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate investments
Dominion Lands, Inc.	Virginia	Richmond, Virginia - Land development
Virginia Financial Ventures, Inc.	Virginia	Richmond, Virginia - Commercial finance

Subsidiary of Stanton Associates, Inc.

Goodman Segar Hogan, Inc.	Virginia	Norfolk, Virginia - Real estate company
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Subsidiaries of Goodman Segar Hogan, Inc.

Stanton Associates One	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan Hoffler, Inc.	Virginia	Norfolk, Virginia - Real estate company
Denbigh Shopping Center Associates	Virginia	Norfolk, Virginia - Real estate investment
GSH/Stanton Associates, L.P.	Virginia	Norfolk, Virginia - Real estate investment
Stanton Associates Two	Virginia	Norfolk, Virginia - Real estate investment
Hogan Stanton, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Hogan Stanton Properties, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Hogan Stanton Investment, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan of Great Bridge, Inc.	Virginia	Norfolk, Virginia - Real estate investment

Name	State of Organization	Location and Nature of Business
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Subsidiaries of Goodman Segar Hogan, Inc. (continued)

Air Cargo Associates	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Air Cargo Associates II	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Monroe Construction Management, Inc.	Virginia	Norfolk, Virginia - Construction company
Arcade, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan of Little Neck, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Riverside Development Joint Venture	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Baxter Road Associates	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Goodman Segar Hogan of Orlando, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Historic Towne Square Company	Virginia	Norfolk, Virginia - Operating Partnership-Real

		estate
American Storage Properties, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan of World Trade Center, Inc.	Virginia	Norfolk, Virginia - Real estate investment
World Trade Center Associates, L.P.	Virginia	Norfolk, Virginia - Operating Partnership- Real estate
Azalea Richmond Self-Storage, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan of North Carolina, Inc.	Virginia	Norfolk, Virginia - Payroll Tax Conduit
Goodman Segar Hogan of Virginia, Inc.	Virginia	Norfolk, Virginia - Payroll Tax Conduit
GSH Maintenance Corporation	Virginia	Norfolk, Virginia - Payroll Tax Conduit
Goodman Segar Hogan of Atlanta, Inc.	Virginia	Norfolk, Virginia - Payroll Tax Conduit
Madison Property Services, Inc.	Virginia	Norfolk, Virginia - Provides insurance services
Goodman Segar Hogan Parking Management, Inc.	Virginia	Norfolk, Virginia - Parking lot Management
Shoulders Hill Investors, L.P.	Virginia	Norfolk, Virginia - Dormant partnership

Name	State of Organization	Location and Nature of Business
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Subsidiary of Stanton Associates One Brown Farm Associates	Virginia	Norfolk, Virginia - Operating partnership-Real estate
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Subsidiary of Denhigh Shopping Center Associates Turnbarr Associates	Virginia	Norfolk, Virginia - Operating partnership-Real estate
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Subsidiary of Stanton Associates Two Salem Lakes Commercial Associates	Virginia	Norfolk, Virginia - Operating partnership-Real estate
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Subsidiary of Hogan Stanton, Inc. HS Advisors, Ltd.	Virginia	Norfolk, Virginia - Real estate investment
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Subsidiary of Hogan Stanton Properties, Inc. HS Advisors II, Ltd.	Virginia	Norfolk, Virginia - Real estate investment
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Subsidiary of Hogan Stanton Investments, Inc. HS Advisors III, Ltd.	Virginia	Norfolk, Virginia - Real estate investment
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Subsidiary of Arcade, Selden Associates	Virginia	Norfolk, Virginia - Operating partnership- Real estate
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Subsidiary of American Storage Properties, Inc. GSH/American Storage Properties Associates, L.P.	Virginia	Norfolk, Virginia - Real estate investment
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Subsidiary of Goodman Segar Hogan, Inc. and Goodman Segar Hogan Hoffler, Inc. Goodman Segar Hogan Hoffler L.P.	Virginia	Norfolk, Virginia - Real estate brokerage, leasing
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and management

Subsidiary of Goodman Segar Hogan Hoffler, Inc.  
 Goodman Segar Hogan Hoffler Virginia Norfolk, Virginia - Real  
 Construction, Inc. estate construction general  
 partner

Name	State of Organization	Location and Nature of Business
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Subsidiary of Goodman Segar Hogan Hoffler Construction L.P. and  
 Goodman Segar Hogan Hoffler L. P.

Goodman Segar Hogan Hoffler Construction, L.P.	Virginia	Norfolk, Virginia - Real estate construction
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Subsidiary of Edgen, Inc.

H-W Properties, Inc.	Delaware	Houston, Texas - Real estate investment
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Subsidiary of H-W Properties, Inc.

Waterford Harbor Realty, Inc.	Texas	Houston, Texas - Real estate management
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Subsidiary of Virginia Financial Ventures, Inc.

First Source Financial LLP	Illinois	Prospects Heights, Illinois - Middle market commerical lending
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Subsidiaries of Dominion Lands, Inc.

Widewater Associates	Virginia	Stafford County, Virginia - Land Development
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Lake Badin Associates	Virginia	Montgomery County, North Carolina - Land Development
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Dominion Lands-Williamsburg, Virginia Inc.	Virginia	James City County, Virginia - Land Development
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Chesterfield Land Associate	Virginia	Chesterfield County, Virginia - Land Development
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Harborside Condominium Unit Owners Association	Virginia	Alexandria, Virginia - Condominium Owners Association
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Subsidiaries of Lake Badin Associates

Uwharrie Point Community Association, Inc.	North Carolina	Montgomery County, North Carolina - Homeowners Association
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Millingport Community Association, Inc.	North Carolina	Montgomery County, North Carolina - Neighborhood Association
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Subsidiaries of Dominion Lands, Inc. and

Dominion Lands-Williamsburg, Inc.

Governor's Land Associates	Virginia	James City County, Virginia - Land Development
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Subsidiaries of Governor's Land Associates

Governor's Land Foundation	Virginia	James City County, Virginia - Homeowners Association
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Two Rivers Club	Delaware	James City County, Virginia - Country Club
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Name	State of Organization	Location and Nature of Business
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Governor's Land Management Company, Inc.	Virginia	James City County, Virginia - Operation and maintenance services for land and club development projects
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Subsidiaries of Dominion Energy, Inc.		
Dominion Cogen, Inc.	Virginia	Headquarters in Richmond, Virginia - Cogeneration
Dominion Cogen CA, Inc.	Virginia	Headquarters in Richmond, Virginia - Cogeneration in state of California
Dominion Cogen WV, Inc.	Virginia	Headquarters in Richmond, Virginia - Cogeneration in state of West Virginia
Dominion Cogen NY, Inc.	Virginia	Headquarters in Richmond, Virginia - Cogeneration and small power production in state of New York
Dominion Cogen DC, Inc.	Virginia	Headquarters in Richmond, Virginia - Cogeneration in DC
Dominion Reserves, Inc.	Virginia	Richmond, Virginia - Gas and Oil Development
Dominion Energy Services Company, Inc. (operates in West Virginia as DE Services Company, Inc.)	Virginia	Richmond, Virginia - Operation and maintenance services for nonutility power projects
Dominion Demand Side Services, Inc.	Virginia	Headquarters in Richmond, Virginia - Energy Conservation
Tech Resources, Inc.	Delaware	Columbus, Ohio - Energy Conservation
Dominion Generating S.A.	Argentina	Buenos Aires, Argentina - Electric power production in Argentina
Dominion Black Warrior Basin, Inc.	Alabama	Tuscaloosa, Alabama - Methane gas production
Dominion Reserves-Utah, Inc.	Utah	Headquarters in Richmond, Virginia - Methane gas production in Utah
Dominion Energy Central America, Inc.	Belize, C.A.	Belize City, Belize - Equity holding
Caithness BLM Group L.P.	New Jersey	Ridgecrest, California - Geothermal electric generation
Caithness Navy II Group L.P.	New Jersey	Inyo County, California - Geothermal electric generation
Rumford Cogeneration Company, Ltd.	Maine	Rumford, Maine-Cogeneration

Name	State of Organization	Location and Nature of Business
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Subsidiaries of Dominion Energy, Inc. (continued)

Luz Solar Partners Ltd., VII L.P.	California	Los Angeles, California - Solar electric generation
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Subsidiary of Dominion Cogen, Inc.

Enron/Dominion Cogen Corp.	Delaware	Houston, Texas -Cogeneration
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Subsidiaries of Enron/Dominion Cogen Corp.

Enron Cogeneration One Company	Delaware	Houston, Texas-Cogeneration
Enron Cogeneration Three Company	Delaware	Houston, Texas-Cogeneration
Enron Cogeneration Five Company	Delaware	Houston, Texas-Cogeneration
Enron Bayou Cogeneration, Inc.	Delaware	Houston, Texas-Cogeneration

Subsidiary of Enron Cogeneration One Company

Cogeneration Inc.	Delaware	Texas City, Texas - Cogeneration Plant
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Subsidiary of Enron/Dominion Cogen Corp. and  
 Enron Cogeneration Three Company  
 Clear Lake Cogeneration Texas Bayport, Texas -  
 Limited Partnership Cogeneration Plant

Subsidiaries of Dominion Cogen CA, Inc.  
 Chalk Cliff Limited Texas Headquarters in Houston,  
 Texas - Cogeneration in  
 state of California  
 San Joaquin Cogen Limited Texas Headquarters in Houston,  
 Texas - Cogeneration in  
 state of California

Subsidiary of Dominion Cogen DC, Inc.  
 Georgetown Cogeneration, L.P. Virginia Headquarters in Richmond,  
 Virginia - Cogeneration in  
 D.C.

Subsidiary of Dominion Cogen WV, Inc.  
 Morgantown Energy Associates West Virginia Morgantown, WV -  
 Cogeneration

Subsidiaries of Dominion Cogen NY, Inc.  
 Warrensburg Hydro Power New York Glens Falls, New York -  
 Limited Partnership Small Power Producer  
 Middle Falls Limited Partnership New York Glens Falls, New York -  
 Small Power Producer  
 Sissonville Limited Partnership New York Glens Falls, New York -  
 Small Power Producer  
 NYSD Limited Partnership New York Glens Falls, New York -  
 Small Power Producer

Name	State of Organization	Location and Nature of Business
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Subsidiary of Dominion Reserves, Inc.  
 Dominion Gas Processing MI, Inc. Virginia Headquarters in Richmond,  
 Virginia - natural gas  
 processing in Michigan  
 Dominion Southern Michigan, Inc. Delaware Headquarters in Richmond,  
 Virginia - Oil and gas  
 development in Michigan

Subsidiary of Dominion Gas Processing MI, Inc.  
 Frederic HOF L.P. Virginia Gaylord, Michigan - natural  
 gas processing  
 Wilderness Energy, L.C. Michigan Gaylord, Michigan - Oil and  
 gas gathering and  
 development

Subsidiary of Wilderness Energy, L.C. and  
 Dominion Gas Processing MI, Inc.  
 Wilderness Energy Services Michigan Gaylord, Michigan - Oil and  
 L.P. gas gathering and  
 development

Subsidiary of Dominion Demand Side Services, Inc. and  
 Tech Resources, Inc.  
 Tech Resources, L.P. Delaware Columbus, Ohio - Energy  
 Conservation

Subsidiaries of Dominion Generating S.A.  
 A. V. Holding S.A. Argentina Buenos Aires, Argentina -  
 Equity holdings in Argentina  
 Patagonia Holding, S.A. Argentina Buenos Aires, Argentina -  
 Equity holdings in Argentina

CUYO Holding S.A.	Argentina	Buenos Aires, Argentina - Shell corporation
Diamante Holding S.A.	Argentina	Buenos Aires, Argentina - Shell corporation

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(1) Virginia Electric and Power Company owns certain properties in West Virginia but since March 1, 1987 has not provided electric service in that state.

(2) For the calendar year 1994, the revenues and income and net income of Dominion Capital, Inc. (DCI), Dominion Energy, Inc. (DEI) and their subsidiaries, as percentages of claimant's consolidated revenues and income and net income, are as follows:

	Revenues and income as % of consolidated	Net income as % of consolidated
DCI	2.2	3.9
DEI	4.7	12.5

2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission and distribution of electric energy for sale, or for the production, transmission and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission lines or pipelines which deliver or receive electric energy or gas at the borders of such State, is as follows:

The claimant owns all of the issued and outstanding common stock of Virginia Electric and Power Company (which, including all of its businesses, wherever located, is hereinafter referred to as "Virginia Power"), a Virginia public service corporation. Virginia Power is a regulated public utility engaged in the generation, transmission, distribution and sale of electric energy in a 30,000 square mile service area in Virginia and northeastern North Carolina and consequently has generation, transmission and distribution facilities in each of those states. Virginia Power also owns a fuel pier that extends into navigable waters within the boundaries of Maryland and owns generation and transmission facilities located in West Virginia. In its service area it sells electricity to retail customers, including governmental agencies, and to wholesale customers such as rural electric cooperatives and municipalities. Virginia Power's service area comprises about 65% of Virginia's total land area, but accounts for over 80% of its population. DCI owns, in accordance with a no-action letter from the SEC Office of Public Utility Regulation dated December 22, 1987, a limited partnership interest in Catalyst Old River Hydroelectric Limited Partnership, which is the lessee of a hydro facility in Louisiana. DEI has interests in various cogeneration and small power production facilities in various states of the United States, but all of such facilities are Qualifying Facilities under the Public Utility Regulatory Policies Act. In addition, DEI owns an interest in a hydroelectric power project that is under construction in Belize and that will be held and operated by an Exempt Wholesale Generator under the Energy Policy Act of 1992. DEI has also purchased interests in a gas-fired, and a hydroelectric generating facility in Argentina, and operates these facilities, all through Exempt Wholesale Generators. Dominion Reserves, Inc., a subsidiary of Dominion Energy, Inc. is a participant in 86 oil and natural gas development programs in Arkansas, Colorado, Georgia, the Gulf of Mexico, Kansas, Louisiana, Michigan, Ohio, Oklahoma, Pennsylvania, South Dakota, Texas, Virginia, West Virginia and Wyoming.

A more detailed description of the properties of, and a discussion of the business of the claimant and its subsidiaries, is found in the Annual

Report on Form 10-K of the claimant (File No. 1-8489) for the fiscal year ended December 31, 1993 which is on file with the SEC and incorporated herein by this reference.

3. The following information for the last calendar year (1994) with respect to claimant and each of its subsidiary public utility companies is provided in the chart below:

- (a) Number of kwh of electric energy sold (at retail or wholesale), and MCF of natural or manufactured gas distributed at retail.
- (b) Number of kwh of electric energy and MCF of natural or manufactured gas distributed at retail outside the State in which each such company is organized.
- (c) Number of kwh of electric energy and MCF of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.
- (d) Number of kwh of electric energy and MCF of natural or manufactured gas purchased outside the State in which each such company is organized, or at the State line.

Virginia Power

- (a) Number of kwh of electric energy sold. 65,740,635,000
- (b) Number of kwh of electric energy distributed at retail outside the State of Virginia. 2,838,978,000
- (c) Number of kwh of electric energy sold at wholesale outside the State of Virginia, or at the State line. 816,607,000
- (d) Number of kwh of electric energy purchased outside the State of Virginia or at the State line. 7,857,300,000

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

1. Name: Mollejon Hydroelectric Project

Location: The facility is located on the Macal River in Cayo District, Belize, Central America.

Business Address: Belize Electric Company Limited  
37 Regent Street  
Belize City, Belize

Description: This 25.2 MW hydroelectric facility is located in west Belize, C.A. on the Macal River. The project, which is currently under construction, will consist of a diversion dam, a 2.5 mile power tunnel, and a powerhouse which will contain three 8400 KW turbine generators. The diversion dam will impound sufficient water to allow daily regulation.

2. Name: Hidroelectrica Cerros Colorados Power Plant

Location: The facility is located 50 miles west of the city of Neuquen on the Neuquen River in Neuquen Province, Argentina.

Business Address: Hidroelectrica Cerros Colorados S.A.  
Leandro N. Alem 690  
Piso 12  
Buenos Aires, Argentina



Description: This hydroelectric generating facility has a nominal power production capacity of 450 MW. It consists of two 225 MW turbogenerators with associated equipment and five dams. The generating plant dam is earthen-filled, and the other four dams consist of one earthen-filled diversion structure, two earthen-filled flow regulating structures and one concrete flow regulating structure.

3. Name: Central Termica Alto Valle Power Plant

Location: The facility is located in the city of Neuquen, Argentina.

Business Address: Central Termica Alto Valle S.A.  
Leandro N. Alem 690  
Piso 12  
Buenos Aires, Argentina.

Description: The Alto Valle Station has a nominal power production capacity of 98 MW. The Station consists of five turbines: two 15 MW steam turbines, one 18 MW gas turbine and two 25 MW gas turbines. The Station is interconnected with Compania Administradora del Mercado Mayorista Electrico Sociedad Anonima, which is the Argentine spot market for electric energy, by four transmission lines.

(b) Name of each system company that holds an interest in such EWG or foreign utility company, and description of the interest held.

Name	Description of Interest Held
Dominion Resources, Inc.	100% Ownership of Dominion Energy, Inc.
Dominion Energy, Inc.	99.916% ownership interest in Dominion Generating S.A.  100% ownership interest in Dominion Energy Central America, Inc.  99.916% ownership interest in Dominion Management Argentina S.A., EWG# EG93-60-000 and EWG# EG93-53-000.
Dominion Generating S.A.	65% ownership interest in Patagonia Holding S.A.  60% ownership interest in A.V. Holding S.A.
Dominion Energy Central America, Inc.	95% ownership interest in Belize Electric Company Limited, EWG# EG93-45-000.
Patagonia Holding S.A.	59% ownership interest in Hidroelectrica Cerros Colorados S.A., EWG# EG93-58-000.
A.V. Holding S.A.	90% ownership interest in Central Termica Alto Valle S.A., EWG# E93-93-000.

(c) Type and amount of capital invested, directly or indirectly, by the

holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

DOMINION RESOURCES, INC.

ANALYSIS OF FOREIGN INVESTMENTS

AS OF DECEMBER 31, 1994

US\$

INVESTMENT		DOMINION RESOURCES
TYPE	AMOUNT	INVESTMENT
		DIRECT/INDIRECT
Belize Projects:		
Stock	\$10,047,500	Indirect
Debt	17,935,432	Indirect
	<u>\$27,982,932</u>	
	=====	
Argentine Projects:		
Stock	\$13,317,044	Indirect
Debt	56,772,544	Indirect
Letter-of-Credit	6,000,000	Indirect
	<u>\$76,089,588</u>	
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The above investments were established through Dominion Resources' wholly-owned subsidiary, Dominion Energy, Inc. The Letter-of-Credit is a Dominion Energy guarantee of debt for the Central Termica Alto Valle Project.

(d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

Capitalization:

Central Termica Alto Valle S.A.:  
 Stock \$11,013,300  
 Letter-of-Credit 6,000,000

\$17,013,300

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Hydroelectrica Cerros Colorados S.A.:

Stock \$47,209,703

\$47,209,703

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Dominion Management Argentina S.A.:

Stock \$ 12,000

\$ 12,000

=====

Belize Electric Company Limited:

Stock \$12,730,000

Debt 3,211,269

\$15,941,269

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Earnings:

Central Termica Alto Valle S.A. \$614,747  
 Hydroelectrica Cerros Colorados S.A. 4,299,783  
 Dominion Management Argentina S.A. (830,830)  
 Belize Electric Company Limited 3,337

\$4,087,037

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(e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

1. Dominion Energy, Inc. (Dominion Energy) has a support services contract with Dominion Management Argentina S.A. (Manager) dated December 1,

1993 to provide personnel, supervision, technical expertise and other services as Manager may request from time to time for the purpose of assisting Manager to fulfill its obligation to Central Termica Alto Valle S.A. and Hidroelectrica Cerros Colorados. Dominion Energy is reimbursed for costs associated with services it provides.

2. Dominion Management Argentina S.A. (DMASA) has a contract with Central Termica Alto Valle S.A. (CTAV) dated August 26, 1992 to provide the management of operations and maintenance for the Central Termica Alto Valle Plant. In addition, DMASA is reimbursed for the cost it incurs associated with fulfilling its obligations under this contract. DMASA receives a management fee of 2% of the gross revenue of the energy sales from the facility. Operations and maintenance costs are paid by CTAV.

3. Dominion Management Argentina S.A. (DMASA) has a contract with Hidroelectrica Cerros Colorados S.A. (HCC) dated September 1, 1993 to provide management of operations and maintenance for the Hidroelectrica Cerros Colorados Plant. DMASA receives a management fee of 1.5% of the gross revenue from the sale of energy from the facility. Operations and maintenance costs are paid by HCC.

4. Dominion Energy Services Company, Inc. (DESCO), a wholly-owned subsidiary of Dominion Energy, Inc., has a contract, dated January 1, 1994, to provide the management, operation and maintenance services to Belize Electric Company Limited.

DESCO will be reimbursed for the costs it incurs related to this obligation and be paid a fee equal to 2% of gross revenue from the sale of energy from the facility. DESCO will seek certification as an Exempt Wholesale Generator prior to completion of the facility.

EXHIBIT A

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year (1994), together with a consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year, are submitted as Exhibit A hereto.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on the 1st day of March 1995.

DOMINION RESOURCES, INC.

BY: JAMES L. TRUEHEART

\_\_\_\_\_  
James L. Trueheart  
Vice President and Controller

Corporate Seal  
Attest:

BY: LINWOOD R. ROBERTSON

\_\_\_\_\_  
Linwood R. Robertson  
Senior Vice President and Chief Financial Officer

Name, title, and address of officer to whom notices and correspondence concerning this statement should be addressed:

Linwood R. Robertson, Senior Vice President and Chief Financial Officer

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Title)

901 E. Byrd Street  
P. O. Box 26532  
Richmond, Virginia 23261  
(804) 775-5895

Exhibit A

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DOMINION RESOURCES, INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1994 (thousands)

ASSETS	DOMINION RESOURCES	DOMINION CAPITAL	DOMINION ENERGY	VIRGINIA POWER	INTERCOMPANY ELIMINATIONS	CONSOLIDATED
Current						
Cash	\$553	\$10,106	\$3,671	\$13,311		\$27,641
Temporary investments	103,600			15,500		119,100
Short-term market securities	76,000	34,828				110,828
Customer accts. receivable, net				202,732		202,732
Other accounts receivable	24,211	8,340	28,150	53,207	(30,692)	83,216
Accrued unbilled revenues				97,399		97,399
Accrued taxes	1,049	10,863	14,902			26,814
Materials & supplies:						
Plant and general				186,600		186,600
Fossil fuel				122,949		122,949
Other	26,175	13,352	19,204	51,717	(1,204)	109,244
	231,588	77,489	65,927	743,415	(31,896)	1,086,523
Investments						
Invest. in affiliates & part.	4,391,328	72,640	210,186		(4,391,328)	282,826
Inter-company advances	199,759				(199,759)	0
Marketable securities	6,433	263,737	16,319		0	286,489
Nuclear decomm. trust funds				260,870		260,870
Pollution control project funds				20,281		20,281
Investment in real estate		107,526				107,526
Other	5,083	175,870	13,594	21,091	(13,626)	202,012
	4,602,603	619,773	240,099	302,242	(4,604,713)	1,160,004
Property, Plant and Equipment						
Utility plant & nuclear fuel				14,713,825		14,713,825
Nonutility property	46,606	16,727	631,330		6,972	701,635
Less accumulated depreciation and amortization	10,917	2,155	65,562	5,090,401	1,031	5,170,066
	35,689	14,572	565,768	9,623,424	5,941	10,245,394
Deferred Charges & Other Assets						
Regulatory Assets:						
Income taxes recoverable				488,178		488,178
Deferred capacity expenses				3,353		3,353
Terminated construction project costs, net				128,517		128,517
Other regulatory assets				250,952		250,952
Other	1,472	67,315	47,596	107,815	(24,969)	199,229
	1,472	67,315	47,596	978,815	(24,969)	1,070,229
TOTAL ASSETS	\$4,871,352	\$779,149	\$919,390	\$11,647,896	(\$4,655,637)	\$13,562,150

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<TABLE>

Exhibit A

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DOMINION RESOURCES, INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1994 (thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY	DOMINION RESOURCES	DOMINION CAPITAL	DOMINION ENERGY	VIRGINIA POWER	INTERCOMPANY ELIMINATIONS	CONSOLIDATED
Current						
Securities due within one year	\$875	\$66,104	\$20,000	\$312,250	\$0	399,229
Short-term debt	63,990	658	81,324		0	145,972
Accounts payable, trade	13,288	5,935	36,678	318,333	(30,692)	343,542
Accrued interest	632	4,009	6,618	96,233	(1,204)	106,288
Accrued taxes						0
Customer deposits				54,966		54,966
Accrued payroll				59,543		59,543
Provision for rate refunds				12,189		12,189
Other	17,974	4,087	3,137	95,555	(5,008)	115,745
	96,759	80,793	147,757	949,069	(36,904)	1,237,474
Long-Term Debt						
Inter-company borrowings		144,378	55,381		(199,759)	0
Utility				3,910,424		3,910,424
Nonrecourse-nonregulated	21,752	393,558	224,787			640,097
Other	160,000					160,000
	181,752	537,936	280,168	3,910,424	(199,759)	4,710,521
Deferred Credits and						

Other Liabilities						
Deferred income taxes	2,936	36,797	108,301	1,466,676	(1,139)	1,613,571
Investment tax credits				289,182		289,182
Capital lease obligation, non-current						0
Deferred fuel expenses				51,461		51,461
Other	57	32,456	119,349	129,789	(23,897)	257,754
	2,993	69,253	227,650	1,937,108	(25,036)	2,211,968
Preferred Stock Subject To Mandatory Redemption		372		221,732		222,104
Preferred Stock Not Subject To Mandatory Redemption				594,014	0	594,014
Stockholders' Equity						
Common stock	3,157,558	8	208	2,737,407	(2,737,623)	3,157,558
Other paid-in capital	21,113	79,389	200,805	20,357	(300,551)	21,113
Allowance on marketable securities	(47,827)	(46,478)	(335)		46,813	(47,827)
Retained earnings	1,459,004	57,876	63,137	1,277,785	(1,402,577)	1,455,225
	4,589,848	90,795	263,815	4,035,549	(4,393,938)	4,586,069
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$4,871,352	\$779,149	\$919,390	\$11,647,896	(\$4,655,637)	\$13,562,150

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DOMINION RESOURCES, INC.  
CONSOLIDATING STATEMENT OF INCOME  
YEAR-TO-DATE ENDED DECEMBER 31, 1994

	DOMINION RESOURCES	DOMINION CAPITAL	DOMINION ENERGY	VIRGINIA POWER	INTERCOMPANY ELIMINATIONS	CONSOLIDATED
OPERATING REVENUES AND INCOME						
Electric				\$4,170,838,785		\$4,170,838,785
Nonutility	\$19,242,053	\$99,192,282	\$210,641,458		(8,827,636)	320,248,157
Total operating revenues and income	19,242,053	99,192,282	210,641,458	4,170,838,785	(8,827,636)	4,491,086,942
OPERATING EXPENSES						
Fuel used in current generation				593,363,627		593,363,627
Purchased power fuel expenses				382,227,360		382,227,360
Purchased power capacity expenses				642,893,802		642,893,802
Deferred fuel expenses				(2,589,280)		(2,589,280)
Deferred capacity expenses				26,478,526		26,478,526
Other operation	15,843,349	62,578,534	83,715,484	577,416,437		739,553,804
Maintenance				263,187,964		263,187,964
Depreciation, depletion & amort.	1,946,791	2,760,135	47,711,222	480,695,650		533,113,798
Other taxes	675,377	1,162,658	16,977,123	255,826,981		274,642,139
Total operating expenses	18,465,517	66,501,327	148,403,829	3,219,501,067	0	3,452,871,740
Operating income	776,536	32,690,955	62,237,629	951,337,718	(8,827,636)	1,038,215,202
OTHER INCOME						
Utility				7,164,335		7,164,335
Nonutility						
Allowance for other funds				6,421,409		6,421,409
Total other income	0	0	0	13,585,744	0	13,585,744
Income before fixed charges and federal income taxes	776,536	32,690,955	62,237,629	964,923,462	(8,827,636)	1,051,800,946
FIXED CHARGES						
Interest charges, net	12,778,505	36,770,637	24,314,086	295,209,599	(8,827,636)	360,245,191
Preferred dividends of Va. Power				42,274,038		42,274,038
Total fixed charges	12,778,505	36,770,637	24,314,086	337,483,637	(8,827,636)	402,519,229
Income before provision for federal income taxes	(12,001,969)	(4,079,682)	37,923,543	627,439,825	0	649,281,717
Provision for federal income taxes	(6,859,970)	(22,962,229)	(21,710,920)	222,569,983		171,036,864
Net income	(\$5,141,999)	\$18,882,547	\$59,634,463	\$404,869,842	\$0	\$478,244,853
Earnings per share	(\$0.030)	\$0.111	\$0.350	\$2.377		\$2.808

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DOMINION ENERGY, INC  
CONSOLIDATING BALANCE SHEET  
AT DECEMBER 31, 1994  
(In Thousands)

DOMINION	DOMINION	BLACK WARRIOR	DOMINION RESERVES	DOMINION	DOMINION
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ASSETS	ENERGY	RESERVES	BASIN	- UTAH	DOMCO	DESCO	DDSS	COGEN CA	COGEN NY
Current Assets									
Cash & cash equivalents	\$27	\$962	\$1,956	\$10	\$0	\$8	\$0	\$1	\$3
Accounts receivable	2,277	9,515	390	204	0	3,834	0	0	0
Interest receivable	1,268	0	0	0	0	107	0	0	1
Notes receivable	4,536	0	0	0	0	0	0	0	0
Other	885	11,755	1,631	532	0	57	0	0	0
	8,993	22,232	3,977	745	0	4,006	0	1	4
Investments									
Investment in subsidiaries	198,584	0	0	0	86,182	0	0	0	0
Investment in partnerships	104,039	3,248	0	0	0	0	150	1,451	(37)
Inter-company advances	218,731	0	4,176	0	0	0	0	41	284
Other	6,762	3,097	16,319	0	6,634	0	0	0	0
	528,117	6,345	20,495	0	92,815	0	150	1,492	247
Properties, Plant and Equipment	549	314,111	1,773	15,703	0	0	0	0	0
Less accumulated dep & amort	363	50,720	496	1,049	0	0	0	0	0
	186	263,391	1,277	14,654	0	0	0	0	0
Deferred Charges and Other Assets									
Other	5,518	3,137	0	56	16,320	0	0	0	0
Total Assets	\$542,813	\$295,105	\$25,749	\$15,455	\$109,135	\$4,006	\$150	\$1,493	\$251

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DOMINION ENERGY, INC  
CONSOLIDATING BALANCE SHEET  
AT DECEMBER 31, 1994  
(In Thousands)

ASSETS	DOMINION COGEN WV	DOMINION GENERATING	DOMINION MANAGEMENT ARGENTINA	DOM ENERGY CENTRAL AMERICA	TOTAL ELIMINATIONS	CONSOLIDATED
Current Assets						
Cash & cash equivalents	\$2	\$406	\$44	\$252	\$0	\$3,671
Accounts receivable	0	11,758	865	0	(2,213)	26,629
Interest receivable	42	0	0	0	(1,222)	198
Notes receivable	0	0	0	0	(3,211)	1,324
Other	0	4,344	0	0	0	19,204
	44	16,508	909	252	(6,646)	51,025
Investments						
Investment in subsidiaries	0	0	0	0	(198,584)	86,182
Investment in partnerships	15,153	0	0	0	0	124,004
Inter-company advances	8,394	0	0	0	(231,626)	0
Other	0	0	0	500	(3,398)	29,913
	23,547	0	0	500	(433,608)	240,099
Properties, Plant and Equipment	0	252,950	625	45,619	0	631,330
Less accumulated dep & amort	0	12,924	10	0	0	65,562
	0	240,026	615	45,619	0	565,769
Deferred Charges and Other Assets						
Other	0	22,565	0	0	0	47,595
Total Assets	\$23,591	\$279,099	\$1,525	\$46,371	(\$440,254)	\$904,488

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DOMINION ENERGY, INC  
CONSOLIDATING BALANCE SHEET

AT DECEMBER 31, 1994  
(In Thousands)

	DOMINION ENERGY	DOMINION RESERVES	BLACK WARRIOR BASIN	DOMINION RESERVES - UTAH	DOMCO	DESCO	DDSS	DOMINION COGEN CA	DOMINION COGEN NY
<b>Liabilities</b>									
<b>Current Liabilities</b>									
Accounts payable	\$978	\$4,671	\$20,819	\$0	\$0	\$123	\$0	\$0	\$0
Dividends payable	0	0	0	0	0	0	0	0	0
Short-term debt	0	0	126	0	0	0	0	0	0
Interest accrued	4,146	1,069	2	56	1,639	11	0	0	0
Taxes accrued	(2,579)	(6,801)	(2,509)	(997)	(1,062)	191	(46)	(46)	(3)
Other	2,213	0	0	0	0	519	0	0	0
	4,758	(1,060)	18,438	(940)	577	843	(46)	(46)	(3)
<b>Long-term Debt</b>									
Inter-company borrowings	68,276	204,865	0	10,865	(421)	2,162	1,260	0	0
Other	144,500	0	252	0	71,285	0	0	0	0
	212,776	204,865	252	10,865	70,864	2,162	1,260	0	0
<b>Deferred Credits &amp; Other Liab</b>									
Deferred income taxes	61,156	42,915	(6,969)	1,846	1,062	(92)	(127)	1,028	277
Other	309	4,105	8,224	0	0	215	0	0	0
	61,464	47,020	1,255	1,846	1,062	123	(127)	1,028	277
<b>Total Liabilities</b>	<b>278,998</b>	<b>250,824</b>	<b>19,945</b>	<b>11,770</b>	<b>72,503</b>	<b>3,128</b>	<b>1,087</b>	<b>981</b>	<b>274</b>
<b>Common Stockholders Equity</b>									
Common stock	208	0	0	0	35,000	1	10	1	1
Other paid-in capital	200,805	10,961	0	3,500	1,723	0	0	0	46
Valuation allowance	(335)	0	(335)	0	0	0	0	0	0
Retained earnings	63,137	33,320	6,140	185	(91)	876	(947)	511	(70)
	263,815	44,281	5,804	3,685	36,632	877	(937)	512	(23)
<b>Total Liab &amp; Stockholder's Equity</b>	<b>\$542,813</b>	<b>\$295,105</b>	<b>\$25,749</b>	<b>\$15,455</b>	<b>\$109,135</b>	<b>\$4,006</b>	<b>\$150</b>	<b>\$1,493</b>	<b>\$251</b>

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DOMINION ENERGY, INC  
CONSOLIDATING BALANCE SHEET  
AT DECEMBER 31, 1994  
(In Thousands)

	DOMINION COGEN WV	DOMINION GENERATING	DOMINION MANAGEMENT ARGENTINA	DOM ENERGY CENTRAL AMERICA	TOTAL ELIMINATION	CONSOLIDATED
<b>Liabilities</b>						
<b>Current Liabilities</b>						
Accounts payable	\$0	\$9,828	\$2,046	\$427	(\$2,213)	\$36,678
Dividends payable	0	0	0	0	0	0
Short-term debt	0	81,198	0	3,211	(3,211)	81,324
Interest accrued	0	950	0	0	(1,255)	6,618
Taxes accrued	(471)	(346)	(232)	0	0	(14,902)
Other	2	368	35	0	0	3,137
	(469)	91,998	1,849	3,639	(6,680)	112,855
<b>Long-term Debt</b>						
Inter-company borrowings	0	0	0	0	(231,626)	55,381
Other	0	6,292	0	28,750	(6,292)	244,787
	0	6,292	0	28,750	(237,919)	300,168
<b>Deferred Credits &amp; Other Liab</b>						
Deferred income taxes	5,705	1,501	0	0	0	108,301
Other	0	102,895	0	675	2,928	119,350
	5,705	104,396	0	675	2,928	227,651
<b>Total Liabilities</b>	<b>5,236</b>	<b>202,686</b>	<b>1,849</b>	<b>33,064</b>	<b>(241,670)</b>	<b>640,674</b>
<b>Common Stockholders Equity</b>						
Common stock	1	12	12	5	(35,043)	208
Other paid-in capital	21,997	70,604	0	13,225	(122,056)	200,805
Valuation allowance	0	0	0	0	335	(335)
Retained earnings	(3,642)	5,797	(336)	78	(41,820)	63,137
	18,355	76,413	(324)	13,308	(198,584)	263,815
<b>Total Liab &amp; Stockholder's Equity</b>	<b>\$23,591</b>	<b>\$279,099</b>	<b>\$1,525</b>	<b>\$46,371</b>	<b>(\$440,254)</b>	<b>\$904,488</b>

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DOMINION ENERGY, INC  
CONSOLIDATING INCOME STATEMENT  
YEAR-TO-DATE DECEMBER 31, 1994

	DOMINION ENERGY	DOMINION RESERVES	BLACK WARRIOR BASIN	DOMINION RESERVES - UTAH	DOMINION COGEN	DESCO	DDSS	DOMINION COGEN CA	DOMINION COGEN NY
Revenues:									
Oil and gas revenues	\$0	\$46,394,099	\$27,310,333	\$1,621,075	\$0	\$0	\$0	\$0	\$0
Energy revenues	0	0	0	0	0	0	0	0	0
Income from partnerships	9,665,428	626,710	0	0	0	0	(231,537)	127,044	42,006
Interest income	11,177,632	74,437	22,670	0	1,091	143,107	171	287	10,653
Other income	162,393	3,667,411	48,511,165	0	0	3,334,637	0	0	0
Equity earnings	60,202,803	0	0	0	5,218,104	0	0	0	0
	81,208,256	50,762,657	75,844,168	1,621,075	5,219,195	3,477,744	(231,366)	127,331	52,659
Expenses:									
Operating expenses	0	19,685,980	13,038,559	703,231	0	0	0	0	0
Contractual services	(435,976)	1,470,000	0	0	0	0	0	0	0
Administrative and general	8,050,082	394,206	15,295	7,507	0	2,885,919	0	65	59
Depreciation and amortization	316,712	22,949,276	14,114,159	889,295	32,808	0	0	0	0
Interest charges	13,224,013	8,521,332	985,389	319,087	4,208,989	68,551	55,842	5,701	0
Other taxes	875,020	2,517,825	5,977,298	68,643	(3,932)	197,211	(366)	(135)	180
Minority interest	0	20,453	0	0	0	0	0	0	0
	22,029,851	55,559,072	34,130,700	1,987,763	4,237,865	3,151,681	55,476	5,631	239
Income before provision for income taxes	59,178,405	(4,796,415)	41,713,468	(366,688)	981,330	326,063	(286,842)	121,700	52,420
Provision for income taxes	(456,057)	(19,082,400)	60,478	(501,379)	(1,032,110)	114,208	(100,396)	42,595	18,346
Net income (loss)	\$59,634,462	\$14,285,985	\$41,652,990	\$134,691	\$2,013,440	\$211,855	(\$186,446)	\$79,105	\$34,074

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DOMINION ENERGY, INC  
CONSOLIDATING INCOME STATEMENT  
YEAR-TO-DATE DECEMBER 31, 1994

	DOMINION COGEN WV	DOMINION GENERATING	DOMINION MANAGEMENT ARGENTINA	DOMINION ENERGY CENTRAL AMERICA	DOMINION ELIMINATIONS DEBIT	CREDIT	CONSOLIDATED
Revenues:							
Oil and gas revenues	\$0	\$0	\$0	\$0			\$75,325,507
Energy revenues	0	61,689,426	0	0			61,689,426
Income from partnerships	(2,453,113)	0	0	0			7,776,538
Interest income	304,315	0	0	60,984	\$11,105,558		689,789
Other income	0	2,905,736	1,360,752	0			59,942,094
Equity earnings	0	0	0	0	60,202,803		5,218,104
	(2,148,798)	64,595,162	1,360,752	60,984	71,308,361	0	210,641,458
Expenses:							
Operating expenses	0	19,193,595	0	0			52,621,365
Contractual services	0	898,340	1,729,879	0			3,662,243
Administrative and general	3,627	5,227,413	786,957	60			17,371,190
Depreciation and amortization	74,400	9,324,817	9,755	0			47,711,222
Interest charges	0	8,306,913	(14,430)	0		11,367,301	24,314,086
Other taxes	(14,906)	6,162,499	40,496	0	1,157,290		16,977,123
Minority interest	0	9,778,315	0	176	261,743		10,060,686
	63,121	58,891,892	2,552,657	236	1,419,033	11,367,301	172,717,915
Income before provision for income taxes	(2,211,919)	5,703,270	(1,191,905)	60,748	69,889,328	(11,367,301)	37,923,543
Provision for income taxes	(774,205)	1,518,365	(361,075)	0		1,157,290	(21,710,920)
Net income (loss)	(\$1,437,714)	\$4,184,906	(\$830,830)	\$60,748	\$69,889,328	(\$12,524,591)	\$59,634,463

/TABLE



<TABLE>

DOMINION CAPITAL INC., CONSOLIDATING BALANCE SHEET, DECEMBER 31, 1994 (thousands)

ASSETS	DOMINION CAPITAL	RINCON SECURITIES	DFI	VIDALIA AUDIT	LA. HYDRO	BRI	PROJECT AMERICA	AUFSC	VA FIN VENT	GSH	DLI	TOTAL
Current												
Cash	\$265	\$217		\$5	\$0	\$5	\$322	(\$35)	\$5,000	\$1,323	\$3,004	\$10,106
Temporary investments												0
Cash and equivalents	265	217	0	5	0	5	322	(35)	5,000	1,323	3,004	10,106
Accounts receivable	97	0		301			0	474		4,883	4,087	9,842
Dividends receivable	656	2,244				145		0				3,045
Interest receivable	1,455	236			4,399	94						6,184
Income tax benefit receivable											0	0
Short-term investments	34,828											34,828
Other	1,043	234		7			3	5			3,429	4,721
	38,344	2,931	0	313	4,399	244	325	444	5,000	6,206	10,520	68,726
Investments												
Investment in subsidiaries	141,394										11,230	152,624
Note receivable	8,150					5,238					1,700	15,088
Marketable securities	56,334	183,181				21,958		2,264				263,737
Intercompany advances	4,997	44,390	142,500	0		20,567						212,454
Vidalia Partnership	61,410											61,410
Investment in real estate	22,779								1,970		82,777	107,526
Other	83,479	15,169			62,057				77			160,782
	378,543	242,740	142,500	0	62,057	47,763	0	2,264	0	2,047	95,707	973,621
Property, Plant and Equipment	100	0		24			27	161			16,415	16,727
Less accumulated depreciation and amortization	48	0		12			7	66			2,022	2,155
	52	0	0	12	0	0	20	95	0	0	14,393	14,572
Deferred Charges & Other Assets	809	7,510			2,256	667		175		21,815	30,568	63,800
	809	7,510			2,256	667		175		21,815	30,568	63,800
TOTAL ASSETS	\$417,748	\$253,181	\$142,500	\$325	\$68,712	\$48,674	\$345	\$2,978	\$5,000	\$30,068	\$151,188	\$1,120,719

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DOMINION CAPITAL INC.  
CONSOLIDATING BALANCE SHEET, DECEMBER 31, 1994 (thousands)

ASSETS	INTERCO. DR	ELIMS. CR	CONSOLI- DATED
Current			
Cash			\$10,106
Temporary investments			0
Cash and equivalents	0	0	10,106
Accounts receivable		1,502	8,340
Dividends receivable		289	2,756
Interest receivable		309	5,875
Income tax benefit receivable	10,863		10,863
Short-term investments			34,828
Other			4,721
	10,863	2,100	77,489
Investments			
Investment in subsidiaries	534	141,928	11,230
Note receivable		0	15,088

Marketable securities	0		263,737
Intercompany advances	212,454		0
Vidalia Partnership			61,410
Investment in real estate			107,526
Other	0		160,782
	534	354,382	619,773
Property, Plant and Equipment			16,727
Less accumulated depreciation and amortization			2,155
	0	0	14,572
Deferred Charges & Other Assets	3,515		67,315
	3,515		67,315
<b>TOTAL ASSETS</b>	<b>\$14,912</b>	<b>\$356,482</b>	<b>\$779,149</b>

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DOMINION CAPITAL INC., CONSOLIDATING BALANCE SHEET, DECEMBER 31, 1994 (thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY	DOMINION CAPITAL	RINCON SECURITIES	DFI	VIDALIA AUDIT	LA HYDRO	BRI	PROJECT AMERICA	AUFSC	VA FIN VEN	GSH	DLI	TOTAL
<b>Current</b>												
Securities due within one year	\$3,112	\$0	\$0						\$1,236	\$61,756		\$66,104
Short term debt		658										658
Accounts payable	3,635	25		13		0	11	112		158	3,483	7,437
Dividends payable	0	0								0	289	289
Accrued interest	2,549	429		3	886					30	421	4,318
Accrued taxes	(9,352)	(260)		18	5	(639)	(38)	(95)		(1,201)	699	(10,863)
Other	3,217	139		87	0	0	53	75		6	510	4,087
	3,161	991	0	121	891	(639)	26	92	0	229	67,158	72,030
<b>Long-Term Debt</b>												
Inter-company borrowings	299,259	0		497	1,638					2,863	52,576	356,833
Other	6,132	191,955	142,500		43,253	0				9,717		393,557
	305,391	191,955	142,500	497	44,891	0	0	0	0	12,580	52,576	750,390
<b>Deferred Credits and Other Liabilities</b>												
Deferred income taxes	13,992	284		(8)	21,822	(860)	(10)	34		(1,778)	3,321	36,797
Investment tax credits												0
Other	4,317					0				8,365	19,774	32,456
	18,309	284	0	(8)	21,822	(860)	(10)	34	0	6,587	23,095	69,253
<b>Preferred stock subject to mandatory redemption</b>						372						372
<b>Stockholder's Equity</b>												
Common stock	8	1,000			1	1	763	3,712		11,297	10	16,792
Other paid-in capital	79,389	16,168				38,226			5,000		18,089	156,872
Allowance on marketable securities	(46,478)	(36,411)				(1,624)						(84,513)
Retained earnings	57,968	79,194		(285)	1,107	13,198	(434)	(860)		(625)	(9,740)	139,523
	90,887	59,951	0	(285)	1,108	49,801	329	2,852	5,000	10,672	8,359	228,674
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$417,748</b>	<b>\$253,181</b>	<b>\$142,500</b>	<b>\$325</b>	<b>\$68,712</b>	<b>\$48,674</b>	<b>\$345</b>	<b>\$2,978</b>	<b>\$5,000</b>	<b>\$30,068</b>	<b>\$151,188</b>	<b>\$1,120,719</b>

/TABLE

Exhibit A page 13 of 15

DOMINION CAPITAL INC.,

CONSOLIDATING BALANCE SHEET, DECEMBER 31, 1994 (thousands)

	INTERCO. ELIMS.	CONSOLI-	
	DR	CR	DATED
	-----	-----	-----
<b>Current</b>			
Securities due within one year			\$66,104
Short term debt			658
Accounts payable	\$1,502		5,935
Dividends payable	289		0
Accrued interest	309		4,009
Accrued taxes		\$10,863	0
Other			4,087
	-----	-----	-----
	2,100	10,863	80,793
	-----	-----	-----
<b>Long-Term Debt</b>			
Inter-company borrowings	212,454		144,379
Other			393,557
	-----	-----	-----
	212,454	0	537,936
	-----	-----	-----
<b>Deferred Credits and Other Liabilities</b>			
Deferred income taxes			36,797
Investment tax credits			0
Other	0		32,456
	-----	-----	-----
	0	0	69,253
	-----	-----	-----
<b>Preferred stock subject to mandatory redemption</b>			
		0	372
	-----	-----	-----
<b>Stockholder's Equity</b>			
Common stock	16,784		8
Other paid-in capital	77,483		79,389
Allowance on marketable securities	0	38,035	(46,478)
Retained earnings	97,015	15,368	57,876
	-----	-----	-----
	191,282	53,403	90,795
	-----	-----	-----
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$405,836</b>	<b>\$64,266</b>	<b>\$779,149</b>
	=====	=====	=====

<TABLE>

Exhibit A

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DOMINION CAPITAL, INC. CONSOLIDATING INCOME STATEMENT YEAR-TO-DATE DECEMBER 31, 1994

	DOMINION CAPITAL	RINCON	VIDALIA AUDIT	LA. HYDRO	BLUE RIDGE	AUFSC	PROJECT AMERICA	GSH
	-----	-----	-----	-----	-----	-----	-----	-----
<b>OPERATING REVENUES AND INCOME</b>								
Interest income	\$4,076,863	\$1,916,688		\$6,814,282	\$739,817	233	0	
Dividend income	1,158,370	17,085,229			1,055,688	84,714	71	
Gains and losses	9,481,203	600,455			126,347		0	
Partnership income	6,983,600	0			0		0	
Other income	(1,512,538)	2,495	243,180		1,093,462	1,174,765	328,621	14,777,936
Dominion Lands revenues								
Equity earnings	20,225,341							
	-----	-----	-----	-----	-----	-----	-----	-----
	40,412,839	19,604,867	243,180	6,814,282	3,015,314	1,259,712	328,692	14,777,936
<b>EXPENSES</b>								
Contractual services	1,760,101	45,139	(164,521)	0	0	177,665	0	0
Administrative and general	4,229,586	563,623	450,975	50	2,130,412	996,440	348,712	12,995,410
Depreciation and amortization	1,511,791	322,995	3,816	59,496	287,197	159,338	5,284	334,795
Interest charges	15,378,714	13,348,939	19,987	5,406,102	2,230,784	0	0	926,700
Other taxes	630,114	10,858	13,748	102,927	1,227	17,992	11,913	0
Dominion Lands operating expenses								
	-----	-----	-----	-----	-----	-----	-----	-----
	23,510,306	14,291,554	324,005	5,568,575	4,649,620	1,351,435	365,909	14,256,905
	-----	-----	-----	-----	-----	-----	-----	-----
<b>INCOME BEFORE PROVISION FOR</b>								

INCOME TAXES	16,902,533	5,313,313	(80,825)	1,245,707	(1,634,306)	(91,723)	(37,217)	521,031
PROVISION FOR INCOME TAXES	(6,075,846)	(2,360,554)	(28,602)	435,997	(11,995,059)	(54,721)	(12,453)	(973,969)
NET INCOME (LOSS)	\$22,978,379	\$7,673,867	(\$52,223)	\$809,710	\$10,360,753	(\$37,002)	(\$24,764)	\$1,495,000

/TABLE

<TABLE>

Exhibit A

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DOMINION CAPITAL, INC. CONSOLIDATING INCOME STATEMENT YEAR-TO-DATE DECEMBER 31, 1994

	ELIMINATIONS				
	DR	CR	SUBTOTAL	DLI	CONSOLI-DATED
	-----	-----	-----	-----	-----
OPERATING REVENUES AND INCOME					
Interest income	\$2,918,236		\$10,629,647		\$10,629,647
Dividend income			19,384,072		19,384,072
Gains and losses			10,208,005		10,208,005
Partnership income			6,983,600		6,983,600
Other income		0	16,107,921		16,107,921
Dominion Lands revenues			0	35,879,037	35,879,037
Equity earnings	20,225,341		0		0
	23,143,577	0	63,313,245	35,879,037	99,192,282
EXPENSES					
Contractual services			1,818,384		1,818,384
Administrative and general	88,575		21,803,783		21,803,783
Depreciation and amortization			2,684,712	75,423	2,760,135
Interest charges		2,918,236	34,392,990	2,377,648	36,770,638
Other taxes			788,779	373,879	1,162,658
Dominion Lands operating expenses				38,956,366	38,956,366
	88,575	2,918,236	61,488,648	41,783,316	103,271,964
INCOME BEFORE PROVISION FOR INCOME TAXES	23,232,152	2,918,236	1,824,597	(5,904,279)	(4,079,682)
PROVISION FOR INCOME TAXES		(165,575)	(20,899,632)	(2,062,596)	(22,962,228)
NET INCOME (LOSS)	\$23,232,152	\$2,752,661	\$22,724,229	(\$3,841,683)	\$18,882,546

/TABLE

#### EXHIBIT B. Financial Data Schedule

If, at the time a report on this form is filed, the registrant is required to submit this report and any amendments thereto electronically via EDGAR, the registrant shall furnish a Financial Data Schedule. The Schedule shall set forth the financial and other data specified below that are applicable to the registrant on a consolidated basis. See Exhibit 27 filed herewith.

Item No.	Caption Heading
1	Total Assets
2	Total Operating Revenues
3	Net Income

#### EXHIBIT C

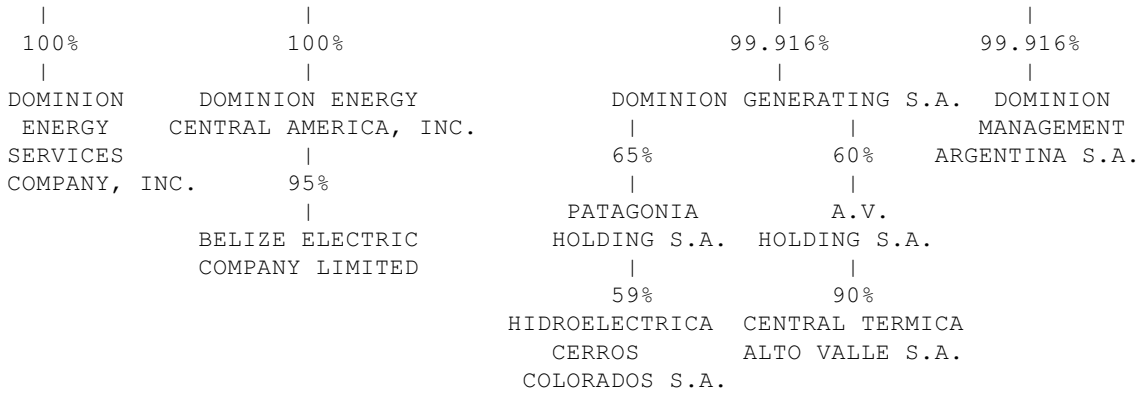
An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

#### ORGANIZATIONAL CHART

DOMINION RESOURCES, INC.

|  
|  
(100%)  
|

DOMINION ENERGY, INC.



<TABLE>

<ARTICLE> OPUR3  
<MULTIPLIER> 1,000,000

<PERIOD-TYPE>	12-MOS	
<FISCAL-YEAR-END>		DEC-31-1994
<PERIOD-END>		DEC-31-1994
<BOOK-VALUE>		PER-BOOK
<TOTAL-ASSETS>		13,562
<TOTAL-OPERATING-REVENUES>		3,453
<NET-INCOME>		478