



Dominion[®]

**1st Quarter 2014
Earnings Release Kit**

April 30, 2014

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Important Notes to Investors

This 1Q14 Earnings Release Kit contains certain forward-looking statements, including our forecasted operating earnings for the second-quarter and full-year 2014 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 an MLP 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 our MLP 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, 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 1Q14 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 1Q14 Earnings Release Kit and its individual components reflect the financial position and operating results of Dominion and its primary operating segments through March 31, 2014. 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 1Q14 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 1Q14 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

April 30, 2014

DOMINION ANNOUNCES FIRST-QUARTER 2014 EARNINGS

- *First-quarter 2014 operating earnings of \$1.04 per share compared to guidance of 85 cents to \$1.00 per share*
- *First-quarter 2014 GAAP earnings of 65 cents per share*
- *Company affirms 2014 operating earnings guidance of \$3.35 to \$3.65 per share*

RICHMOND, Va. – Dominion (NYSE: D) today announced unaudited reported earnings determined in accordance with Generally Accepted Accounting Principles (GAAP) for the three months ended March 31, 2014, of \$379 million (\$0.65 per share), compared with earnings of \$495 million (\$0.86 per share) for the same period in 2013.

Operating earnings for the three months ended March 31, 2014, amounted to \$607 million (\$1.04 per share), compared to operating earnings of \$476 million (\$0.83 per share) for the same period in 2013. Operating earnings are defined as reported (GAAP) earnings adjusted for certain items.

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 charges related to the repositioning of our Producer Services business and the write-off of goodwill at our unregulated retail operations.

Business segment results and detailed descriptions of items included in 2014 and 2013 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 first-quarter results came in above our guidance range of \$0.85 to \$1.00 per share. While favorable weather in our electric service territory was a benefit of about 5 cents per share, we are pleased that other factors, including improved merchant generation margins, higher ancillary service revenues and lower operating expenses, produced results that were above expectations.

“During the quarter we also continued to move forward with our infrastructure growth plan. We received a Notice of Schedule from FERC for our Cove Point Liquefaction project and, pending receipt of regulatory approvals and permits, expect to commence construction later this year. We also commenced a non-binding open season for the Dominion Southeast Reliability Project, a new pipeline extending from the Marcellus and Utica Shale production regions to markets in Virginia and North Carolina.

“Construction of the Warren County Power Station and Brunswick County Power Station continues on time and on budget, and we announced the acquisition of six solar projects, totaling 139 megawatts, during the quarter.”

FIRST-QUARTER 2014 OPERATING EARNINGS COMPARED TO 2013

The increase in first-quarter 2014 operating earnings per share as compared to first-quarter 2013 operating earnings per share is primarily attributable to favorable weather in our electric service territory, improved generation margins and a lower effective tax rate.

Details of first-quarter 2014 operating earnings as compared to 2013 can be found on Schedule 4 of this release.

SECOND-QUARTER 2014 OPERATING EARNINGS GUIDANCE

Dominion expects second-quarter 2014 operating earnings in the range of 55 cents to 65 cents per share, compared to second-quarter 2013 operating earnings of 62 cents per share. Positive factors for the second-quarter of 2014 compared to the same period of the prior year include an expected return to normal weather in our electric service territory, higher weather-normalized kilowatt sales and higher revenues related to our electric transmission growth projects. Negative factors for the quarter include higher interest expense, the absence of contributions from unregulated electric retail operations and higher operating expenses. GAAP earnings for the second quarter of 2013 were 35 cents per share. A reconciliation between operating and GAAP earnings for the second quarter of 2013 can be found on Schedule 3 of this release.

In providing its second-quarter and full-year 2014 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. However, Dominion anticipates a pre-tax charge associated with legislation signed into law by Virginia’s governor that permits Virginia Power to recover 70 percent of the \$570 million previously deferred or capitalized costs related to the development of a third nuclear unit located at North Anna through Dec. 31, 2013 from Virginia jurisdictional and certain non-jurisdictional ratepayers as part of the 2013 and 2014 base rates.

CONFERENCE CALL TODAY

Dominion will host its first-quarter earnings conference call at 10 a.m. ET on Wednesday, April 30. Dominion management will discuss its first-quarter financial results and other matters of interest to the financial community.

Domestic callers should dial **(866) 710-0179**. 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 the Earnings Release Kit 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 April 30 and lasting until 11 p.m. ET May 7. Domestic callers may access the recording by dialing **(877) 919-4059**. International callers should dial **(334) 323-0140**. The PIN for the replay is **69784861**.

Additionally, a replay of the webcast will be available on the company's investor information page by the end of the day April 30.

Dominion is one of the nation's largest producers and transporters of energy, with a portfolio of approximately 23,600 megawatts of generation, 10,900 miles of natural gas transmission, gathering and storage pipeline, and 6,400 miles of electric transmission lines. Dominion operates one of the nation's largest natural gas storage systems with 947 billion cubic feet of storage capacity and serves utility and retail energy customers in 10 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 March 31,		
	<u>2014</u>	<u>2013</u>	<u>Change</u>
Earnings:			
Dominion Virginia Power*	\$ 131	\$ 116	\$ 15
Dominion Energy	208	179	29
Dominion Generation*	309	254	55
Corporate and Other	(41)	(73)	32
OPERATING EARNINGS	\$ 607	\$ 476	\$ 131
Items excluded from operating earnings ^{2, 3}	(228)	19	(247)
REPORTED EARNINGS¹	\$ 379	\$ 495	\$ (116)
Common Shares Outstanding (average, diluted)	582.9	577.5	
Earnings Per Share (EPS):			
Dominion Virginia Power*	\$ 0.22	\$ 0.20	\$ 0.02
Dominion Energy	0.36	0.31	0.05
Dominion Generation*	0.53	0.44	0.09
Corporate and Other	(0.07)	(0.12)	0.05
OPERATING EARNINGS	\$ 1.04	\$ 0.83	\$ 0.21
Items excluded from operating earnings ²	(0.39)	0.03	(0.42)
REPORTED EARNINGS¹	\$ 0.65	\$ 0.86	\$ (0.21)

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" on Dominion's website at www.dom.com/investors.

3) Pre-tax amounts for the current period and the prior period are (\$352) million and \$31 million, respectively.

* Amounts for 2013 have been recast to reflect unregulated retail energy marketing operations in Dominion Generation.

Schedule 2 - Reconciliation of 2014 Operating Earnings to Reported Earnings**2014 Earnings (Three months ended March 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:

- \$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.
- \$31 million goodwill write-off associated with the company exiting the unregulated electric retail energy marketing business.
- \$4 million net charge related to other items.

<i>(millions, except per share amounts)</i>	1Q14	2Q14	3Q14	4Q14	YTD 2014
Operating earnings	\$607				\$607
Items excluded from operating earnings (after-tax):					
Producer Services repositioning	(193)				(193)
Goodwill write-off at unregulated electric retail	(31)				(31)
Other items	(4)				(4)
Total items excluded from operating earnings (after-tax) ¹	(228)				(228)
Reported net income	\$379				\$379
Common shares outstanding (average, diluted)	582.9				582.9
Operating earnings per share	\$1.04				\$1.04
Items excluded from operating earnings (after-tax)	(0.39)				(0.39)
Reported earnings per share	\$0.65				\$0.65

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
Producer Services repositioning	(319)				(319)
Goodwill write-off at unregulated electric retail	(31)				(31)
Other items	(2)				(2)
Total items excluded from operating earnings	(\$352)	\$0	\$0	\$0	(\$352)

Schedule 3 - Reconciliation of 2013 Operating Earnings to Reported Earnings**2013 Earnings (Twelve months ended December 31, 2013)**

The net effects of the following items, all shown on an after-tax basis, are included in 2013 reported earnings, but are excluded from operating earnings:

- \$92 million net loss from discontinued operations of two merchant power stations (Brayton Point & Kincaid) which were sold in third quarter 2013.
- \$109 million net charge related to an impairment of certain natural gas infrastructure assets and the repositioning of Producer Services.
- \$28 million charge in connection with the Virginia Commission's final ruling associated with its biennial review of Virginia Power's base rates for 2011-2012 test years.
- \$17 million charge associated with our operating expense reduction initiative, primarily reflecting severance pay and other employee-related costs.
- \$39 million net gain related to our investments in nuclear decommissioning trust funds.
- \$30 million benefit due to a downward revision in the nuclear decommissioning asset retirement obligations (ARO) for certain merchant nuclear units that are no longer in service.
- \$7 million net expense related to other items.

<i>(millions, except per share amounts)</i>	1Q13	2Q13	3Q13	4Q13	YTD 2013 ²
Operating earnings	\$476	\$355	\$583	\$467	\$1,881
Items excluded from operating earnings (after-tax):					
Discontinued operations - Brayton Point & Kincaid	1	(70)	(23)		(92)
Gas infrastructure & repositioning		(57)	(17)	(35)	(109)
Impact of Virginia Power biennial review order				(28)	(28)
O&M expense reduction initiative		(17)			(17)
Net gain in nuclear decommissioning trust funds	20	1	9	9	39
ARO revision				30	30
Other items	(2)	(10)	17	(12)	(7)
Total items excluded from operating earnings (after-tax) ¹	19	(153)	(14)	(36)	(184)
Reported net income	\$495	\$202	\$569	\$431	\$1,697
Common shares outstanding (average, diluted)	577.5	578.9	580.1	581.3	579.5
Operating earnings per share	\$0.83	\$0.62	\$1.00	\$0.80	\$3.25
Items excluded from operating earnings (after-tax)	0.03	(0.27)	(0.02)	(0.06)	(0.32)
Reported earnings per share	\$0.86	\$0.35	\$0.98	\$0.74	\$2.93

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

Items excluded from operating earnings:	1Q13	2Q13	3Q13	4Q13	YTD 2013
Discontinued operations - Brayton Point & Kincaid	1	(119)	(17)		(135)
Gas infrastructure & repositioning		(107)	(23)	(52)	(182)
Impact of Virginia Power biennial review order				(40)	(40)
O&M expense reduction initiative		(28)			(28)
Net gain in nuclear decommissioning trust funds	34	1	15	15	65
ARO revision				47	47
Other items	(4)	(10)	29	(26)	(11)
Total items excluded from operating earnings	\$31	(\$263)	\$4	(\$56)	(\$284)

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

Schedule 4 - Reconciliation of 1Q14 Earnings to 1Q13

Preliminary, unaudited (millions, except EPS)	Three Months Ended March 31, 2014 vs. 2013 Increase / (Decrease)	
<u>Reconciling Items</u>	<u>Amount</u>	<u>EPS</u>
<i>Dominion Virginia Power</i>		
Regulated electric sales:		
Weather	\$13	\$0.02
Other	(4)	(0.01)
FERC Transmission equity return	2	0.00
Storm damage and service restoration	5	0.01
Other	(1)	0.00
Change in contribution to operating earnings	\$15	\$0.02
<i>Dominion Energy</i>		
Gas Distribution weather	\$4	\$0.01
Gas Transmission margin	(1)	0.00
Blue Racer Midstream JV	22	0.04
Other	4	0.00
Change in contribution to operating earnings	\$29	\$0.05
<i>Dominion Generation</i>		
Regulated electric sales:		
Weather	\$26	\$0.04
Other	(6)	(0.01)
Merchant generation margin	51	0.09
Retail electric energy marketing 2013 earnings	(7)	(0.01)
Utility ancillary services	21	0.03
Outage costs	(11)	(0.02)
Other	(19)	(0.03)
Change in contribution to operating earnings	\$55	\$0.09
<i>Corporate and Other</i>		
Change in contribution to operating earnings	\$32	\$0.05
Change in consolidated operating earnings	\$131	\$0.21
Change in items excluded from operating earnings ¹	(\$247)	(\$0.42)
Change in reported earnings (GAAP)	(\$116)	(\$0.21)

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)

	Three Months Ended	
	March 31,	
	2014	2013
(millions, except per share amounts)		
Operating Revenue	\$ 3,630	\$ 3,523
Operating Expenses		
Electric fuel and other energy-related purchases	1,334	951
Purchased electric capacity	88	88
Purchased gas	540	467
Other operations and maintenance	425	623
Depreciation, depletion and amortization	308	297
Other taxes	167	167
Total operating expenses	2,862	2,593
Income from operations	768	930
Other income	40	87
Interest and related charges	237	228
Income from continuing operations including noncontrolling interests before income tax expense	571	789
Income tax expense	186	288
Income from continuing operations including noncontrolling interests	385	501
Income from discontinued operations	—	1
Net Income Including Noncontrolling Interests	385	502
Noncontrolling Interests	6	7
Net Income Attributable to Dominion	\$ 379	\$ 495
Amounts Attributable to Dominion:		
Income from continuing operations, net of tax	\$ 379	\$ 494
Income from discontinued operations, net of tax	—	1
Net income attributable to Dominion	\$ 379	\$ 495
Earnings Per Common Share-Basic		
Income from continuing operations	\$ 0.65	\$ 0.86
Income from discontinued operations	—	—
Net income attributable to Dominion	\$ 0.65	\$ 0.86
Earnings Per Common Share-Diluted		
Income from continuing operations	\$ 0.65	\$ 0.86
Income from discontinued operations	—	—
Net income attributable to Dominion	\$ 0.65	\$ 0.86
Dividends declared per common share	\$ 0.6000	\$ 0.5625

*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)

	March 31, 2014	December 31, 2013 ¹
(millions)		
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 228	\$ 316
Customer receivables (less allowance for doubtful accounts of \$23 and \$25)	1,805	1,695
Other receivables (less allowance for doubtful accounts of \$4 at both dates)	167	141
Inventories	1,013	1,176
Derivative assets	472	687
Prepayments	216	192
Other	1,577	1,733
Total current assets	5,478	5,940
Investments		
Nuclear decommissioning trust funds	3,969	3,903
Investment in equity method affiliates	1,073	916
Other	275	283
Total investments	5,317	5,102
Property, Plant and Equipment		
Property, plant and equipment	47,723	46,969
Accumulated depreciation, depletion and amortization	(14,596)	(14,341)
Total property, plant and equipment, net	33,127	32,628
Deferred Charges and Other Assets		
Goodwill	3,046	3,086
Regulatory assets	1,491	1,228
Other	2,127	2,112
Total deferred charges and other assets	6,664	6,426
Total assets	\$ 50,586	\$ 50,096

¹⁾ Dominion's Consolidated Balance Sheet at December 31, 2013 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)

	March 31, 2014	December 31, 2013 ¹
(millions)		
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Securities due within one year	\$ 916	\$ 1,519
Short-term debt	1,972	1,927
Accounts payable	1,143	1,168
Derivative liabilities	802	828
Other	1,518	1,552
Total current liabilities	6,351	6,994
Long-Term Debt		
Long-term debt	18,004	16,877
Junior subordinated notes	1,373	1,373
Remarketable subordinated notes	1,081	1,080
Total long-term debt	20,458	19,330
Deferred Credits and Other Liabilities		
Deferred income taxes and investment tax credits	7,293	7,114
Asset retirement obligations	1,495	1,484
Regulatory liabilities	1,947	2,001
Other	1,209	1,274
Total deferred credits and other liabilities	11,944	11,873
Total liabilities	38,753	38,197
Commitments and Contingencies		
Subsidiary Preferred Stock Not Subject to Mandatory Redemption	134	257
Common Shareholders' Equity		
Common stock – no par ²	5,785	5,783
Retained earnings	6,213	6,183
Accumulated other comprehensive loss	(299)	(324)
Total common shareholders' equity	11,699	11,642
Total liabilities and shareholders' equity	\$ 50,586	\$ 50,096

¹⁾ Dominion's Consolidated Balance Sheet at December 31, 2013 has been derived from the audited Consolidated Financial Statements at that date.

²⁾ 1 billion shares authorized; 582 million shares and 581 million shares outstanding at March 31, 2014 and December 31, 2013, 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)

Three Months Ended March 31,	2014	2013
(millions)		
Operating Activities		
Net income including noncontrolling interests	\$ 385	\$ 502
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities:		
Depreciation, depletion and amortization (including nuclear fuel)	378	366
Deferred income taxes and investment tax credits	232	266
Gains on the sale of assets	(159)	(25)
Other adjustments	(34)	(32)
Changes in:		
Accounts receivable	(183)	(124)
Inventories	163	133
Deferred fuel and purchased gas costs, net	(304)	16
Accounts payable	53	(135)
Margin deposit assets and liabilities	105	(65)
Other operating assets and liabilities	117	150
Net cash provided by operating activities	753	1,052
Investing Activities		
Plant construction and other property additions (including nuclear fuel)	(1,120)	(904)
Acquisition of solar development projects	(47)	—
Proceeds from sales of securities	442	554
Purchases of securities	(441)	(574)
Proceeds from the sale of assets to Blue Racer	84	47
Proceeds from the sale of electric retail energy marketing business	187	—
Other	(24)	15
Net cash used in investing activities	(919)	(862)
Financing Activities		
Issuance (repayment) of short-term debt, net	45	(409)
Issuance of long-term debt	1,150	1,250
Repayment of long-term debt	(608)	(712)
Repayment of affiliated notes payable	—	(258)
Subsidiary preferred stock redemption	(125)	—
Issuance of common stock	—	73
Common dividend payments	(349)	(324)
Subsidiary preferred dividend payments	(4)	(4)
Other	(31)	(19)
Net cash provided by (used in) financing activities	78	(403)
Decrease in cash and cash equivalents	(88)	(213)
Cash and cash equivalents at beginning of period	316	248
Cash and cash equivalents at end of period	\$ 228	\$ 35
Supplemental Cash Flow Information		
Significant noncash investing activities:		
Accrued capital expenditures	\$ 261	\$ 200

*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.

Segment Operating Earnings Results

Dominion Consolidated²

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

	Three Months Ended	
	2014	March 31, 2013
Operating Revenue	<u>\$ 3,631</u>	<u>\$ 3,475</u>
Operating Expenses		
Electric fuel and other energy-related purchases	898	950
Purchased electric capacity	88	88
Purchased gas	533	467
Other operations and maintenance	512	569
Depreciation, depletion and amortization	307	297
Other taxes	160	163
Total operating expenses	<u>2,498</u>	<u>2,534</u>
Income from operations	<u>1,133</u>	<u>941</u>
Other income	<u>26</u>	<u>44</u>
Income including noncontrolling interests before interest and income taxes	1,159	985
Interest and related charges	<u>236</u>	<u>226</u>
Income including noncontrolling interests before income taxes	923	759
Income taxes	<u>310</u>	<u>276</u>
Income including noncontrolling interests	613	483
Noncontrolling interests	<u>6</u>	<u>7</u>
Operating Earnings	<u>\$ 607</u>	<u>\$ 476</u>
Operating Earnings Per Share	<u>\$ 1.04</u>	<u>\$ 0.83</u>
Items excluded from operating earnings (net of taxes) ¹	<u>(228)</u>	<u>19</u>
Reported Earnings	<u>\$ 379</u>	<u>\$ 495</u>
Reported Earnings Per Common Share - Diluted	<u>0.65</u>	<u>\$ 0.86</u>
Average shares outstanding, diluted	582.9	577.5

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

March 31,20142013

Operating Revenue	\$ 504	\$ 466
Operating Expenses		
Electric fuel and other energy-related purchases	1	-
Purchased electric capacity	-	-
Purchased gas	-	-
Other operations and maintenance	100	108
Depreciation, depletion and amortization	111	102
Other taxes	36	33
Total operating expenses	<u>248</u>	<u>243</u>
Income from operations	<u>256</u>	<u>223</u>
Other income	<u>13</u>	<u>11</u>
Income including noncontrolling interests before interest and income taxes	269	234
Interest and related charges	<u>52</u>	<u>44</u>
Income including noncontrolling interests before income taxes	217	190
Income taxes	<u>83</u>	<u>72</u>
Income including noncontrolling interests	134	118
Noncontrolling interests	<u>3</u>	<u>2</u>
Operating Earnings Contribution	\$ 131	\$ 116
Operating Earnings Per Share Contribution	\$ 0.22	\$ 0.20
Average shares outstanding, diluted	582.9	577.5

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

Three Months Ended

March 31,20142013

Operating Revenue	\$ 851	\$ 876
Operating Expenses		
Electric fuel and other energy-related purchases	16	22
Purchased electric capacity	-	-
Purchased gas	318	308
Other operations and maintenance	67	142
Depreciation, depletion and amortization	57	59
Other taxes	61	57
Total operating expenses	<u>519</u>	<u>588</u>
Income from operations	<u>332</u>	288
Other income	<u>12</u>	13
Income including noncontrolling interests before interest and income taxes	344	301
Interest and related charges	<u>4</u>	<u>6</u>
Income including noncontrolling interests before income taxes	340	295
Income taxes	<u>132</u>	<u>116</u>
Income including noncontrolling interests	208	179
Noncontrolling interests	<u>-</u>	<u>-</u>
Operating Earnings Contribution	\$ 208	\$ 179
Operating Earnings Per Share Contribution	\$ 0.36	\$ 0.31
Average shares outstanding, diluted	582.9	577.5

Dominion Generation**Unaudited Summary of Operating results ¹**
(\$mm except per share amounts)

	Three Months Ended	
	<u>March 31,</u>	
	<u>2014</u>	<u>2013</u>
Operating Revenue	\$ <u>2,284</u>	\$ <u>2,171</u>
Operating Expenses		
Electric fuel and other energy-related purchases	874	918
Purchased electric capacity	88	88
Purchased gas	223	202
Other operations and maintenance	360	328
Depreciation, depletion and amortization	131	128
Other taxes	53	65
Total operating expenses	<u>1,729</u>	<u>1,729</u>
Income from operations	<u>555</u>	<u>442</u>
Other income	<u>6</u>	<u>17</u>
Income including noncontrolling interests before interest and income taxes	561	459
Interest and related charges	<u>66</u>	<u>51</u>
Income including noncontrolling interests before income taxes	495	408
Income taxes	<u>183</u>	<u>149</u>
Income including noncontrolling interests	312	259
Noncontrolling interests	<u>3</u>	<u>5</u>
Operating Earnings Contribution	<u>\$ 309</u>	<u>\$ 254</u>
Operating Earnings Per Share Contribution	<u>\$ 0.53</u>	<u>\$ 0.44</u>
Average shares outstanding, diluted	582.9	577.5

¹⁾ Includes non-regulated retail energy marketing operations

Corporate and Other**Unaudited Summary of Operating Results**

(\$mm except per share amounts)

	Three Months Ended	
	<u>March 31,</u>	
	<u>2014</u>	<u>2013</u>
Operating Revenue	\$ 146	\$ 141
Operating Expenses		
Electric fuel and other energy-related purchases	-	-
Purchased electric capacity	-	-
Purchased gas	2	1
Other operations and maintenance	136	136
Depreciation, depletion and amortization	8	8
Other taxes	10	8
Total operating expenses	<u>156</u>	<u>153</u>
Income (loss) from operations	<u>(10)</u>	<u>(12)</u>
Other income	<u>3</u>	<u>20</u>
Income including noncontrolling interests before interest and income taxes	(7)	8
Interest and related charges	<u>122</u>	<u>142</u>
Income including noncontrolling interests before income taxes	(129)	(134)
Income taxes	<u>(88)</u>	<u>(61)</u>
Income including noncontrolling interests	(41)	(73)
Noncontrolling interests	<u>-</u>	<u>-</u>
Operating Earnings (Loss) Contribution	\$ (41)	\$ (73)
Operating Earnings (Loss) Per Share Contribution	\$ (0.07)	\$ (0.12)
Items excluded from operating earnings (net of taxes) ¹	<u>(228)</u>	<u>19</u>
Reported Earnings	\$ (269)	\$ (54)
Reported Earnings Per Common Share - Diluted	\$ (0.46)	\$ (0.09)
Average shares outstanding, diluted	582.9	577.5

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

Operating Statistics

	Three Months Ended	
	March 31,	
	2014	2013
Dominion Consolidated		
Regulated Electric Sales Revenue (\$mm)		
Residential	\$ 936	\$ 845
Commercial	544	538
Industrial	130	114
Governmental	234	190
Regulated retail revenue	1,845	1,687
Wholesale - sales for resale	62	45
Other revenue	45	29
Total	<u>\$ 1,951</u>	<u>\$ 1,761</u>
Dominion Virginia Power		
Degree Days (Electric service area)		
Cooling		
Actual	-	-
Normal	5	5
Heating		
Actual	2,294	2,061
Normal	1,985	1,988
Electric Delivery Customers (at period end)		
Residential	2,223,436	2,202,965
Commercial	237,168	236,144
Industrial	622	496
Governmental	32,483	32,379
Total Retail	2,493,709	2,471,984
Wholesale - sales for resale	5	5
Total	<u>2,493,714</u>	<u>2,471,989</u>
Electricity Delivered (GWh)		
Residential	9,576	8,577
Commercial	7,202	7,150
Industrial	2,126	1,923
Governmental	2,543	2,530
Total Retail	21,447	20,180
Wholesale - sales for resale	938	924
Total	<u>22,385</u>	<u>21,104</u>
Dominion Generation		
Dominion Retail		
Unregulated Energy Customer Accounts (Average)		
Natural Gas	480,924	554,525
Products and Services	964,262	897,615
Total	<u>1,445,186</u>	<u>1,452,140</u>
Volumes Sold		
Natural Gas (mmcf)	44,132	41,716

Note: Figures may not add due to rounding

	Three Months Ended	
	March 31,	
	2014	2013
Dominion Energy		
Gas Distribution		
Regulated Gas Revenue (\$mm)		
Gas sales revenue		
Residential	\$ 111	\$ 94
Commercial	20	17
Industrial	1	1
Other	2	2
Total	<u>\$ 134</u>	<u>\$ 113</u>
Regulated Gas Transportation and Storage Revenue (\$mm)		
Gas transportation revenue		
Residential	\$ 94	\$ 129
Commercial	47	59
Industrial	17	17
Other	2	1
Total transportation revenue	<u>160</u>	<u>205</u>
Storage revenue	1	2
Total	<u>\$ 161</u>	<u>\$ 207</u>
Degree Days		
Heating		
Actual	3,513	3,023
Normal	2,812	2,848
LDC Natural Gas Customers (Average)		
Total LDC natural gas customers		
Residential	1,212,527	1,211,434
Commercial	93,188	92,658
Industrial	1,532	1,553
Other	24	23
Total	<u>1,307,271</u>	<u>1,305,668</u>
LDC Natural Gas Delivery (mmcf)		
Total LDC natural gas throughput		
Residential	68,651	59,255
Commercial	33,684	28,217
Industrial	36,829	34,218
Other	6,099	3,227
Total	<u>145,263</u>	<u>124,916</u>
Gas Transmission		
Natural Gas Liquids sales (million gallons)	33.1	38.3
Average Realized NGL Price with Hedging (\$/gal)	\$1.38	\$1.32
Gas Shrinkage Cost (\$mm)	\$13.4	\$14.1
Dominion Generation		
Merchant Generation		
Total Electric Sales (GWh)		
NEPOOL Merchant Fleet ¹	4,515	4,784
PJM Merchant Fleet ²	1,612	1,899

¹⁾ Comprised of Millstone and Manchester generating stations.

²⁾ Comprised of Fairless generating station.

Note: Figures may not add due to rounding

2014 Weather Variance

Dominion - Effect of weather compared to normal ¹

Description	Pre-tax Impact (\$millions)				
	1Q14	2Q14	3Q14	4Q14	FY2014
Gas Distribution ²	\$9	\$0	\$0	\$0	\$9
Electric Distribution ³	14	-	-	-	\$14
Electric Transmission ³	0	-	-	-	\$0
Utility Generation (VaP) ⁴	29	-	-	-	\$29
Earnings Impact (pre-tax)	\$52	\$0	\$0	\$0	\$52

Description	After-tax Impact (\$millions)				
	1Q14	2Q14	3Q14	4Q14	FY2014
Gas Distribution ²	\$6	\$0	\$0	\$0	\$6
Electric Distribution ³	9	-	-	-	\$9
Electric Transmission ³	0	-	-	-	\$0
Utility Generation (VaP) ⁴	18	-	-	-	\$18
Earnings Impact (after-tax)	\$32	\$0	\$0	\$0	\$32

Dominion - Effect of weather compared to prior period ¹

Description	Pre-tax Impact (\$millions)				
	1Q14 v. '13	2Q14 v. '13	3Q14 v. '13	4Q14 v. '13	FY14 v. '13
Gas Distribution ²	\$7	\$0	\$0	\$0	\$7
Electric Distribution ³	21	-	-	-	\$21
Electric Transmission ³	0	-	-	-	\$0
Utility Generation (VaP) ⁴	42	-	-	-	\$42
Earnings Impact (pre-tax)	\$70	\$0	\$0	\$0	\$70

Description	After-tax Impact (\$millions)				
	1Q14 v. '13	2Q14 v. '13	3Q14 v. '13	4Q14 v. '13	FY14 v. '13
Gas Distribution ²	\$4	\$0	\$0	\$0	\$4
Electric Distribution ³	13	-	-	-	\$13
Electric Transmission ³	0	-	-	-	\$0
Utility Generation (VaP) ⁴	26	-	-	-	\$26
Earnings Impact (after-tax)	\$43	\$0	\$0	\$0	\$43

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 3/31 <u>2013</u>	At 6/30 <u>2013</u>	At 9/30 <u>2013</u>	At 12/31 <u>2013</u>	At 3/31 <u>2014</u>
Dominion Resources, Inc.					
Unsecured Senior Notes:					
Variable rates, due 2013 and 2014	\$ 400	\$ 400	\$ 400	\$ 400	\$ 400
1.25% to 7.195%, due 2014 to 2018	\$ 3,291	\$ 3,291	\$ 3,291	\$ 3,291	\$ 3,291
2.75% to 8.875%, due 2019 to 2042 ¹	\$ 4,599	\$ 4,599	\$ 4,599	\$ 4,599	\$ 4,597
Unsecured Debentures and Senior Notes (previously issued by CNG):					
5.0% and 6.625%, due 2013 and 2014	\$ 622	\$ 622	\$ 622	\$ 600	\$ 400
6.8% and 6.875%, due 2026 and 2027	\$ 89	\$ 89	\$ 89	\$ 89	\$ 89
Unsecured Convertible Senior Notes, 2.125%, due 2023 ²	\$ 72	\$ 69	\$ 44	\$ 43	\$ 40
Tax-Exempt Financing, variable rate, due 2041 ³	\$ -	\$ 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:					
7.5% and 8.375%, due 2064 and 2066	\$ 985	\$ 985	\$ 985	\$ 985	\$ 985
Variable rate, due 2066	\$ 380	\$ 380	\$ 380	\$ 380	\$ 380
Remarketable Subordinated Notes, 1.07% and 1.18%, due 2019 and 2021	\$ -	\$ 1,100	\$ 1,100	\$ 1,100	\$ 1,100
Virginia Electric and Power Company					
Unsecured Senior Notes:					
1.2% to 8.625%, due 2015 to 2018	\$ 2,154	\$ 2,147	\$ 2,145	\$ 2,138	\$ 2,137
2.75% to 8.875%, due 2019 to 2044	\$ 4,408	\$ 4,408	\$ 4,993	\$ 4,993	\$ 5,742
Tax-Exempt Financings: ⁴					
Variable rates, due 2016 to 2041	\$ 484	\$ 484	\$ 484	\$ 606	\$ 606
1.5% to 5.6%, due 2022 to 2040 ⁵	\$ 428	\$ 428	\$ 428	\$ 306	\$ 306
Dominion Gas Holdings, LLC					
Unsecured Senior Notes, 1.05% to 4.8%, due 2016 to 2043	\$ -	\$ -	\$ -	\$ 1,200	\$ 1,200
Dominion Energy, Inc.					
Secured Senior Notes:					
5.03% to 5.78%, due 2013	\$ 842	\$ 842	\$ -	\$ -	\$ -
7.33%, due 2020 ⁶	\$ 145	\$ -	\$ -	\$ -	\$ -
Tax-Exempt Financings:					
2.25% to 5.75%, due 2033 to 2042 ⁷	\$ 284	\$ 27	\$ 27	\$ 27	\$ 27
Variable rate, due 2041 ³	\$ 75	\$ -	\$ -	\$ -	\$ -
Total Principal Amount	\$ 19,268	\$ 19,956	\$ 19,672	\$ 20,842	\$ 21,385
Fair Value Hedge Valuation	72	69	56	55	40
Amounts Due Within One Year	(2,045)	(1,934)	(1,132)	(1,519)	(916)
Unamortized Discount & Premium, net	(18)	(48)	(48)	(48)	(51)
Total Long-Term Debt	\$ 17,277	\$ 18,043	\$ 18,548	\$ 19,330	\$ 20,458

¹⁾ In January 2014, \$2 million of the \$600 million 8.875% 2008 Series D Senior Notes due in 2019 were put back to Dominion and redeemed at the option of holders.

²⁾ \$3 million, \$25 million, \$1 million and \$3 million of the Convertible Senior Notes were converted into cash and common stock during the second, third and fourth quarters of 2013 and the first quarter of 2014, respectively.

³⁾ In June 2013, Brayton Point obtained bondholder consent and entered into a supplement to the Loan and Trust Agreement for approximately \$75 million of variable rate MDFA Solid Waste Disposal Revenue Bonds, Series 2010B due 2041. The supplement and associated assignment agreement changed the sole obligor from Brayton Point to Dominion, as such the bonds continue to be included in Dominion's Consolidated Balance Sheet.

⁴⁾ In December 2013, the \$60 million and \$62 million Pollution Control Refunding Revenue Bonds, Series 2008 A and 2008 B, respectively, issued by the IDA of the Town of Louisa on behalf of Virginia Power were remarketed and began bearing interest at a variable rate. Previously, interest for both bonds was fixed at 5.375%.

⁵⁾ On April 1, 2014, Virginia Power redeemed the \$10 million 2.5% and the \$30 million 2.5% IDA of the Town of Louisa, Virginia Solid Waste and Sewage Disposal Revenue Bonds, Series 1997A and 2000A, that would otherwise mature in April 2022 and September 2030, respectively. At March 31, 2014, the bonds were included in securities due within one year in Virginia Power's Consolidated Balance Sheet.

⁶⁾ The 7.33% Secured Senior Notes due 2020 were redeemed early on May 21, 2013.

⁷⁾ Brayton Point provided notice of defeasance for three series of MDFA tax-exempt bonds aggregating approximately \$257 million in outstanding principal amount, that would have otherwise matured in 2036 through 2042. In June 2013, Brayton Point delivered approximately \$284 million to fund an irrevocable trust for the purpose of paying maturing principal and interest due on each interest payment date through and including the earliest redemption dates of the bonds in 2016 and 2019. As a result, the bonds are no longer included in Dominion's Consolidated Balance Sheet.

Schedule of Debt Maturities

As of March 31, 2014 (in \$ millions)

	<u>Due Date</u>	<u>DRI</u>	<u>VEPCO</u>	<u>DGH</u>	<u>Total</u>
2014					
2.5% 2000 Series A IDA of Louisa (Early Redemption)	04/01/14		30.0		30.0
2.5% 1997 Series A IDA of Louisa (Early Redemption)	04/01/14		10.0		10.0
7.195% Remarketed 2000 Series E Senior Notes	09/15/14	47.3	-	-	47.3
2013 Private Placement Short Term Notes (variable)	11/21/14	400.0			400.0
5.0% 2004 Series A Senior Notes (from CNG Merger)	12/01/14	400.0			400.0
7.25% Mecklenburg Senior Bonds	multiple	-	11.2	-	11.2
8.625% Panda-Rosemary Senior Notes	multiple	-	4.6	-	4.6
7.25% Ft Story, Ft Eustis, Ft Lee and Ft Monroe Promissory Notes	multiple	-	0.2	-	0.2
2014 Total		847.3	56.0	-	903.3
2015					
5.15% 2005 Series C Senior Notes	07/15/15	500.0	-	-	500.0
2.25% 2010 Series A Senior Notes	09/01/15	250.0	-	-	250.0
5.25% 2003 Series C Senior Notes	12/15/15	-	200.0	-	200.0
7.25% Mecklenburg Senior Bonds	multiple	-	4.2	-	4.2
8.625% Panda-Rosemary Senior Notes	multiple	-	6.1	-	6.1
7.25% Ft Story, Ft Eustis, Ft Lee and Ft Monroe Promissory Notes	multiple	-	0.3	-	0.3
2015 Total		750.0	210.6	-	960.6
2016					
5.2% 2004 Series A Senior Notes	01/15/16	193.9	-	-	193.9
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 (DGH)	11/01/16	-	-	400.0	400.0
5.6% 2006 Series A Senior Notes	11/15/16	250.0	-	-	250.0
7.25% Mecklenburg Senior Bonds	multiple	-	6.0	-	6.0
7.25% Ft Story, Ft Eustis, Ft Lee and Ft Monroe Promissory Notes	multiple	-	0.3	-	0.3
2016 Total		893.9	476.4	400.0	1,770.3
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
6.0% 2007 Series A Senior Notes	11/30/17	350.0	-	-	350.0
7.25% Mecklenburg Senior Bonds	multiple	-	3.4	-	3.4
7.25% Ft Story, Ft Eustis, Ft Lee and Ft Monroe Promissory Notes	multiple	-	0.3	-	0.3
2017 Total		1,100.0	678.7	-	1,778.7
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
7.25% Ft Story, Ft Eustis, Ft Lee and Ft Monroe Promissory Notes	multiple	-	0.3	-	0.3
2018 Total		500.0	850.3	-	1,350.3
Total		\$ 4,091.2	\$ 2,272.0	\$ 400.0	\$ 6,763.2

Schedule of Liquidity Position
As of March 31, 2014 (in \$ millions)

Total Committed Bank Lines	\$	3,500
Less:		
Commercial Paper Outstanding	\$	1,972
Letters of Credit Issued	\$	237
Funded Loans	\$	-
Total Available Capacity	\$	1,291
Cash & Short-Term Investments On Hand*	\$	149
Total Liquidity Available	\$	1,440

*Represents aggregate collected cash balances; not ledger balances per financial statements, which totaled \$228 million at 3/31/2014.

Committed bank lines consist of the following:

A \$3.0 billion revolving credit facility entered into by Dominion Resources, Inc. ("DRI") and Virginia Electric and Power Company ("VEPCO") in September 2010. Effective September 24, 2013 the maturity date of the facility was extended to September 2018. This facility is available to DRI as well as VEPCO.

A \$500 million revolving credit facility entered into by DRI and VEPCO in September 2010. Effective September 24, 2013 the maturity date of the entire facility was extended to September 2018. This facility is available to DRI as well as VEPCO.

Additionally, there is a \$120 million revolving credit facility (not reflected in table above) entered into by VEPCO in September 2010, which will mature in September 2018. This facility is dedicated to certain tax-exempt bond issuances by VEPCO.

Schedule of Change in Capitalization

From December 31, 2013 to March 31, 2014 (in \$ millions)

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

Balance as of December 31, 2013		\$	20,849
Issuances:			
VEPCO 2014 Series A 3.45% Senior Notes due 2024	350		
VEPCO 2014 Series B 4.45% Senior Notes due 2044	400		
DRI 2014 Series A 1.25% Senior Notes due 2017	400		
	<u>1,150</u>		
Maturities:			
DRI 1.8% 2011 Series B Senior Notes due 2014	(400)		
DRI 5.0% 2003 Series A Senior Notes (from CNG Merger) due 2014	(200)		
DRI 2004 Series C 2.125% Unsecured Convertible Senior Notes due 2023 ¹	(3)		
DRI 2008 Series D 8.875% Senior Notes due 2019 ²	(2)		
Other	(2)		
	<u>(607)</u>		
Other:			
Change in Fair Value Hedges and Net Discount/Premium	(18)		
	<u>(18)</u>		
Balance as of March 31, 2014		\$	21,374

Change in Subsidiary Preferred Stock Not Subject to Mandatory Redemption

Balance as of December 31, 2013		\$	257
Redemption of VEPCO Flex MMP 2002 Series A ³	(125)		
Change in Deferred Issuance Expenses	2		
	<u>(123)</u>		
Balance as of March 31, 2014		\$	134

Change in Shareholders' Equity

Balance as of December 31, 2013		\$	11,642
Change in Common Stock, Net	2		
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	(27)		
Electricity	37		
Gas	(3)		
NGL and Other	3		
	<u>10</u>		
Other changes in Net Other Comprehensive Income ⁴	15		
Net change in AOCI	25		
Change in Retained Earnings	<u>30</u>		
Net change in Common Shareholders' Equity			57
Noncontrolling Interest			-
Net change in Equity			57
Balance as of March 31, 2014		\$	11,699

¹⁾ Approximately \$3 million of the Convertible Senior Notes were converted into cash and common stock.

²⁾ Put back to Dominion and redeemed at the option of holders on January 15, 2014.

³⁾ Redeemed all 1,250,000 outstanding shares at \$100 per share plus accumulated and unpaid dividends.

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

Hedging

Power, Capacity and NGL Hedge Positions

As of March 31, 2014

Merchant Generation Power & Fuel	Net Summer Capacity (MW)	2014	2015	2016
Hedge Positions ¹				
Millstone	2,016	96%	80%	31%
Manchester	432	25%	0%	0%
Fairless	1,196	30%	0%	0%
Total Merchant Generation ²	3,644	65%	45%	17%
Power Pricing				
NEPOOL Baseload - Average Hedge Price (\$/MWh) ³		\$52.43	\$55.44	\$52.38
Merchant Generation Capacity (EFOR Adjusted)				
Millstone & Manchester (MW)		2,467	2,469	2,469
Average Capacity Hedge Price (\$/KW - month)		\$2.77	\$3.08	\$3.03
Fairless (MW) ⁴		1,174	1,182	1,187
Average Capacity Hedge Price (\$/KW - month)		\$5.52	\$4.71	\$4.25
NGL				
		2014		
Estimated annual NGL sales (in million gallons) ⁵		120-130		
Amount hedged (in million gallons)		116		
Average hedge price per gallon ⁶		\$1.31		

- 1) 2014 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 wind 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 June 1, 2012 to December 31, 2015 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: propane (52%), normal butane (17%), iso-butane (10%) and natural gasoline (21%).

Reconciliation of Forecast and Outlook

Reconciliation of Operating Earnings Guidance

1Q14 Operating Earnings Summary

(millions, except per share amounts)

Description	1Q13 Actual	Range of 1Q14		1Q14 Actual
		Low	High	
Operating Earnings before Interest and Taxes:				
Dominion Virginia Power	\$234	\$245	\$265	\$269
Dominion Energy	301	290	320	344
Dominion Generation	459	475	525	561
Corporate and Other & Eliminations Adjusted EBIT	(9)	(20)	(10)	(15)
Total Adjusted EBIT	985	990	1,100	1,159
Consolidated Interest	226	235	225	236
Consolidated Income Taxes	276	255	285	310
Noncontrolling Interests	7	5	5	6
Operating Earnings	\$476	\$495	\$585	\$607
Average Diluted Shares Outstanding	577.5	584	582	582.9
Operating EPS Range	\$0.83	\$0.85	\$1.00	\$1.04

1Q14 Operating EPS Guidance Range	\$0.85	\$1.00
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Note: Figures may not add due to rounding

1Q14 Operating EPS Actual >>>	\$1.04
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For information on items excluded from operating earnings see the GAAP Reconciliations on pages 34-36.

2Q14 Operating Earnings Guidance Summary

(millions, except per share amounts)

Description	2Q13 Actual	Range of 2Q14	
		Low	High
Operating Earnings before Interest and Taxes:			
Dominion Virginia Power	\$221	\$240	\$260
Dominion Energy	201	190	220
Dominion Generation	333	290	345
Corporate and Other & Eliminations Adjusted EBIT	(15)	(20)	(10)
Total Adjusted EBIT	740	700	815
Consolidated Interest	201	235	225
Consolidated Income Taxes	178	155	190
Noncontrolling Interests	6	5	5
Operating Earnings	\$355	\$305	\$395
Average Diluted Shares Outstanding	578.9	585	583
Operating EPS Range	\$0.62	\$0.52	\$0.68
2Q14 Operating EPS Guidance Range		\$0.55	\$0.65

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 2014 Consolidated Operating Earnings to Reported Earnings

Unaudited Income Statements
(millions, except per share amounts)

	Three Months Ended <u>March 31, 2014</u>		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
Operating Revenue	\$ 3,631	\$ (1) (a),(b)	\$ 3,630
Operating Expenses			
Electric fuel and other energy-related purchases	898	436 (b)	1,334
Purchased electric capacity	88	-	88
Purchased gas	533	7 (a)	540
Other operations and maintenance	512	(87) (a),(b)	425
Depreciation, depletion and amortization	307	1 (a),(b)	308
Other taxes	160	7 (a),(b)	167
Total operating expenses	<u>2,498</u>	<u>364</u>	<u>2,862</u>
Income from operations	<u>1,133</u>	<u>(365)</u>	<u>768</u>
Other income	<u>26</u>	<u>14</u> (a), (b), (c)	<u>40</u>
Income including noncontrolling interests before interest and income taxes	1,159	(351)	808
Interest and related charges	<u>236</u>	<u>1</u> (a),(b)	<u>237</u>
Income including noncontrolling interests before income taxes	923	(352)	571
Income taxes	310	(124) (d)	186
Income from continuing operations including noncontrolling interests	613	(228)	385
Income (loss) from discontinued operations, net of tax	-	-	-
Noncontrolling interests	<u>6</u>	<u>-</u>	<u>6</u>
Earnings	<u>\$ 607</u>	<u>\$ (228)</u>	<u>\$ 379</u>
Earnings Per Share - Diluted	<u>\$ 1.04</u>	<u>\$ (0.39)</u>	<u>\$ 0.65</u>
Average shares outstanding, diluted	582.9		582.9

Adjustments to Operating

- (a) Items associated with the repositioning of our Producer Services business.
 (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.

Note: Figures may not add due to rounding

Reconciliation of 2013 Consolidated Operating Earnings to Reported Earnings

Unaudited Income Statements
(millions, except per share amounts)

	Three Months Ended		
	<u>March 31, 2013</u>		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
Operating Revenue	\$ 3,475	\$ 48 (a)	\$ 3,523
Operating Expenses			
Electric fuel and other energy-related purchases	950	1 (a)	951
Purchased electric capacity	88	-	88
Purchased gas	467	-	467
Other operations and maintenance	569	54 (a)	623
Depreciation, depletion and amortization	297	-	297
Other taxes	163	4 (a)	167
Total operating expenses	<u>2,534</u>	<u>59</u>	<u>2,593</u>
Income from operations	<u>941</u>	<u>(11)</u>	<u>930</u>
Other income	<u>44</u>	<u>43 (a), (b)</u>	<u>87</u>
Income including noncontrolling interests before interest and income taxes	985	32	1,017
Interest and related charges	<u>226</u>	<u>2 (a)</u>	<u>228</u>
Income including noncontrolling interests before income taxes	759	30	789
Income taxes	276	12 (c)	288
Income from continuing operations including noncontrolling interests	483	18	501
Income (loss) from discontinued operations, net of tax	-	1 (d)	1
Noncontrolling interests	<u>7</u>	<u>-</u>	<u>7</u>
Earnings	<u>\$ 476</u>	<u>\$ 19</u>	<u>\$ 495</u>
Earnings Per Share - Diluted	<u>\$ 0.83</u>	<u>\$ 0.03</u>	<u>\$ 0.86</u>
Average shares outstanding, diluted	577.5		577.5

Adjustments to Operating

- (a) Items related to Kewaunee nuclear merchant power station.
 (b) Net gain/loss related to our investment in nuclear decommissioning trust funds.
 (c) Income tax effects for items excluded from operating results.
 (d) Items related to Brayton Point and Kincaid discontinued operations.

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		
	<u>March 31, 2014</u>		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
Operating Revenue	\$ 146	\$ (1) (a),(b)	\$ 145
Operating Expenses			
Electric fuel and other energy-related purchases	-	436 (b)	436
Purchased electric capacity	-	-	-
Purchased gas	2	7 (a)	9
Other operations and maintenance	136	(87) (a),(b)	49
Depreciation, depletion and amortization	8	1 (a),(b)	9
Other taxes	10	7 (a),(b)	17
Total operating expenses	<u>156</u>	<u>364</u>	<u>520</u>
Income from operations	<u>(10)</u>	<u>(365)</u>	<u>(375)</u>
Other income	3	14 (a), (b), (c)	17
Income including noncontrolling interests before interest and income taxes	(7)	(351)	(358)
Interest and related charges	<u>122</u>	<u>1</u> (a),(b)	<u>123</u>
Income including noncontrolling interests before income taxes	(129)	(352)	(481)
Income taxes	(88)	(124) (d)	(212)
Income from continuing operations including noncontrolling interests	(41)	(228)	(269)
Income (loss) from discontinued operations, net of tax	-	-	-
Noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>
Earnings (Loss) Contribution	<u>\$ (41)</u>	<u>\$ (228)</u>	<u>\$ (269)</u>
Earnings Per Share	<u>\$ (0.07)</u>	<u>\$ (0.39)</u>	<u>\$ (0.46)</u>
Average shares outstanding, diluted	582.9		582.9

Adjustments to Operating

- (a) Items associated with the repositioning of our Producer Services business.
 (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.

Note: Figures may not add due to rounding

Reconciliation of 2013 Corporate and Other Operating Earnings to Reported Earnings

Unaudited Income Statements (millions, except per share amounts)

	Three Months Ended March 31, 2013		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
Operating Revenue	\$ 141	\$ 48 (a)	\$ 189
Operating Expenses			
Electric fuel and other energy-related purchases	-	1 (a)	1
Purchased electric capacity	-	-	-
Purchased gas	1	-	1
Other operations and maintenance	136	54 (a)	190
Depreciation, depletion and amortization	8	-	8
Other taxes	8	4 (a)	12
Total operating expenses	<u>153</u>	<u>59</u>	<u>212</u>
Income from operations	<u>(12)</u>	<u>(11)</u>	<u>(23)</u>
Other income	<u>20</u>	<u>43 (a), (b)</u>	<u>63</u>
Income including noncontrolling interests before interest and income taxes	8	32	40
Interest and related charges	<u>142</u>	<u>2 (a)</u>	<u>144</u>
Income including noncontrolling interests before income taxes	(134)	30	(104)
Income taxes	(61)	12 (c)	(49)
Income from continuing operations including noncontrolling interests	(73)	18	(55)
Income (loss) from discontinued operations, net of tax	-	1 (d)	1
Noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>
Earnings (Loss) Contribution	<u>\$ (73)</u>	<u>\$ 19</u>	<u>\$ (54)</u>
Earnings Per Share	<u>\$ (0.12)</u>	<u>\$ 0.03</u>	<u>\$ (0.09)</u>
Average shares outstanding, diluted	577.5		577.5

Adjustments to Operating

- (a) Items related to Kewaunee nuclear merchant power station.
 (b) Net gain/loss related to our investment in nuclear decommissioning trust funds.
 (c) Income tax effects for items excluded from operating results.
 (d) Items related to Brayton Point and Kincaid discontinued operations.

Note: Figures may not add due to rounding

Reconciliation of 1Q14 Operating Earnings to Reported Earnings

Unaudited, Operating Segments

(millions, except per share amounts)

Description	1Q14 Operating	Adjustments	1Q14 GAAP
Dominion Virginia Power EBIT	\$269		\$269
Dominion Energy EBIT	344		344
Dominion Generation EBIT	561		561
Corporate and Other & Eliminations EBIT	(15)	(351) (a),(b),(c)	(366)
Total EBIT	\$1,159	(\$351)	\$808
Consolidated Interest	236	1 (b), (c)	237
Consolidated Income Taxes	310	(124) (d)	186
Noncontrolling Interests	6		6
Income(loss) from Discontinued Operations Earnings	0	0	0
Average Diluted Shares Outstanding	582.9	582.9	582.9
Operating EPS	1.04	---	---
Adjustments	---	(0.39)	---
Reported EPS	---	---	0.65

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 the repositioning of our Producer Services business.
- (c) Items associated with exiting the unregulated electric retail energy marketing business.
- (d) Income tax effects for items excluded from operating results.

Reconciliation of 1Q13 Operating Earnings to Reported Earnings

Unaudited, Operating Segments

(millions, except per share amounts)

Description	1Q13 Operating	Adjustments	1Q13 GAAP
Dominion Virginia Power EBIT	\$234		\$234
Dominion Energy EBIT	301		301
Dominion Generation EBIT	459		459
Corporate and Other & Eliminations EBIT	(9)	32 (a), (b)	23
Total EBIT	\$985	\$32	\$1,017
Consolidated Interest	226	2 (a)	228
Consolidated Income Taxes	276	12 (c)	288
Noncontrolling Interests	7		7
Income(loss) from Discontinued Operations Earnings	0	1 (d)	1
Average Diluted Shares Outstanding	577.5	577.5	577.5
Operating EPS	\$0.83	---	---
Adjustments	---	\$0.03	---
Reported EPS	---	---	\$0.86

Note: Totals may not add due to rounding

Adjustments to Operating

- (a) Items related to Kewaunee nuclear merchant power station.
- (b) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (c) Income tax effects for items excluded from operating results.
- (d) Items related to Brayton Point and Kincaid discontinued operations.

Reconciliation of 2Q13 Operating Earnings to Reported Earnings

Unaudited, Operating Segments

(millions, except per share amounts)

Description	2Q13 Operating	Adjustments	2Q13 GAAP
Dominion Virginia Power EBIT	\$221		\$221
Dominion Energy EBIT	201		201
Dominion Generation EBIT	333		333
Corporate and Other & Eliminations EBIT	(15)	(143) (a), (b), (e), (f), (g)	(158)
Total EBIT	\$740	(\$143)	\$597
Consolidated Interest	201	2 (a), (e)	203
Consolidated Income Taxes	178	(62) (c)	116
Noncontrolling Interests	6		6
Income(loss) from Discontinued Operations	0	(70) (d)	(70)
Earnings	\$355	(\$153)	\$202
Average Diluted Shares Outstanding	578.9	578.9	578.9
Operating EPS	\$0.62	---	---
Adjustments	---	(\$0.27)	---
Reported EPS	---	---	\$0.35

Note: Totals may not add due to rounding

Adjustments to Operating

- (a) Items related to Kewaunee nuclear merchant power station.
- (b) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (c) Income tax effects for items excluded from operating results.
- (d) Items related to Brayton Point and Kincaid discontinued operations.
- (e) Items related to our gas infrastructure and repositioning strategies
- (f) Items associated with our operating expense reduction initiative
- (g) Other miscellaneous items.

2014 Earnings Expectations**Earnings Per Share (diluted)****Reconciliation of measures prepared in accordance with Generally Accepted Accounting Principles (GAAP) versus non-GAAP measures**

2Q 2014 Operating Earnings (estimate):	\$0.55 - \$0.65
FY 2014 Operating Earnings (estimate):	\$3.35 - \$3.65
2Q 2014 Reported Earnings (estimate):	See Note 1 below
FY 2014 Reported Earnings (estimate):	See Note 1 below

1. In providing its second-quarter and full-year 2014 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. However, Dominion anticipates a pre-tax charge associated with legislation signed into law by the Virginia Governor that permits Virginia Power to recover 70% of the \$570 million previously deferred or capitalized costs related to the development of a third nuclear unit located at North Anna through December 31, 2013 from Virginia jurisdictional and non-jurisdictional ratepayers as part of the 2013 and 2014 base rates.

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 second-quarter and full-year 2014 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 an MLP 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 our MLP 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, 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.