



**1<sup>st</sup> Quarter 2016  
Earnings Release  
Kit**

**May 4, 2016**

## Table of Contents

<b>IMPORTANT NOTES TO INVESTORS .....</b>	<b>3</b>
<b>EARNINGS RELEASE AND ACCOMPANYING SCHEDULES.....</b>	<b>4</b>
SCHEDULE 1 - SEGMENT OPERATING EARNINGS .....	7
SCHEDULE 2 - RECONCILIATION OF 2016 OPERATING EARNINGS TO REPORTED EARNINGS.....	8
SCHEDULE 3 - RECONCILIATION OF 2015 OPERATING EARNINGS TO REPORTED EARNINGS.....	9
SCHEDULE 4 - RECONCILIATION OF 1Q16 EARNINGS TO 1Q15 .....	10
<b>FINANCIALS .....</b>	<b>11</b>
CONSOLIDATED FINANCIAL STATEMENTS (GAAP).....	11
SEGMENT OPERATING EARNINGS RESULTS .....	15
OPERATING STATISTICS .....	20
2015 WEATHER VARIANCE .....	22
<b>FINANCE &amp; LIQUIDITY.....</b>	<b>23</b>
SCHEDULE OF LONG-TERM DEBT .....	23
SCHEDULE OF DEBT MATURITIES .....	24
SCHEDULE OF LIQUIDITY POSITION .....	25
SCHEDULE OF CHANGE IN CAPITALIZATION .....	26
<b>HEDGING.....</b>	<b>27</b>
<b>RECONCILIATION OF FORECAST AND OUTLOOK .....</b>	<b>28</b>
RECONCILIATION OF OPERATING EARNINGS GUIDANCE .....	28
<b>GAAP RECONCILIATION .....</b>	<b>30</b>
RECONCILIATION OF 2016 CONSOLIDATED OPERATING EARNINGS TO REPORTED EARNINGS .....	30
RECONCILIATION OF 2015 CONSOLIDATED OPERATING EARNINGS TO REPORTED EARNINGS .....	31
RECONCILIATION OF 2016 CORPORATE AND OTHER OPERATING EARNINGS TO REPORTED EARNINGS.....	32
RECONCILIATION OF 2015 CORPORATE AND OTHER OPERATING EARNINGS TO REPORTED EARNINGS.....	33
RECONCILIATION OF 1Q16 OPERATING EARNINGS TO REPORTED EARNINGS .....	34
RECONCILIATION OF 1Q15 OPERATING EARNINGS TO REPORTED EARNINGS .....	35
RECONCILIATION OF 2Q15 OPERATING EARNINGS TO REPORTED EARNINGS .....	36
2016 EARNINGS EXPECTATIONS.....	37

## Important Notes to Investors

This 1Q16 Earnings Release Kit contains certain forward-looking statements, including our forecasted operating earnings for the second-quarter and full-year 2016 which are subject to various risks and uncertainties. Factors that could cause actual results to differ materially from management's projections, forecasts, estimates and expectations may include factors that are beyond the company's ability to control or estimate precisely, including fluctuations in energy-related commodity prices, estimates of future market conditions, additional competition in our industries, changes in the demand for Dominion's services, access to and costs of capital, fluctuations in the value of our pension assets and assets held in our decommissioning trusts, impacts of acquisitions, divestitures, transfers of assets to joint ventures or Dominion Midstream and retirements of assets based on asset portfolio reviews, the expected timing and likelihood of completion of the proposed acquisition of Questar, including the ability to obtain the requisite approvals of Questar's shareholders and timing, receipt and terms and conditions of required regulatory approvals, the receipt of regulatory approvals for, and timing of, other planned projects, acquisitions and divestitures, the timing and execution of Dominion Midstream's growth strategy, and the ability to complete planned construction or expansion projects at all or within the terms and timeframes initially anticipated. Other factors include, but are not limited to, weather conditions and other events, including the effects of hurricanes, earthquakes, high winds, major storms and changes in water temperatures on operations, the risk associated with the operation of nuclear facilities, unplanned outages at facilities in which Dominion has an ownership interest, the impact of operational hazards and catastrophic events, state and federal legislative and regulatory developments, including changes in federal and state tax laws and changes to environmental and other laws and regulations, including those related to climate change, greenhouse gases and other emissions to which we are subject, changes in enforcement practices of regulators relating to environmental standards and litigation exposure for remedial activities, political and economic conditions, industrial, commercial and residential growth or decline in Dominion's service area, risks of operating businesses in regulated industries that are subject to changing regulatory structures, changes to regulated gas and electric rates collected by Dominion, changes to rating agency requirements and ratings, changing financial accounting standards, fluctuations in interest rates, employee workforce factors, including collective bargaining, counter-party credit and performance risks, adverse outcomes in litigation matters or regulatory proceedings, the risk of hostile cyber intrusions and other uncertainties. Other risk factors are detailed from time to time in Dominion's quarterly reports on Form 10-Q or most recent annual report on Form 10-K filed with the Securities and Exchange Commission.

Certain information provided in this 1Q16 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 1Q16 Earnings Release Kit and its individual components reflect the financial position and operating results of Dominion and its primary operating segments through March 31, 2016. 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 1Q16 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 1Q16 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](http://www.dom.com/investors).

## Earnings Release and Accompanying Schedules

May 4, 2016

### Dominion Announces First-Quarter Earnings

- *First-quarter 2016 operating earnings of \$0.96 per share compared to guidance of \$0.90 to \$1.05 per share*
- *First-quarter 2016 GAAP earnings of \$0.88 per share*
- *Company affirms 2016 earnings guidance of \$3.60 to \$4.00 per share*

RICHMOND, Va. – Dominion Resources (NYSE: D) today announced operating earnings for the three months ended March 31, 2016, of \$572 million (\$0.96 per share), compared to operating earnings of \$584 million (\$0.99 per share) for the same period in 2015. Operating earnings are defined as reported earnings, determined in accordance with Generally Accepted Accounting Principles (GAAP), adjusted for certain items.

Unaudited reported GAAP earnings for the three months ended March 31, 2016, were \$524 million (\$0.88 per share) compared with earnings of \$536 million (\$0.91 per share) for the same period in 2015.

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 difference between GAAP earnings and operating earnings for the quarter was due to charges associated with an organizational design initiative.

Business segment results and detailed descriptions of items included in 2016 and 2015 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 operating earnings were in the middle of our guidance range of \$0.90 to \$1.05 per share.

"We continue to execute with strong operational and safety performance while also investing in an array of clean energy infrastructure. Brunswick County, the 1,358-megawatt natural gas combined-cycle facility, was placed in commercial operation last week ahead of schedule. Our request for a Certificate of Public Convenience and Necessity (CPCN) and rate rider for the proposed 1,588-megawatt Greensville County project was recently approved by the Virginia

State Corporation Commission. We continued our commitment to increase the renewable energy in Virginia by signing solar agreements with the Commonwealth of Virginia and Microsoft.

“Our Cove Point liquefaction project is also progressing on time and on budget. The project overall is about 64 percent complete and engineering 99 percent complete as we are on schedule for a late 2017 in-service date.”

#### **FIRST-QUARTER 2016 OPERATING EARNINGS COMPARED TO 2015**

The decrease in first-quarter 2016 operating earnings per share as compared to first-quarter 2015 operating earnings per share is primarily attributable to milder weather and the absence of a farmout agreement offset by higher anticipated renewable energy investment tax credits.

Details of first-quarter 2016 operating earnings as compared to 2015 may be found on Schedule 4 of this release.

#### **SECOND-QUARTER 2016 OPERATING EARNINGS GUIDANCE**

Dominion expects second-quarter 2016 operating earnings in the range of \$0.65-\$0.75 per share, compared to second-quarter 2015 operating earnings of \$0.73 per share. Positive drivers as compared to the same period of the prior year include an increase in revenues from our growth projects, lower capacity expenses and higher anticipated investment tax credits from our solar facilities. Offsetting factors include a planned refueling outage at Millstone Power Station, higher depreciation, interest costs and share dilution. Reconciliation of operating and GAAP earnings for the second quarter of 2015 can be found on Schedule 3 of this release.

In providing its second-quarter and full-year 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, acquisitions, divestitures or changes in accounting principles. At this time, Dominion management is not able to estimate the aggregate impact of these items on reported earnings.

#### **CONFERENCE CALL TODAY**

Dominion will host its first-quarter earnings conference call at 10 a.m. ET on Wednesday, May 4, 2016. Management will discuss first-quarter financial results and other matters of interest to the financial community.

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

A live webcast of the conference call, including accompanying slides, and other financial information will be available on the investor information pages at [www.dom.com/investors](http://www.dom.com/investors) and [www.dommidstream.com/investors](http://www.dommidstream.com/investors).

**DOMINION - 1Q16 EARNINGS RELEASE KIT**

A replay of the conference call will be available beginning about 1 p.m. ET May 4 and lasting until 11 p.m. ET May 11. Domestic callers may access the recording by dialing (877) 919-4059. International callers should dial (334) 323-0140. The PIN for the replay is 13190640. Additionally, a replay of the webcast will be available on the investor information pages by the end of the day May 4.

Dominion is one of the nation's largest producers and transporters of energy, with a portfolio of approximately 25,700 megawatts of generation, 12,200 miles of natural gas transmission, gathering and storage pipeline, and 6,500 miles of electric transmission lines. Dominion operates one of the nation's largest natural gas storage systems with 933 billion cubic feet of storage capacity and serves more than 5 million utility and retail energy customers in 14 states. For more information about Dominion, visit the company's website at [www.dom.com/](http://www.dom.com/).

#####

**CONTACTS:** Media: Ryan Frazier, (804) 819-2521 or [C.Ryan.Frazier@dom.com](mailto:C.Ryan.Frazier@dom.com)  
Financial analysts: Kristy Babcock, (804) 819-2492 or [Kristy.R.Babcock@dom.com](mailto:Kristy.R.Babcock@dom.com)

**Schedule 1 - Segment Operating Earnings****Preliminary, Unaudited***(millions, except earnings per share)*

	Three months ended March 31,		
	<u>2016</u>	<u>2015</u>	<u>Change</u>
<b>Earnings:</b>			
Dominion Virginia Power	\$ 120	\$ 140	\$ (20)
Dominion Energy*	186	227	(41)
Dominion Generation*	245	262	(17)
Corporate and Other	21	(45)	66
<b>OPERATING EARNINGS</b>	<u><b>\$ 572</b></u>	<u><b>\$ 584</b></u>	<u><b>\$ (12)</b></u>
Items excluded from operating earnings <sup>2,3</sup>	(48)	(48)	-
<b>REPORTED EARNINGS</b> <sup>1</sup>	<u><b>\$ 524</b></u>	<u><b>\$ 536</b></u>	<u><b>\$ (12)</b></u>
<b>Common Shares Outstanding (average, diluted)</b>	598.2	589.9	
<b>Earnings Per Share (EPS):</b>			
Dominion Virginia Power	\$ 0.20	\$ 0.24	\$ (0.04)
Dominion Energy*	0.31	0.39	(0.08)
Dominion Generation*	0.41	0.44	(0.03)
Corporate and Other	0.04	(0.08)	0.12
<b>OPERATING EARNINGS</b>	<u><b>\$ 0.96</b></u>	<u><b>\$ 0.99</b></u>	<u><b>\$ (0.03)</b></u>
Items excluded from operating earnings <sup>2</sup>	(0.08)	(0.08)	-
<b>REPORTED EARNINGS</b> <sup>1</sup>	<u><b>\$ 0.88</b></u>	<u><b>\$ 0.91</b></u>	<u><b>\$ (0.03)</b></u>

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

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

3) Pre-tax amounts for the current period and the prior period are (\$67) million and (\$76) million, respectively

\*2015 amounts have been recast to reflect non-regulated retail energy marketing operations in the Dominion Energy segment.

**Schedule 2 - Reconciliation of 2016 Operating Earnings to Reported Earnings****2016 Earnings (Three months ended March 31, 2016)**

The net effects of the following items, all shown on an after-tax basis, are included in 2016 reported earnings, but are excluded from operating earnings:

- \$43 million charge associated with an organizational design initiative, primarily comprised of employee severance benefits.
- \$5 million net expense related to other items.

<i>(millions, except per share amounts)</i>	1Q16	2Q16	3Q16	4Q16	YTD 2016
<b>Operating earnings</b>	\$572				\$572
<b>Items excluded from operating earnings (after-tax):</b>					
Organizational design initiative	(43)				(43)
Other items	(5)				(5)
Total items excluded from operating earnings (after-tax) <sup>1</sup>	(48)				(48)
<b>Reported net income</b>	\$524				\$524
<b>Common shares outstanding (average, diluted)</b>	598.2				598.2
<b>Operating earnings per share</b>	\$0.96				\$0.96
Items excluded from operating earnings (after-tax)	(0.08)				(0.08)
<b>Reported earnings per share</b>	\$0.88				\$0.88

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

Items excluded from operating earnings:	1Q16	2Q16	3Q16	4Q16	YTD 2016
Organizational design initiative	(70)				(70)
Other items	3				3
Total items excluded from operating earnings	(\$67)	\$0	\$0	\$0	(\$67)



**Schedule 3 - Reconciliation of 2015 Operating Earnings to Reported Earnings****2015 Earnings (Twelve months ended December 31, 2015)**

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

- \$52 million charge associated with Virginia legislation enacted in February that required the write-off of Virginia Power prior-period deferred fuel costs during the first quarter of 2015.
- \$60 million charge associated with the asset retirement obligations for ash ponds and landfills at certain utility generation facilities in connection with the enactment of EPA coal combustion residuals rules in the second quarter of 2015.
- \$17 million net charge in connection with the Virginia Commission's final ruling associated with its biennial review of Virginia Power's base rates for 2013-2014 test years.
- \$12 million net expense related to other items.

<i>(millions, except per share amounts)</i>	1Q15	2Q15	3Q15	4Q15	YTD 2015 <sup>2</sup>
<b>Operating earnings</b>	\$584	\$429	\$611	\$416	\$2,040
<b>Items excluded from operating earnings (after-tax):</b>					
Write-off of deferred fuel costs	(52)				(52)
Future ash pond and landfill closure costs		(28)		(32)	(60)
Impact of Virginia Power biennial review				(17)	(17)
Other items	4	12	(18)	(10)	(12)
Total items excluded from operating earnings (after-tax) <sup>1</sup>	(48)	(16)	(18)	(59)	(141)
<b>Reported net income</b>	\$536	\$413	\$593	\$357	\$1,899
<b>Common shares outstanding (average, diluted)</b>	589.9	592.5	595.5	596.7	593.7
<b>Operating earnings per share</b>	\$0.99	\$0.73	\$1.03	\$0.70	\$3.44
Items excluded from operating earnings (after-tax)	(0.08)	(0.03)	(0.03)	(0.10)	(0.24)
<b>Reported earnings per share</b>	\$0.91	\$0.70	\$1.00	\$0.60	\$3.20

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

Items excluded from operating earnings:	1Q15	2Q15	3Q15	4Q15	YTD 2015
Write-off of deferred fuel costs	(85)				(85)
Future ash pond and landfill closure costs		(45)		(54)	(99)
Impact of Virginia Power biennial review				(28)	(28)
Other items	9	18	(19)	(16)	(8)
Total items excluded from operating earnings	(\$76)	(\$27)	(\$19)	(\$98)	(\$220)

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

**Schedule 4 - Reconciliation of 1Q16 Earnings to 1Q15**

Preliminary, unaudited (millions, except EPS)	Three Months Ended March 31, 2016 vs. 2015 Increase / (Decrease)	
<u>Reconciling Items</u>	<u>Amount</u>	<u>EPS</u>
<b><i>Dominion Virginia Power</i></b>		
Regulated electric sales:		
Weather	(\$15)	(\$0.03)
Other	(5)	(0.01)
FERC Transmission equity return	11	0.02
Other	(11)	(0.02)
<b>Change in contribution to operating earnings</b>	<b>(\$20)</b>	<b>(\$0.04)</b>
<b><i>Dominion Energy</i></b>		
Gas Distribution margin	(\$3)	(\$0.01)
Farmout transactions	(41)	(0.08)
Other	3	0.01
<b>Change in contribution to operating earnings</b>	<b>(\$41)</b>	<b>(\$0.08)</b>
<b><i>Dominion Generation</i></b>		
Regulated electric sales:		
Weather	(\$31)	(\$0.05)
Other	(3)	(0.01)
Merchant generation margin	(8)	(0.02)
Rate adjustment clause equity return	6	0.01
Capacity related expenses	14	0.03
Depreciation	(6)	(0.01)
Other	11	0.02
<b>Change in contribution to operating earnings</b>	<b>(\$17)</b>	<b>(\$0.03)</b>
<b><i>Corporate and Other</i></b>		
Renewable energy investment tax credits	75	0.13
Other	(9)	(0.01)
<b>Change in contribution to operating earnings</b>	<b>\$66</b>	<b>\$0.12</b>
<b>Change in consolidated operating earnings</b>	<b>(\$12)</b>	<b>(\$0.03)</b>
<b>Change in items excluded from operating earnings</b> <sup>1</sup>	<b>\$0</b>	<b>\$0.00</b>
<b>Change in reported earnings (GAAP)</b>	<b>(\$12)</b>	<b>(\$0.03)</b>

<sup>1)</sup> 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](http://www.dom.com/investors).

Note: Figures may not add due to rounding

**May 4, 2016**

**10**

Please refer to page 3 for risks and uncertainties related to projections and forward-looking statements.

## Financials

### Consolidated Financial Statements (GAAP)

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

	Three Months Ended	
	2016	2015
<b>Operating Revenue</b>	\$ 2,921	\$ 3,409
<b>Operating Expenses</b>		
Electric fuel and other energy-related purchases	634	953
Purchased electric capacity	68	94
Purchased gas	119	250
Other operations and maintenance	703	602
Depreciation, depletion and amortization	351	343
Other taxes	164	165
Total operating expenses	2,039	2,407
Income from operations	882	1,002
Other income	54	60
Interest and related charges	226	223
Income from operations including noncontrolling interests before income tax expense	710	839
Income tax expense	179	299
<b>Net Income Including Noncontrolling Interests</b>	<b>531</b>	<b>540</b>
<b>Noncontrolling Interests</b>	<b>7</b>	<b>4</b>
<b>Net Income Attributable to Dominion</b>	<b>\$ 524</b>	<b>\$ 536</b>
<b>Earnings Per Common Share – Basic and Diluted</b>		
Net Income Attributable to Dominion	\$ 0.88	\$ 0.91
<b>Dividends declared per common share</b>	<b>\$ 0.7000</b>	<b>\$ 0.6475</b>

\*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, 2016	December 31, 2015 <sup>1</sup>
(millions)		
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 218	\$ 607
Customer receivables (less allowance for doubtful accounts of \$23 and \$32)	1,175	1,200
Other receivables (less allowance for doubtful accounts of \$2 at both dates)	153	169
Inventories	1,304	1,348
Prepayments	157	198
Other	704	667
Total current assets	3,711	4,189
<b>Investments</b>		
Nuclear decommissioning trust funds	4,239	4,183
Investment in equity method affiliates	1,346	1,320
Other	268	271
Total investments	5,853	5,774
<b>Property, Plant and Equipment</b>		
Property, plant and equipment	59,154	57,776
Accumulated depreciation, depletion and amortization	(16,531)	(16,222)
Total property, plant and equipment, net	42,623	41,554
<b>Deferred Charges and Other Assets</b>		
Goodwill	3,294	3,294
Pension and other postretirement benefit assets	978	943
Regulatory assets	1,977	1,865
Other	1,069	1,029
Total deferred charges and other assets	7,318	7,131
Total assets	\$ 59,505	\$ 58,648

<sup>1</sup>) Dominion's Consolidated Balance Sheet at December 31, 2015 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, 2016	December 31, 2015 <sup>1</sup>
(millions)		
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Securities due within one year	\$ 1,774	\$ 1,825
Short-term debt	3,028	3,509
Accounts payable	670	726
Accrued interest, payroll and taxes	583	515
Other <sup>2</sup>	1,463	1,544
Total current liabilities	7,518	8,119
<b>Long-Term Debt</b>		
Long-term debt	20,807	20,048
Junior subordinated notes	1,849	1,340
Remarketable subordinated notes	1,530	2,080
Total long-term debt	24,186	23,468
<b>Deferred Credits and Other Liabilities</b>		
Deferred income taxes and investment tax credits	7,536	7,414
Asset retirement obligations	1,916	1,887
Regulatory liabilities	2,354	2,285
Other	1,980	1,873
Total deferred credits and other liabilities	13,786	13,459
Total liabilities	45,490	45,046
<b>Commitments and Contingencies</b>		
<b>Equity</b>		
Common stock – no par <sup>3</sup>	6,778	6,680
Retained earnings	6,565	6,458
Accumulated other comprehensive loss	(463)	(474)
Total common shareholders' equity	12,880	12,664
Noncontrolling interests	1,135	938
Total equity	14,015	13,602
Total liabilities and equity	\$ 59,505	\$ 58,648

<sup>1)</sup> Dominion's Consolidated Balance Sheet at December 31, 2015 has been derived from the audited Consolidated Financial Statements at that date.

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

<sup>3)</sup> 1 billion shares authorized; 597 million shares and 596 million shares outstanding at March 31, 2016 and December 31, 2015, 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**

<b>Three Months Ended March 31,</b>	<b>2016</b>	<b>2015</b>
(millions)		
<b>Operating Activities</b>		
Net income including noncontrolling interests	\$ 531	\$ 540
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities:		
Depreciation, depletion and amortization (including nuclear fuel)	424	414
Deferred income taxes and investment tax credits	131	277
Gains on the sale of assets and businesses	(5)	(70)
Other adjustments	(21)	(40)
Changes in:		
Accounts receivable	40	(65)
Inventories	44	148
Deferred fuel and purchased gas costs, net	35	(33)
Accounts payable	(37)	(85)
Accrued interest, payroll and taxes	68	(15)
Margin deposit assets and liabilities	(21)	111
Other operating assets and liabilities	3	(51)
Net cash provided by operating activities	<b>1,192</b>	<b>1,131</b>
<b>Investing Activities</b>		
Plant construction and other property additions (including nuclear fuel)	(1,497)	(1,014)
Acquisition of DCGT	-	(495)
Proceeds from sale of securities	368	337
Purchases of securities	(393)	(304)
Other	(3)	(23)
Net cash used in investing activities	<b>(1,525)</b>	<b>(1,499)</b>
<b>Financing Activities</b>		
Issuance (repayment) of short-term debt, net	(481)	425
Repurchase of short-term notes	(100)	-
Issuance of long-term debt	1,250	-
Repayment and repurchase of long-term debt	(496)	(3)
Proceeds from sale of interest in merchant solar projects	117	-
Contributions from SunEdison to Four Brothers and Three Cedars	94	-
Issuance of common stock	75	295
Common dividend payments	(417)	(381)
Other	(98)	(11)
Net cash provided (used in) by financing activities	<b>(56)</b>	<b>325</b>
Decrease in cash and cash equivalents	(389)	(43)
Cash and cash equivalents at beginning of period	607	318
Cash and cash equivalents at end of period	<b>\$ 218</b>	<b>\$ 275</b>
<b>Supplemental Cash Flow Information</b>		
Significant noncash investing activities:		
Accrued capital expenditures	\$ 472	\$ 353

\*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 Consolidated<sup>1</sup>

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

	Three Months Ended	
	2016	March 31, 2015
<b>Operating Revenue</b>	<u>\$ 2,921</u>	<u>\$ 3,427</u>
<b>Operating Expenses</b>		
Electric fuel and other energy-related purchases	634	868
Purchased electric capacity	68	94
Purchased gas	119	250
Other operations and maintenance	632	602
Depreciation, depletion and amortization	360	343
Other taxes	159	165
Total operating expenses	<u>1,972</u>	<u>2,322</u>
Income from operations	<u>949</u>	<u>1,105</u>
Other income	<u>52</u>	<u>33</u>
Income including noncontrolling interests before interest and income taxes	1,001	1,138
Interest and related charges	<u>224</u>	<u>223</u>
Income including noncontrolling interests before income taxes	777	915
Income taxes	<u>198</u>	<u>327</u>
Income including noncontrolling interests	579	588
Noncontrolling interests	<u>7</u>	<u>4</u>
<b>Operating Earnings</b>	<u>\$ 572</u>	<u>\$ 584</u>
<b>Operating Earnings Per Share</b>	<u>\$ 0.96</u>	<u>\$ 0.99</u>
Items excluded from operating earnings (net of taxes) <sup>2</sup>	<u>(48)</u>	<u>(48)</u>
<b>Reported Earnings</b>	<u>\$ 524</u>	<u>\$ 536</u>
<b>Reported Earnings Per Common Share - Diluted</b>	<u>\$ 0.88</u>	<u>\$ 0.91</u>
Average shares outstanding, diluted	598.2	589.9

<sup>1)</sup> Dominion Consolidated Income Statement reflects the impact of segment eliminations and adjustments.

<sup>2)</sup> For additional detail on items excluded from operating earnings see the GAAP Reconciliation schedules on pages 30-33.

## Dominion Virginia Power

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

Three Months Ended

March 31,

	<u>2016</u>	<u>2015</u>
<b>Operating Revenue</b>	<b>\$ 561</b>	<b>\$ 569</b>
<b>Operating Expenses</b>		
Electric fuel and other energy-related purchases	1	1
Purchased electric capacity	-	-
Purchased gas	-	-
Other operations and maintenance	144	139
Depreciation, depletion and amortization	130	121
Other taxes	40	38
Total operating expenses	<u>315</u>	<u>299</u>
Income from operations	<u>246</u>	<u>270</u>
Other income	<u>9</u>	<u>11</u>
Income including noncontrolling interests before interest and income taxes	255	281
Interest and related charges	<u>60</u>	<u>55</u>
Income including noncontrolling interests before income taxes	195	226
Income taxes	<u>75</u>	<u>86</u>
Income including noncontrolling interests	120	140
Noncontrolling interests	<u>-</u>	<u>-</u>
<b>Operating Earnings Contribution</b>	<b>\$ 120</b>	<b>\$ 140</b>
<b>Operating Earnings Per Share Contribution</b>	<b>\$ 0.20</b>	<b>\$ 0.24</b>
Average shares outstanding, diluted	598.2	589.9



## Dominion Energy<sup>1</sup>

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

	Three Months Ended	
	2016	March 31, 2015
<b>Operating Revenue</b>	<b>\$ 663</b>	<b>\$ 846</b>
<b>Operating Expenses</b>		
Electric fuel and other energy-related purchases	2	6
Purchased electric capacity	-	-
Purchased gas	114	240
Other operations and maintenance	141	102
Depreciation, depletion and amortization	64	64
Other taxes	60	66
Total operating expenses	<u>381</u>	<u>478</u>
Income from operations	<u>282</u>	<u>368</u>
Other income	<u>31</u>	<u>14</u>
Income including noncontrolling interests before interest and income taxes	313	382
Interest and related charges	<u>7</u>	<u>8</u>
Income including noncontrolling interests before income taxes	306	374
Income taxes	<u>112</u>	<u>143</u>
Income including noncontrolling interests	194	231
Noncontrolling interests	<u>8</u>	<u>4</u>
<b>Operating Earnings Contribution</b>	<b><u>\$ 186</u></b>	<b><u>\$ 227</u></b>
<b>Operating Earnings Per Share Contribution</b>	<b><u>\$ 0.31</u></b>	<b><u>\$ 0.39</u></b>
Average shares outstanding, diluted	598.2	589.9

<sup>1)</sup> Includes non-regulated retail energy marketing operations.

**Dominion Generation<sup>1</sup>****Unaudited Summary of Operating results**

(\$mm except per share amounts)

	Three Months Ended	
	March 31,	
	2016	2015
<b>Operating Revenue</b>	\$ <u>1,696</u>	\$ <u>1,992</u>
<b>Operating Expenses</b>		
Electric fuel and other energy-related purchases	628	846
Purchased electric capacity	68	94
Purchased gas	-	-
Other operations and maintenance	364	371
Depreciation, depletion and amortization	157	149
Other taxes	<u>49</u>	<u>51</u>
Total operating expenses	<u>1,266</u>	<u>1,511</u>
Income from operations	<u>430</u>	<u>481</u>
Other income	<u>23</u>	<u>13</u>
Income including noncontrolling interests before interest and income taxes	453	494
Interest and related charges	<u>68</u>	<u>67</u>
Income including noncontrolling interests before income taxes	385	427
Income taxes	<u>141</u>	<u>165</u>
Income including noncontrolling interests	244	262
Noncontrolling interests	<u>(1)</u>	<u>-</u>
<b>Operating Earnings Contribution</b>	\$ <u>245</u>	\$ <u>262</u>
<b>Operating Earnings Per Share Contribution</b>	\$ <u>0.41</u>	\$ <u>0.44</u>
Average shares outstanding, diluted	598.2	589.9

<sup>1)</sup> Excludes non-regulated retail energy marketing operations, which are reported in Dominion Energy.

## Corporate and Other

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

	Three Months Ended	
	March 31,	
	2016	2015
<b>Operating Revenue</b>	<u>\$ 195</u>	<u>\$ 147</u>
<b>Operating Expenses</b>		
Electric fuel and other energy-related purchases	-	-
Purchased electric capacity	-	-
Purchased gas	1	1
Other operations and maintenance	184	141
Depreciation, depletion and amortization	9	9
Other taxes	10	10
Total operating expenses	<u>204</u>	<u>161</u>
Income (loss) from operations	<u>(9)</u>	<u>(14)</u>
Other income	<u>6</u>	<u>3</u>
Income including noncontrolling interests before interest and income taxes	(3)	(11)
Interest and related charges	<u>106</u>	<u>101</u>
Income including noncontrolling interests before income taxes	(109)	(112)
Income taxes	<u>(130)</u>	<u>(67)</u>
Income including noncontrolling interests	21	(45)
<b>Operating Earnings (Loss) Contribution</b>	<u>\$ 21</u>	<u>\$ (45)</u>
<b>Operating Earnings (Loss) Per Share Contribution</b>	<u>\$ 0.04</u>	<u>\$ (0.08)</u>
Items excluded from operating earnings (net of taxes) <sup>1</sup>	<u>(48)</u>	<u>(48)</u>
<b>Reported Earnings</b>	<u>\$ (27)</u>	<u>\$ (93)</u>
<b>Reported Earnings Per Common Share - Diluted</b>	<u>\$ (0.04)</u>	<u>\$ (0.16)</u>
Average shares outstanding, diluted	598.2	589.9

<sup>1</sup>) 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,	
	2016	2015
<b>Dominion Consolidated</b>		
<b>Regulated Electric Sales Revenue (\$mm)</b>		
Residential	\$ 861	\$ 1,041
Commercial	591	628
Industrial	125	131
Governmental	193	234
Regulated retail revenue	1,770	2,034
Wholesale - sales for resale	33	48
Other revenue	39	30
Total	\$ 1,842	\$ 2,112
<b>Dominion Virginia Power</b>		
<b>Degree Days (Electric service area)</b>		
<b>Cooling</b>		
Actual	4	-
Normal	5	5
<b>Heating</b>		
Actual	1,880	2,364
Normal	2,029	1,988
<b>Electric Delivery Customers (at period end)</b>		
Residential	2,268,800	2,246,744
Commercial	240,395	239,166
Industrial	658	667
Governmental	32,934	32,689
Total Retail	2,542,787	2,519,266
Wholesale - sales for resale	5	5
Total	2,542,792	2,519,271
<b>Electricity Delivered (GWh)</b>		
Residential	8,218	9,872
Commercial	7,550	7,583
Industrial	2,060	1,931
Governmental	2,508	2,630
Total Retail	20,335	22,016
Wholesale - sales for resale	831	853
Total	21,166	22,869
<b>Dominion Generation</b>		
<b>Merchant Generation</b>		
<b>Total Electric Sales (GWh)</b>		
NEPOOL Merchant Fleet <sup>1</sup>	4,653	4,612
PJM Merchant Fleet <sup>2</sup>	1,940	1,346

<sup>1)</sup> Comprised of Millstone and Manchester generating stations.

<sup>2)</sup> Comprised of Fairless generating station.

Note: Figures may not add due to rounding

	Three Months Ended March 31,	
	2016	2015
<b>Dominion Energy</b>		
<b>Gas Distribution</b>		
<b>Regulated Gas Revenue (\$mm)</b>		
Gas sales revenue		
Residential	\$ 53	\$ 88
Commercial	11	18
Industrial	-	1
Other	1	2
Total	<u>\$ 65</u>	<u>\$ 109</u>
<b>Regulated Gas Transportation and Storage Revenue (\$mm)</b>		
Gas transportation revenue		
Residential	\$ 90	\$ 110
Commercial	36	53
Industrial	18	18
Other	11	8
Total transportation revenue	<u>155</u>	<u>189</u>
Storage revenue	<u>3</u>	<u>3</u>
Total	<u>\$ 158</u>	<u>\$ 192</u>
<b>Degree Days</b>		
Heating		
Actual	2,684	3,575
Normal	2,884	2,808
<b>LDC Natural Gas Customers (Average)</b>		
Total LDC natural gas customers		
Residential	1,214,265	1,213,372
Commercial	93,763	93,585
Industrial	1,500	1,511
Other	23	23
Total	<u>1,309,551</u>	<u>1,308,491</u>
<b>LDC Natural Gas Delivery (mmcf)</b>		
Total LDC natural gas throughput		
Residential	52,379	68,122
Commercial	26,374	33,388
Industrial	38,075	39,392
Other	54,556	37,476
Total	<u>171,384</u>	<u>178,378</u>
<b>Gas Transmission</b>		
Natural Gas Liquids sales (million gallons)	20.3	29.6
Average Realized NGL Price with Hedging (\$/gal)	\$0.68	\$0.72
<b>Dominion Retail</b>		
Unregulated Energy Customer Accounts (Average)		
Natural Gas	323,781	280,771
Products and Services	1,030,346	968,835
Total	<u>1,354,126</u>	<u>1,249,606</u>
Volumes Sold		
Natural Gas (mmcf)	25,995	26,286

Note: Figures may not add due to rounding

## 2016 Weather Variance

Dominion - Effect of weather compared to normal <sup>1</sup>

Description	Pre-tax Impact (\$millions)				
	1Q16	2Q16	3Q16	4Q16	FY2016
Gas Distribution <sup>2</sup>	(\$3)	-	-	-	(\$3)
Electric Distribution <sup>3</sup>	(8)	-	-	-	(8)
Electric Transmission <sup>3</sup>	(0)	-	-	-	(0)
Utility Generation <sup>4</sup>	(17)	-	-	-	(17)
<b>Earnings Impact (pre-tax)</b>	<b>(\$29)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(\$29)</b>

Description	After-tax Impact (\$millions)				
	1Q16	2Q16	3Q16	4Q16	FY2016
Gas Distribution <sup>2</sup>	(\$2)	-	-	-	(\$2)
Electric Distribution <sup>3</sup>	(5)	-	-	-	(5)
Electric Transmission <sup>3</sup>	(0)	-	-	-	(0)
Utility Generation <sup>4</sup>	(11)	-	-	-	(11)
<b>Earnings Impact (after-tax)</b>	<b>(\$18)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(\$18)</b>

Dominion - Effect of weather compared to prior period <sup>1</sup>

Description	Pre-tax Impact (\$millions)				
	1Q16 v. '15	2Q16 v. '15	3Q16 v. '15	4Q16 v. '15	FY16 v. '15
Gas Distribution <sup>2</sup>	(\$13)	-	-	-	(\$13)
Electric Distribution <sup>3</sup>	(24)	-	-	-	(24)
Electric Transmission <sup>3</sup>	(0)	-	-	-	(0)
Utility Generation <sup>4</sup>	(50)	-	-	-	(50)
<b>Earnings Impact (pre-tax)</b>	<b>(\$87)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(\$87)</b>

Description	After-tax Impact (\$millions)				
	1Q16 v. '15	2Q16 v. '15	3Q16 v. '15	4Q16 v. '15	FY16 v. '15
Gas Distribution <sup>2</sup>	(\$8)	-	-	-	(\$8)
Electric Distribution <sup>3</sup>	(15)	-	-	-	(15)
Electric Transmission <sup>3</sup>	(0)	-	-	-	(0)
Utility Generation <sup>4</sup>	(31)	-	-	-	(31)
<b>Earnings Impact (after-tax)</b>	<b>(\$53)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(\$53)</b>

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	At 6/30	At 9/30	At 12/31	At 03/31
	2015	2015	2015	2015	2016
<b>Dominion Resources, Inc.</b>					
Unsecured Senior Notes:					
Variable rates, due 2015 and 2016 <sup>1</sup>	\$ 400	\$ 400	\$ 400	\$ 600	\$ 500
1.25% to 6.4%, due 2015 to 2019	\$ 3,150	\$ 3,650	\$ 3,400	\$ 3,400	\$ 3,900
2.75% to 7.0%, due 2021 to 2044	\$ 4,449	\$ 4,449	\$ 5,099	\$ 5,099	\$ 5,099
Unsecured Debentures and Senior Notes (previously issued by CNG):					
6.8% and 6.875%, due 2026 and 2027	\$ 89	\$ 89	\$ 89	\$ 89	\$ 89
Tax-Exempt Financing, variable rate, due 2041	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75
Unsecured Junior Subordinated Notes:					
4.104%, due 2021 <sup>2</sup>	\$ -	\$ -	\$ -	\$ -	\$ 550
Payable to Affiliated Trust, 8.4% due 2031	\$ 10	\$ 10	\$ 10	\$ 10	\$ 10
Enhanced Junior Subordinated Notes:					
5.75% and 7.5%, due 2054 and 2066 <sup>3</sup>	\$ 985	\$ 985	\$ 982	\$ 971	\$ 933
Variable rate, due 2066 <sup>4</sup>	\$ 379	\$ 379	\$ 379	\$ 377	\$ 373
Remarketable Subordinated Notes, 1.07% to 1.5%, due 2019 to 2021 <sup>2</sup>	\$ 2,100	\$ 2,100	\$ 2,100	\$ 2,100	\$ 1,550
<b>Virginia Electric and Power Company</b>					
Unsecured Senior Notes:					
1.2% to 8.625%, due 2015 to 2019	\$ 2,470	\$ 2,466	\$ 2,465	\$ 2,261	\$ 1,810
2.75% to 8.875%, due 2022 to 2045	\$ 5,592	\$ 6,292	\$ 6,292	\$ 6,292	\$ 7,042
Tax-Exempt Financings: <sup>5</sup>					
Variable rates, due 2016 to 2041	\$ 606	\$ 606	\$ 194	\$ 194	\$ 194
.70% to 5.6%, due 2023 to 2041	\$ 266	\$ 266	\$ 678	\$ 678	\$ 678
<b>Dominion Gas Holdings, LLC</b>					
Unsecured Senior Notes:					
1.05% to 2.8%, due 2016 to 2020	\$ 850	\$ 850	\$ 850	\$ 1,550	\$ 1,550
3.55% to 4.8%, due 2023 to 2044	\$ 1,750	\$ 1,750	\$ 1,750	\$ 1,750	\$ 1,750
<b>Dominion Energy, Inc.</b>					
Tax-Exempt Financing, 2.375%, due 2033	\$ 27	\$ 27	\$ 27	\$ 27	\$ 27
<b>Total Principal Amount</b>	<b>\$ 23,198</b>	<b>\$ 24,394</b>	<b>\$ 24,790</b>	<b>\$ 25,473</b>	<b>\$ 26,130</b>
Fair Value Hedge Valuation	15	8	19	7	19
Amounts Due Within One Year <sup>6</sup>	(1,822)	(1,310)	(1,527)	(1,825)	(1,774)
Unamortized Discount, Premium and Debt Issuance Costs, net <sup>6</sup>	(177)	(182)	(184)	(187)	(189)
<b>Total Long-Term Debt<sup>6</sup></b>	<b>\$ 21,214</b>	<b>\$ 22,910</b>	<b>\$ 23,098</b>	<b>\$ 23,468</b>	<b>\$ 24,186</b>

<sup>1</sup> \$100 million of the variable rate short-term notes due May 2016 were purchased and cancelled in the first quarter of 2016.

<sup>2</sup> In March 2016, the 2013 Series A Remarketable Subordinated Notes due 2021 were remarketed as Junior Subordinated Notes pursuant to the terms of the related equity units. In connection with the remarketing, the interest rate was reset and Dominion ceased to have the ability to redeem the notes at its option or defer interest.

<sup>3</sup> \$3 million, \$11 million and \$38 million of the 2006 Series A Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled in the third and fourth quarters of 2015 and first quarter 2016, respectively.

<sup>4</sup> \$2 million and \$4 million of the 2006 Series B Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled in the fourth quarter of 2015 and the first quarter of 2016, respectively.

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

<sup>6</sup> Effective January 2016, deferred debt issuance costs were recorded as a reduction in long-term debt in the Consolidated Balance Sheets. As a result, the 2015 balances have been recast to reflect this change.

**Schedule of Debt Maturities**

As of March 31, 2016 (in \$ millions)

	<u>Due Date</u>	<u>DRI</u>	<u>VEPCO</u>	<u>DGH</u>	<u>Total</u>
<b>2016</b>					
2015 Private Placement Short Term Notes (variable)	05/12/16	500.0	-	-	500.0
1986 Series IDA Prince William (variable)	08/01/16	-	11.2	-	11.2
1986 Series Grant County (variable)	08/01/16	-	7.4	-	7.4
1.95% 2011 Series D Senior Notes	08/15/16	450.0	-	-	450.0
1.05% 2013 Series A Senior Notes	11/01/16	-	-	400.0	400.0
7.25% Mecklenburg Senior Bonds	multiple	-	6.0	-	6.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.1	-	0.1
<b>2016 Total</b>		<b>950.0</b>	<b>24.7</b>	<b>400.0</b>	<b>1,374.7</b>
<b>2017</b>					
1.25% 2014 Series A Senior Notes	03/15/17	400.0	-	-	400.0
2011 Series A EDA Chesterfield County (variable)	06/01/17	-	75.0	-	75.0
1.4% 2012 Series A Senior Notes	09/15/17	350.0	-	-	350.0
5.95% 2007 Series B Senior Notes	09/15/17	-	600.0	-	600.0
7.25% Mecklenburg Senior Bonds	multiple	-	3.4	-	3.4
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.2	-	0.2
<b>2017 Total</b>		<b>750.0</b>	<b>678.6</b>	<b>-</b>	<b>1,428.6</b>
<b>2018</b>					
1.2% 2013 Series A Senior Notes	01/15/18	-	250.0	-	250.0
2.125% 2016 Series A Private Placement Senior Notes	02/15/18	500.0	-	-	500.0
5.4% 2008 Series A Senior Notes	04/30/18	-	600.0	-	600.0
6.4% 2008 Series A Senior Notes	06/15/18	500.0	-	-	500.0
1.9% 2015 Series A Senior Notes	06/15/18	500.0	-	-	500.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.2	-	0.2
<b>2018 Total</b>		<b>1,500.0</b>	<b>850.2</b>	<b>-</b>	<b>2,350.2</b>
<b>2019</b>					
5.0% 2009 Series A Senior Notes	06/30/19	-	350.0	-	350.0
1.18% 2013 Series B Remarketable Subordinated Notes	07/01/19	550.0	-	-	550.0
5.2% 2009 Series A Senior Notes	08/15/19	500.0	-	-	500.0
2.5% 2014 Series B Senior Notes	12/01/19	700.0	-	-	700.0
2.5% 2014 Series A Senior Notes	12/15/19	-	-	450.0	450.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.2	-	0.2
<b>2019 Total</b>		<b>1,750.0</b>	<b>350.2</b>	<b>450.0</b>	<b>2,550.2</b>
<b>2020</b>					
1.5% 2014 Series A Remarketable Subordinated Notes	07/01/20	1,000.0	-	-	1,000.0
2.8% 2015 Series A Senior Notes	11/15/20	-	-	700.0	700.0
7.25% Ft Story, Ft Eustis and Ft Lee Promissory Notes	multiple	-	0.3	-	0.3
<b>2020 Total</b>		<b>1,000.0</b>	<b>0.3</b>	<b>700.0</b>	<b>1,700.3</b>
<b>Total</b>		<b>\$5,950.0</b>	<b>\$1,904.0</b>	<b>\$1,550.0</b>	<b>\$ 9,404.0</b>



**Schedule of Liquidity Position**

As of March 31, 2016 (in \$ millions)

Total Committed Bank Lines	\$	5,500
Less:		
Commercial Paper Outstanding	\$	3,028
Letters of Credit Issued	\$	57
Funded Loans	\$	-
Total Available Capacity	\$	2,415
Cash & Short-Term Investments On Hand*	\$	164
<b>Total Liquidity Available</b>	<b>\$</b>	<b>2,579</b>

\*Represents aggregate collected cash balances; not ledger balances per financial statements, which totaled \$218 million at 3/31/2016.

*Totals may not add due to rounding*

**Committed bank lines consist of the following:**

A \$4.0 billion revolving credit facility entered into by Dominion Resources, Inc. (“DRI”), Virginia Electric and Power Company (“VEPCO”), and Dominion Gas Holdings, LLC (“DGH”) on May 19, 2014. This facility was amended and restated in order to increase the size of the facility to \$4.0 billion from \$3.0 billion, to add DGH as a borrower, and to extend the maturity date of the facility. This facility is available to DRI as well as VEPCO and DGH. The maturity date of this facility is April 2019. On January 19, 2016, this facility was increased to \$5.0 billion.

A \$500 million revolving credit facility entered into by DRI, VEPCO, and DGH on May 30, 2014. This facility was amended and restated in order to add DGH as a borrower and to extend the maturity date of the facility. This facility is available to DRI as well as VEPCO and DGH. The maturity date of this facility is April 2019.

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

## Schedule of Change in Capitalization

### From December 31, 2015 to March 31, 2016 (in \$ millions)

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

Balance as of December 31, 2015		\$	25,293 <sup>1</sup>
Issuances:			
DRI 2016 Series A 2.125% Private Placement Senior Notes due 2018	500		
VEPCO 2016 Series A 3.15% Senior Notes due 2026	750		
	<u>1,250</u>		<sup>2</sup>
Maturities:			
VEPCO 2006 Series A 5.4% Senior Notes due 2016	(450)		
DRI 2015 Private Placement (variable) Short-term Notes due 2016 <sup>3</sup>	(100)		
DRI 2006 Series A 7.50% Enhanced Jr Subordinated Notes due 2066 <sup>4</sup>	(38)		
DRI 2006 Series B (variable) Enhanced Jr Subordinated Notes due 2066 <sup>5</sup>	(4)		
Other	(1)		
	<u>(593)</u>		<sup>2</sup>
Other:			
Change in Fair Value Hedges, Net Discount/Premium and Debt Issuance Costs	10		
	<u>10</u>		
Balance as of March 31, 2016		\$	25,960

#### Change in Shareholders' Equity

Balance as of December 31, 2015		\$	13,602
Issuance of Common Stock, Net	98		
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	(52)		
Electricity	44		
Gas	-		
NGL and Other	(2)		
	<u>(10)</u>		
Other changes in Net Other Comprehensive Income <sup>6</sup>	21		
Net change in AOCI	11		
Change in Retained Earnings	<u>107</u>		
Net change in Common Shareholder's Equity			216
Noncontrolling Interests <sup>7</sup>			197
Net change in Equity			413
Balance as of March 31, 2016		\$	14,015

<sup>1)</sup> Effective January 2016, deferred debt issuance costs were recorded as a reduction in long-term debt in the Consolidated Balance Sheets. As a result, the December 31, 2015 balance has been recast to reflect this change.

<sup>2)</sup> Excludes the \$550 million 2013 Series A Remarketable Subordinated Notes due 2021 that were remarketed as Junior Subordinated Notes in March 2016. At March 31, 2016, these securities are included in junior subordinated notes in Dominion's Consolidated Balance Sheets.

<sup>3)</sup> \$100 million of the variable rate short-term notes due in May 2016 were purchased and cancelled in February 2016.

<sup>4)</sup> \$38 million of the 2006 Series A Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled in 2016.

<sup>5)</sup> \$4 million of the 2006 Series B Enhanced Junior Subordinated Notes due 2066 were purchased and cancelled in 2016.

<sup>6)</sup> Primarily reflects a net increase in unrealized gains on investments held in nuclear decommissioning trusts, and changes related to pension and OPEB benefit plans.

<sup>7)</sup> Primarily reflects the sale of interest in merchant solar projects and contributions from SunEdison to Four Brothers Holding, LLC and Three Cedars.

## Hedging

### Power, Capacity and NGL Hedge Positions

As of May 4th, 2016

Merchant Generation Power & Fuel	Net Summer Capacity (MW)	2016	2017
<b>Hedge Positions</b> <sup>1</sup>			
Millstone	2,001	93%	8%
Manchester	461	55%	29%
Fairless	1,196	44%	4%
<b>Total Merchant Generation</b> <sup>2</sup>	<b>3,658</b>	<b>72%</b>	<b>10%</b>
<b>Power Pricing</b>			
NEPOOL Baseload - Average Hedge Price (\$/MWh) <sup>3</sup>		\$51.50	\$25.65
<b>Merchant Generation Capacity (EFOR Adjusted)</b>		<b>2016</b>	<b>2017</b>
Millstone & Manchester (MW)		2,469	2,467
Average Capacity Hedge Price (\$/KW - month)		\$3.08	\$5.29
Fairless (MW)		1,191	1,193
Average Capacity Hedge Price (\$/KW - month)		\$4.46	\$4.39
<b>NGL</b>		<b>2016</b>	<b>2017</b>
Estimated annual NGL sales (in million gallons) <sup>4</sup>		100 - 110	90 - 110
Amount hedged (in million gallons)		77.4	13.8
Average hedge price per gallon <sup>5</sup>		\$0.66	\$0.66

- Hedge percentages are calculated based on the weighted-average of:
  - actual results which are considered to be 100% hedged, and
  - balance of year hedge percentages. Capacity shown is net summer capacity. Assume capacity remains constant in all periods shown.
- Annual percentage calculations are capacity-weighted. Excludes renewable assets.
- NEPOOL Baseload Average Hedge Price in 2016 includes all on-peak, off-peak, around-the-clock, and seasonal hedges for Millstone Power Station. For 2017, we have hedged only off-peak Millstone capacity at a NEPOOL Baseload Average Hedge Price of \$25.65.
- Represents Dominion's production interest primarily from the Hastings plant.
- Average hedge price is based on a basket of liquids products at Mt. Belvieu hub: propane (52%), normal butane (17%), iso-butane (10%) and natural gasoline (21%).

## Reconciliation of Forecast and Outlook

### Reconciliation of Operating Earnings Guidance

#### 1Q16 Operating Earnings Summary

(millions, except per share amounts)

Description	1Q15	Range of 1Q16		1Q16
	Actual	Low	High	Actual
<b>Dominion Virginia Power EBITDA</b>	\$402	\$380	\$410	\$385
Depreciation, Depletion and Amortization	121	130	130	130
Dominion Virginia Power EBIT	281	250	280	255
<b>Dominion Energy EBITDA</b>	\$446	\$350	\$390	\$377
Depreciation, Depletion and Amortization	64	65	65	64
Dominion Energy EBIT	382	285	325	313
<b>Dominion Generation EBITDA</b>	\$643	\$575	\$650	\$610
Depreciation, Depletion and Amortization	149	155	160	157
Dominion Generation EBIT	494	420	490	453
Corporate and Other & Eliminations Adjusted EBIT	(19)	(10)	(10)	(20)
<b>Total Adjusted EBIT</b>	\$1,138	\$945	\$1,085	\$1,001
<b>Consolidated Interest</b>	223	230	220	224
<b>Consolidated Income Taxes</b>	327	185	210	198
<b>Noncontrolling Interests</b>	4	10	10	7
<b>Operating Earnings</b>	\$584	\$520	\$645	\$572
Average Diluted Shares Outstanding	589.9	600	598	598.2
<b>Operating EPS Range</b>	\$0.99	\$0.87	\$1.08	\$0.96

**1Q16 Operating EPS Guidance Range**

**\$0.90**

**\$1.05**

Note: Figures may not add due to rounding

**1Q16 Operating EPS Actual >>> \$0.96**

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

## 2Q16 Operating Earnings Guidance

(millions, except per share amounts)

Description	2Q15	Range of 2Q16	
	Actual	Low	High
<b>Dominion Virginia Power EBITDA</b>	\$374	\$355	\$390
Depreciation, Depletion and Amortization	123	130	130
Dominion Virginia Power EBIT	251	225	260
<b>Dominion Energy EBITDA</b>	\$286	\$310	\$340
Depreciation, Depletion and Amortization	65	65	65
Dominion Energy EBIT	221	245	275
<b>Dominion Generation EBITDA</b>	\$545	\$475	\$530
Depreciation, Depletion and Amortization	141	160	165
Dominion Generation EBIT	404	315	365
Corporate and Other & Eliminations Adjusted EBIT	(20)	(15)	(15)
<b>Total Adjusted EBIT</b>	\$856	\$770	\$885
<b>Consolidated Interest</b>	221	240	230
<b>Consolidated Income Taxes</b>	201	140	165
<b>Noncontrolling Interests</b>	5	10	10
<b>Operating Earnings</b>	\$429	\$380	\$480
Average Diluted Shares Outstanding	592.5	614	612
<b>Operating EPS Range</b>	\$0.73	\$0.62	\$0.78
<b>2Q16 Operating EPS Guidance Range</b>		<b>\$0.65</b>	<b>\$0.75</b>

**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 2016 Consolidated Operating Earnings to Reported Earnings

Unaudited Income Statements  
(millions, except per share amounts)

	<b>Three Months Ended</b>		
	<b><u>March 31, 2016</u></b>		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
<b>Operating Revenue</b>	<u>\$ 2,921</u>	<u>\$ -</u>	<u>\$ 2,921</u>
<b>Operating Expenses</b>			
Electric fuel and other energy-related purchases	634	-	634
Purchased electric capacity	68	-	68
Purchased gas	119	-	119
Other operations and maintenance	632	71	(a), (b) 703
Depreciation, depletion and amortization	360	(9)	(b) 351
Other taxes	<u>159</u>	<u>5</u>	(a), (b) <u>164</u>
Total operating expenses	<u>1,972</u>	<u>67</u>	<u>2,039</u>
Income from operations	<u>949</u>	<u>(67)</u>	<u>882</u>
Other income	<u>52</u>	<u>2</u>	(b) <u>54</u>
Income including noncontrolling interests before interest and income taxes	1,001	(65)	936
Interest and related charges	<u>224</u>	<u>2</u>	(b) <u>226</u>
Income including noncontrolling interests before income taxes	777	(67)	710
Income taxes	198	(19)	(c) 179
Income from continuing operations including noncontrolling interests	579	(48)	531
Noncontrolling interests	<u>7</u>	<u>-</u>	<u>7</u>
<b>Earnings</b>	<u>\$ 572</u>	<u>\$ (48)</u>	<u>\$ 524</u>
<b>Earnings Per Share - Diluted</b>	<u>\$ 0.96</u>	<u>\$ (0.08)</u>	<u>\$ 0.88</u>
Average shares outstanding, diluted	<b>598.2</b>		<b>598.2</b>

#### **Adjustments to Operating**

- (a) Items associated with the organizational design initiative.
- (b) Other miscellaneous items.
- (c) Income tax effects for items excluded from operating results.

Note: Figures may not add due to rounding

## Reconciliation of 2015 Consolidated Operating Earnings to Reported Earnings

Unaudited Income Statements  
(millions, except per share amounts)

	<b>Three Months Ended</b>		
	<b><u>March 31, 2015</u></b>		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
<b>Operating Revenue</b>	<u>\$ 3,427</u>	<u>\$ (18)</u> (a)	<u>\$ 3,409</u>
<b>Operating Expenses</b>			
Electric fuel and other energy-related purchases	868	85 (b)	953
Purchased electric capacity	94	-	94
Purchased gas	250	-	250
Other operations and maintenance	602	-	602
Depreciation, depletion and amortization	343	-	343
Other taxes	<u>165</u>	<u>-</u>	<u>165</u>
Total operating expenses	<u>2,322</u>	<u>85</u>	<u>2,407</u>
Income from operations	<u>1,105</u>	<u>(103)</u>	<u>1,002</u>
Other income	<u>33</u>	<u>27</u> (c)	<u>60</u>
Income including noncontrolling interests before interest and income taxes	1,138	(76)	1,062
Interest and related charges	<u>223</u>	<u>-</u>	<u>223</u>
Income including noncontrolling interests before income taxes	915	(76)	839
Income taxes	327	(28) (d)	299
Income from continuing operations including noncontrolling interests	588	(48)	540
Noncontrolling interests	<u>4</u>	<u>-</u>	<u>4</u>
<b>Earnings</b>	<u>\$ 584</u>	<u>\$ (48)</u>	<u>\$ 536</u>
<b>Earnings Per Share - Diluted</b>	<u>\$ 0.99</u>	<u>\$ (0.08)</u>	<u>\$ 0.91</u>
Average shares outstanding, diluted	<b>589.9</b>		<b>589.9</b>

### **Adjustments to Operating**

- (a) Items associated with PJM prior-year billing adjustment.  
 (b) Write-off of prior-period deferred fuel costs associated with Virginia legislation.  
 (c) Net gain/loss of our investment in nuclear decommissioning trust funds.  
 (d) Income tax effects for items excluded from operating results.

Note: Figures may not add due to rounding

## Reconciliation of 2016 Corporate and Other Operating Earnings to Reported Earnings

Unaudited Income Statements  
(millions, except per share amounts)

	<b>Three Months Ended</b>		
	<b><u>March 31, 2016</u></b>		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
<b>Operating Revenue</b>	\$ 195	\$ -	\$ 195
<b>Operating Expenses</b>			
Electric fuel and other energy-related purchases	-	-	-
Purchased electric capacity	-	-	-
Purchased gas	1	-	1
Other operations and maintenance	184	71	(a), (b) 255
Depreciation, depletion and amortization	9	(9)	(b) -
Other taxes	10	5	(a), (b) 15
Total operating expenses	<u>204</u>	<u>67</u>	<u>271</u>
Income from operations	<u>(9)</u>	<u>(67)</u>	<u>(76)</u>
Other income	<u>6</u>	<u>2</u>	(b) <u>8</u>
Income including noncontrolling interests before interest and income taxes	(3)	(65)	(68)
Interest and related charges	<u>106</u>	<u>2</u>	(b) <u>108</u>
Income including noncontrolling interests before income taxes	(109)	(67)	(176)
Income taxes	(130)	(19)	(c) (149)
Income from continuing operations including noncontrolling interests	21	(48)	(27)
Noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>
<b>Earnings (Loss) Contribution</b>	<u>\$ 21</u>	<u>\$ (48)</u>	<u>\$ (27)</u>
<b>Earnings Per Share</b>	<u>\$ 0.04</u>	<u>\$ (0.08)</u>	<u>\$ (0.04)</u>
Average shares outstanding, diluted	<b>598.2</b>		<b>598.2</b>

### Adjustments to Operating

- (a) Items associated with the organizational design initiative.
- (b) Other miscellaneous items.
- (c) Income tax effects for items excluded from operating results.

Note: Figures may not add due to rounding



## Reconciliation of 2015 Corporate and Other Operating Earnings to Reported Earnings

Unaudited Income Statements  
(millions, except per share amounts)

	<b>Three Months Ended</b>		
	<b><u>March 31, 2015</u></b>		
	<u>Operating</u>	<u>Adjustments</u>	<u>GAAP</u>
<b>Operating Revenue</b>	<u>\$ 147</u>	<u>\$ (18)</u> (a)	<u>\$ 129</u>
<b>Operating Expenses</b>			
Electric fuel and other energy-related purchases	-	85 (b)	85
Purchased electric capacity	-	-	-
Purchased gas	1	-	1
Other operations and maintenance	141	-	141
Depreciation, depletion and amortization	9	-	9
Other taxes	<u>10</u>	<u>-</u>	<u>10</u>
Total operating expenses	<u>161</u>	<u>85</u>	<u>246</u>
Income from operations	<u>(14)</u>	<u>(103)</u>	<u>(117)</u>
Other income	<u>3</u>	<u>27</u> (c)	<u>30</u>
Income including noncontrolling interests before interest and income taxes	(11)	(76)	(87)
Interest and related charges	<u>101</u>	<u>-</u>	<u>101</u>
Income including noncontrolling interests before income taxes	(112)	(76)	(188)
Income taxes	(67)	(28) (d)	(95)
Income from continuing operations including noncontrolling interests	(45)	(48)	(93)
Noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>
<b>Earnings (Loss) Contribution</b>	<u>\$ (45)</u>	<u>\$ (48)</u>	<u>\$ (93)</u>
<b>Earnings Per Share</b>	<u>\$ (0.08)</u>	<u>\$ (0.08)</u>	<u>\$ (0.16)</u>
Average shares outstanding, diluted	<b>589.9</b>		<b>589.9</b>

### Adjustments to Operating

- (a) Items associated with PJM prior-year billing adjustment.  
 (b) Write-off of prior-period deferred fuel costs associated with Virginia legislation.  
 (c) Net gain/loss of our investment in nuclear decommissioning trust funds.  
 (d) Income tax effects for items excluded from operating results.

Note: Figures may not add due to rounding

## Reconciliation of 1Q16 Operating Earnings to Reported Earnings

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

Description	1Q16 Operating	Adjustments		1Q16 GAAP
<b>Dominion Virginia Power EBITDA</b>	\$385			\$385
DD&A	130			130
Dominion Virginia Power EBIT	255			255
<b>Dominion Energy EBITDA</b>	377			377
DD&A	64			64
Dominion Energy EBIT	313			313
<b>Dominion Generation EBITDA</b>	610			610
DD&A	157			157
Dominion Generation EBIT	453			453
<b>Corporate and Other &amp; Eliminations EBIT</b>	(20)	(65)	(a),(b)	(85)
Total EBIT	\$1,001	(\$65)		\$936
<b>Consolidated Interest</b>	224	2	(b)	226
<b>Consolidated Income Taxes</b>	198	(19)	(c)	179
<b>Noncontrolling Interests</b>	7			7
<b>Earnings</b>	\$572	(\$48)		\$524
Average Diluted Shares Outstanding	598.2	598.2		598.2
<b>Operating EPS</b>	0.96	---		---
<b>Adjustments</b>	---	(0.08)		---
<b>Reported EPS</b>	---	---		0.88

Note: Totals may not add due to rounding

### Adjustments to Operating

- (a) Items associated with the organizational design initiative.
- (b) Other miscellaneous items.
- (c) Income tax effects for items excluded from operating results.

## Reconciliation of 1Q15 Operating Earnings to Reported Earnings

### Unaudited, Operating Segments

(millions, except per share amounts)

Description	1Q15 Operating	Adjustments	1Q15 GAAP
<b>Dominion Virginia Power EBITDA</b>	\$402		\$402
DD&A	121		121
Dominion Virginia Power EBIT	281		281
<b>Dominion Energy EBITDA</b>	446		446
DD&A	64		64
Dominion Energy EBIT	382		382
<b>Dominion Generation EBITDA</b>	643		643
DD&A	149		149
Dominion Generation EBIT	494		494
<b>Corporate and Other &amp; Eliminations EBIT</b>	(19)	(76) (a),(b),(c)	(95)
Total EBIT	\$1,138	(\$76)	\$1,062
<b>Consolidated Interest</b>	223		223
<b>Consolidated Income Taxes</b>	327	(28) (d)	299
<b>Noncontrolling Interests</b>	4		4
<b>Earnings</b>	\$584	(\$48)	\$536
Average Diluted Shares Outstanding	589.9	589.9	589.9
<b>Operating EPS</b>	0.99	---	---
<b>Adjustments</b>	---	(0.08)	---
<b>Reported EPS</b>	---	---	0.91

Note: Totals may not add due to rounding

### Adjustments to Operating

- (a) Items associated with PJM prior-year billing adjustment.
- (b) Write-off of prior-period deferred fuel costs associated with Virginia legislation.
- (c) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (d) Income tax effects for items excluded from operating results.

## Reconciliation of 2Q15 Operating Earnings to Reported Earnings

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

Description	2Q15 Operating	Adjustments		2Q15 GAAP
<b>Dominion Virginia Power EBITDA</b>	\$374			\$374
DD&A	123			123
Dominion Virginia Power EBIT	251			251
<b>Dominion Energy EBITDA</b>	286			286
DD&A	65			65
Dominion Energy EBIT	221			221
<b>Dominion Generation EBITDA</b>	545			545
DD&A	141			141
Dominion Generation EBIT	404			404
<b>Corporate and Other &amp; Eliminations EBIT</b>	(20)	(27)	(a),(b)	(47)
Total EBIT	\$856	(\$27)		\$829
<b>Consolidated Interest</b>	221	0		221
<b>Consolidated Income Taxes</b>	201	(11)	(c)	190
<b>Noncontrolling Interests</b>	5			5
<b>Earnings</b>	\$429	(\$16)		\$413
Average Diluted Shares Outstanding	592.5	592.5		592.5
<b>Operating EPS</b>	0.73	---		---
<b>Adjustments</b>	---	(0.03)		---
<b>Reported EPS</b>	---	---		0.70

Note: Totals may not add due to rounding

### Adjustments to Operating

- (a) Items associated with future ash pond and landfill closure costs at certain utility power stations.
- (b) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (c) Income tax effects for items excluded from operating results.

## 2016 Earnings Expectations

### Earnings Per Share (diluted)

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

2Q 2016 Operating Earnings (estimate):	\$0.65 - \$0.75
FY 2016 Operating Earnings (estimate):	\$3.60 - \$4.00
2Q 2016 Reported Earnings (estimate):	See Note 1 below
FY 2016 Reported Earnings (estimate):	See Note 1 below

1. In providing its second-quarter and full-year 2016 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, acquisitions, divestitures or changes in accounting principles. At this time, Dominion management is not able to estimate the aggregate impact, if any, of these items on reported earnings. Accordingly, Dominion is not able to provide a corresponding GAAP equivalent for its operating earnings guidance.

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

Dominion's estimates of second-quarter and full-year 2016 earnings are subject to various risks and uncertainties. Factors that could cause actual results to differ materially from management's projections, forecasts, estimates and expectations may include factors that are beyond the company's ability to control or estimate precisely, including fluctuations in energy-related commodity prices, estimates of future market conditions, additional competition in our industries, changes in the demand for Dominion's services, access to and costs of capital, fluctuations in the value of our pension assets and assets held in our decommissioning trusts, impacts of acquisitions, divestitures, transfers of assets to joint ventures or Dominion Midstream and retirements of assets based on asset portfolio reviews, the expected timing and likelihood of completion of the proposed acquisition of Questar, including the ability to obtain the requisite approvals of Questar's shareholders and timing, receipt and terms and conditions of required regulatory approvals, the receipt of regulatory approvals for, and timing of, other planned projects, acquisitions and divestitures, the timing and execution of Dominion Midstream's growth strategy, and the ability to complete planned construction or expansion projects at all or within the terms and timeframes initially anticipated. Other factors include, but are not limited to, weather conditions and other events, including the effects of hurricanes, earthquakes, high winds, major storms and changes in water temperatures on operations, the risk associated with the operation of nuclear facilities, unplanned outages at facilities in which Dominion has an ownership interest, the impact of operational hazards and catastrophic events, state and federal legislative and regulatory developments, including changes in federal and state tax laws and changes to environmental and other laws and regulations, including those related to climate change, greenhouse gases and other emissions to which we are subject, changes in enforcement practices of regulators relating to environmental standards and litigation exposure for remedial activities, political and economic conditions, industrial, commercial and residential growth or decline in Dominion's service area, risks of operating businesses in regulated industries that are subject to changing regulatory structures, changes to regulated gas and electric rates collected by Dominion, changes to rating agency requirements and ratings, changing financial accounting standards, fluctuations in interest rates, employee workforce factors, including collective bargaining, counter-party credit and performance risks, adverse outcomes in litigation matters or regulatory proceedings, the risk of hostile cyber intrusions and other uncertainties. Other risk factors are detailed from time to time in Dominion's quarterly reports on Form 10-Q or most recent annual report on Form 10-K filed with the Securities and Exchange Commission.