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DOMINION RESOURCES INC /VA/

Form U-9C-3

May 30, 2002

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

FORM U-9C-3

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

For the Calendar Quarter Ended March 31, 2002

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

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

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ITEM 1 - ORGANIZATION CHART

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

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

Dominion Alliance Holding, Inc. ("DAH")	Energy Related	11/21/00	DE	100%	Holds an investment in Bridgeco that will develop the infrastructure necessary to operate the Alliance regional transmission organization.
Dominion Energy Technologies, Inc. ("DETI")	Energy Related	4/20/01	VA	100%	Holds venture investments in energy technology companies.
Dominion Metering Services, Inc. ("DMS")	Energy Related	12/8/00	VA	100%	Provides contract meter reading services.
Dominion Ohio ES, Inc. ("DOES")	Energy Related	5/25/01	OH	100%	Provides power plant and transmission services and expertise.

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

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## ITEM 1 - ORGANIZATION CHART (CONTINUED)

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

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("DEE")

LLC ("EIP") which owns 66.34% of TradeSpark, LP, an electronic and telephonic marketplace for transactions in natural gas, electricity and other fuels. (b)

Dominion  
Cleveland  
Thermal, Inc.  
("DCT")

Energy  
Related

10/25/00

OH

100%

Produces steam and chilled water for retail customers in the Cleveland, Ohio area. (c)

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

(b) DEE's voting rights in EIP cannot exceed 9.9% unless (i) its economic interest is less than 10% or (ii) it elects to increase its voting rights to equal its economic interest.

(c) DCT provides services through three wholly-owned subsidiaries: Dominion Cleveland Steam Distribution LLC, Dominion Cleveland Chilled Water Distribution LLC, and Dominion Cleveland Thermal Generation, LLC.

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## ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS (a)

Company issuing security (Borrower)	Type of security issued	Principal amount of security	Issue or renewal	Cost of capital	Person to whom issued (Lender)	Collateral given with security	Consideration received for each security
DEDS	Short Term Advances	\$30,574,929	-	-	DEI	-	-
DMS	Short Term Advances	\$525,000	-	-	DRI	-	-
DAH	Short Term Advances	\$6,159,000	-	-	DRI	-	-

(a) The chart reflects advances made by Lenders to Borrowers. Advances are evidenced by book entries and were made pursuant to Rule 52.

Company Contributing Capital	Company Receiving Capital	Type and Amount of Capital Infusion
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NONE

## ITEM 3 - ASSOCIATE TRANSACTIONS

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

Reporting Company Rendering Service	Associate Company Receiving Service (d)	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
DEDS	Evantage Division of Virginia Power	Project Management, Engineering, Marketing	\$24,291	\$59,014	\$0	\$83,305
DOES	Dominion Equipment, Inc. (e)	Engineering	\$334,788	\$0	\$0	\$334,788

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

(e) Services provided by DOES to Dominion Equipment, Inc. are provided pursuant to service agreements dated June 1, 2001 in the form of Exhibit B to the Form U-9C-3 filed for the fourth quarter of 2001.

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

Associate Company Rendering Services (f)	Reporting Company Receiving Service	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
Evantage Division of Virginia Power	DEDS	Project Management, Engineering, Marketing	\$24,702	\$858	\$0	\$25,559

- (f) Services provided by Dominion Resources Services, Inc. ("DRS") are billed pursuant to standard at-cost service agreements between DRS and DRI subsidiaries. Information with respect to transactions under such agreements is not provided in this report, but will be provided in Form U-13-60.

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies (in thousands):

Total consolidated capitalization of DRI as of March 31, 2002	\$25,504,775 (g)	Line 1
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Total capitalization multiplied by 15% (Line 1 multiplied by 0.15)	3,825,716	Line 2
	-----	

Greater of \$50 million or line 2	\$3,825,716	Line 3
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Total current aggregate investment:  
(categorized by major line of  
energy-related business)

Energy-related business by category

Category 2	(132)
Category 5	20,630
Category 6	14,577
Category 7	6,394
	-----

Total current aggregate investment	41,469	Line 4
	-----	

Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding system (line 3 less line 4)	3,784,247	Line 5
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Investments in gas-related companies  
(in thousands):

Total current aggregate investment: (categorized by major line of gas-related business)	None (h)
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- (g) Includes short-term debt of \$3,173,910.

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

ITEM 5 - OTHER INVESTMENTS

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

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

Balance sheets as of March 31, 2002 and income statements for the three months ended March 31, 2002 for the following companies are filed under confidential treatment pursuant to Rule 104(b):

DEDS  
DEE  
DAH  
DETI  
DMS  
DCT  
DOES

B. Exhibits

The form of service agreement, dated June 2, 2001 between DOES and Dominion Equipment, Inc. is attached as Exhibit B to the Form U-9C-3 filed for the fourth quarter of 2001.

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

SIGNATURE

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

DOMINION RESOURCES, INC.

By: James F. Stutts  
Its Attorney

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May 30, 2002

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Exhibit A

CERTIFICATE

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

DRI's Quarterly Report on Form U-9C-3 filed pursuant to Rule 58 for the quarter ended March 31, 2002 was filed with each state commission having jurisdiction over the retail rates of the public utility companies that are associate companies of any of the reporting companies.

The names and addresses of such state utility commissions are:

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

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

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

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

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

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IN WITNESS WHEREOF, I have hereunto set my hand as of the 30th day of May, 2002.

Sharon L. Burr

Attorney for  
Dominion Resources, Inc.