

DOMINION RESOURCES INC /VA/
Form U-9C-3
March 24, 2004

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 December 31, 2003

Dominion Resources, Inc.
Consolidated Natural Gas Company

(Name of registered holding companies)

120 Tredegar Street
Richmond, Virginia 23219

(Address of principal executive offices)

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ITEM 1 - ORGANIZATION CHART

<u>Name of Reporting Company</u>	<u>Energy or Gas Related Company</u>	<u>Date of Organization</u>	<u>State of Incorporation</u>	<u>% of Voting Securities Held</u>	<u>Nature of Business</u>
Dominion Resources, Inc. ("DRI")(a)					
Dominion Alliance Holding, Inc. ("DAH")	Energy Related	11/2000	Delaware	100%	Held an investment in Bridgeco for the purpose of developing the infrastructure necessary to operate the Alliance regional transmission organization.
Dominion Energy Technologies, Inc. ("DETI")	Energy Related	4/2001	Virginia	100%	Holds venture investments in energy technology companies.
Dominion Ohio ES, Inc. ("DOES")	Energy Related	5/2001	Ohio	100%	Provides engineering, construction and other services.
Dominion Technical Solutions, Inc. ("DTECH")	Energy Related	4/2002	Virginia	100%	Provides engineering, construction and other services.

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ITEM 1 - ORGANIZATION CHART (CONTINUED)

<u>Name of Reporting Company</u>	<u>Energy or Gas Related Company</u>	<u>Date of Organization</u>	<u>State of Incorporation</u>	<u>% of Voting Securities Held</u>	<u>Nature of Business</u>
Dominion Resources, Inc. ("DRI") (a)					
Dominion Energy, Inc. ("DEI") (a)					
Dominion Energy Exchange, Inc. ("DEE")	Energy Related	9/2000	Virginia	100%	Owns an interest in EIP Holdings, 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	10/2000	Ohio	100%	Produces steam and chilled water for retail customers in the Cleveland, Ohio area.
Dominion Energy Marketing, Inc. ("DEMI")	Energy Related	9/2000	Delaware	100%	Engages in the sale of energy on a portfolio basis.
Dominion Wagram, Inc. ("Wagram")	Energy Related	12/2001	North Carolina	100%	Holds contracts pertaining to a steam plant facility in Wagram, NC that serves Westpoint Stevens.

Dominion Energy Terminal Company, Inc. ("DETC")	Energy Related	2/2003	Virginia	100%	Holder of 20% General Partnership interest in Dominion Terminal Associates. Primarily engages in coal terminal services.
Dominion Wholesale, Inc. ("DWI") (NEW)	Energy Related	12/2003	Virginia	100%	Assists in the procurement, storage and maintenance of materials, machinery, equipment, and supplies.

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ITEM 1 - ORGANIZATION CHART (CONTINUED)

<u>Name of Reporting Company</u>	<u>Energy or Gas Related Company</u>	<u>Date of Organization</u>	<u>State of Incorporation</u>	<u>% of Voting Securities Held</u>	<u>Nature of Business</u>
Dominion Resources, Inc. ("DRI")(a)					
Dominion Energy, Inc. ("DEI")(a)					
Dominion Storage, Inc. ("DSI")(a)					
Dominion Energy Canada Limited ("DECL")(a)					
Dominion Energy	Energy Related	11/2002	Alberta, Canada	100%	Trading, hedging and

Clearinghouse
Canada, Inc.
("DECCI")

marketing of
production for
Canadian
operations.

Dominion Nuclear
Projects, Inc. ("DNPI")
(NEW)

Energy
Related

8/2003

Virginia

100%

Manage
development
of new nuclear
generation
facilities.

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ITEM 1 - ORGANIZATION CHART (CONTINUED)

<u>Name of Reporting Company</u>	<u>Energy or Gas Related Company</u>	<u>Date of Organization</u>	<u>State of Incorporation</u>	<u>% of Voting Securities Held</u>	<u>Nature of Business</u>
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Dominion Resources, Inc.
("DRI")(a)

Consolidated Natural Gas
Company ("CNG")(a)

Dominion Field
Services, Inc.
("Field Services")

Gas Related

3/1977

Delaware

100%

Engages in
activities
involving
Appalachian
natural gas
supply,
including
gathering and
administration
of supply
contracts.

Dominion
Iroquois, Inc. (a)

Iroquois Gas Transmission System, L.P. ("Iroquois")	Gas Related	12/1989	Delaware Partnership	24.72%	Owns and operates an interstate natural gas pipeline that transports Canadian gas to utilities and power generators in New York and New England.
Dominion Greenbrier, Inc. ("Greenbrier")	Gas Related	11/2000	Virginia	100%	Owns 100% of Greenbrier Pipeline Company, LLC. (c)
Dominion Oklahoma Texas Exploration & Production, Inc. ("DOTEPI")	Gas Related	9/2001	Delaware	100%	Engages in natural gas and oil exploration and production.

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ITEM 1 - ORGANIZATION CHART (CONTINUED)

<u>Name of Reporting Company</u>	<u>Energy or Gas Related Company</u>	<u>Date of Organization</u>	<u>State of Incorporation</u>	<u>% of Voting Securities Held</u>	<u>Nature of Business</u>
Dominion Resources, Inc. ("DRI")(a)					
Consolidated Natural Gas Company ("CNG")(a)					
Dominion Natural Gas	Gas Related	11/2001	Delaware	100%	Owns gas storage facilities,

Storage, Inc.
("DNGS")

a brine pipeline
and a gas
interconnect
pipeline.

Dominion Cove
Point, Inc. ("Cove
Point")

Gas Related

8/2002

Virginia

100%

Owns an interest
in Dominion
Cove Point
LNG, LP, a
liquefied natural
gas import
facility.

Dominion
Transmission,
Inc. ("DTI") (a)

Tioga
Properties,
LLC
("Tioga")

Gas Related

6/2002

Delaware

100%

Owns a
developmental
underground
natural gas
storage system.

(a) Directly or indirectly holds interests in energy-related or gas-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) Greenbrier Pipeline Company, LLC plans to develop, construct and own a pipeline to meet increased demand for natural gas in the Appalachian and Piedmont regions. Greenbrier acquired an additional 33% interest in Greenbrier Pipeline Company, LLC in November 2003.

(d) Not used.

(e) Not used.

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ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS (f) (g)

<u>Company</u> <u>issuing security</u> <u>(Borrower)</u>	<u>Type of</u> <u>security</u> <u>issued</u>	<u>Principal</u> <u>amount of</u> <u>security</u>	<u>Issue or</u> <u>renewal</u>	<u>Cost of</u> <u>capital</u>	<u>Person to</u> <u>whom</u> <u>issued</u> <u>(Lender)</u>	<u>Collateral</u> <u>given with</u> <u>security</u>	<u>Consideration</u> <u>received for</u> <u>each security</u>
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None

<u>Company Contributing Capital</u>	<u>Company Receiving Capital</u>	<u>Type and Amount of Capital Infusion</u>
DEI	DCT	\$26,869 capital contribution
DEI	DEMI	\$446,952 capital contribution
DEI	Wagram	\$22,085 capital contribution
DEI	DWI	Common stock of \$1,000
DEI	DNPI	Common stock of \$1,000
CNG	Iroquois	\$74,928 capital contribution
CNG	Field Services	\$394,250 capital contribution

(f) The chart reflects net advances made by Lenders to Borrowers during the fourth quarter of 2003. Advances are evidenced by book entries and were made pursuant to Rule 52. See also the DRI Form U-6B-2 filed for the fourth quarter of 2003.

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

(g) All of the following DRI Money Pool activity occurred from October through December 2003 for the participating energy-related and gas-related companies included in this U-9C-3.

DRI Money Pool
(In Thousands)

<u>Company</u>	<u>Beginning Balance</u>	<u>Withdrawals</u>	<u>Contributions</u>	<u>Ending Balance</u>
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Field Services	\$37,792	\$149,472	\$115,918	\$4,238
Dominion Iroquois	4,488	2,504	565	2,549
Greenbrier	(18,675)	9,454	--	(28,129)
DOTePI	(89,698)	167,955	116,884	(140,769)
DNGS	(18,275)	72	115	(18,232)
DAH	(6,406)	--	78	(6,328)

Additionally, as of December 31, 2003 there remained outstanding the following guarantees and letters of credit.

Guarantees
(In Thousands)

<u>Company</u>	<u>Guarantor</u>	<u>Amount</u>
Field Services	CNG	\$177,300
DOTePI	CNG	346,700
DNGS	CNG	265
Greenbrier	DRI	287,537
DEMI	DRI	548,750
DECCI	DRI	92,179

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies (h)

<u>Reporting Company Rendering Service</u>	<u>Associate Company Receiving Service</u>	<u>Types of Services Rendered</u>	<u>Direct Costs Charged</u>	<u>Indirect Costs Charged</u>	<u>Cost of Capital</u>	<u>Total Amount Billed</u>
DOES	Dominion Equipment, Inc. (i)	Engineering Services	\$7,842	0	0	\$7,842
DTECH	Fairless Energy, LLC (j)	Engineering Services	\$91,069	0	0	\$91,069
DTECH	Dresden Energy, LLC (j)	Engineering Services	\$943	0	0	\$943
DTECH	Pleasants Energy, LLC (k)	Engineering Services	\$1,128	0	0	\$1,128
DTECH	Armstrong Energy Limited Partnership, LLLP (l)	Engineering Services	\$33,782	0	0	\$33,782
DTECH	Troy Energy, LLC (m)	Engineering Services	\$15,302			\$15,302
Field Services	Dominion Transmission, Inc. (o)	Sales of Extracted Products, & Rental fees	\$4,496,833	0	0	\$4,496,833
Field Services	Dominion Exploration & Production, Inc. (p)	Fuel Management Services	\$49,889	0	0	\$49,889
Field Services	Dominion Appalachian Development Properties, LLC (q)	Fuel Management Services	\$3,598	0	0	\$3,598

(h) As per Rules 80 and 81, natural gas supply, storage or transportation capacity transactions are not reported hereunder. Services provided by or to Dominion Resources Services, Inc. ("DRS") are billed pursuant to standard at-cost service agreements between DRS and Dominion Resources, Inc. subsidiaries. Information with respect to transactions under such agreements is not provided in this report, but is provided by Form U-13-60.

(i) 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 DRI Form U-9C-3 filed for the fourth quarter of 2001.

(j) Services provided by DTECH to Dresden Energy, LLC and Dominion Equipment III, Inc. as agent for Fairless Energy, LLC are provided pursuant to service agreements dated August 1, 2002 in the form of Exhibits D and E respectively, to the DRI Form U-9C-3 filed for the third quarter of 2002.

(k) Services provided by DTECH to Pleasants Energy, LLC are provided pursuant to service agreements dated August 1, 2002 in the form of Exhibit B to the DRI Form U-9C-3 filed for the second quarter of 2003.

(l) Services provided by DTECH to Armstrong Energy Limited Partnership, LLLP are provided pursuant to service agreements dated August 1, 2002 in the form of Exhibit C to the DRI Form U-9C-3 filed for the third quarter of 2002.

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(m) Services provided by DTECH to Troy Energy, LLC are provided pursuant to service agreements dated August 1, 2002 in the form of Exhibit C to the DRI Form U-9C-3 filed for the second quarter of 2003.

(n) Not used.

(o) Services provided by Field Services to DTI are provided pursuant to a service agreement dated April 23, 2001 in the form of Exhibit A(e) to the CNG Form U-9C-3 filed for the second calendar quarter of 2002.

(p) Services provided at cost.

(q) Services provided by Field Services to Dominion Appalachian Development, Inc. are provided pursuant to a service agreement dated May 1, 2002 in the form of Exhibit A(g) to the CNG Form U-9C-3 filed for the second calendar quarter of 2002.

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ITEM 3 - ASSOCIATE TRANSACTIONS (continued)

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies (h)

Associate Company <u>Rendering Service</u>	Reporting Company <u>Receiving Service</u>	Types of Services <u>Rendered</u>	Direct Costs <u>Charged</u>	Indirect Costs <u>Charged</u>	Cost of <u>Capital</u>	Total Amount <u>Billed</u>
DTI	Field Services (r)	Operations & Maintenance Services	\$132,620	\$14,216	0	\$146,836
DTI	Greenbrier (s)	Administration, Engineering, Operations &	\$65,794	\$1,423	0	\$67,217

		Maintenance Services				
DTI	DNGS (t)	Administration, Engineering, Operations & Maintenance Services	\$10,624	\$485	0	\$11,109
DTI	Dominion Cove Point LNG, LP (u)	Engineering, Operations & Maintenance Services	\$651,125	\$116,336	0	\$767,461
DTI	Tioga (v)	Administration, Engineering, Operations, Accounting, Marketing & Storage Services	\$12,839	\$1,488	0	\$14,326
Dominion Exploration & Production, Inc.	DOTePI (w)	Operations & Maintenance of Gas Properties	\$9,094,003	0	0	\$9,094,003

(r) Services provided by DTI to Field Services are provided pursuant to agreements in the form of Exhibit A(i) to the CNG Form U-9C-3 filed for the second calendar quarter of 2002.

(s) Services provided by DTI to Greenbrier are provided pursuant to a service agreement dated January 1, 2001, in the form of Exhibit B to the CNG Form U-9C-3 filed for the first calendar quarter of 2001.

(t) Services provided by DTI to DNGS are provided pursuant to a service agreement dated December 1, 2001 in the form of Exhibit A(l) to the CNG Form U-9C-3 filed for the third calendar quarter of 2002.

(u) Services provided by DTI to Dominion Cove Point LNG, LP are provided pursuant to a service agreement dated August 30, 2002 in the form of Exhibit A(m) to the CNG Form U-9C-3 filed for the third calendar quarter of 2002.

(v) A copy of the Service Agreement between DTI and Tioga Properties, LLC dated July 1, 2002 in the form of Exhibit A(o) to the CNG Form U-9C-3 filed for the fourth calendar quarter of 2002.

(w) Services provided by Dominion Exploration & Production, Inc. to DOTePI are provided pursuant to a Market Services Agreement dated November 1, 2001 in the form of Exhibit A(k) to the CNG Form U-9C-3 filed for the second calendar quarter of 2002.

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies (in thousands):

Total consolidated capitalization of DRI as of December 31, 2003	\$29,274,756(x)	Line 1
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Total capitalization multiplied by 15% (Line 1 multiplied by 0.15)	<u>4,391,213</u>	Line 2
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Greater of \$50 million or line 2	\$4,391,213	Line 3
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Total current aggregate investment:
(categorized by major line of
energy-related business)

Energy-related business by category

	10
Category 2	
	641,612
Category 5	
	13,752
Category 6	
	8,236
Category 7	
	<u>2</u>
Category 9	

Total current aggregate investment (y)	<u>663,612</u>	Line 4
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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)	\$3,727,601	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) (z)

Gas exploration and production	2,470,751	
Gas sales and storage services	552,412	
Gas transportation	<u>339,990</u>	<u> </u>
		<u>\$3,363,153</u>

(x) Includes short-term debt of \$1,451,791.

(y) Includes guarantees of \$640,929.

(z) Includes guarantees of \$811,802.

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ITEM 5 - OTHER INVESTMENTS

Major Line of Energy-Related <u>Business</u>	Other Investment in <u>Last U-9C-3 Report</u>	Other Investment in this <u>U-9C-3 Report</u>	Reason for Difference <u>in Other Investment</u>
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None.

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

Balance sheets as of December 31, 2003 and income statements for the three-months and year ended December 31, 2003 for the following companies are filed under confidential treatment pursuant to Rule 104(b):

DEE

DAH

DETI

DCT

DOES

Wagram

DTECH

DEMI

Field Services

Greenbrier

DOTPEI

DNGS

Cove Point

Tioga

DETC

DECCI

DWI

DNPI

B. Exhibits

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

SIGNATURE

The undersigned registered holding companies have duly caused this quarterly report to be signed on their 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: /s/ James F. Stutts
James F. Stutts
Its Attorney

CONSOLIDATED NATURAL GAS COMPANY

By: /s/ James F. Stutts
James F. Stutts
Its Attorney

Dated: March 24, 2004

Exhibit A

CERTIFICATE

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

The Combined Quarterly Report for DRI and CNG on Form U-9C-3 filed pursuant to Rule 58 for the quarter ended December 31, 2003 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

Director, Public Utility Accounting
Virginia State Corporation Commission
1300 East Main Street
Richmond, VA 23219

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

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24th day of March 2004.

/s/ Sharon L. Burr

Sharon L. Burr
Attorney for
Dominion Resources, Inc.
Consolidated Natural Gas Company