



**Dominion<sup>®</sup>**

**Alternate Breakdown  
Structure (ABS)  
Supplement**

**October 31, 2014**

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## Important Notes to Investors

This supplement contains certain forward-looking statements, including our forecasted operating earnings for the fourth-quarter and full-year 2014 which are subject to various risks and uncertainties. Factors that could cause actual results to differ materially from management's projections, forecasts, estimates and expectations may include factors that are beyond the company's ability to control or estimate precisely, including fluctuations in energy-related commodity prices, estimates of future market conditions, additional competition in our industries, changes in the demand for Dominion's services, access to and costs of capital, fluctuations in the value of our pension assets and assets held in our decommissioning trusts, impacts of acquisitions, divestitures, transfers of assets to joint ventures or an MLP and retirements of assets based on asset portfolio reviews, the receipt of regulatory approvals for, and timing of, planned projects, acquisitions and divestitures, the timing and execution of our MLP strategy, and the ability to complete planned construction or expansion projects at all or within the terms and timeframes initially anticipated. Other factors include, but are not limited to, weather conditions and other events, including the effects of hurricanes, earthquakes, high winds, major storms and changes in water temperatures on operations, the risk associated with the operation of nuclear facilities, unplanned outages at facilities in which Dominion has an ownership interest, the impact of operational hazards and catastrophic events, state and federal legislative and regulatory developments, including changes in federal and state tax laws and changes to environmental and other laws and regulations, including those related to climate change, greenhouse gases and other emissions to which we are subject, political and economic conditions, industrial, commercial and residential growth or decline in Dominion's service area, risks of operating businesses in regulated industries that are subject to changing regulatory structures, changes to regulated gas and electric rates collected by Dominion, changes to rating agency requirements and ratings, changing financial accounting standards, fluctuations in interest rates, employee workforce factors, including collective bargaining, counter-party credit and performance risks, adverse outcomes in litigation matters or regulatory proceedings, the risk of hostile cyber intrusions and other uncertainties. Other risk factors are detailed from time to time in Dominion's quarterly reports on Form 10-Q or most recent annual report on Form 10-K filed with the Securities and Exchange Commission.

## Alternate Breakdown Structure Supplement

The Alternate Breakdown Structure (ABS) supplement of Dominion's consolidated earnings has been prepared primarily for security analysts and investors in the hope that it will serve as a convenient and useful supplemental reference. The format of this supplemental disclosure may change in the future as we continue to try to meet the needs of security analysts and investors. Dominion manages its operations through its operating segments, and this supplement is not intended to replace Dominion's operating segment earnings disclosure. Please refer to Dominion's most recent quarterly report on Form 10-Q or annual report on Form 10-K filed with the Securities and Exchange Commission and the quarterly Earnings Release Kits for information about Dominion's results by operating segment.

Certain information provided in this Alternate Breakdown Structure supplement 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). 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.

Projections or forecasts shown in this supplement 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.

Please continue to check our website regularly at [www.dom.com/investors](http://www.dom.com/investors) for the most recent updates.

## Guidance Reconciliations

### Reconciliation of 3Q14 Operating Earnings to Guidance

#### Unaudited, Alternate Breakdown Structure

(millions, except per share amounts)

Description	3Q13 Actual	Range of 3Q14		3Q14 Actual
		Low	High	
<b>Virginia Electric &amp; Power Co. EBIT</b>				
Electric Distribution	\$137	\$140	\$150	\$127
Electric Transmission	100	115	120	120
Utility Generation	460	480	520	449
Virginia Power - Corporate Adjusted	0	0	0	0
Subtotal VEPCO Adjusted EBIT	697	735	790	696
<b>Gas Operations EBIT</b>				
Gas Distribution	39	30	40	53
Gas Transmission <sup>1</sup>	250	165	175	185
Subtotal Regulated Gas Operations EBIT	289	195	215	238
<b>Merchant Generation EBIT</b>	116	120	145	121
<b>Dominion Retail EBIT</b>	8	0	5	2
<b>Corporate and Other &amp; Eliminations Adjusted EBIT</b>	(11)	(15)	(10)	(16)
<b>Total Adjusted EBIT</b>	1,099	1,035	1,145	1,041
<b>Consolidated Interest</b>	217	240	230	228
<b>Consolidated Income Taxes</b>	293	265	295	266
<b>Noncontrolling Interests</b>	6	5	5	2
<b>Operating Earnings</b>	\$583	\$525	\$615	\$545
Average Diluted Shares Outstanding	580.1	586	584	584.6
<b>Operating EPS Range</b>	\$1.00	\$0.90	\$1.05	\$0.93

<b>3Q14 Operating EPS Guidance Range</b>	<b>\$0.90</b>	<b>\$1.05</b>
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Note: Figures may not add due to rounding

<b>3Q14 Operating EPS Actual &gt;&gt;&gt;</b>	<b>\$0.93</b>
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<sup>1</sup> Includes Producer Services Business.

Please refer to pages 6 and 7 of this Alternate Breakdown Structure Supplement for details related to *Items excluded from operating earnings* for 3Q14 and 3Q13.

**4Q14 Operating Earnings Guidance****Unaudited, Alternate Breakdown Structure***(millions, except per share amounts)*

Description	4Q13	Range of 4Q14	
	Actual	Low	High
<b>Virginia Electric &amp; Power Co. EBIT</b>			
Electric Distribution	\$147	\$150	\$170
Electric Transmission	107	120	125
Utility Generation	231	250	270
Virginia Power - Corporate Adjusted	0	0	0
Subtotal VEPCO Adjusted EBIT	485	520	565
<b>Gas Operations EBIT</b>			
Gas Distribution	80	55	65
Gas Transmission <sup>1</sup>	207	255	270
Subtotal Regulated Gas Operations EBIT	287	310	335
<b>Merchant Generation EBIT</b>	112	55	80
<b>Dominion Retail EBIT</b>	30	10	20
<b>Corporate and Other &amp; Eliminations Adjusted EBIT</b>	(14)	(15)	(5)
<b>Total Adjusted EBIT</b>	901	880	995
<b>Consolidated Interest</b>	226	225	215
<b>Consolidated Income Taxes</b>	203	200	235
<b>Noncontrolling Interests</b>	4	5	5
<b>Operating Earnings</b>	\$468	\$450	\$540
Average Diluted Shares Outstanding	581.3	587	585
<b>Operating EPS Range</b>	\$0.80	\$0.77	\$0.93
<b>4Q14 Operating EPS Guidance Range</b>		<b>\$0.80</b>	<b>\$0.90</b>

**Note: Figures may not add due to rounding**<sup>1</sup> Includes Producer Services Business.

Please refer to page 8 of this Alternate Breakdown Structure Supplement for details related to *Items excluded from operating earnings* for 4Q13.

## GAAP Reconciliations

### Reconciliation of 3Q14 Operating Earnings to GAAP

#### Unaudited, Alternate Breakdown Structure<sup>1</sup>

(millions, except per share amounts)

Description	3Q14 Operating	Adjustments	3Q14 GAAP
<b>Virginia Electric &amp; Power Co. EBIT</b>			
Electric Distribution	\$127		\$127
Electric Transmission	120		120
Utility Generation	449		449
Virginia Power - Corporate	0	(78)	(78)
Subtotal VEPCO EBIT	696	(78)	618
<b>Gas Operations EBIT</b>			
Gas Distribution	53		53
Gas Transmission	185		185
Subtotal Gas Operations EBIT	238		238
<b>Merchant Generation Operations EBIT</b>	121		121
<b>Dominion Retail EBIT</b>	2		2
<b>Corporate, Other &amp; Eliminations</b>	(16)	27	11
<b>Total EBIT</b>	\$1,041	(\$51)	\$990
<b>Consolidated Interest</b>	228	3	231
<b>Consolidated Income Taxes</b>	266	(38)	228
<b>Noncontrolling Interests</b>	2		2
<b>Income(loss) from Discontinued Operations Earnings</b>	0	0	0
	\$545	(\$16)	\$529
Average Diluted Shares Outstanding	584.6	584.6	584.6
<b>Operating EPS</b>	\$0.93		
<b>Adjustments</b>		(\$0.03)	
<b>Reported EPS</b>			\$0.90

#### Adjustments to Operating:

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items associated with North Anna and offshore wind legislation.
- (c) Items associated with Virginia Power implementing a depreciation study retroactive to prior periods.
- (d) Other miscellaneous items.
- (e) Income tax effects for items excluded from operating results.

<sup>1</sup> There are certain differences between segment reporting and the alternate breakdown structure.

## Reconciliation of 3Q13 Operating Earnings to GAAP

Unaudited, Alternate Breakdown Structure<sup>1</sup>  
(millions, except per share amounts)

Description	3Q13 Operating	Adjustments	3Q13 GAAP
<b>Virginia Electric &amp; Power Co. EBIT</b>			
Electric Distribution	\$137		\$137
Electric Transmission	100		100
Utility Generation	460		460
Virginia Power - Corporate	0	1	1
Subtotal VEPCO EBIT	\$697	1	\$698
<b>Gas Operations EBIT</b>			
Gas Distribution	39		39
Gas Transmission <sup>2</sup>	250		250
Subtotal Gas Operations EBIT	289		289
<b>Merchant Generation Operations EBIT</b>	116		116
<b>Dominion Retail EBIT</b>	8		8
<b>Corporate, Other &amp; Eliminations</b>	(11)	20	9
<b>Total EBIT</b>	\$1,099	\$21	\$1,120
<b>Consolidated Interest</b>	217	0	217
<b>Consolidated Income Taxes</b>	293	12	305
<b>Noncontrolling Interests</b>	6		6
<b>Income(loss) from Discontinued Operations</b>	0	(23)	(23)
<b>Earnings</b>	\$583	(\$14)	\$569
Average Diluted Shares Outstanding	580.1	580.1	580.1
<b>Operating EPS</b>	\$1.00		
<b>Adjustments</b>		(\$0.02)	
<b>Reported EPS</b>			\$0.98

**Adjustments to Operating:**

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items related to our gas infrastructure and repositioning strategies.
- (c) Income tax effects for items excluded from operating results.
- (d) Items related to Brayton Point and Kincaid discontinued operations.
- (e) Items related to our equity method investment in Elwood.

<sup>1</sup> There are certain differences between segment reporting and the alternate breakdown structure.

<sup>2</sup> Includes Producer Services business.

## Reconciliation of 4Q13 Operating Earnings to GAAP

### Unaudited, Alternate Breakdown Structure<sup>1</sup>

(millions, except per share amounts)

Description	4Q13 Operating	Adjustments		4Q13 GAAP
<b>Virginia Electric &amp; Power Co. EBIT</b>				
Electric Distribution	\$147			\$147
Electric Transmission	107			107
Utility Generation	231			231
Virginia Power - Corporate	0	(62)	(b), (d), (f)	(62)
Subtotal VEPCO EBIT	\$485	(62)		\$423
<b>Gas Operations EBIT</b>				
Gas Distribution	80			80
Gas Transmission <sup>2</sup>	207			207
Subtotal Gas Operations EBIT	287			287
<b>Merchant Generation Operations EBIT</b>	112			112
<b>Dominion Retail EBIT</b>	30			30
<b>Corporate, Other &amp; Eliminations</b>	(14)	9	(a), (c), (f)	(5)
<b>Total EBIT</b>	\$900	(\$53)		\$847
<b>Consolidated Interest</b>	226	3	(a), (b)	229
<b>Consolidated Income Taxes</b>	203	(20)	(e)	183
<b>Noncontrolling Interests</b>	4			4
<b>Income(loss) from Discontinued Operations</b>	0	0		0
<b>Earnings</b>	\$467	(\$36)		\$431
Average Diluted Shares Outstanding	581.3	581.3		581.3
<b>Operating EPS</b>	\$0.80			
<b>Adjustments</b>		(\$0.06)		
<b>Reported EPS</b>				\$0.74

#### Adjustments to Operating:

- (a) Items related to our gas infrastructure and repositioning strategies.
- (b) Items related to the Virginia Power base rate order.
- (c) Benefit associated with the downward revision of our nuclear decommissioning ARO.
- (d) Items related to the closure of Chesapeake and Yorktown generating facilities.
- (e) Income tax effects for items excluded from operating results.
- (f) Net gain/loss related to our investment in nuclear decommissioning trust funds.

<sup>1</sup> There are certain differences between segment reporting and the alternate breakdown structure.

<sup>2</sup> Includes Producer Services business.



## VEPCO GAAP Reconciliations

### Reconciliation of 3Q14 Operating Earnings to GAAP

#### Virginia Electric & Power Company

#### Reconciliation of 3Q14 Operating Results to 3Q14 GAAP Results (Unaudited)

(millions)

Description	3Q14 Operating Adjustments		3Q14 GAAP
<b>EBIT</b>			
Electric Distribution	\$127		\$127
Electric Transmission	120		120
Utility Generation	449		449
Virginia Power - Corporate	0	(78) (a),(b),(c)	(78)
<b>Total EBIT</b>	<b>\$696</b>	<b>(78)</b>	<b>\$618</b>
<b>Consolidated Interest</b>	<b>101</b>		<b>101</b>
<b>Consolidated Income Taxes</b>	<b>227</b>	<b>(24) (d)</b>	<b>203</b>
<b>Net Income</b>	<b>368</b>	<b>(54)</b>	<b>314</b>
<b>Preferred Dividends</b>	<b>2</b>		<b>2</b>
<b>Balance Available for Common Stock</b>	<b>\$366</b>	<b>(54)</b>	<b>\$312</b>

#### Adjustments to Operating:

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.  
 (b) Items associated with North Anna and offshore wind legislation.  
 (c) Items associated with Virginia Power implementing a depreciation study retroactive to prior periods.  
 (d) Income tax effects for items excluded from operating results.

### Reconciliation of 3Q13 Operating Earnings to GAAP

#### Virginia Electric & Power Company

#### Reconciliation of 3Q13 Operating Results to 3Q13 GAAP Results (Unaudited)

(millions)

Description	3Q13 Operating Adjustments		3Q13 GAAP
<b>EBIT</b>			
Electric Distribution	\$137		\$137
Electric Transmission	100		100
Utility Generation	460		460
Virginia Power - Corporate	0	1 (a)	1
<b>Total EBIT</b>	<b>\$697</b>	<b>1</b>	<b>\$698</b>
<b>Consolidated Interest</b>	<b>93</b>		<b>93</b>
<b>Consolidated Income Taxes</b>	<b>217</b>	<b>1 (b)</b>	<b>218</b>
<b>Net Income</b>	<b>387</b>	<b>0</b>	<b>387</b>
<b>Preferred Dividends</b>	<b>4</b>		<b>4</b>
<b>Balance Available for Common Stock</b>	<b>\$383</b>	<b>0</b>	<b>\$383</b>

#### Adjustments to Operating:

- (a) Net gain/loss related to our investment in nuclear decommissioning trust funds.  
 (b) Income tax effects for items excluded from operating results.

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**Reconciliation of 4Q13 Operating Earnings to GAAP****Virginia Electric & Power Company****Reconciliation of 4Q13 Operating Results to 4Q13 GAAP Results (Unaudited)***(millions)*

Description	4Q13 Operating	Adjustments	4Q13 GAAP
<b>EBIT</b>			
Electric Distribution	\$147		\$147
Electric Transmission	107		107
Utility Generation	231		231
Virginia Power - Corporate	0	(62)	(62)
<b>Total EBIT</b>	<b>\$485</b>	<b>(62)</b>	<b>\$423</b>
<b>Consolidated Interest</b>	<b>97</b>	<b>2</b>	<b>99</b>
<b>Consolidated Income Taxes</b>	<b>147</b>	<b>(22)</b>	<b>125</b>
<b>Net Income</b>	<b>241</b>	<b>(42)</b>	<b>199</b>
<b>Preferred Dividends</b>	<b>5</b>		<b>5</b>
<b>Balance Available for Common Stock</b>	<b>\$236</b>	<b>(42)</b>	<b>\$194</b>

**Adjustments to Operating:**

- (a) Net gain/loss related to our investment in nuclear decommissioning trust funds.
- (b) Income tax effects for items excluded from operating results.
- (c) Items related to the Virginia Power base rate order.
- (d) Items related to the closure of Chesapeake and Yorktown generating facilities.

## 2014 Earnings Expectations

### Earnings Per Share (diluted)

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

4Q 2014 Operating Earnings (estimate):	\$0.80 - \$0.90
FY 2014 Operating Earnings (estimate):	\$3.35 - \$3.65
4Q 2014 Reported Earnings (estimate):	See Note 1 below
FY 2014 Reported Earnings (estimate):	See Note 1 below

1. In providing its fourth-quarter and full-year 2014 operating earnings guidance the company notes that there could be differences between expected reported earnings and estimated operating earnings for matters such as, but not limited to, divestitures or changes in accounting principles. At this time, Dominion management is not able to estimate the aggregate impact of these items on reported earnings. However, Dominion anticipates recording additional pre-tax charges of approximately \$44 million associated with the North Anna and offshore wind legislation in fourth quarter of 2014.

*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 fourth-quarter and full-year 2014 earnings are subject to various risks and uncertainties. Factors that could cause actual results to differ materially from management's projections, forecasts, estimates and expectations may include factors that are beyond the company's ability to control or estimate precisely, including fluctuations in energy-related commodity prices, estimates of future market conditions, additional competition in our industries, changes in the demand for Dominion's services, access to and costs of capital, fluctuations in the value of our pension assets and assets held in our decommissioning trusts, impacts of acquisitions, divestitures, transfers of assets to joint ventures or an MLP and retirements of assets based on asset portfolio reviews, the receipt of regulatory approvals for, and timing of, planned projects, acquisitions and divestitures, the timing and execution of our MLP strategy and the ability to complete planned construction or expansion projects at all or within the terms and timeframes initially anticipated. Other factors include, but are not limited to, weather conditions and other events, including the effects of hurricanes, earthquakes, high winds, major storms and changes in water temperatures on operations, the risk associated with the operation of nuclear facilities, unplanned outages at facilities in which Dominion has an ownership interest, the impact of operational hazards and catastrophic events, state and federal legislative and regulatory developments, including changes in federal and state tax laws and changes to environmental and other laws and regulations, including those related to climate change, greenhouse gases and other emissions to which we are subject, political and economic conditions, industrial, commercial and residential growth or decline in Dominion's service area, risks of operating businesses in regulated industries that are subject to changing regulatory structures, changes to regulated gas and electric rates collected by Dominion, changes to rating agency requirements and ratings, changing financial accounting standards, fluctuations in interest rates, employee workforce factors, including collective bargaining, counter-party credit and performance risks, adverse outcomes in litigation matters or regulatory proceedings, the risk of hostile cyber intrusions and other uncertainties. Other risk factors are detailed from time to time in Dominion's quarterly reports on Form 10-Q or most recent annual report on Form 10-K filed with the Securities and Exchange Commission.*