



Dominion[®]

**Alternate Breakdown
Structure (ABS)
Supplement**

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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 2015 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 receipt of regulatory approvals for, and timing of, 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.

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) and operating earnings before interest, taxes and depreciation (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.

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 for the most recent updates.

Guidance Reconciliations

Reconciliation of 3Q15 Operating Earnings to Guidance

Unaudited, Alternate Breakdown Structure

(millions, except per share amounts)

Description	3Q14 Actual	Range of 3Q15		3Q15 Actual
		Low	High	
Virginia Electric & Power Co. EBITDA				
Electric Distribution	\$213	\$225	\$235	\$220
Electric Transmission	151	165	175	168
Utility Generation	555	605	645	619
VEPCO DD&A	223	245	250	243
Subtotal VEPCO Adjusted EBIT	696	750	805	764
Gas Operations EBITDA				
Gas Distribution	\$69	\$65	\$75	\$73
Gas Transmission	228	245	261	264
Gas Operations DD&A	59	60	70	65
Subtotal Gas Operations EBIT	238	250	265	272
Merchant Generation EBITDA				
Merchant Generation DD&A	\$145	\$150	\$170	\$179
Subtotal Merchant Generation Operations EBIT	24	35	35	36
Subtotal Merchant Generation Operations EBIT	121	115	135	143
Dominion Retail EBITDA				
Dominion Retail DD&A	\$3	\$0	\$5	\$3
Subtotal Dominion Retail EBIT	1	0	0	1
Subtotal Dominion Retail EBIT	2	0	5	2
Corporate and Other & Eliminations Adjusted EBIT	(16)	(25)	(20)	(31)
Total Adjusted EBIT	1,041	1,090	1,191	1,150
Consolidated Interest	228	235	225	227
Consolidated Income Taxes	266	285	305	306
Noncontrolling Interests	2	5	5	6
Operating Earnings	\$545	\$565	\$655	\$611
Average Diluted Shares Outstanding	584.6	597	595	595.5
Operating EPS Range	\$0.93	\$0.95	\$1.10	\$1.03

3Q15 Operating EPS Guidance Range

\$0.95

\$1.10

Note: Figures may not add due to rounding

3Q15 Operating EPS Actual >>> \$1.03

Note: Gas Transmission 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 3Q15.

4Q15 Operating Earnings Guidance

Unaudited, Alternate Breakdown Structure

(millions, except per share amounts)

Description	4Q14	Range of 4Q15	
	Actual	Low	High
Virginia Electric & Power Co. EBITDA			
Electric Distribution	\$232	\$215	\$230
Electric Transmission	159	165	175
Utility Generation	337	385	415
VEPCO DD&A	220	240	245
Subtotal VEPCO Adjusted EBIT	508	525	575
Gas Operations EBITDA			
Gas Distribution	\$80	\$95	\$105
Gas Transmission	320	275	295
Gas Operations DD&A	67	65	65
Subtotal Gas Operations EBIT	333	305	335
Merchant Generation EBITDA	\$64	\$85	\$110
Merchant Generation DD&A	26	35	35
Subtotal Merchant Generation Operations EBIT	38	50	75
Dominion Retail EBITDA	\$25	\$20	\$25
Dominion Retail DD&A	0	0	0
Subtotal Dominion Retail EBIT	25	20	25
Corporate and Other & Eliminations Adjusted EBIT	(5)	(15)	(10)
Total Adjusted EBIT	\$899	\$885	\$1,000
Consolidated Interest	217	230	220
Consolidated Income Taxes	186	155	195
Noncontrolling Interests	6	5	5
Operating Earnings	\$490	\$495	\$580
Average Diluted Shares Outstanding	586.5	598	596
Operating EPS Range	\$0.84	\$0.83	\$0.97

4Q15 Operating EPS Guidance Range**\$0.85****\$0.95****Note: Figures may not add due to rounding**

Note: Gas Transmission 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 4Q14.

GAAP Reconciliations

Reconciliation of 3Q15 Operating Earnings to GAAP

Unaudited, Alternate Breakdown Structure¹

(millions, except per share amounts)

Description	3Q15 Operating	Adjustments		3Q15 GAAP
Virginia Electric & Power Co. EBITDA				
Electric Distribution	\$220			\$220
Electric Transmission	168			168
Utility Generation	619			619
Virginia Power - Corporate	0	(9)	(a), (b)	(9)
VEPCO DD&A	243	1		244
Subtotal VEPCO EBIT	764	(10)		754
Gas Operations EBITDA				
Gas Distribution	73			73
Gas Transmission	264			264
Gas Operations DD&A	65			65
Subtotal Gas Operations EBIT	272			272
Merchant Generation Operations EBITDA	179			179
Merchant Generations Operations DD&A	36			36
Subtotal Merchant Generation Operations EBIT	143			143
Dominion Retail EBITDA	3			3
Retail DD&A	1			1
Subtotal Retail EBIT	2			2
Corporate, Other & Eliminations EBIT	(31)	(6)	(a)	(37)
Total EBIT	\$1,150	(\$16)		\$1,134
Consolidated Interest	227	3	(b)	230
Consolidated Income Taxes	306	(1)	(c), (d)	305
Noncontrolling Interests	6			6
Earnings	\$611	(\$18)		\$593
Average Diluted Shares Outstanding	595.5	595.5		595.5
Operating EPS	\$1.03			
Adjustments		(\$0.03)		
Reported EPS				\$1.00

Adjustments to Operating:

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items associated with rate adjustment clauses.
- (c) Item associated with North Carolina Public Utility Commission order.
- (d) Income tax effects for items excluded from operating results.

¹ There are certain differences between segment reporting and the alternate breakdown structure.

Reconciliation of 3Q14 Operating Earnings to GAAP

Unaudited, Alternate Breakdown Structure¹

(millions, except per share amounts)

Description	3Q14 Operating	Adjustments	3Q14 GAAP
Virginia Electric & Power Co. EBITDA			
Electric Distribution	\$213		\$213
Electric Transmission	151		151
Utility Generation	555		555
Virginia Power - Corporate	0	(41)	(41)
VEPCO DD&A	223	37	260
Subtotal VEPCO EBIT	696	(78)	618
Gas Operations EBITDA			
Gas Distribution	69		69
Gas Transmission	228		228
Gas Operations DD&A	59		59
Subtotal Gas Operations EBIT	238		238
Merchant Generation Operations EBITDA			
Merchant Generations Operations DD&A	24		24
Subtotal Merchant Generation Operations EBIT	121		121
Dominion Retail EBITDA			
Retail DD&A	1		1
Subtotal Retail EBIT	2		2
Corporate, Other & Eliminations EBIT			
	(16)	27	11
Total EBIT	\$1,041	(\$51)	\$990
Consolidated Interest	228	3	231
Consolidated Income Taxes	266	(38)	228
Noncontrolling Interests	2		2
Earnings	\$545	(\$16)	\$529
Average Diluted Shares Outstanding	584.6	584.6	584.6
Operating EPS	\$0.93		
Adjustments		(\$0.03)	
Reported EPS			\$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.

¹ There are certain differences between segment reporting and the alternate breakdown structure.

Reconciliation of 4Q14 Operating Earnings to GAAP

Unaudited, Alternate Breakdown Structure¹

(millions, except per share amounts)

Description	4Q14 Operating	Adjustments		4Q14 GAAP
Virginia Electric & Power Co. EBITDA				
Electric Distribution	\$232			\$232
Electric Transmission	159			159
Utility Generation	337			337
Virginia Power - Corporate	0	(163)	(a), (b), (c)	(163)
VEPCO DD&A	220	0		220
Subtotal VEPCO EBIT	508	(163)		345
Gas Operations EBITDA				
Gas Distribution	80			80
Gas Transmission	320			320
Gas Operations DD&A	67			67
Subtotal Gas Operations EBIT	333			333
Merchant Generation Operations EBITDA				
Merchant Generations Operations DD&A	64			64
Subtotal Merchant Generation Operations EBIT	26			26
Dominion Retail EBITDA				
Retail DD&A	25			25
Subtotal Retail EBIT	0			0
Corporate, Other & Eliminations EBIT				
Subtotal	(5)	(14)	(a), (e)	(19)
Total EBIT	\$899	(\$177)		\$722
Consolidated Interest	217	281	(d)	498
Consolidated Income Taxes	186	(211)	(f)	(25)
Noncontrolling Interests	6			6
Earnings	\$490	(\$247)		\$243
Average Diluted Shares Outstanding	586.5	586.5		586.5
Operating EPS	\$0.84			
Adjustments		(\$0.42)		
Reported EPS				\$0.42

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 future ash pond closure costs at certain utility power stations.
- (d) Item associated with our liability management exercise.
- (e) Other miscellaneous items.
- (f) Income tax effects for items excluded from operating results.

¹ There are certain differences between segment reporting and the alternate breakdown structure.

VEPCO GAAP Reconciliations

Reconciliation of 3Q15 Operating Earnings to GAAP

Virginia Electric & Power Company

Reconciliation of 3Q15 Operating Results to 3Q15 GAAP Results (Unaudited)

(millions)

Description	3Q15 Operating	Adjustments		3Q15 GAAP
EBITDA				
Electric Distribution	\$220			\$220
Electric Transmission	168			168
Utility Generation	619			619
Virginia Power - Corporate	0	(9)	(a), (b)	(9)
Total DD&A	243	1		244
Total EBIT	\$764	(10)		\$754
Consolidated Interest	114	2	(b)	116
Consolidated Income Taxes	251	2	(d), (c)	253
Net Income	399	(14)		385
Preferred Dividends	0			0
Balance Available for Common Stock	\$399	(14)		\$385

Adjustments to Operating:

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items associated with rate adjustment clauses.
- (c) Item associated with North Carolina Public Utility Commission order.
- (d) Income tax effects for items excluded from operating results.

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
EBITDA			
Electric Distribution	\$213		\$213
Electric Transmission	151		151
Utility Generation	555		555
Virginia Power - Corporate	0	(41)	(41)
Total DD&A	223	37	260
Total EBIT	\$696	(78)	\$618
Consolidated Interest	101		101
Consolidated Income Taxes	227	(24)	203
Net Income	368	(54)	314
Preferred Dividends	2		2
Balance Available for Common Stock	\$366	(54)	\$312

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 4Q14 Operating Earnings to GAAP**Virginia Electric & Power Company****Reconciliation of 4Q14 Operating Results to 4Q14 GAAP Results (Unaudited)***(millions)*

Description	4Q14 Operating	Adjustments		4Q14 GAAP
EBITDA				
Electric Distribution	\$232			\$232
Electric Transmission	159			159
Utility Generation	337			337
Virginia Power - Corporate	0	(163)	(a),(b),(c)	(163)
Total DD&A	220			220
Total EBIT	\$508	(163)		\$345
Consolidated Interest	98	2	(d)	100
Consolidated Income Taxes	152	(58)	(e)	94
Net Income	258	(107)		151
Preferred Dividends	3			3
Balance Available for Common Stock	\$255	(107)		\$148

Adjustments to Operating:

- (a) Net gain/loss of our investment in nuclear decommissioning trust funds.
- (b) Items associated with North Anna and offshore wind facilities legislation.
- (c) Items associated with future ash pond closure costs at certain utility power stations.
- (d) Other miscellaneous items.
- (e) Income tax effects for items excluded from operating results.

2015 Earnings Expectations

Earnings Per Share (diluted)

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

4Q 2015 Operating Earnings (estimate):	\$0.85 - \$0.95
FY 2015 Operating Earnings (estimate):	\$3.50 - \$3.85
4Q 2015 Reported Earnings (estimate):	See Note 1 below
FY 2015 Reported Earnings (estimate):	See Note 1 below

1. In providing its fourth-quarter and full-year 2015 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.

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 2015 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 receipt of regulatory approvals for, and timing of, planned projects, acquisitions and divestitures, the timing and execution of Dominion Midstream 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.