

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM U-3A-2

File No. 69-278

FISCAL YEAR ENDED DECEMBER 31, 1995

Statement by Holding Company Claiming Exemption Under Rule U-3A-2 from the
Provisions of the Public Utility Holding Company
Act of 1935

To Be Filed Annually Prior to March 1

DOMINION RESOURCES, INC.
(Name of Company)

hereby files with the Securities and Exchange Commission pursuant to Rule 2, its
statement claiming exemption as a holding company from the provisions of the
Public Utility Holding Company Act of 1935, and submits the following
information:

1. Name, State of organization, location and nature of business of claimant
and every subsidiary thereof, other than any exempt wholesale generator (EWG) or
foreign utility company in which claimant directly or indirectly holds an
interest.

Name	State of Organization	Location and Nature of Business
Dominion Resources, Inc.	Virginia	Richmond, Virginia - Holding Company
Subsidiaries of Dominion Resources, Inc.		
Virginia Electric and Power Company	Virginia	Virginia and North Carolina- Electric utility
Dominion Capital, Inc. (1)	Virginia	Richmond, Virginia - Financial services, land development
Dominion Energy, Inc. (1)	Virginia	Richmond, Virginia - Nonutility power production and gas and oil development
Subsidiaries of Virginia Electric and Power Company		
Virginia Power Fuel Corporation	Virginia	Richmond, Virginia - Nuclear fuel procurement
Virginia Power SPC-I, Inc.	Virginia	Richmond, Virginia - Special purpose corporation
A&C Enercom, Inc.	Virginia	Richmond, Virginia - Sales of energy services
Subsidiaries of Dominion Capital, Inc.		
Rincon Securities Inc.	New York	Richmond, Virginia - Investment company
Dominion Financing, Inc.	Virginia	Richmond, Virginia - Special purpose medium-term financing subsidiary
Blue Ridge Securities, Inc.	Virginia	Richmond, Virginia - Investment company
Louisiana Hydroelectric Capital Corporation	Virginia	Richmond, Virginia - Investment company
Vidalia Audit, Inc.	Virginia	Richmond, Virginia - Audit company for hydroelectric project

State of Location and

Name	Organization	Nature of Business
Subsidiaries of Dominion Capital, Inc. (continued)		
America's Utility Fund Service Company	Virginia	Richmond, Virginia - Mutual Fund administrator
Project America, Inc.	Virginia	Richmond, Virginia - Mutual Fund broker-dealer
Rosemont/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate investment
Shoulders Hill/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate investment
Edgen, Inc.	Delaware	Richmond, Virginia - Real estate holding company
Stanton Associates, Inc.	Virginia	Norfolk, Virginia - Real estate holding company
Williams Court/DCI Properties, Inc.	Virginia	Richmond, Virginia - Real estate investments
Dominion Lands, Inc.	Virginia	Richmond, Virginia - Land development
Virginia Financial Ventures, Inc.	Virginia	Richmond, Virginia - Commercial finance
Dominion Land Management Company	Virginia	Richmond, Virginia - Real estate development
Trilon Dominion Partners, L.L.C.	Delaware	New York, New York - Venture capital investments
Dominion Venture Investments, Inc.	Virginia	Richmond, Virginia - Middle market commercial lending
Catalyst Old River Hydroelectric Limited Partnership	Louisiana	Vidalia, Louisiana - Electric power production
Credit Depot Corporation	Delaware	Atlanta, Georgia - Residential financial services
Electronic Lighting, Inc.	Delaware	Menlo Park, California - Lighting control systems

Name	Organization	Nature of Business
Subsidiaries of Dominion Land Management Company		
Bridgeway Management Company	Virginia	Suffolk, Virginia - Real estate management
Governor's Land Management Company, Inc.	Virginia	James City County, Virginia - Operation and maintenance services for land and club development projects
Old North State Management Company	Virginia	New London, North Carolina - Real estate management
Stonehouse Management Company	Virginia	Williamsburg, Virginia - Real estate management
Waterford Management Company	Virginia	Houston, Texas - Real estate management

Name	Organization	Nature of Business
Subsidiaries of Trilon Dominion Partners, L.L.C.		
IMProCOM, Inc.	Nevada	Ormond Beach, Florida - Digital imaging software
Advanced Materials Group, Inc.	Nevada	Carson, California - Packaging and container products
Caldera Environmental Corp.	Canada	Rosemont, Illinois - Water treatment systems
Wilshire Technologies, Inc.	California	Carlsbad, California - Medical supplies
Accessware, Inc.	Delaware	Houston, Texas - Modular software

Name	Organization	Location and Nature of Business
Subsidiaries of Trilon Dominion Partners, L.L.C. (continued)		
EPL Technologies, Inc.	Colorado	West Conshohocken, Pennsylvania - Food processing technologies

Subsidiary of Stanton Associates, Inc.

Goodman Segar Hogan, Inc. Virginia Norfolk, Virginia - Real estate company

Subsidiaries of Goodman Segar Hogan, Inc.

Stanton Associates One	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan Hoffler, Inc.	Virginia	Norfolk, Virginia - Real estate company
Denbigh Shopping Center Associates	Virginia	Norfolk, Virginia - Real estate investment
GSH/Stanton Associates, L.P.	Virginia	Norfolk, Virginia - Real estate investment
Stanton Associates Two	Virginia	Norfolk, Virginia - Real estate investment
Hogan Stanton, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Hogan Stanton Properties, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Hogan Stanton Investment, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan of Great Bridge, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Air Cargo Associates	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Air Cargo Associates II	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Monroe Construction Management, Inc.	Virginia	Norfolk, Virginia - Construction company
Arcade, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan of Little Neck, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Riverside Development Joint Venture	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Baxter Road Associates	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
Goodman Segar Hogan of Orlando, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Historic Towne Square Company	Virginia	Norfolk, Virginia - Operating Partnership-Real estate
American Storage Properties, Inc.	Virginia	Norfolk, Virginia - Real estate investment
Goodman Segar Hogan of World Trade Center, Inc.	Virginia	Norfolk, Virginia - Real estate investment
World Trade Center Associates, L.P.	Virginia	Norfolk, Virginia - Operating Partnership- Real estate
Azalea Richmond Self-Storage, Inc.	Virginia	Norfolk, Virginia - Real estate investment

Name	State of Organization	Location and Nature of Business
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Subsidiaries of Goodman Segar Hogan, Inc. (continued)

Goodman Segar Hogan of North Carolina, Inc.	Virginia	Norfolk, Virginia - Payroll Tax Conduit
Goodman Segar Hogan of Virginia, Inc.	Virginia	Norfolk, Virginia - Payroll Tax Conduit
GSH Maintenance Corporation	Virginia	Norfolk, Virginia - Payroll Tax Conduit
Goodman Segar Hogan of Atlanta, Inc.	Virginia	Norfolk, Virginia - Payroll Tax Conduit
Madison Property Services, Inc.	Virginia	Norfolk, Virginia -

Goodman Segar Hogan Parking Management, Inc.	Virginia	Insurance services Norfolk, Virginia - Parking lot Management
Shoulders Hill Investors, L.P.	Virginia	Norfolk, Virginia - Dormant partnership
Goodman Segar Hogan of Southern Shopping Center	Virginia	Norfolk, Virginia - Real estate investment
Subsidiaries of Goodman Segar Hogan of Orlando, Inc.		
Curry Ford	Florida	Orlando, Florida - Real estate investment
University Square	Florida	Orlando, Florida - Real estate investment
Subsidiary of Azalea Richmond Self-Storage, Inc.		
Azalea Richmond Self-Storage	Virginia	Norfolk, Virginia - Real estate investment
Subsidiary of Stanton Associates One		
Brown Farm Associates	Virginia	Norfolk, Virginia - Operating partnership-Real estate
Subsidiary of Denbigh Shopping Center Associates		
Turnbarr Associates	Virginia	Norfolk, Virginia - Operating partnership-Real estate
Subsidiary of Stanton Associates Two		
Salem Lakes Commercial Associates	Virginia	Norfolk, Virginia - Operating partnership - Real estate
Subsidiary of Hogan Stanton, Inc.		
HS Advisors, Ltd.	Virginia	Norfolk, Virginia - Real estate investment
Subsidiary of Hogan Stanton Properties, Inc.		
HS Advisors II, Ltd.	Virginia	Norfolk, Virginia - Real estate investment
Subsidiary of Hogan Stanton Investments, Inc.		
HS Advisors III, Ltd.	Virginia	Norfolk, Virginia - Real estate investment
Subsidiary of Arcade, Inc.		
Selden Associates	Virginia	Norfolk, Virginia - Operating partnership- Real estate
State of		
Name	Organization	Location and Nature of Business
Subsidiary of American Storage Properties, Inc.		
GSH/American Storage Properties Associates, L.P.	Virginia	Norfolk, Virginia - Real estate investment
Subsidiary of Goodman Segar Hogan, Inc. and Goodman Segar Hogan Hoffler, Inc.		
Goodman Segar Hogan Hoffler L.P.	Virginia	Norfolk, Virginia - Real estate brokerage, leasing and management
Subsidiary of Goodman Segar Hogan Hoffler, Inc.		
Goodman Segar Hogan Hoffler Construction, Inc.	Virginia	Norfolk, Virginia - Real estate construction general partner

Subsidiary of Goodman Segar Hogan Hoffler Construction, Inc. and
 Goodman Segar Hogan Hoffler L.P.
 Goodman Segar Hogan Hoffler Construction, L.P. Virginia Norfolk, Virginia - Real estate construction

Subsidiary of Edgen, Inc.
 H-W Properties, Inc. Delaware Houston, Texas - Real estate investment

Subsidiaries of H-W Properties, Inc.
 Waterford Harbor Realty, Inc. Texas Houston, Texas - Real estate management
 Crystal Park Investors, Inc. Texas Houston, Texas - Real estate investment

Subsidiary of Virginia Financial Ventures, Inc.
 First Source Financial LLP Illinois Prospects Heights, Illinois - Middle market commercial lending

Subsidiaries of Dominion Lands, Inc.
 Widewater Associates Virginia Stafford County, Virginia - Land Development
 Dominion Lands-Williamsburg, Inc. Virginia James City County, Virginia - Land Development
 Harborside Condominium Unit Owners Association Virginia Alexandria, Virginia - Condominium Owners Association
 Chesterfield Land, Inc. Virginia Chesterfield County, Virginia - Land development
 Old North, Inc. Virginia New London, North Carolina - Real estate development

Subsidiary of Dominion Lands, Inc. and Chesterfield Land, Inc.
 Chesterfield Land Associates Virginia Chesterfield County, Virginia - Land development

Subsidiaries of Lake Badin Associates
 Uwharrie Point Community Association, Inc. North Carolina Montgomery County, North Carolina - Homeowners Association
 Millingport Community Association, Inc. North Carolina Montgomery County, North Carolina - Neighborhood Association

Name	State of Organization	Location and Nature of Business
Subsidiary of Dominion Lands, Inc. and Dominion Lands-Williamsburg, Inc.		
Governor's Land Associates	Virginia	James City County, Virginia - Land Development

Subsidiaries of Governor's Land Associates
 Governor's Land Foundation Virginia James City County, Virginia - Homeowners Association
 Two Rivers Club Delaware James City County, Virginia - Country Club

Subsidiary of Dominion Lands, Inc. and Old North, Inc.
 Lake Badin Associates Virginia Montgomery County, North Carolina - Land Development

Subsidiaries of Dominion Energy, Inc.
 Dominion Cogen, Inc. Virginia Headquarters in Richmond, Virginia - Cogeneration
 Dominion Cogen CA, Inc. Virginia Headquarters in Richmond,

Dominion Cogen DC, Inc.	Virginia	Virginia - Cogeneration in state of California Headquarters in Richmond, Virginia - Cogeneration in Washington, DC
Dominion Cogen NY, Inc.	Virginia	Headquarters in Richmond, Virginia - Cogeneration and small power production in state of New York
Dominion Cogen WV, Inc.	Virginia	Headquarters in Richmond, Virginia - Cogeneration in state of West Virginia
Dominion Energy Services Company, Inc. (operates in West Virginia as DE Services Company, Inc.)	Virginia	Richmond, Virginia - Operation and maintenance services for nonutility power projects
Dominion Demand Side Services, Inc.	Virginia	Headquarters in Richmond, Virginia - Energy Conservation
Dominion Generating S.A.	Argentina	Buenos Aires, Argentina - Electric power production in Argentina
Dominion Black Warrior Basin, Inc.	Alabama	Tuscaloosa, Alabama - Methane gas production
DEI U.K., Inc.	Virginia	Richmond, Virginia - Equity holding
DEI Texas, Inc.	Virginia	Richmond, Virginia - Shell company
Dominion Energy U.K., Inc.	Virginia	Richmond, Virginia - Equity holding
Dominion Management Argentina S.A.	Argentina	Buenos Aires, Argentina - Operation and maintenance services for electric power production
Dominion Reserves, Inc.	Virginia	Richmond, Virginia - Gas and oil development
Dominion Reserves-Utah, Inc.	Utah	Headquarters in Richmond, Virginia - Methane gas production in Utah
Dominion Energy Central America, Inc.	Belize, C.A.	Belize City, Belize - Equity holding
	State of	Location and
Name	Organization	Nature of Business
Subsidiaries of Dominion Energy, Inc. (continued)		
Dominion U.K. Limited	United Kingdom	United Kingdom - Equity holding
Caithness BLM Group L.P.	New Jersey	Ridgecrest, California - Geothermal electric generation
Caithness Navy II Group L.P.	New Jersey	Inyo County, California - Geothermal electric generation
Rumford Cogeneration Company, Ltd.	Maine	Rumford, Maine-Cogeneration
Luz Solar Partners Ltd., VII L.P.	California	Los Angeles, California - Solar electric generation
Subsidiary of Dominion Energy Central America, Inc.		
Belize Electric Company, Ltd	Belize	Belize - Hydro electric generation
Subsidiary of Dominion Energy, Inc. And Dominion Reserves, Inc.		
Dominion Energy Pty Ltd	Australia	Queensland, Australia - Equity holding
Subsidiary of Dominion U.K. Limited		
Dominion First Hydro Limited U.K.	United Kingdom	United Kingdom - Equity holding

Subsidiaries of Dominion Energy Pty Ltd
 Beaconsfield Energy Development Pty Ltd Australia Queensland, Australia - Oil and gas development
 Dry Creek Transmission Pty Ltd Australia Queensland, Australia - Equity holding

Subsidiary of Dry Creek Transmission Pty Ltd
 South Australian Pipeline Company Pty Ltd Australia Australia - Shell company

Subsidiary of Dominion Cogen, Inc.
 Enron/Dominion Cogen Corp. Delaware Houston, Texas -Cogeneration

Subsidiaries of Enron/Dominion Cogen Corp.
 Enron Cogeneration One Company Delaware Houston, Texas-Cogeneration
 Enron Cogeneration Three Company Delaware Houston, Texas-Cogeneration
 Enron Cogeneration Five Company Delaware Houston, Texas-Cogeneration

Subsidiary of Enron Cogeneration One Company
 Cogenron Inc. Delaware Texas City, Texas - Cogeneration Plant

Subsidiary of Enron/Dominion Cogen Corp. and Enron Cogeneration Three Company
 Clear Lake Cogeneration L.P. Texas Bayport, Texas -Cogeneration Plant

Subsidiary of Enron Cogeneration Five Company
 Cogen Technologies NJ Venture New Jersey Bayonne, NJ - Cogeneration plant

Subsidiaries of Dominion Energy, Inc. and Dominion Cogen CA, Inc.
 Chalk Cliff Limited Texas Headquarters in Houston, Texas - Cogeneration in state of California

Name	State of Organization	Location and Nature of Business
Subsidiaries of Dominion Energy, Inc. and Dominion San Joaquin Cogen Limited	Texas	Cogen CA, Inc. (continued) Headquarters in Houston, Texas - Cogeneration in state of California

Subsidiaries of Dominion Energy, Inc. and Dominion Warrensburg Hydro Power L. P.	New York	Cogen NY, Inc. Glens Falls, New York - Small Power Producer
Middle Falls Limited Partnership	New York	Glens Falls, New York - Small Power Producer
Sissonville Limited Partnership	New York	Glens Falls, New York - Small Power Producer
NYSD Limited Partnership	New York	Glens Falls, New York - Small Power Producer

Subsidiary of Dominion Cogen DC, Inc.
 Georgetown Cogeneration, L.P. Virginia Headquarters in Richmond, Virginia - Cogeneration in Washington, D.C.

Subsidiary of Dominion Cogen WV, Inc.
 Morgantown Energy Associates West Virginia Morgantown, WV - Cogeneration

Subsidiaries of Dominion Reserves, Inc.
 Chesterfield Energy Corporation Delaware Clarksburg, West Virginia - Oil and gas development
 Dominion Appalachian Development, Inc. Virginia Clarksburg, West Virginia - Oil and gas development

Dominion Appalachian Development Properties, L.L.C.	Virginia	Clarksburg, West Virginia - Oil and gas development
Dominion Gas Processing MI, Inc.	Virginia	Headquarters in Richmond, Virginia - Natural gas processing in Michigan
Dominion Reserves - Indiana, Inc.	Virginia	Indiana - Oil and gas development
Dominion Southern Michigan, Inc.	Delaware	Headquarters in Richmond, Virginia - Oil and gas development in Michigan
Gas Exploration and Development Company	West Virginia	Clarksburg, West Virginia - Oil and gas development
Stonewall Gas Company	Virginia	Clarksburg, West Virginia - Oil and gas development

Subsidiary of Dominion Gas Processing MI, Inc.		
Frederic HOF L.P.	Virginia	Gaylord, Michigan - Natural gas processing
Wilderness Energy, L.C.	Michigan	Gaylord, Michigan - Oil and gas gathering and processing

Subsidiary of Wilderness Energy, L.C. and Dominion Gas Processing MI, Inc.		
Wilderness Energy Services L.P.	Michigan	Gaylord, Michigan - Oil and gas gathering and processing

Subsidiaries of Dominion Generating S.A.		
A. V. Holding S.A.	Argentina	Buenos Aires, Argentina - Equity holdings in Argentina
Patagonia Holding, S.A.	Argentina	Buenos Aires, Argentina - Equity holdings in Argentina

Name	State of Organization	Location and Nature of Business
Subsidiary of A. V. Holding S.A.		
Central Termica Alto Valle, S.A.	Argentina	Buenos Aires, Argentina - Electric power production

Subsidiary of Patagonia Holding, S.A.		
Hidroelectrica Cerros Colorados S.A.	Argentina	Buenos Aires, Argentina - Electric power production

Subsidiary of Dominion Energy, Inc., Dominion Reserves, Inc., and Dominion Cogen, Inc.		
Inversiones Dominion Bolivia S.A.	Bolivia	Bolivia - Equity holding

Subsidiary of Inversiones Dominion Bolivia S.A.		
Empresa Electrica Corani S.A.	Bolivia	Cochabama, Bolivia - Electric power production

(1) For the calendar year 1995, the revenues and income and net income of Dominion Capital, Inc. (Dominion Capital), Dominion Energy, Inc. (Dominion Energy) and their subsidiaries, as percentages of claimant's consolidated revenues and income and net income, are as follows:

	Revenues and income as % of consolidated	Net income as % of consolidated
Dominion Capital	2.4	4.1
Dominion Energy	3.9	8.2

2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission and distribution of electric energy for sale, or for the production, transmission and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas

manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State, is as follows:

The claimant owns all of the issued and outstanding common stock of Virginia Electric and Power Company (which, including all of its businesses, wherever located, is hereinafter referred to as Virginia Power), a Virginia public service corporation. Virginia Power is a regulated public utility engaged in the generation, transmission, distribution and sale of electric energy in a 30,000 square mile service area in Virginia and northeastern North Carolina and consequently has generation, transmission and distribution facilities in each of those states. Virginia Power also owns a fuel pier that extends into navigable waters within the boundaries of Maryland and owns generation and transmission facilities located in West Virginia. In its service area it sells electricity to retail customers, including governmental agencies, and to wholesale customers such as rural electric cooperatives and municipalities. Virginia Power's service area comprises about 65% of Virginia's total land area, but accounts for over 80% of its population. Dominion Capital owns, in accordance with a no-action letter from the SEC Office of Public Utility Regulation dated December 22, 1987, a limited partnership interest in Catalyst Old River Hydroelectric Limited Partnership, which is the lessee of a hydro facility in Louisiana. Dominion Energy has interests in various cogeneration and small power production facilities in various states of the United States, but all of such facilities are Qualifying Facilities under the Public Utility Regulatory Policies Act. Dominion Energy has also purchased interests in a gas-fired, and hydroelectric generating facilities in Argentina, Belize and Bolivia and operates these facilities, all through Exempt Wholesale Generators. Dominion Reserves, Inc., a subsidiary of Dominion Energy is a participant in 93 oil and natural gas development programs in Arkansas, Colorado, the Gulf of Mexico, Kansas, Louisiana, Michigan, Montana, Nevada, Ohio, Oklahoma, Pennsylvania, South Dakota, Texas, Utah, Virginia, West Virginia and Wyoming.

A more detailed description of the properties of, and a discussion of the business of the claimant and its subsidiaries, is found in the Annual Report on Form 10-K of the claimant (File No. 1-8489) for the fiscal year ended December 31, 1994 which is on file with the SEC and incorporated herein by this reference.

3. The following information for the last calendar year (1995) with respect to claimant and each of its subsidiary public utility companies is provided below:

- (a) Number of kwh of electric energy sold (at retail or wholesale), and MCF of natural or manufactured gas distributed at retail.
- (b) Number of kwh of electric energy and MCF of natural or manufactured gas distributed at retail outside the State in which each such company is organized.
- (c) Number of kwh of electric energy and MCF of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.
- (d) Number of kwh of electric energy and MCF of natural or manufactured gas purchased outside the State in which each such company is organized, or at the State line.

Virginia Power

Electric

(a) Number of kwh of electric energy sold.	68,952,528,000
(b) Number of kwh of electric energy distributed at retail outside the State of Virginia.	3,004,008,000
(c) Number of kwh of electric energy sold at wholesale outside the State of Virginia, or at the State line.	883,047,399
(d) Number of kwh of electric energy purchased outside the State of Virginia or at the State line.	8,854,227,000

Gas

(a) Number of Mcf of natural or manufactured gas distributed at retail	-0-
(b) Number of Mcf of natural or manufactured gas distributed at retail outside the State of Virginia	-0-
(c) Number of Mcf or natural or manufactured gas sold at wholesale outside the State of Virginia or at the State line	1,142,096
(d) Number of Mcf of natural or manufactured gas purchased outside the State of Virginia or at the State line	13,253,950

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

1. Name: Mollejon Hydroelectric Project

Location: The facility is located on the Macal River in Cayo District, Belize, Central America.

Business Address: Belize Electric Company Limited
37 Regent Street
Belize City, Belize

Description: This 25.2 MW hydroelectric facility is located in western Belize, C.A. on the Macal River. The project, consists of a diversion dam, a 2.5 mile power tunnel, and a powerhouse which contains three 8400 KW turbine generators. The diversion dam impounds sufficient water to allow daily regulation.

2. Name: Hidroelectrica Cerros Colorados Power Plant

Location: The facility is located 50 miles west of the city of Neuquen on the Neuquen River in Neuquen Province, Argentina.

Business Address: Hidroelectrica Cerros Colorados S.A.
Leandro N. Alem 690
Piso 12
Buenos Aires, Argentina

Description: This hydroelectric generating facility has a nominal power production capacity of 450 MW. It consists of two 225 MW turbogenerators with associated equipment and five dams. The generating plant dam is earthen-filled, and the other four dams consist of one earthen-filled diversion structure, two earthen-filled flow regulating structures and one concrete flow regulating structure.

3. Name: Central Termica Alto Valle Power Plant

Location: The facility is located in the city of Neuquen, Argentina.

Business Address: Central Termica Alto Valle S.A.
Leandro N. Alem 690
Piso 12
Buenos Aires, Argentina.

Description: The Alto Valle Station has a nominal power production capacity of 98 MW. The Station consists of five turbines: two 15 MW steam turbines, one 18 MW gas turbine and two 25 MW gas turbines. The Station is interconnected with Compania Administradora del Mercado Mayorista Electrico Sociedad Anonima, which is the Argentine spot market for electric energy, by four transmission lines.

4. Name: Empresa Electrica Corani S.A.

Location: The facility is located 50 miles northeast of the city of Cochabamba, Bolivia.

Business Address: Empresa Electrica Corani S.A.
Av. Oquendo N-0654
Las Torres Sofer I, Piso 9
Cochabamba, Bolivia

Description: These hydroelectric generating facilities have a nominal power production capacity of 126 Mw. The facilities consist of a 72 Mw hydroelectric generating station consisting of four 18 Mw turbogenerators and related structures and a 54 Mw hydroelectric generating station consisting of four 13.5 Mw turbogenerators and related structures. The facilities also include a mixed earthen and rock-filled dam creating the Corani Reservoir from the waters of the Corani, Malaga and Candilaria Rivers. The facilities are interconnected with the Sistema Interconectado National, the Bolivian wholesale transmission grid.

(b) Name of each system company that holds an interest in such EWG or foreign utility company, and description of the interest held.

Name	Description of Interest Held
Dominion Resources, Inc.	100% Ownership of Dominion Energy, Inc.
Dominion Energy, Inc.	99.916% ownership interest in Dominion Generating S.A. 100% ownership interest in Dominion Energy Central America, Inc. 99.916% ownership interest in Dominion Management Argentina S.A., EWG# EG93-60-000 and EWG# EG93-53-000. 100% ownership interest in Inversiones Dominion Bolivia S.A.
Dominion Generating S.A.	65% ownership interest in Patagonia Holding S.A. 60% ownership interest in A.V. Holding S.A.
Dominion Energy Central America, Inc.	95% ownership interest in Belize Electric Company Limited, EWG# EG93-45-000.
Patagonia Holding S.A.	59% ownership interest in Hidroelectrica Cerros Colorados S.A.,

EWG# EG93-58-000.

A.V. Holding S.A. 90% ownership interest in Central
Termica Alto Valle S.A., EWG#
E93-93-000.

Name Description of Interest Held

Inversiones Dominion
Bolivia S.A. 50% ownership interest in Empresa
Electrica Corani S.A. EWG# E95-59-000

(c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

DOMINION RESOURCES, INC.
ANALYSIS OF FOREIGN INVESTMENTS
AS OF DECEMBER 31, 1995
US\$

INVESTMENT TYPE	DOMINION RESOURCES INVESTMENT	
	AMOUNT	DIRECT/INDIRECT
Belize Projects:		
Stock	\$15,760,108	Indirect
Debt	6,656,470	Indirect
	<u>\$22,416,578</u>	
	=====	
Argentine Projects:		
Stock	\$75,155,198	Indirect
Debt	24,365,740	Indirect
Letter-of-Credit	6,000,000	Indirect
	<u>\$105,520,938</u>	
	=====	
Bolivian Projects:		
Stock	\$59,173,395	Indirect
	=====	
Australian Projects:		
Stock	\$3,122,482	Indirect
	=====	

The above investments were established through Dominion Resources' wholly-owned subsidiary, Dominion Energy, Inc. The Letter-of-Credit is a Dominion Energy guarantee of debt for the Central Termica Alto Valle Project.

(d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

Capitalization:	
Central Termica Alto Valle S.A.:	
Stock	\$11,013,300
Letter-of-Credit	6,000,000
Debt	24,365,740
	<u>\$41,379,040</u>
	=====
Hidroelectrica Cerros Colorados S.A.:	
Stock	\$47,256,960
	=====
Dominion Management Argentina S.A.:	
Stock	\$1,630,878

	=====
Belize Electric Company Limited:	
Stock	\$12,730,000
Debt Due DEI	6,656,470

	\$19,386,470
	=====
Empresa Electrica Corani S.A.:	
Stock	\$45,913,318
	=====
Beaconsfield Energy Development Pty Ltd:	
Stock	\$3,122,482
	=====
Earnings:	
Central Termica Alto Valle S.A.	\$(1,056,897)
Hidroelectrica Cerros Colorados S.A.	2,171,659
Dominion Management Argentina S.A.	(550,900)
Belize Electric Company Limited	43,363
Empresa Electrica Corani S.A.	2,897,190

	\$3,504,415
	=====

(e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

1. Dominion Energy (Dominion Energy) has a support services contract with Dominion Management Argentina S.A. (Manager) dated December 1, 1993 to provide personnel, supervision, technical expertise and other services as Manager may request from time to time for the purpose of assisting Manager to fulfill its obligation to Central Termica Alto Valle S.A. and Hidroelectrica Cerros Colorados. Dominion Energy is reimbursed for costs associated with services it provides.

2. Dominion Management Argentina S.A. (DMASA) has a contract with Central Termica Alto Valle S.A. (CTAV) dated August 26, 1992 to provide the management of operations and maintenance for the Central Termica Alto Valle Plant. In addition, DMASA is reimbursed for the cost it incurs associated with fulfilling its obligations under this contract. DMASA receives a management fee of 2% of the gross revenue of the energy sales from the facility. Operations and maintenance costs are paid by CTAV.

3. DMASA has a contract with Hidroelectrica Cerros Colorados S.A. (HCC) dated September 1, 1993 to provide management of operations and maintenance for the Hidroelectrica Cerros Colorados Plant. DMASA receives a management fee of 1.5% of the gross revenue from the sale of energy from the facility. Operations and maintenance costs are paid by HCC.

4. Dominion Energy Services Company, Inc. (DESCO), a wholly-owned subsidiary of Dominion Energy has a contract, dated January 1, 1994, to provide the management, operation and maintenance services to Belize Electric Company Limited. DESCO will be reimbursed for the costs it incurs related to this obligation and be paid a fee equal to 2% of gross revenue from the sale of energy from the facility.

5. Inversiones Dominion Bolivia S.A. (IDB), a wholly owned subsidiary of Dominion Energy and Empresa Electrica Corani S.A. have entered into an agreement, effective August 1, 1995, pursuant to which IDB provides management services to Empresa Electrica Corani S.A. for a monthly fee of \$27,000, plus value added taxes, as adjusted from time to time based upon the agreement of the parties.

EXHIBIT A

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year (1995), together with a

consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year, are submitted as Exhibit A hereto.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on the 28th day of February 1996.

DOMINION RESOURCES, INC.

BY: JAMES L. TRUEHEART

James L. Trueheart
Vice President and Controller

Corporate Seal
Attest:

BY: LINWOOD R. ROBERTSON

Linwood R. Robertson
Senior Vice President and Chief Financial Officer

Name, title, and address of officer to whom notices and correspondence concerning this statement should be addressed:

Linwood R. Robertson, Senior Vice President and Chief Financial Officer

(Name) (Title)

901 E. Byrd Street
P. O. Box 26532
Richmond, Virginia 23261-6532

Exhibit A page 1 of 21

DOMINION RESOURCES, INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1995 (thousands)

ASSETS	DOMINION RESOURCES	DOMINION CAPITAL	DOMINION ENERGY	VIRGINIA POWER	INTERCOMPANY ELIMINATIONS	CONSOLIDATED
Current						
Cash	\$4,945	\$8,154	\$8,035	\$18,777		\$39,911
Temporary investments	15,785			11,000		26,785
Short-term market. securitie	0	10,778				10,778
Customer accts. receivable, net				362,645		362,645
Other accounts receivable	1,761	7,414	37,687	58,321	(967)	104,216
Accrued unbilled revenues				179,502		179,502
Accrued taxes	6,745	906	9,523			17,174
Materials & supplies:						
Plant and general				160,238		160,238
Fossil fuel				71,185		71,185
Other	17,167	14,093	29,636	75,135	(11,811)	124,220
	46,403	41,345	84,881	936,803	(12,778)	1,096,654
Investments						
Invest. in affiliates & part	4,718,031	224,069	212,113		(4,718,031)	436,182
Inter-company advances	180,045				(180,045)	0
Marketable securities	6,495	279,044				285,539
Nuclear decomm. trust funds				351,395		351,395
Pollution control project funds				11,864		11,864
Investment in real estate		132,960				132,960
Other	4,120	129,788	84,452	21,035	(14,616)	224,779
	4,908,691	765,861	296,565	384,294	(4,912,692)	1,442,719
Property, Plant and Equipment						
Utility plant & nuclear fuel				15,037,654		15,037,654
Nonutility property	46,981	23,984	859,489		9,360	939,814
Less accumulated depreciation and amortization	12,779	3,228	173,342	5,464,522	1,272	5,655,143
	34,202	20,756	686,147	9,573,132	8,088	10,322,325

Deferred Charges & Other Assets						
Regulatory Assets:						
Income taxes recoverable				484,471		484,471
Deferred capacity expenses						0
Terminated construction project costs, net				101,833		101,833
Other regulatory assets				230,005		230,005
Other	1,740	54,836	75,494	117,157	(23,897)	225,330
	1,740	54,836	75,494	933,466	(23,897)	1,041,639

TOTAL ASSETS	\$4,991,036	\$882,798	\$1,143,087	\$11,827,695	(\$4,941,279)	\$13,903,337
=====						

/TABLE

<TABLE>

Exhibit A page 2 of 21

DOMINION RESOURCES, INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1995 (thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY	DOMINION RESOURCES	DOMINION CAPITAL	DOMINION ENERGY	VIRGINIA POWER	INTERCOMPANY ELIMINATIONS	CONSOLIDATED
Current						
Securities due within one year	\$959	\$52,388	\$107,920	\$259,580	\$0	420,847
Short-term debt	0	950	77,510	169,000	(10,820)	236,640
Accounts payable, trade	8,075	4,066	14,865	310,700	(967)	336,739
Accrued interest	442	2,275	7,050	101,828	(1,121)	110,474
Accrued taxes				24,321		24,321
Customer deposits				55,358		55,358
Accrued payroll				120,200		120,200
Other	12,643	3,225	4,149	74,763	(5,175)	89,605
	22,119	62,904	211,494	1,115,750	(18,083)	1,394,184
Long-Term Debt						
Inter-company borrowings		92,294	87,751		(180,045)	0
Utility				3,889,426		3,889,426
Nonrecourse-nonregulated	20,799	378,187	124,488			523,474
Other	199,045					199,045
	219,844	470,481	212,239	3,889,426	(180,045)	4,611,945
Deferred Credits and Other Liabilities						
Deferred income taxes	3,899	41,499	117,646	1,498,766	(674)	1,661,136
Investment tax credits				272,245		272,245
Capital lease, noncurrent				23,601	(22,737)	864
Deferred fuel expenses				57,702		57,702
Other	(379)	33,081	187,164	119,428	0	339,294
	3,520	74,580	304,810	1,971,742	(23,411)	2,331,241
Preferred Stock Subject To Mandatory Redemption						
				180,000		180,000
Preferred Stock Not Subject To Mandatory Redemption						
				509,014		509,014
Preferred Securities of Sub. Trust						
				135,000		135,000
Stockholders' Equity						
Common stock	3,303,497	8	208	2,737,407	(2,737,623)	3,303,497
Other paid-in capital	17,642	229,418	350,080	16,886	(596,384)	17,642
Allowance on marketable securities	(6,755)	(6,531)			6,531	(6,755)
Retained earnings	1,431,169	51,938	64,256	1,272,470	(1,392,264)	1,427,569
	4,745,553	274,833	414,544	4,026,763	(4,719,740)	4,741,953
=====						
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$4,991,036	\$882,798	\$1,143,087	\$11,827,695	(\$4,941,279)	\$13,903,337
=====						

Exhibit A page 3 of 21

DOMINION RESOURCES, INC.
CONSOLIDATING STATEMENT OF INCOME
YEAR-TO-DATE ENDED DECEMBER 31, 1995

DOMINION DOMINION DOMINION VIRGINIA INTERCOMPANY

	RESOURCES	CAPITAL	ENERGY	POWER	ELIMINATIONS	CONSOLIDATED
OPERATING REVENUES AND INCOME						
Electric				\$4,350,416,173		\$4,350,416,173
Nonutility	\$19,247,777	\$111,849,636	\$182,318,338		(12,129,775)	301,285,976
Total operating revenues and income	19,247,777	111,849,636	182,318,338	4,350,416,173	(12,129,775)	4,651,702,149
OPERATING EXPENSES						
Fuel used in current generation				593,498,799		593,498,799
Purchased power fuel expenses				407,133,890		407,133,890
Purchased power capacity expenses				677,403,313		677,403,313
Deferred fuel expenses				6,241,289		6,241,289
Deferred capacity expenses				10,997,075		10,997,075
Restructuring	3,580,232			117,884,548		121,464,780
Other operation	24,844,153	58,026,182	95,093,491	546,133,541		724,097,367
Maintenance				260,487,093		260,487,093
Deprec., depletion & amort.	1,949,811	2,977,404	42,567,379	503,507,816		551,002,410
Other taxes	760,223	1,350,097	13,427,950	258,258,262		273,796,532
Total operating expenses	31,134,419	62,353,683	151,088,820	3,381,545,626	0	3,626,122,548
Operating income	(11,886,642)	49,495,953	31,229,518	968,870,547	(12,129,775)	1,025,579,601
OTHER INCOME						
Utility				609,680		609,680
Allowance for other funds				6,726,104		6,726,104
Total other income	0	0	0	7,335,784	0	7,335,784
Income before fixed charges and federal income taxes	(11,886,642)	49,495,953	31,229,518	976,206,331	(12,129,775)	1,032,915,385
FIXED CHARGES						
Interest charges, net	15,297,451	36,524,818	24,176,043	317,958,670	(12,259,775)	381,697,207
Preferred dividends of Va. Power				44,124,159		44,124,159
Total fixed charges	15,297,451	36,524,818	24,176,043	362,082,829	(12,259,775)	425,821,366
Income before provision for federal income taxes	(27,184,093)	12,971,135	7,053,475	614,123,502	130,000	607,094,019
Provision for federal income tax	(10,778,592)	(4,591,725)	(27,989,347)	225,404,081	45,500	182,089,917
Net income	(\$16,405,501)	\$17,562,860	\$35,042,822	\$388,719,421	\$84,500	\$425,004,102
Earnings per share	(\$0.094)	\$0.101	\$0.202	\$2.236		\$2.445

Exhibit A page 4 of 21

DOMINION ENERGY, INC.
DOMESTIC COGEN SUBSIDIARIES
COMBINED BALANCE SHEET
AT DECEMBER 31, 1995

	DOMINION COGEN	DESCO	DDSS	DOMINION COGEN CA	DOMINION COGEN NY	DOMINION COGEN WV	DEI TEXAS	DOMESTIC COGEN COMBINED
ASSETS								
Current Assets								
Cash & cash equivalents	\$0	\$17	\$0	\$1	\$1	\$0	\$0	\$19
Accounts receivable	0	4,271	0	0	0	0	1	4,272
Interest receivable	0	152	0	1	2	57	0	212
Notes receivable	0	0	0	0	0	0	0	0
Other	0	82	0	0	0	0	0	82
	0	4,522	0	2	3	57	1	4,585
Investments								
Investment in subsidiaries	91,576	0	0	0	0	0	0	91,576
Investment in partnerships	0	0	0	1,622	(76)	12,366	0	13,912
Intercompany advances	0	0	0	155	334	11,365	0	11,854
Marketable Securities	0	0	0	0	0	0	0	0
Other	5,209	0	0	0	0	0	0	5,209
	96,785	0	0	1,777	258	23,731	0	122,551
Properties, Plant and Equipme								
Less: accumulated dep & amort	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0
Deferred Charges and Other Assets								
Other	13,647	0	0	0	0	0	0	13,647
	13,647	0	0	0	0	0	0	13,647
Total Assets	\$110,432	\$4,522	\$0	\$1,779	\$261	\$23,788	\$1	\$140,783

/TABLE

<TABLE>

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DOMINION ENERGY, INC.
DOMESTIC COGEN SUBSIDIARIES
COMBINED BALANCE SHEET
AT DECEMBER 31, 1995

	DOMINION COGEN	DESCO	DDSS	DOMINION COGEN CA	DOMINION COGEN NY	DOMINION COGEN WV	DEI TEXAS	DOMESTIC COGEN COMBINED
LIABILITIES								
Current liabilities								
Accounts payable	\$0	\$86	\$0	\$0	\$0	\$0	\$0	\$86
Dividends payable	0	0	0	0	0	0	0	0
Short-term debt	0	0	0	0	0	0	0	0
Interest accrued	1,639	11	0	0	0	0	0	1,650
Taxes accrued	5,782	175	(137)	(137)	(44)	(527)	0	5,112
Other	0	371	0	0	0	1	0	372
	7,421	643	(137)	(137)	(44)	(526)	0	7,220
Long-term Debt								
Intercompany borrowings	(20,164)	2,216	0	0	0	0	0	(17,948)
Other	68,645	0	0	0	0	0	0	68,645
	48,481	2,216	0	0	0	0	0	50,697
Deferred Credits & Other Liab.								
Deferred income taxes	(3,985)	(123)	0	1,225	341	7,392	0	4,850
Minority interest	0	0	0	0	0	0	0	0
Other	14,750	434	0	0	0	0	0	15,184
	10,765	311	0	1,225	341	7,392	0	20,034
Total Liabilities	66,667	3,170	(137)	1,088	297	6,866	0	77,951
COMMON STOCKHOLDER'S EQUITY								
Common stock	35,000	1	10	1	1	1	1	35,015
Other paid-in capital	1,723	0	1,100	0	46	21,997	0	24,866
Valuation allowance	0	0	0	0	0	0	0	0
Retained earnings	7,041	1,352	(973)	690	(84)	(5,075)	0	2,951
Total Common Stockholder's Equity	43,764	1,353	137	691	(37)	16,923	1	62,832
Total Liab. & Stockholder's Equity	\$110,431	\$4,523	\$0	\$1,779	\$260	\$23,789	\$1	\$140,783

/TABLE

<TABLE>

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DOMINION ENERGY, INC.
FOREIGN COGEN SUBSIDIARIES
COMBINED BALANCE SHEET
AT DECEMBER 31, 1995

DOMINION GENERATING	DOMINION MANAGEMENT ARGENTINA	COMBINED ARGENTINA	DOMINION ENERGY CENTRAL AMERICA	INVERSIONES DOMINION BOLIVIA	FOREIGN COGEN COMBINED
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ASSETS

Current Assets						
Cash & cash equivalents	\$469	\$55	\$524	\$452	\$5,577	\$6,553
Accounts receivable	11,744	433	12,177	2,889	4,009	19,075
Interest receivable	0	0	0	0	0	0
Notes receivable	0	0	0	0	0	0
Other	4,985	109	5,094	475	1,434	7,003
	17,198	597	17,795	3,816	11,020	32,631
Investments						
Investment in subsidiaries	0	0	0	0	0	0
Investment in partnerships	0	0	0	0	0	0
Intercompany advances	0	0	0	0	0	0
Marketable Securities	0	0	0	0	0	0
Other	0	0	0	500	60,179	60,679
	0	0	0	500	60,179	60,679
Properties, Plant and Equipment	262,123	806	262,929	36,836	162,931	462,696
Less: accumulated dep & amort	21,584	49	21,633	168	70,056	91,857
	240,539	757	241,296	36,668	92,875	370,839
Deferred Charges and Other Assets						
Other	24,777	69	24,846	19,084	12,569	56,499
	24,777	69	24,846	19,084	12,569	56,499
Total Assets	\$282,514	\$1,423	\$283,937	\$60,068	\$176,643	\$520,648
/TABLE						

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DOMINION ENERGY, INC.
FOREIGN COGEN SUBSIDIARIES
COMBINED BALANCE SHEET
AT DECEMBER 31, 1995

	DOMINION GENERATING	DOMINION MANAGEMENT ARGENTINA	COMBINED ARGENTINA	DOMINION ENERGY CENTRAL AMERICA	INVERSIONES DOMINION BOLIVIA	FOREIGN COGEN COMBINED
LIABILITIES						
Current liabilities						
Accounts payable	\$8,460	\$955	\$9,415	\$506	\$2,392	\$12,313
Dividends payable	0	0	0	0	0	0
Short-term debt	66,252	0	66,252	6,656	0	72,908
Interest accrued	1,192	0	1,192	1,316	187	2,695
Taxes accrued	(4,838)	(191)	(5,029)	0	2,025	(3,004)
Other	1,468	62	1,530	0	100	1,630
	72,534	826	73,360	8,478	4,704	86,542
Long-term Debt						
Intercompany borrowings	24,363	0	24,363	0	0	24,363
Other	0	0	0	35,000	59,763	94,763
	24,363	0	24,363	35,000	59,763	119,126
Deferred Credits & Other Liab.						
Deferred income taxes	1,027	(147)	880	0	0	880
Minority interest	105,172	0	105,172	673	49,619	155,464
Other	0	0	0	0	613	613
	106,199	(147)	106,052	673	50,232	156,957
Total Liabilities	203,096	679	203,775	44,151	114,699	362,625
COMMON STOCKHOLDER'S EQUITY						

Common stock	12	12	24	5	58,796	58,825
Other paid-in capital	73,512	1,619	75,131	15,755	377	91,263
Valuation allowance	0	0	0	0	0	0
Retained earnings	5,891	(887)	5,004	157	2,773	7,934
Total Common Stockholder's Equity	79,415	744	80,159	15,917	61,946	158,022
Total Liab. & Stockholder's Equity	\$282,511	\$1,423	\$283,934	\$60,068	\$176,645	\$520,647

<TABLE>

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DOMINION ENERGY, INC.
OIL AND GAS SUBSIDIARIES
COMBINED BALANCE SHEET
AT DECEMBER 31, 1995

	DOMINION RESERVES	BLACK WARRIOR BASIN	DOMINION RESERVES - UTAH	DOMINION RESERVES - INDIANA	DOMESTIC OIL AND GAS COMBINED	DOMINION ENERGY PTY LTD	OIL AND GAS COMBINED
ASSETS							
Current Assets							
Cash & cash equivalents	\$85	\$1,778	(\$1)	(\$432)	\$1,430	\$0	\$1,430
Accounts receivable	14,152	3	458	0	14,613	0	14,613
Interest receivable	117	16	0	0	133	0	133
Notes receivable	4,000	0	0	0	4,000	0	4,000
Other	10,899	1,756	126	2,958	15,739	1,182	16,921
	29,253	3,553	583	2,526	35,915	1,182	37,097
Investments							
Investment in subsidiaries	0	0	0	0	0	0	0
Investment in partnerships	2,109	0	0	0	2,109	0	2,109
Intercompany advances	0	7,870	0	0	7,870	0	7,870
Marketable Securities	0	0	0	0	0	0	0
Other	6,013	0	0	0	6,013	0	6,013
	8,122	7,870	0	0	15,992	0	15,992
Properties, Plant and Equipment							
Equipment	364,568	5,736	19,319	5,195	394,818	897	395,715
Less: accumulated dep & amort.	76,655	1,369	2,997	0	81,021	0	81,021
	287,913	4,367	16,322	5,195	313,797	897	314,694
Deferred Charges and Other Assets							
Other	4,232	0	65	80	4,377	869	5,246
	4,232	0	65	80	4,377	869	5,246
Total Assets	\$329,520	\$15,790	\$16,970	\$7,801	\$370,081	\$2,948	\$373,029

<TABLE>

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DOMINION ENERGY, INC.
OIL AND GAS SUBSIDIARIES
COMBINED BALANCE SHEET
AT DECEMBER 31, 1995

	DOMINION RESERVES	BLACK WARRIOR BASIN	DOMINION RESERVES - UTAH	DOMINION RESERVES - INDIANA	DOMESTIC OIL AND GAS COMBINED	DOMINION ENERGY PTY LTD	OIL AND GAS COMBINED
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LIABILITIES

Current liabilities							
Accounts payable	\$2,951	\$1,776	\$0	\$0	\$4,727	\$0	\$4,727
Dividends payable	0	0	0	0	0	0	0
Short-term debt	0	438	0	0	438	0	438
Interest accrued	2,437	0	59	38	2,534	0	2,534
Taxes accrued	(3,012)	(739)	(508)	(468)	(4,727)	0	(4,727)
Other	119	0	0	0	119	0	119
	2,495	1,475	(449)	(430)	3,091	0	3,091
Long-term Debt							
Intercompany borrowings	205,740	0	11,054	7,113	223,907	0	223,907
Other	0	0	0	0	0	0	0
	205,740	0	11,054	7,113	223,907	0	223,907
Deferred Credits & Other Liab.							
Deferred income taxes	51,305	(4,310)	2,542	468	50,005	0	50,005
Minority interest	1,644	0	0	0	1,644	0	1,644
Other	2,569	0	0	0	2,569	0	2,569
	55,518	(4,310)	2,542	468	54,218	0	54,218
Total Liabilities	263,753	(2,835)	13,147	7,151	281,216	0	281,216
COMMON STOCKHOLDER'S EQUITY							
Common stock	0	0	0	0	0	0	0
Other paid-in capital	21,781	0	3,500	649	25,930	3,122	29,052
Valuation allowance	0	0	0	0	0	0	0
Retained earnings	43,987	18,624	322	0	62,933	(174)	62,759
Total Common Stockholder's Equity	65,768	18,624	3,822	649	88,863	2,948	91,811
Total Liab. & Stockholder's Equity	\$329,521	\$15,789	\$16,969	\$7,800	\$370,079	\$2,948	\$373,027

/TABLE

<TABLE>

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DOMINION ENERGY, INC.
CONSOLIDATING BALANCE SHEET
AT DECEMBER 31, 1995

	DOMINION ENERGY	COMBINED DOMESTIC COGEN	COMBINED FOREIGN COGEN	COMBINED OIL AND GAS	ELIMINATIONS DEBIT	ELIMINATIONS CREDIT	CONSOLIDATED DOMINION ENERGY
ASSETS							
Current Assets							
Cash & cash equivalents	\$33	\$19	\$6,553	\$1,430			\$8,035
Accounts receivable	3,103	4,272	19,075	14,613	3,376		37,687
Interest receivable	1,607	212	0	133	1,421		531
Notes receivable	6,856	0	0	4,000	6,656		4,200
Other	899	82	7,003	16,921			24,905
	12,498	4,585	32,631	37,097	0	11,453	75,358
Investments							
Investment in subsidiaries	312,667	91,576	0	0	312,665		91,578
Investment in partnerships	104,515	13,912	0	2,109			120,536
Intercompany advances	205,959	11,854	0	7,870	225,683		0
Marketable Securities	0	0	0	0			0
Other	25,707	5,209	60,679	6,013	13,156		84,452
	648,848	122,551	60,679	15,992	0	551,504	296,566
Properties, Plant and Equipment	1,078	0	462,696	395,715			859,489
Less: accumulated dep & amort	464	0	91,857	81,021			173,342
	614	0	370,839	314,694	0	0	686,147
Deferred Charges and Other Assets							

	13,339,192	3,837,112	(20,400)	274,873	(21,014)	(2,121,316)	0	15,288,447
Expenses:								
Operating expenses	0	0	0	0	0	0	0	0
Contractual services	0	36,559	0	0	0	0	0	36,559
Administrative and general	0	2,722,711	0	(1,023)	330	16,059	0	2,738,077
Depreciation and amortization	32,808	0	0	0	0	74,400	0	107,208
Interest charges	3,931,091	134,482	19,674	0	0	0	0	4,085,247
Other taxes	(3,296)	212,104	(146)	(93)	138	(7,492)	0	201,215
	3,960,603	3,105,856	19,528	(1,116)	468	82,967	0	7,168,306
Income before provision for income taxes	9,378,589	731,256	(39,928)	275,989	(21,482)	(2,204,283)	0	8,120,141
Provision for income taxes	436,832	256,095	(13,975)	96,596	(7,519)	(771,113)	0	(3,084)
Net income (loss) /TABLE	\$8,941,757	\$475,161	(\$25,953)	\$179,393	(\$13,963)	(\$1,433,170)	\$0	\$8,123,225

<TABLE>

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DOMINION ENERGY, INC.
FOREIGN COGEN SUBSIDIARIES
COMBINED INCOME STATEMENT
YEAR-TO-DATE ENDED DECEMBER 31, 1995

	DGSA	DMASA	COMBINED ARGENTINA	DECA	IDB	FOREIGN COGEN COMBINED
Revenues:						
Energy revenues	\$53,233,358	\$0	\$53,233,358	\$1,149,009	\$7,014,044	\$61,396,411
Interest income	(10,083)	0	(10,083)	60,096	1,565,197	1,615,210
Management fee income	0	1,529,943	1,529,943	0	0	1,529,943
Other income	(378,573)	167,655	(210,918)	113,111	2,780,841	2,683,034
Equity earnings	0	0	0	0	0	0
	52,844,702	1,697,598	54,542,300	1,322,216	11,360,082	67,224,598
Expenses:						
Operating expenses	20,441,743	0	20,441,743	216,924	789,392	21,448,059
Contractual services	694,952	814,070	1,509,022	89,587	100,154	1,698,763
Administrative and general	1,680,704	1,132,877	2,813,581	39,149	472,198	3,324,928
Depreciation and amortization	9,461,620	151,032	9,612,652	261,675	1,475,045	11,349,372
Interest charges	9,178,861	18,555	9,197,416	633,807	1,345,856	11,177,079
Other taxes	6,523,403	(9,643)	6,513,760	0	36,587	6,550,347
Minority interest	3,579,795	0	3,579,795	2,283	3,632,203	7,214,281
	51,561,078	2,106,891	53,667,969	1,243,425	7,851,435	62,762,829
Income before provision for income taxes	1,283,624	(409,293)	874,331	78,791	3,508,647	4,461,769
Provision for income taxes	814,773	141,607	956,380	0	735,221	1,691,601
Net income (loss) /TABLE	\$468,851	(\$550,900)	(\$82,049)	\$78,791	\$2,773,426	\$2,770,168

<TABLE>

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DOMINION ENERGY, INC.
OIL AND GAS SUBSIDIARIES
COMBINED INCOME STATEMENT
YEAR-TO-DATE ENDED DECEMBER 31, 1995

	DOMINION RESERVES	BLACK WARRIOR BASIN	DOMINION RESERVES - UTAH	DOMINION RESERVES - INDIANA	COMBINED DOMESTIC OIL AND GAS	DOMINION ENERGY PTY LTD	OIL AND GAS COMBINED
Revenues:							
Oil and gas revenues	\$54,185,248	\$12,347,731	\$3,333,660	\$0	\$69,866,639	\$0	\$69,866,639
Income from partnerships	399,670	0	0	0	399,670	0	399,670
Interest income	496,284	267,988	0	0	764,272	0	764,272
Other income	10,699,779	8,727,804	0	0	19,427,583	0	19,427,583
Equity earnings	3	0	0	0	3	0	3
	65,780,984	21,343,523	3,333,660	0	90,458,167	0	90,458,167
Expenses:							
Operating expenses	32,552,474	12,246,863	1,357,224	0	46,156,561	150,944	46,307,505

Contractual services	1,744,813	0	0	0	1,744,813	0	1,744,813
Administrative and general	1,790,563	67,028	20,415	15	1,878,021	13,822	1,891,843
Depreciation and amortization	27,771,164	1,044,161	1,960,897	0	30,776,222	9,598	30,785,820
Interest charges	12,538,996	40,127	651,692	0	13,230,815	0	13,230,815
Other taxes	3,294,214	(268,654)	192,307	0	3,217,867	0	3,217,867
Minority interest	195,065	0	0	0	195,065	0	195,065
	79,887,289	13,129,525	4,182,535	15	97,199,364	174,364	97,373,728
Income before provision for income taxes	(14,106,305)	8,213,998	(848,875)	(15)	(6,741,197)	(174,364)	(6,915,561)
Provision for income taxes	(25,422,910)	(4,270,350)	(986,175)	(5)	(30,679,440)	0	(30,679,440)
Net income (loss) /TABLE	\$11,316,605	\$12,484,348	\$137,300	(\$10)	\$23,938,243	(\$174,364)	\$23,763,879

<TABLE>

Exhibit A page 15 of 21

DOMINION ENERGY, INC.
CONSOLIDATING INCOME STATEMENT
YEAR-TO-DATE ENDED DECEMBER 31, 1995

	DOMINION ENERGY	COMBINED DOMESTIC COGEN	COMBINED FOREIGN COGEN	COMBINED OIL AND GAS	ELIMINATIONS DEBIT	CREDIT	CONSOLIDATED DOMINION ENERGY
Revenues:							
Oil and gas revenues	\$0	\$0	\$0	\$69,866,639	\$0	\$0	\$69,866,639
Energy revenues	0		61,396,411				61,396,411
Income from partnerships	8,956,511	(2,501,216)		399,670			6,854,965
Interest income	16,258,237	931,329	1,615,210	764,272	15,932,238	39,913	3,676,723
Management fee income	0	3,512,290	1,529,943				5,042,233
Other income	24,681	4,506,852	2,683,034	19,427,583			26,642,150
Equity earnings	34,657,294	8,839,192	0	3	34,657,272		8,839,217
	59,896,723	15,288,447	67,224,598	90,458,167	50,589,510	39,913	182,318,338
Expenses:							
Operating expenses	0	0	21,448,059	46,307,505			67,755,564
Contractual services	(2,717,653)	36,559	1,698,763	1,744,813			762,482
Administrative and general	10,235,146	2,738,077	3,324,928	1,891,843			18,189,994
Depreciation and amort.	324,979	107,208	11,349,372	30,785,820			42,567,379
Interest charges	14,251,332	4,085,247	11,177,079	13,230,815	39,913	18,608,343	24,176,043
Other taxes	1,766,920	201,215	6,550,347	3,217,867	1,691,601		13,427,950
Minority interest	0		7,214,281	195,065			8,385,451
	23,860,724	7,168,306	62,762,829	97,373,728	2,707,619	18,608,343	175,264,863
Income before provision for income taxes	36,035,999	8,120,141	4,461,769	(6,915,561)	53,297,129	18,648,256	7,053,475
Provision for income taxes	2,098,177	(3,084)	1,691,601	(30,679,440)	595,000	1,691,601	(27,989,347)
Net income (loss) /TABLE	\$33,937,822	\$8,123,225	\$2,770,168	\$23,763,879	\$53,892,129	\$20,339,857	\$35,042,822

<TABLE>

Exhibit A page 16 of 21

DOMINION CAPITAL INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1995 (thousands)

ASSETS	DOMINION CAPITAL	RINCON SECURITIE	DFI	VIDALIA AUDIT	LA. HYDRO	BRI	PROJECT AMERICA	AUFSC	VA FINAN
Current									
Cash	\$234	\$608		\$1	\$1	\$1	\$260	\$237	\$100
Temporary investments									
Cash and equivalents	234	608	0	1	1	1	260	237	100
Accounts receivable	378	0		535			0	241	
Dividends receivable	34	1604				129		0	
Interest receivable	359	285			6386	36		0	
Income tax benefit									
Short-term investments	10,778								
Other	130	382		9			7	0	
	11,913	2,879	0	545	6,387	166	267	478	100

Investments										
Invest. in subsidiaries	281,552									
Notes receivable	9,447					5,625				
Marketable securities	23,583	214,496				40,965			0	
Intercompany advances	4,727	53,793	142,500		0	466				6,328
Vidalia Partnership	67,517									
Vidalia Lessor interest						62,057				
First Source Financial										59,019
Investment in real esta	17,338									
Low income housing	31,382									
Trilon Dominion	97,533									
Venture capital and oth	4,667	15,169								
	537,746	283,458	142,500		0	62,523	52,918	0	0	59,019
Property, Plant and Equip	497	0			24			27		161
Less accumulated deprec										
and amortization	85	0			16			12		98
	412	0	0		8	0	0	15		63
										0
Deferred & Other Assets	482	7,171				2,195	702			100
	482	7,171	0		0	2,195	702	0		100
										278
TOTAL ASSETS	\$550,553	\$293,508	\$142,500		\$553	\$71,105	\$53,786	\$282	\$641	\$59,397

Exhibit A page 17 of 21

DOMINION CAPITAL INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1995 (thousands)

ASSETS	STANT	DLI	EDGEN	TOTAL	DR	CR	CONSOLI- DATED
Current							
Cash	\$2,130	\$4,173	\$409	\$8,154			\$8,154
Temporary investments				0			0
Cash and equivalents	2130	4173	409	8,154	0	0	8,154
Accounts receivable	4698	3107	(2)	8,957		1,543	7,414
Dividends receivable				1,767		0	1,767
Interest receivable			10	7,076		352	6,724
Income tax benefit	0	0		0	0		0
Short-term investments				10,778			10,778
Other	1685	3384	5	5,602			5,602
	8513	10664	422	42,334	0	1,895	40,439
Investments							
Invest. in subsidiaries	0	0		281,552	709	282,261	0
Notes receivable		1347	94	16,513		0	16,513
Marketable securities				279,044	0		279,044
Intercompany advances				207,814		207,814	0
Vidalia Partnership				67,517			67,517
Vidalia Lessor interest				62,057			62,057
First Source Financial	0			59,019			59,019
Investment in real estate	5700	98563	11359	132,960	0	0	132,960
Low income housing				31,382			31,382
Trilon Dominion				97,533			97,533
Venture capital and other	0			19,836		0	19,836
	5,700	99,910	11,453	1,255,227	709	490,075	765,861
Property, Plant and Equipment	5,122	18,112	41	23,984			23,984
Less accumulated deprec and amortization	0	3,017		3,228			3,228
	5,122	15,095	41	20,756	0	0	20,756
Deferred & Other Assets	16,211	24,357		51,496	3,340		54,836
	16,211	24,357	0	51,496	3,340	0	54,836
TOTAL ASSETS	\$35,546	\$150,026	\$11,916	\$1,369,813	\$4,049	\$491,970	\$881,892

/TABLE

<TABLE>

Exhibit A page 18 of 21

DOMINION CAPITAL INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1995 (thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY (UNAUDITED)	DOMINION CAPITAL	RINCON SECURITIE	DFI	VIDALIA AUDIT	LA. HYDRO	BRI	PROJECT AMERICA	AUFSC	VA FIN VENT
Current									
Sec. due within one year	1,112	6,950	38,500						
Accounts payable	1,564	4		15		0	29	54	
Dividends payable	0	0							
Accrued interest	1,848	386		4	883		9	28	11
Accrued taxes	(3,363)	271		51	63	81			1,128
Other	1,033	148		70	0	0	73	8	
	2,194	7,759	38,500	140	946	81	111	90	1,139
Long-Term Debt									
Inter-company borrowing	248,418	0		778	0				2,206
Other	5,020	185,955	104,000		43,645	0			
	253,438	185,955	104,000	778	43,645	0	0	0	2,206
Deferred Credits and Other Liabilities									
Deferred income taxes	18,721	172		(28)	24,516	648	(8)	7	
Investment tax credits									
Other	1,933					0			
	20,654	172	0	(28)	24,516	648	(8)	7	0
Stockholder's Equity									
Common stock	8	1,000			1	1	763	1,082	
Other paid-in capital	229,418	16,168				35,550			50,408
Allowance on marketable securities	(6,531)	(3,337)				1,180			
Retained earnings	51,372	85,791		(337)	1,997	16,326	(584)	(538)	5,644
	274,267	99,622	0	(337)	1,998	53,057	179	544	56,052
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	\$550,553	\$293,508	\$142,500	\$553	\$71,105	\$53,786	\$282	\$641	\$59,397

/TABLE

<TABLE>

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DOMINION CAPITAL INC., CONSOLIDATED BALANCE SHEET, DECEMBER 31, 1995 (thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY (UNAUDITED)	GSH	DLI	EDGEN	TOTAL	INTERCELIMS. DR	CR	CONSOLIDATED
Current							
Sec. due within one year	6,776	0		\$53,338			53,338
Accounts payable	1,344	2,240	359	5,609	1,543		4,066
Dividends payable	0	0		0	0		0
Accrued interest	125	240		3,497	1,222		2,275
Accrued taxes	437	78	311	(906)		0	(906)
Other	1,367	524	2	3,225			3,225
	10,049	3,082	672	64,763	2,765	0	61,998
Long-Term Debt							
Inter-company borrowing	1,743	46,963		300,108	207,814		92,294
Other	4,926	34,641		378,187			378,187
	6669	81604	0	678,295	207,814	0	470,481
Deferred Credits and Other Liabilities							
Deferred income taxes	(2,497)	1,139	(1,475)	41,195		304	41,499

Investment tax credits				0			0
Other	10,191	20,957		33,081			33,081
	7694	22096	(1,475)	74,276	0	304	74,580
Stockholder's Equity							
Common stock	11,297	10	377	14,539	14,531		8
Other paid-in capital		58,089	11,764	401,397	171,979		229,418
Allowance on marketable securities				0	0	2,157	(6,531)
Retained earnings	(163)	(14,855)	578	145,231	114,222	20,929	51,938
	11,134	43,244	12,719	552,479	300,732	23,086	274,833
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY /TABLE	\$35,546	\$150,026	\$11,916	\$1,369,813	\$511,311	\$23,390	\$881,892

<TABLE>

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DOMINION CAPITAL, INC.
CONSOLIDATING INCOME STATEMENT
YEAR-TO-DATE DECEMBER, 1995

	DOMINION CAPITAL	RINCON	VIDALIA AUDIT	LA HYDRO	BLUE RIDGE	AUFSC	PROJECT AMERICA
OPERATING REVENUES AND INCOME							
Interest income	\$1,902,235	\$3,112,154	24,053	\$6,857,027	\$846,538	0	0
Dividend income	573,388	16,204,325			2,536,004	73,789	0
Gains and losses	11,647,998	547,865			539,507	207,447	0
Partnership income	6,723,100	0			0		0
Income from Real estate	2,080,896						
Amenity income							
Other income	362,131	0	255,336		(23,803)	1,073,772	144,000
Equity earnings	12,041,032						
	35,330,780	19,864,344	279,389	6,857,027	3,898,246	1,355,008	144,000
EXPENSES							
Contractual services	1,862,758	37,269	(34,723)	0	0	125,333	0
Administrative and general	4,749,166	595,551	330,721	50	4,398	654,138	349,527
Depreciation and amortizatio	1,423,459	281,033	3,816	59,496	22,096	107,375	4,994
Interest charges	15,488,633	14,607,067	43,224	5,314,603	0	0	0
Other taxes	598,630	42,278	15,064	113,306	(31,841)	1,097	20,981
Cost of Sales							
Selling expenses							
Amenity operating expenses							
Captilized project expenses							
	24,122,646	15,563,198	358,102	5,487,455	(5,347)	887,943	375,502
INCOME BEFORE PROVISION FOR INCOME TAXES	11,208,134	4,301,146	(78,713)	1,369,572	3,903,593	467,065	(231,502)
PROVISION FOR INCOME TAXES	(5,234,138)	(2,295,711)	(26,959)	479,350	775,245	145,607	(80,759)
NET INCOME (LOSS) /TABLE	\$16,442,272	\$6,596,857	(\$51,754)	\$890,222	\$3,128,348	\$321,458	(\$150,743)

<TABLE>

Exhibit A page 21 of 21

DOMINION CAPITAL, INC.
CONSOLIDATING INCOME STATEMENT
YEAR-TO-DATE DECEMBER, 1995

	VA FINAN VENTURES	GOODMAN SEAGAR HOGAN	DOMINION LANDS	EDGEN	ELIMINATIONS DR.	CR.	SUB TOTAL
OPERATING REVENUES AND INCOME							

SERVICES		65%	60%	ARGENTINA S.A.	BOLIVIA S.A.
COMPANY, INC.	95%				
		PATAGONIA	A.V.		50%
BELIZE ELECTRIC		HOLDING S.A.	HOLDING S.A.		EMPRESA
COMPANY LIMITED					ELECTRICA
		59%	90%		CORANI S.A.
		HIDROELECTRICA	CENTRAL TERMICA		
		CERROS	ALTO VALLE S.A.		
		COLORADOS S.A.			