

Gary A. Jeffries  
Senior Counsel

Dominion Retail, Inc.  
1201 Pitt Street, Pittsburgh, PA 15221  
Phone: 412-473-4129 Fax: 412-473-4170  
Email: gjeffries@dom.com

**By Overnight Mail**

Public Utilities Commission of Ohio  
Docketing Division, 10<sup>th</sup> Floor  
180 East Broad Street  
Columbus, OH 43215-3793



**Dominion**

July 1, 2004

PUCO

2004 JUL -2 AM 10:52

RECEIVED-DOCKETING DIV

**Re: Case No. 02-1757-GA-CRS: Renewal Certification Application of Dominion Retail, Inc. ("Dominion Retail") for Certification by the Public Utilities Commission of Ohio as a Competitive Retail Natural Gas Supplier**

and,

**Motion for Protective Order**

Dear Sir or Madam:

Enclosed for filing in Case No. 02-1757-GA-CRS are an original and ten (10) copies of the "Renewal Certification Application of Dominion Retail, Inc. ("Dominion Retail") for Certification by the Public Utilities Commission of Ohio as a Competitive Retail Natural Gas Supplier" (the "Renewal Application").

Please note Exhibits C-3(a), C-3(b) and C-5 of the Renewal Application are being filed separately from the main package because those exhibits contain privileged and/or confidential information. The referenced exhibits themselves contain the reasons in support of continuing confidential treatment. The originals and ten (10) copies each of Exhibits C-3(a), C-3(b) and C-5 are being overnighted separately.

Wherefore, pursuant to Rule 4901:1-1-24 of the Ohio Administrative Code, Dominion Retail, Inc. hereby respectfully moves the Public Utilities Commission of Ohio for a protective order to maintain the confidentiality of the information contained in Exhibits C-3(a), C-3(b) and C-5.

Thank you for your assistance. Should you have any questions, please contact me at 412-473-4129.

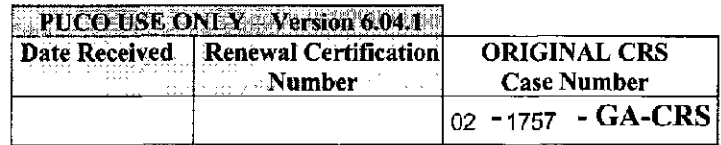
Very truly yours,

Gary A. Jeffries  
Senior Counsel and Assistant Secretary  
Ohio Bar #0071742

GAJ:kas

Enclosures

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business  
Technician CH Date Processed 7/2/04



Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 13<sup>th</sup> Floor, 180 East Broad Street, Columbus, Ohio 43215-3793.

## SECTION A - APPLICANT INFORMATION AND SERVICES

☒ Retail Natural Gas Aggregator      ☒ Retail Natural Gas Broker      ☒ Retail Natural Gas Marketer

Legal Name	Dominion Retail, Inc.		
Address	120 Tredegar Street, Richmond, VA 23219		
Telephone No.	804-819-2402	Web site Address	www.dom.com
Current PUCO Certificate No.	02-018(1)	Effective Dates	8/15/2002 - 8/13/2004

Name	Dominion East Ohio Energy		
Address	120 Tredegar Street, Richmond, VA 23219		
Web site Address	www.dom.com	Telephone No.	804-819-2402

**Dominion East Ohio Energy (Ohio)**  
**Dominion Peoples Plus (Pennsylvania)**  
**Dominion Retail (CT, DC, IL, ME, MD, MA, NJ, RI, VA)**

Name	Thomas J. Butler	Title	Director, Business Development
Business Address	1201 Pitt Street, Pittsburgh, PA 15221		
Telephone No.	412-473-4129	Fax No.	412-473-4170
Email Address	Thomas_J_Butler@dom.com		

**A-6 Contact person for Commission Staff use in investigating customer complaints:**

Name **Kimberly A. Kujbus** Title **Manager, Retail Operations**  
Business address **1201 Pitt Street, Pittsburgh, PA 15221**  
Telephone No. **412-473-4169** Fax No. **412-473-4175** Email Address **Kimberly\_A\_Kujbus@dom.com**

**A-7 Applicant's address and toll-free number for customer service and complaints**

Customer service address **1201 Pitt Street, Pittsburgh, PA 15221**  
Toll-Free Telephone No. **800-990-4090** Fax No. **412-473-4175** Email Address **sales@dom.com**

**A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee**

Name **William L. Barkas** Title **Manager, Retail State Government Relations**  
Business address **180 E. Broad Street, Suite 822, Columbus, OH 43215**  
Telephone No. **614-221-3263** Fax No. **614-221-3307** Email Address **William\_L\_Barkas@dom.com**

**A-9 Applicant's federal employer identification number** **23-2889029**

**A-10 Applicant's form of ownership: (Check one)**

- |                                                                     |                                                                 |
|---------------------------------------------------------------------|-----------------------------------------------------------------|
| <input type="checkbox"/> <b>Sole Proprietorship</b>                 | <input type="checkbox"/> <b>Partnership</b>                     |
| <input type="checkbox"/> <b>Limited Liability Partnership (LLP)</b> | <input type="checkbox"/> <b>Limited Liability Company (LLC)</b> |
| <input checked="" type="checkbox"/> <b>Corporation</b>              | <input type="checkbox"/> <b>Other</b>                           |

**A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)**

<input checked="" type="checkbox"/>	Cincinnati Gas & Electric	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Columbia Gas of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Dominion East Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/>	Residential	<input checked="" type="checkbox"/>	Small Commercial	<input checked="" type="checkbox"/>	Large Commercial / Industrial

A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

☐ Cincinnati Gas & Electric

<input type="checkbox"/>	Residential	Beginning Date of Service	End Date
<input type="checkbox"/>	Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Industrial	Beginning Date of Service	End Date

☒ Columbia Gas of Ohio

<input checked="" type="checkbox"/>	Residential	Beginning Date of Service	May, 2001	End Date	ongoing
<input checked="" type="checkbox"/>	Small Commercial	Beginning Date of Service	May, 2001	End Date	ongoing
<input type="checkbox"/>	Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/>	Industrial	Beginning Date of Service		End Date	

☒ Dominion East Ohio

<input checked="" type="checkbox"/>	Residential	Beginning Date of Service	Fall, 1997	End Date	ongoing
<input checked="" type="checkbox"/>	Small Commercial	Beginning Date of Service	Fall, 1997	End Date	ongoing
<input checked="" type="checkbox"/>	Large Commercial	Beginning Date of Service	Fall, 1997	End Date	ongoing
<input checked="" type="checkbox"/>	Industrial	Beginning Date of Service	Fall, 1997	End Date	ongoing

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/>	Residential	Beginning Date of Service	End Date
<input type="checkbox"/>	Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/>	Industrial	Beginning Date of Service	End Date

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input checked="" type="checkbox"/>	Cincinnati Gas & Electric	Intended Start Date	2006
<input type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	
<input type="checkbox"/>	Dominion East Ohio	Intended Start Date	
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	2006

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 Exhibit A-15 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.
- A-16 Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 Exhibit A-17 "Articles of Incorporation and Bylaws,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-18 Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is still currently registered with the Ohio Secretary of the State.

## **SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking renewed certification (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services for which it is seeking renewed certification since applicant last filed for certification.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws since applicant last filed for certification.

☒ No ☐ Yes

If Yes, provide a separate attachment labeled as Exhibit B-5 "Disclosure of Consumer Protection Violations," detailing such violation(s) and providing all relevant documents.

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas since applicant last filed for certification.

☒ No ☐ Yes

If Yes, provide a separate attachment, labeled as Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation," detailing such action(s) and providing all relevant documents.

## **SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer-certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer-certified financial statements covering the life of the business.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's current credit report from Experion, Dun and Bradstreet, or a similar organization.
- C-8 **Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since applicant last filed for certification.
- C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

#### **SECTION D – APPLICANT TECHNICAL CAPABILITY**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 **Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the contracting of natural gas purchases for retail sales, the nomination and scheduling of retail natural gas for delivery, and the provision of retail ancillary services, as well as other services used to supply natural gas to the natural gas company city gate for retail customers.
- D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

*Jimmy A. Miller, Assistant Secretary*

Sworn and subscribed before me this

1<sup>st</sup> day of

July

Month

2004

Year

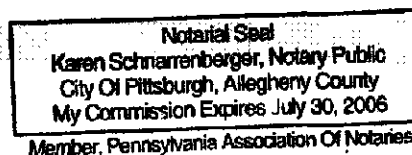
*Karen Schnarrenberger*

Signature of official administering oath

*Karen Schnarrenberger*  
Notary Public

Print Name and Title

My commission expires on





# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 6.04.1)

In the Matter of the Application of

Dominion Retail, Inc.

for a Certificate or Renewal Certificate to Provide

Competitive Retail Natural Gas Service in Ohio.

Case No. 02 - 1757 -GA-CRS

County of Allegheny  
State of Pennsylvania

Gary A. Jeffries

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

*Gary A. Jeffries, Assistant Secretary*

Sworn and subscribed before me this

1<sup>st</sup> day of

July

Month

2004 Year

*Karen Schnarrenberger*

Signature of Official Administering Oath

*Karen Schnarrenberger*  
Notary Public

Print Name and Title

My commission expires on

Notarial Seal  
Karen Schnarrenberger, Notary Public  
City Of Pittsburgh, Allegheny County  
My Commission Expires July 30, 2006

Member, Pennsylvania Association Of Notaries  
(CRNGS Supplier Renewal)

Page 7 of 7



**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit A-14 "Principal Officers, Directors & Partners"**

Jay J. Johnson, President and Chief Executive Officer and Director  
701 East Cary Street, 21<sup>st</sup> Floor, Richmond, VA 23219  
804-771-3994

**Richard Zelenko, Vice President, Retail**  
**120 Tredegar Street, Richmond, VA 23219**  
**804-819-2938**

Stuart M. Bolton, Jr., Senior Vice President – Financial Management  
701 East Cary Street, 21<sup>st</sup> Floor, Richmond, VA 23219  
804-771-3802

G. Scott Hetzer, Senior Vice President and Treasurer  
100 Tredegar Street, 3<sup>rd</sup> Floor, Richmond, VA 23219  
804-819-2113

Patricia A. Wilkerson, Vice President and Secretary  
100 Tredegar Street, 2<sup>nd</sup> Floor, Richmond, VA 23219  
804-819-2120

James P. Carney, Assistant Treasurer  
100 Tredegar Street, 2<sup>nd</sup> Floor, Richmond, VA 23219  
804-819-2107

**Gary A. Jeffries, Senior Counsel and Assistant Secretary**  
**1201 Pitt Street, 2<sup>nd</sup> Floor, Pittsburgh, PA 15221**  
**412-473-4129**

E. J. Marks, III, Assistant Secretary  
100 Tredegar Street, 2<sup>nd</sup> Floor, Richmond, VA 23219  
804-819-2139

Jerry G. Overman, Assistant Treasurer  
100 Tredegar Street, 2<sup>nd</sup> Floor, Richmond, VA 23219  
804-819-2736

David C. Holden, Authorized Representative  
120 Tredegar Street, Richmond, VA 23219  
804-787-5901

The names appearing in bold are those individuals with day-to-day responsibility for Dominion Retail.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit A-15 "Corporate Structure"**

Dominion Retail is a Delaware corporation and was incorporated on January 30, 1997, at which time it bore the legal name of CNG Retail Services Corporation. CNG Retail Services Corporation changed its legal name to Dominion Retail, Inc. effective September 5, 2000.

Dominion Retail is a subsidiary of Consolidated Natural Gas Company, which is in turn a wholly-owned subsidiary of Dominion Resources, Inc. Dominion Resources, Inc. merged with the Consolidated Natural Gas Company system effective January 28, 2000. As a result of the merger, Dominion Retail retained its status as a direct subsidiary of Consolidated Natural Gas Company and is also now a second-tier subsidiary of Dominion Resources, Inc.

The attached pages present the organizational layout of the Dominion Resources system. Dominion Retail is affiliated with three natural gas utility companies: The East Ohio Gas Company (Ohio); The Peoples Natural Gas Company (Pennsylvania); and Hope Gas, Inc. (West Virginia). Dominion Retail is affiliated with two electric utility companies: Virginia Electric & Power Company (Virginia) and North Carolina Power (North Carolina).

## **Dominion Resources, Inc. 1st Tier Companies**

- Consolidated Natural Gas Company
- Dominion Ohio ES, Inc.
- DFV Capital Corporation
- Dominion Resources Capital Trust I
- DT Services, Inc.
- Dominion Resources Capital Trust II
- Dominion Alliance Holding, Inc.
- Dominion Resources Capital Trust III
- Dominion Canada Finance Company
- Dominion Resources Capital Trust IV
- Dominion Capital, Inc.
- Dominion Resources Services, Inc.
- Dominion Energy Holdings, Inc.
- Dominion Resources, Inc.
- Dominion Energy Technologies, Inc.
- Dominion Technical Solutions, Inc.
- Dominion Energy, Inc.
- Virginia Electric and Power Company

# **Consolidated Natural Gas Company 1st Tier Companies**

- CNG Coal Company
- CNG International Corporation
- CNG Main Pass Gas Gathering Corporation
- CNG Oil Gathering Corporation
- CNG Power Services Corporation
- Dominion CNG Capital Trust I
- Dominion Cove Point, Inc.
- Dominion Energy Clearinghouse Canada Holdings I, Inc.
- Dominion Exploration & Production, Inc.
- Dominion Field Services, Inc.
- Dominion Greenbrier, Inc.
- Dominion Iroquois, Inc.
- Dominion Natural Gas Storage, Inc.
- Dominion Oklahoma Texas Exploration & Production, Inc.
- Dominion Products and Services, Inc.
- Dominion Retail, Inc.
- Dominion Transmission, Inc.
- Hope Gas, Inc.
- The East Ohio Gas Company
- The Peoples Natural Gas Company

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit A-16 "Company History"**

**Ohio**

Dominion Retail has been engaged in the direct sale of natural gas—primarily to residential and small commercial consumers—under utility retail access programs in Ohio since 1997. On August 15, 2002, Dominion Retail was issued a certificate (#02-018(1)) by the PUCO to operate as a Retail Natural Gas Supplier at Case #02-1757-GA-CRS. Dominion Retail is also engaged in the direct sale of electricity to consumers in Ohio. On October 30, 2000, the PUCO issued Dominion Retail a certificate (#00-008(1)) to operate as a Competitive Retail Electric Supplier in Ohio at Case #00-1781-EL-CRS.

**Other Jurisdictions**

In Pennsylvania, Dominion Retail obtained its permanent license as an electric supplier from the Pennsylvania Public Utility Commission in January 1999. In October of that year, the PA PUC issued Dominion Retail a permanent license as a natural gas supplier.

In July 2002, the Illinois Commerce Commission licensed Dominion Retail to sell natural gas to residential customers in the state. In June 2003, the ICC extended the license to cover commercial customers.

In October 2003, the Connecticut Department of Public Utility Control issued a license to Dominion Retail to sell natural gas in Connecticut. Dominion Retail received its electricity supplier license from the DPUC in September 2001.

In March 2000, Dominion Retail received electricity and gas supplier licenses from the New Jersey Board of Public Utilities.

In May 2000, Dominion Retail was licensed as an electricity supplier by the Maryland Public Service Commission, and in February 2004 received a license from that body to sell natural gas at retail.

In August of 2001 the Public Service Commission of the District of Columbia issued an electric supplier license to Dominion Retail and in November 2003 granted the company a natural gas supplier license.

In October 2001, Dominion Retail received permanent natural gas and electric supplier licenses from the Virginia State Corporation Commission.

Also in 2001, Dominion Retail obtained authority as an electric supplier from the public service commissions in the following jurisdictions: Maine (April), Rhode Island (June), Massachusetts (July).

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit A-17 "Articles of Incorporation and Bylaws"**

See the attached copies of the Certificate of Incorporation and Bylaws of Dominion Retail, Inc., each amended effective September 5, 2000.

CERTIFICATE OF INCORPORATION

OF

DOMINION RETAIL, INC.

AS AMENDED SEPTEMBER 5, 2000

**CERTIFICATE OF INCORPORATION**

**OF**

**DOMINION RETAIL, INC.**

**FIRST.** The name of this corporation shall be:

**DOMINION RETAIL, INC.**

**SECOND.** Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

**THIRD.** The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH.** The total number of shares of stock which this corporation is authorized to issue is:

Five Thousand (5,000) shares with a par value of Ten Thousand Dollars (\$10,000.00) per share, amounting to Fifty Million Dollars (\$50,000,000.00).

**FIFTH.** The name and address of the incorporator is as follows:

Debra M. Carll  
Corporation Service Company  
1013 Centre Road  
Wilmington, DE 19805

**SIXTH.** The Board of Directors shall have the power to adopt, amend or appeal the by-laws.



SEVENTH. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, M for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this Twenty-ninth day of January, A.D., 1997.

/s/ Debra M. Carll  
Debra M. Carll  
Incorporator

DOMINION RETAIL, INC.

BY LAWS

AS AMENDED EFFECTIVE SEPTEMBER 5, 2000

DOMINION RETAIL, INC.

\* \* \* \* \*

BY-LAWS

\* \* \* \* \*

ARTICLE I

OFFICES

Section 1. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. All meetings of the stockholders for the election of directors shall be held in the City of Pittsburgh, State of Pennsylvania, at such place as may be fixed from time to time by the board of directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the board of directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meeting of stockholders, commencing with the year 1997, shall be held on the third Tuesday of May if not a legal holiday, and if a legal

holiday, then on the next secular day following, at 10:00 a.m., or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which they shall elect by a plurality vote a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting.

Section 4. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation

issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 7. Business transacted at any special meeting of the stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. When a quorum is present at any meeting, the vote

of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 10. Unless otherwise provided in the certificate of incorporation each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 11. Unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III  
DIRECTORS

Section 1. The number of directors which shall constitute the whole board shall not be less than one nor more than fifteen. The first board shall consist of three directors. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the board of directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 2. Vacancies and newly created director-ships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3. The business of the corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

#### MEETINGS OF THE BOARD OF DIRECTORS

Section 4. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 5. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected board of directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 6. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.



Section 7. Special meetings of the board may be called by the president on two days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors unless the board consists of only one director; in which case special meetings shall be called by the president or secretary in like manner and on like notice on the written request of the sole director.

Section 8. At all meetings of the board one-third of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 10. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by

means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

#### COMMITTEES OF DIRECTORS

Section 11. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the board of directors as provided in Section 151(a) fix any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of

the corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the corporation) adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or the certificate of incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock or to adopt a certificate of ownership and merger. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 12. *Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.*

## COMPENSATION OF DIRECTORS

Section 13. Unless otherwise restricted by the certificate of incorporation or these by-laws, the board of directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting or the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

## REMOVAL OF DIRECTORS

Section 14. Unless otherwise restricted by the certificate of incorporation or by-laws, any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of shares entitled to vote at an election of directors.

## ARTICLE IV

### NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## ARTICLE V

### OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a president, a vice-president, a secretary and a treasurer. The board

of directors may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a president, one or more vice-presidents, a secretary and a treasurer.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

#### THE PRESIDENT

Section 6. The president shall be the chief executive officer of the corporation, shall preside at all meetings of the stockholders and the board of directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 7. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

#### THE VICE PRESIDENTS

Section 8. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-presidents shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

#### THE SECRETARY AND ASSISTANT SECRETARIES

Section 9. The secretary shall attend all meetings of the board of directors and all meeting of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the

corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 10. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

#### THE TREASURER AND ASSISTANT TREASURERS

Section 11. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 12. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 13. If required by the board of directors, he shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 14. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## ARTICLE VI

### CERTIFICATES FOR SHARES

Section 1. The shares of the corporation shall be represented by a certificate or shall be uncertificated. Certificates shall be signed by, or in the name of the corporation by, the president or a vice-president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation.

Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to



Sections 151, 156, 202 (a) or 218 (a) or a statement that the corporation will furnish, without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 2. Any of or all the signatures on a certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

#### LOST CERTIFICATES

Section 3. The board of directors may direct a new certificate or certificates or uncertificated shares to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates or uncertificated shares, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

## TRANSFER OF STOCK

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares such uncertificated shares shall be cancelled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

## FIXING RECORD DATE

Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders or record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

## REGISTERED STOCKHOLDERS

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

## ARTICLE VII

### GENERAL PROVISIONS

#### DIVIDENDS

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think

conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

#### ANNUAL STATEMENT

Section 3. The board of directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

#### CHECKS

Section 4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

#### FISCAL YEAR

Section 5. The fiscal year of the corporation shall be the calendar year unless fixed otherwise by resolution of the board of directors.

#### SEAL

Section 6. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## INDEMNIFICATION

Section 7. Each person who at any time is, or shall have been a director or officer of the corporation, or serves or has served as a director, officer, fiduciary or other representative of another company, partnership, joint venture, trust, association or other enterprise (including any employee benefit plan), where such service was specifically requested by the corporation in accordance with the fourth paragraph of this Section 7, or the established guidelines for participation in outside positions (such service hereinafter being referred to as "Outside Service"), and is threatened to be or is made a party to any threatened, pending, or completed claim, action, suit or Proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he is, or was, a director, officer, fiduciary or other representative of such other enterprise, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement ("Loss") actually and reasonably incurred by him in connection with any such Proceeding to the full extent permitted under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment). The corporation shall indemnify any person seeking indemnity in connection with any Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) initiated by such person was authorized by the board of directors of the corporation. With respect to any Loss arising from Outside Service, the corporation shall provide such indemnification only if and to the extent that (i) such other company, partnership, joint

venture, trust, association or enterprise is not legally permitted or financially able to provide such indemnification, and (ii) such loss is not paid pursuant to any insurance policy other than any insurance policy maintained by the corporation.

The right to be indemnified pursuant hereto shall include the right to be paid by the corporation for expenses, including attorney's fees, incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made only upon delivery to the corporation of any undertaking, by or on behalf of such director, officer, fiduciary or other representative in which such director, officer, fiduciary or other representative agrees to repay all amounts so advanced if it should be determined ultimately that such director, officer, fiduciary or other representative is not entitled to be indemnified under applicable law.

The right to be indemnified or to the reimbursement or advancement of expenses pursuant hereto shall in no way be exclusive of any other rights of indemnification or advancement to which any such director, officer or employee may be entitled, under any by-law, agreement, vote of stockholders or disinterested directors or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

Any person who is serving or has served as a director, officer, or fiduciary of (i) another corporation of which a majority of the shares entitled to vote in the election of its directors is held by the corporation at the time of such service, or (ii) any employee

benefit plan of the corporation or of any corporation referred to in the foregoing (i), shall be deemed to be doing or have done so at the request of the corporation.

## ARTICLE VIII

### AMENDMENTS

Section 1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the stockholders or by the board of directors, when such power is conferred upon the board of directors by the certificate of incorporation at any regular meeting of the stockholders or of the board of directors or at any special meeting of the stockholders or of the board of directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting. If the power to adopt, amend or repeal by-laws is conferred upon the board of directors by the certificate of incorporation it shall not divest or limit the power of the stockholders to adopt, amend or repeal by-laws.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit A-18 "Secretary of State"**

Attached are copies of the Certificate of registration and related documents issued by the Ohio Secretary of State on March 24, 1997 in connection with the registration of CNG Retail Services Corporation (now Dominion Retail, Inc.) to do business in Ohio.

Also attached are copies of the Certificates issued by the Ohio Secretary of State on March 24, 2000, regarding applicant's use of the trade names "Dominion Retail" and "Dominion East Ohio Energy", and a Certificate issued by the Ohio Secretary of State on September 27, 2000, reflecting the corporation's change of name from CNG Retail Services Corporation to Dominion Retail, Inc. and listing the company's corporate purposes in Ohio.

Finally, enclosed is a copy of a certificate of good standing issued to Dominion Retail by the Ohio Secretary of State on June 7, 2004.



05803-0103



# The State of Ohio

**Bob Taft**

Secretary of State

PL973981

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: FLP PER

of:

CNG RETAIL SERVICES CORPORATION

STATE OF INCORP: DE

TYPE OF LICENSE: PERMANENT

EXPIRATION DATE: VALID UNTIL CANCELLED FOR FAILURE TO FILE REPORTS

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 5803 at Frame 0104 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 24TH day of MARCH ,

A.D. 1997 .



*Bob Taft*  
**Bob Taft**  
Secretary of State

Prescribed by  
Bob Taft, Secretary of State

05803-0104

Approved	<i>[Signature]</i>
Date	<i>5-11-87</i>
Fee	<i>100</i>

Form FLF (August 1992)

97032504201

## FOREIGN CORPORATION APPLICATION FOR LICENSE

1. The name of the corporation is CNG Retail Services Corporation.
2. The application is made to secure a ☒ permanent ☐ temporary license.
3. The corporation was incorporated on January 30 1997 under the laws of the state of Delaware.
4. The corporation's principal office is located at CNG Tower 625 Liberty Avenue Pittsburgh PA 15222-3199.

5. The corporation's principal office within Ohio is to be located in No office in Ohio. in \_\_\_\_\_ County, Ohio \_\_\_\_\_.

If the corporation will not have an office in the state of Ohio, please state this fact in line 5. NOTE: "N/A" is not acceptable.)

6. The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is: (SEE INSTRUCTION NO. 4 ON SECOND PAGE)

CSC-Lawyers Incorporating Service 16 East Broad Street  
Columbus Ohio 43215  
(city, village, or township) (zip code)

(NOTE: P.O. Box addresses are not acceptable.)

7. The corporation irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the SECRETARY OF STATE IF:
- (a) the agent cannot be found, or
  - (b) the corporation fails to designate another agent when required to do so, or
  - (c) the corporation's license to do business in Ohio expires or is cancelled.
8. The corporation will exercise the following corporate purpose(s) in Ohio:  
(Please provide a brief but specific description; a general purpose clause is not sufficient.)

sell energy and related products and services at retail.

9. Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ yes ☒ no.  
If yes, prior License No. \_\_\_\_\_ issued \_\_\_\_\_ (date)
10. The date on which the corporation began transacting business in Ohio:
- ☐ Date \_\_\_\_\_
  - ☒ will begin business upon approval of application.
11. Is this application being made to enable the corporation to prosecute or defend a legal action? ☐ yes ☒ no.  
(SEE INSTRUCTION NO. 5 ON SECOND PAGE)
12. The corporation has currently authorized 5,000 shares of stock and has issued 0 shares.

STATE OF PENNSYLVANIA  
COUNTY OF ALLEGHENY

## NOTARIZATION

SS. 05803-0105

I, Laura J. McKeown, being duly sworn, state that I am the

- ☐ President  
☐ Vice President

☒ Secretary CNG Retail Service Corporation

☐ Treasurer of

the best of my knowledge and belief.

and that the foregoing statements are true and correct to

Laura J. McKeown  
(Signature)

SWORN TO AND SUBSCRIBED IN MY PRESENCE

THIS 21st DAY OF March, 19 97

NOTARY SEAL

NOTARIAL SEAL  
CYNTHIA L. GOURLEY, Notary Public  
PITTSBURGH, ALLEGHENY COUNTY, PA  
My Commission Expires Nov. 18, 1999

My commission expires

November 15, 1999

## INSTRUCTIONS

1. This application must be accompanied by an original certificate of good standing from the state in which the applicant is incorporated, dated not more than 90 days prior to the filing of the application. (O.R.C. 1703.04(A))
2. The filing fee for a permanent license is \$100.00 and for a temporary license is \$125.00. (O.R.C. 1703.04 (C), 1703.13)
3. The application must be signed by the president, vice-president, secretary or treasurer of the corporation and must be notarized. (O.R.C. 1703.041)
4. In Item 6, the agent for service of process may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which is explicitly authorized by its articles to act as statutory agent and which has a business address in Ohio. (O.R.C. 1703.041)
5. No foreign corporation which previously should have obtained a license to do business in Ohio shall maintain any action in any court until it has obtained such a license. Before the corporation shall maintain such action on any cause of action arising at the time when it was not licensed to transact business in this state, it shall pay to the Secretary of State a forfeiture of two hundred fifty dollars with this license application. (O.R.C. 1703.28). It is only under these circumstances that question no. 11 should be answered "yes". Under all other circumstances the answer to this question should be "no".

NOTE: Foreign corporations doing business in Ohio must file each year with the Secretary of State an Annual Statement of Proportion of Capital Stock (Form 7), showing activity in Ohio during the preceding calendar or fiscal year. This report is due March 31st, unless an extension has been requested in writing and has been granted. (O.R.C. 1703.07).

The report is separate and distinct from the Ohio Franchise Tax Report.

If the corporation has been doing business in Ohio prior to the date of licensing, it must submit a Form 7 for each of the years of unlicensed operation in Ohio, together with a certificate from the Ohio Department of Taxation showing that all applicable Franchise Taxes have been paid. For information on this certificate (D-4), call the Department of Taxation at 614-433-7636.

Return To:  
C T CORPORATION SYSTEM  
ATTN: A WEBSTER  
17 S HIGH ST STE 1100  
COLUMBUS, OH 45215-0000

cut along the dotted line



# The State of Ohio

## Certificate

Secretary of State - J. Kenneth Blackwell

1142964

It is hereby certified that the Secretary of State of Ohio has custody of the business records for DOMINION RETAIL and that said business records show the filing and recording of:

Document(s)  
TRADE NAME/ORIGINAL FILING

Date of First Use: 3/1/2000  
Expiration Date: 3/24/2005

Document No(s):  
200008700366

Applicant:  
CMG RETAIL SERVICES CORPORATION  
ONE CHATHAM CENTER STE 700  
PITTSBURGH, PA 15219-0000

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary  
of State at Columbus, Ohio, This 24th day of  
March, A.D. 2000

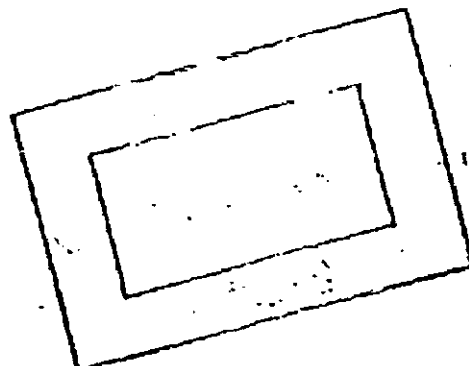


*J. Kenneth Blackwell*  
J. Kenneth Blackwell  
Secretary of State

DATE DOCUMENT NO DESCRIPTION  
1. 3/28/2000 200008700368 RNO TRADE NAME/ORIGINAL FILING

	FILING	EXPED	PENALTY	CERT	COPY
	20.00	10.00	0.00	0.00	0.00
TOTAL	20.00	10.00	0.00	0.00	0.00

Return To:  
C T CORPORATION SYSTEM  
ATTN A WEBSTER  
17 S HIGH ST STE 1100  
COLUMBUS, OH 45215-0000



cut along the dotted line



## The State of Ohio Certificate

Secretary of State - J. Kenneth Blackwell

1142966

It is hereby certified that the Secretary of State of Ohio has custody of the business records for DOMINION EAST OHIO ENERGY and that said business records show the filing and recording of:

Document(s)  
TRADE NAME/ORIGINAL FILING

Date of First Use: 3/1/2000  
Expiration Date: 3/24/2005

Document No(s):  
200008700368

Applicant:  
CNG RETAIL SERVICES CORPORATION  
ONE CHATHAM CENTER STE 700  
PITTSBURGH, PA 15219-0000

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary  
of State at Columbus, Ohio, This 24th day of  
March, A.D. 2000



*J. Kenneth Blackwell*  
J. Kenneth Blackwell  
Secretary of State

\*200027900816\*

DATE	DOCUMENT ID	DESCRIPTION	FLING	EXPED	PENALTY	CERT	COPY
10/05/2000	200027900816	FOREIGN/AMENDMENT (FAM)	50.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM  
17 S. HIGH STREET  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

973981

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**DOMINION RETAIL, INC.**

and, that said business records show the filing and recording of:

Document(s):

**FOREIGN/AMENDMENT**

Document No(s):

**200027900816**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 27th day of September, A.D.  
2000.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:  
Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

## CERTIFICATE OF AMENDMENT TO FOREIGN CORPORATION APPLICATION FOR LICENSE

CNG Retail Services Corporation

(Name of Corporation - Including Assumed Name if Applicable)

P.A. Wilkerson, Vice President and Secretary, does hereby certify that the above named Foreign Corporation formed in the state of Delaware with license number 973981 has modified the information set forth in the original Application for License or any Amendment thereto with the following:

1. The name of the corporation has been amended to Dominion Retail, Inc.
2. The corporation's principal office shall be located in One Chatham Center, Suite 700  
(street address)  
Pittsburgh PA 15219  
(city, township, or village) (state) (zip code)
3. The corporation's principal office within Ohio shall be located in \_\_\_\_\_, Ohio  
(city, township, or village) (county) (zip code)
4. The corporation hereby appoints the following as the statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is:  
CT Corporation System 1300 East 9th Street  
(name of statutory agent) (street and number)  
Cleveland Ohio 44114  
(city, village or township) (zip code)
5. The corporation will exercise the following corporate purpose(s) in Ohio:  
sale of natural gas and electricity
6. The corporation has currently authorized 5,000 shares of stock and has issued 600 shares.
7. This certificate of amendment supersedes the information currently on file with the Secretary of State of Ohio.

This Certificate of Amendment to the Foreign Corporation Application for License has been adopted in accordance with the laws of the state of domestication.

IN WITNESS WHEREOF, this Certificate of Amendment of a Foreign Corporation has been executed on 9/13/00  
(date)

Signature: P.A. Wilkerson (Authorized Officer)  
P.A. Wilkerson, Vice President and Secretary

179-FAM  
OS/MS - 8/1/00 CT System Online

Page 1 of 1

Version: 7/15/99

**United States of America**  
**State of Ohio**  
**Office of the Secretary of State**

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show DOMINION RETAIL, INC., a Delaware corporation, having qualified to do business within the State of Ohio on March 24, 1997 under License No. 973981 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 7th day of June, A.D. 2004*

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

**Ohio Secretary of State**

**Validation Number: V2004158J240C3**



**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit B-1 "Jurisdictions of Operation"**

Dominion Retail is currently actively engaged in the sale of natural gas to retail customers in Ohio, Illinois and Pennsylvania. Dominion Retail is also licensed to sell natural gas to retail customers in Connecticut, Virginia, New Jersey, Maryland, and The District of Columbia but is not currently doing so.

Dominion Retail is currently actively engaged in the sale of electricity to retail customers in Ohio, Pennsylvania, Connecticut, Maine, Massachusetts and New Jersey. Additionally, it is licensed, but is not currently serving electricity in the states of Maryland, Rhode Island, Virginia, and The District of Columbia.

Dominion Retail is also licensed by the Federal Energy Regulatory Commission to sell electricity at wholesale.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit B-2 "Experience & Plans"**

Dominion Retail maintains a "cancel anytime without penalty" practice for most of its existing natural gas and electricity retail sales contracts with Ohio residential and small commercial customers. Where cancellation fees apply, they are minimal. As is currently the case, Dominion Retail expects that billing for its services will be performed by the respective natural gas utilities. However, Dominion Retail may implement direct billing at some future point.

Dominion Retail follows a customer dispute resolution procedure whereby customer complaints, either written or telephonic, are first addressed by the company representative – typically, a Customer Care Center employee – receiving such a complaint. If the Customer Care representative is unable to satisfactorily resolve the customer's complaint, the matter will be referred to the Supervisor, Customer Care, or the Manager, Retail Operations. Dominion Retail's Vice President, as well as its on-site legal counsel, may also be involved in the dispute resolution process.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit B-3 "Summary of Experience"**

Dominion Retail possesses extensive operational experience and expertise to reliably market natural gas to Ohio consumers under Ohio's natural gas retail choice programs. Dominion Retail has been engaged in the direct sale of natural gas to Ohio consumers since 1997. It currently has approximately 201,321 customers under contract.

Likewise, Dominion Retail is a major player in the Pennsylvania natural gas marketplace, having obtained its license to serve as a natural gas supplier from the Pennsylvania Public Utility Commission in October 1999. It serves approximately 123,053 natural gas customers in Pennsylvania. Likewise, Dominion Retail was licensed to supply natural gas in the State of Illinois in July 2002. It currently has approximately 102,515 natural gas customers under contract in that state. Dominion Retail is also a licensed natural gas supplier in Connecticut, The District of Columbia, Maryland, New Jersey and Virginia, although it is not currently active in those states.

At the present time, Dominion Retail is also heavily engaged in electricity retail sales in the states of Connecticut, Maine, Massachusetts, Ohio and Pennsylvania. It is also a licensed electricity supplier in The District of Columbia, Maryland, New Jersey, Rhode Island and Virginia.

Dominion Retail is fully equipped to handle all aspects of the natural gas retail choice marketing process in Ohio, which includes such functions as management of wholesale gas supply acquisition, scheduling on pipeline transmission and distribution systems, data administration, and customer service.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit B-4 "Disclosure of Liabilities and Investigations"**

In 1997, the Pennsylvania Attorney General's (AG) office conducted an investigation related to CNG Retail Service Corporation's (now Dominion Retail) initial gas marketing campaign in the spring of 1997. The matter ended with a voluntary settlement in May 1998 when Dominion Retail and the AG entered into an Assurance of Voluntary Compliance agreement ("Assurance"). The Assurance did not constitute an admission by Dominion Retail of any violation for any purpose.

Since CNG Retail's initial spring 1997 campaign, Dominion Retail has conducted multiple natural gas and electricity sales campaigns on utility systems in Ohio, Pennsylvania, Illinois, Massachusetts and Virginia, as well as natural gas campaigns in Ohio and Pennsylvania. None of these sales campaigns has been the subject of any allegation of wrongdoing by a government agency.

Additionally, since the AG matter, Dominion Retail has obtained supplier licensure from Ohio, Pennsylvania, New Jersey, Maryland, Virginia, Massachusetts, Connecticut, Rhode Island, The District of Columbia, Maine and Illinois.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit C-1 "Annual Reports"**

In the interest of efficiency and resource conservation, Dominion Retail is providing herewith the website references to the 2003 annual report to shareholders and 2004 proxy report to shareholders of Dominion Resources, Inc.

2004 Proxy Report website: <http://www.dom.com/investors/pdf/proxy2004.pdf>

2003 Annual Report website: <http://www.dom.com/investors/annual.jsp>

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit C-2 "SEC Filings"**

In the interest of efficiency and resource conservation, Dominion Retail is providing herewith the website references to the two most recent 10-K filings of parent company Dominion Resources, Inc.

2003 10-K filing:

<http://www.sec.gov/Archives/edgar/data/715957/000119312504031543/d10k.htm>

2002 10-K filing:

<http://www.sec.gov/Archives/edgar/data/715957/000092838503000725/d10k.htm>

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit C-4 "Financial Arrangements"**

Attached is a copy of a signed document from G. Scott Hetzer, Senior Vice President and Treasurer, Consolidated Natural Gas Company, declaring that Consolidated will guarantee the obligations of Dominion Retail in connection with Dominion Retail's retail natural gas activities in Ohio.

**G. Scott Hetzer**  
Senior Vice President and Treasurer  
120 Tredegar Street, Richmond, VA 23219  
Mailing Address: P.O. Box 26532  
Richmond, VA 23261



July 1, 2004

Public Utilities Commission of Ohio  
180 E. Broad Street  
Columbus, Ohio 43215-3793

**Re: Renewal Application of Dominion Retail, Inc. for Certification as a Retail  
Natural Gas Supplier in Ohio**

To Whom It May Concern:

Dominion Retail, Inc. is a subsidiary of Consolidated Natural Gas Company ("CNG"), which is in turn a wholly-owned subsidiary of Dominion Resources, Inc. In connection with the renewal application of Dominion Retail, Inc. for certification as a retail natural gas supplier in Ohio, please be advised that CNG stands behind and will guarantee the obligations of Dominion Retail, Inc. related to its activities as a natural gas supplier in Ohio.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Scott Hetzer", is written over the typed name.

G. Scott Hetzer  
Senior Vice President and Treasurer



**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit C-6 "Credit Rating"**

Dominion Retail is a wholly-owned subsidiary of Consolidated Natural Gas Company which is, in turn, a wholly-owned subsidiary of Dominion Resources, Inc. Therefore, Dominion Retail does not have its own credit report.

Information relating to the credit rating of Dominion Resources, Inc. is attached hereto.



Moody's Investors Service

Global Credit Research  
Credit Opinion  
25 MAR 2004

Credit Opinion: Dominion Resources Inc.

Dominion Resources Inc.

Richmond, Virginia, United States

## Ratings

Category	Moody's Rating
Outlook	Stable
Sr Unsec Bank Credit Facility	Baa1
Senior Unsecured	Baa1
Jr Subordinate Shelf	(P)Baa3
Preferred Shelf	(P)Baa2
Commercial Paper	P-2
<b>Virginia Electric and Power Company</b>	
Outlook	Stable
Issuer Rating	A3
First Mortgage Bonds	A2
Senior Secured Shelf	(P)A2
Senior Unsecured	A3
Jr Subordinate Shelf	(P)Baa1
Preferred Stock	Baa2
Commercial Paper	P-1

## Contacts

Analyst	Phone
James Hempstead/New York	1.212.553.1653
Mihoko Manabe/New York	
Daniel Gates/New York	

## Key Indicators

Dominion Resources Inc.

	LTM	Q3 03	2002	2001	2000
Funds from Operations / Adjusted Debt [1]	20%	17%	12%	13%	
Retained Cash Flow / Adjusted Debt [1]	15%	13%	8%	9%	
Common Dividends / Net Income Available for Common	105%	53%	119%	141%	
FFO + Adjusted Interest / Adjusted Interest [2][3]	4.5	3.7	2.8	2.7	
Adjusted Debt / Adjusted Capitalization [1][4]	59%	61%	65%	65%	
Net Income Available for Common / Common Equity	7%	13%	6%	6%	

[1] Debt adjusted for operating leases, trust preferred, and hybrid debt [2] Interest adjusted for preferred dividends and operating lease imputed interest [3] Adjusted Interest for LTM ended Sept. 30 does not reflect addition of capitalized interest to interest expense [4] Adj. Capitalization includes adj. debt, equity, preferred stock at par value, and equity component of hybrids, but excludes deferred taxes

Note: For definitions of Moody's most common ratio terms please see the accompanying User's Guide.

## **Opinion**

### **Credit Strengths**

The credit strengths for Dominion include:

Approximately 60% of earnings derived from various rate regulated operations

Focus on reducing higher risk deepwater E&P exposure

Expected transition into a free cash flow position in 2004 should further improve credit profile

### **Credit Challenges**

The credit challenges for Dominion include:

Clearinghouse uncertainty

Modest regulatory risks associated with legislation and transmission activities

Cash flow variability to E&P operations and gas prices

### **Rating Rationale**

Dominion Resources' (Baa1 senior unsecured) rating reflects the company's integrated approach to energy delivery within a specifically defined geographic region. The Company's electric operations in Virginia are performing very well, as are the gas distribution operations in Ohio, Pennsylvania and West Virginia. Dominion owns approximately 5,900 MW's of merchant generation, the majority of which is "hedged" with purchased power supply agreements.

Dominion's E&P operations have grown substantially over the years, and although they only represent approximately 25% of consolidated earnings, a different picture emerges if evaluated from a cash flow or capital expenditure perspective. These higher-risk E&P operations, which consume a significant amount of capital on an annual basis, also exposes the company to gas price commodity risks, although a sizable portion of near-term production gets "hedged" on a regular, rolling-forward basis.

### **Rating Outlook**

Our stable outlook is primarily driven by Dominion's overall financial profile that exhibits a fairly high amount of leverage given its business risk and the mitigating steps the company utilizes to address these risks. Moody's noted an improvement with the overall credit position for the year-ended 2003 and expects the trends to continue into 2004, starting with improved cash flow impact at E&P as the deepwater projects are completed.

### **What Could Change the Rating - UP**

The continued execution of Dominion's publicly stated strategic and financial plans. Dominion's cash flow coverage metrics are expected to continue to show improvement as growth capital expenditures moderate. The publicly stated comments about potential M&A activity is fundamentally viewed positively by Moody's, given management's reasonably strong track record, its focused geographic territory and credit-friendly financial requirements.

### **What Could Change the Rating - DOWN**

We believe the Clearinghouse operations are a primary risk to credit, followed by the sizeable commitment to the E&P operations and resultant exposure to gas price commodity risks. Moody's maintains a conservative expectation with respect to the deepwater E&P projects and is particularly focused on the E&P's ability to generate free cash flow as a condition to removing our negative outlook for CNG.

### **Recent Developments**

In March 2004, the Virginia legislature agreed to revise the State's electric restructuring laws by extending the rate freeze period by 3.5 years, from July 2007 through 2010. From a credit perspective, we view this action positively, as the rate extension is expected to result in a continuation of predictable, reliable cash flow generation. The price cap extension, however, included some minor adjustments, most notably: the expiration of the competitive transition charge remains July 2007 and potential deferred fuel amortization extensions.

© Copyright 2004, Moody's Investors Service, Inc. and/or its licensors including Moody's Assurance Company, Inc. (together, "MOODY'S"). All rights reserved.

ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY COPYRIGHT LAW AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT. All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, such information is provided "as is" without warranty of any kind and MOODY'S, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness, completeness, merchantability or fitness for any particular purpose of any such information. Under no circumstances shall MOODY'S have any liability to any person or entity for (a) any loss or damage in whole or in part caused by, resulting from, or relating to, any error (negligent or otherwise) or other circumstance or contingency within or outside the control of MOODY'S or any of its directors, officers, employees or agents in connection with the procurement, collection, compilation, analysis, interpretation, communication, publication or delivery of any such information, or (b) any direct, indirect, special, consequential, compensatory or incidental damages whatsoever (including without limitation, lost profits), even if MOODY'S is advised in advance of the possibility of such damages, resulting from the use of or inability to use, any such information. The credit ratings and financial reporting analysis observations, if any, constituting part of the information contained herein are, and must be construed solely as, statements of opinion and not statements of fact or recommendations to purchase, sell or hold any securities. NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER. Each rating or other opinion must be weighed solely as one factor in any investment decision made by or on behalf of any user of the information contained herein, and each such user must accordingly make its own study and evaluation of each security and of each issuer and guarantor of, and each provider of credit support for, each security that it may consider purchasing, holding or selling. MOODY'S hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MOODY'S have, prior to assignment of any rating, agreed to pay to MOODY'S for appraisal and rating services rendered by it fees ranging from \$1,500 to \$1,800,000.



**Moody's Investors Service**

**Global Credit Research**

**Credit Opinion**

**5 APR 2004**

**Credit Opinion: Consolidated Natural Gas Company**

**Consolidated Natural Gas Company**

*Richmond, Virginia, United States*

**Ratings**

<b>Category</b>	<b>Moody's Rating</b>
Outlook	Negative
Issuer Rating	A3
Senior Unsecured	A3
Jr Subordinate	Baa1
Preferred Shelf	(P)Baa2
Commercial Paper	P-2
<b>Parent: Dominion Resources Inc.</b>	
Outlook	Stable
Sr Unsec Bank Credit Facility	Baa1
Senior Unsecured	Baa1
Jr Subordinate Shelf	(P)Baa3
Preferred Shelf	(P)Baa2
Commercial Paper	P-2
<b>Dominion CNG Capital Trust II</b>	
Outlook	Negative
Bkd Preferred Shelf	(P)Baa1

**Contacts**

<b>Analyst</b>	<b>Phone</b>
Mihoko Manabe/New York	1.212.553.1653
John Diaz/New York	

**Key Indicators**

**Consolidated Natural Gas Company**

	<b>12/31/2003</b>	<b>12/31/2002</b>	<b>12/31/2001</b>	<b>12/31/2000</b>
Net Income to Average Common Equity	15.6%	18.7%	15.7%	11.2%
Fixed Charge Coverage	5.18	4.54	4.11	4.10
Retained Cash Flow to Adjusted Debt [1]	19.1%	24.6%	11.7%	-1.4%
Adjusted Debt to Adjusted Capital [1][2]	50%	50%	54%	54%
Funds from Operations to Fixed Charges	7.4	7.7	5.7	4.6
Dividends/Net Income	71%	60%	86%	289%

[1] Adjusted debt includes: + redeemable preferred stock [2] Adjusted capital includes: + deferred taxes - goodwill + minority interest

*Note: For definitions of Moody's most common ratio terms please see the accompanying User's Guide.*

**Opinion**

## **Credit Challenges**

Credit challenges are:

- Sizable exposure to E&P
- Large negative free cash flows that forestall debt reduction
- Substantial and highly variable working capital needs for gas procurement

## **Credit Strengths**

CNG's credit strengths include:

- Stable regulated utilities that are self-funding
- Diverse and vertically integrated asset base with leading positions in many of its markets
- Parent supportive of its financial position

## **Rating Rationale**

Consolidated Natural Gas Company's ratings (CNG, A3 sr. uns.) reflect the credit strength of its regulated businesses (gas transmission and distribution, together contributing about half of CNG's EBITDA and assets) which generate stable cash flows comfortably in excess of their capital needs; a diverse and vertically integrated asset base with leading positions in many of its markets; and a parent (Dominion Resources Inc., Baa1 sr. uns./stable) whose financial policies have been supportive of CNG's credit profile. However, the ratings are restrained by large negative free cash flow in recent periods, driven by expenditures in E&P (the other half of consolidated EBITDA and assets and three-quarters of capex) as well as working capital needs (seasonal usage to procure gas supply for its gas utilities) that have forestalled debt reduction; and the operational and commodity price risks inherent in its E&P operations.

CNG generates substantial cash flows (\$1.5 billion of FFO in 2003) but has been free cash flow negative after capex (\$1.6 billion excluding asset sales) and working capital changes (negative \$570 million). Most of capital spending is devoted to E&P, in recent years because of on-shore property acquisitions, increased drilling activity within its on-shore program, and upfront costs of bringing two major offshore Gulf of Mexico projects on-line: Devils Tower (expected 5/04) and Front Runner (expected fall 2004). CNG management has committed to cap E&P capex at levels that would yield positive free cash flow in the 2004 time frame, but ability to do so will depend partly on the success of these projects, both which have encountered delays.

Over the past few years, DRI has supported the strengthening of CNG's financial position, contributing \$1.5 billion in equity in non-cash transactions. This has allowed CNG's leverage to moderate from over 60% to the mid-50% range. DRI's financial policies for CNG are geared towards earnings consistency (e.g., practice of hedging the majority of E&P production, with 85% hedged for 2004 and 60% hedged for 2005) and free cash flow generation. CNG pays dividends to DRI at about a 70% payout rate, a level which helps to support DRI's common dividends and other corporate needs, while gradually building equity to its 50% leverage target. Under PUHCA guidelines, SEC restricts dividends that CNG can upstream, but at the current \$1.6 billion limit, provides only a broad protection for CNG's debtholders.

## **Rating Outlook**

The negative outlook reflects our continued expectation of near-term negative free cash flow and sizable capital expenditure needs for E&P. The stabilization of CNG's outlook is possible in the next 12-18 months when the company achieves a free cash flow neutral position. We will look for the commencement and achievement of satisfactory results from the Front Runner and Devils Tower projects, both key to achieving that end.

## **What Could Change the Rating - DOWN**

Downward rating pressure is easing, with its E&P projects nearing completion. It is possible that Moody's will stabilize CNG's outlook in the near term. The strength of CNG's operations, together with management's reasonably strong track record and credit-friendly financial requirements, make a downgrade unlikely.

#### **What Could Change the Rating - UP**

Not likely given CNG's current business mix, financial policies, and DRI's business strategies and debt ratings. CNG's credit metrics - retained cash flow-to-debt in 20% range, dividend payout at about 70%, adjusted debt-to-capital in the 50% range - are in line with current ratings, business mix, and those of other A3-rated diversified gas companies.

© Copyright 2004, Moody's Investors Service, Inc. and/or its licensors including Moody's Assurance Company, Inc. (together, "MOODY'S"). All rights reserved.

ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY COPYRIGHT LAW AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT. All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, such information is provided "as is" without warranty of any kind and MOODY'S, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness, completeness, merchantability or fitness for any particular purpose of any such information. Under no circumstances shall MOODY'S have any liability to any person or entity for (a) any loss or damage in whole or in part caused by, resulting from, or relating to, any error (negligent or otherwise) or other circumstance or contingency within or outside the control of MOODY'S or any of its directors, officers, employees or agents in connection with the procurement, collection, compilation, analysis, interpretation, communication, publication or delivery of any such information, or (b) any direct, indirect, special, consequential, compensatory or incidental damages whatsoever (including without limitation, lost profits), even if MOODY'S is advised in advance of the possibility of such damages, resulting from the use of or inability to use, any such information. The credit ratings and financial reporting analysis observations, if any, constituting part of the information contained herein are, and must be construed solely as, statements of opinion and not statements of fact or recommendations to purchase, sell or hold any securities. NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER. Each rating or other opinion must be weighed solely as one factor in any investment decision made by or on behalf of any user of the information contained herein, and each such user must accordingly make its own study and evaluation of each security and of each issuer and guarantor of, and each provider of credit support for, each security that it may consider purchasing, holding or selling. MOODY'S hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MOODY'S have, prior to assignment of any rating, agreed to pay to MOODY'S for appraisal and rating services rendered by it fees ranging from \$1,500 to \$1,800,000.

## Research:

### Summary: Consolidated Natural Gas Co.

Publication date: 21-May-2004

Credit Analyst: Aneesh Prabhu, New York (1) 212-438-1285

Credit Rating: BBB+/Negative/A-2

### Rationale

The ratings on Consolidated Natural Gas Co. (CNG) reflect Standard & Poor's consolidated credit assessment methodology, resulting in CNG having the same corporate credit rating as parent Dominion Resources Inc. Without regulatory or structural insulation, the rating on CNG are consolidated with Dominion's due to substantial business and financial interrelationships. The ratings are supported by steady cash flows from FERC-regulated gas pipelines and state-regulated local gas distribution businesses. These strengths are offset by the higher-risk nature and large capital requirements of the company's exploration and production (E&P) business, which is projected to grow to about 66% of cash flow by 2005 from about 58% in 2003.

As of March 31, 2004, Richmond, Va.-based CNG has about \$4.1 billion of debt. At the consolidated level, Dominion had about \$19 billion of debt (including hybrids and off-balance-sheet debt).

CNG operates gas distribution businesses in Ohio, Pennsylvania, and West Virginia, as well as a Mid-Atlantic, gridlike interstate pipeline network. These operations provide stable cash flows (about 50% of CNG's total cash flows in 2003) by their competitive rate structures and diverse service territories. The Mid-Atlantic location and market hub structure of CNG's pipelines provide an opportunity to increase deliveries to the growing Northeast market. A particularly strong aspect of CNG's operations is its ownership of the country's largest natural gas storage system, giving CNG a distinct competitive advantage. Total production is heavily leveraged to natural gas (about 80%), a commodity with favorable medium-term supply and demand fundamentals in North America. CNG also benefits from operating synergies with Dominion, as CNG's gas reserves and pipeline assets complement Dominion's power and electric business strategy.

The acquisition of Louis Dreyfus Natural Gas Co. in 2001 provided a platform for sustained production growth in CNG's E&P operations. However, CNG faces the same challenges confronting most oil and gas industry participants, i.e., economically replacing production reserves against a backdrop of increased competition, shrinking prospect sizes, and accelerating depletion rates. Dominion's E&P operations (mostly under CNG and some under sister company Dominion Energy Inc.) have an overall reserve life of 13.5 years, a majority of which are in long-lived onshore basins, such as Sonora, which provide stable cash flow.

About 16% of the base is located in the deepwater Gulf of Mexico and 12% in the U.S. Gulf Coast, where fields generally are short lived. In this regard, Dominion's Devil's Tower and Front Runner projects are viewed as high risk, exposing the company's short-term earnings to greater risk, given that about 20% of 2005 production will come from these fields. In 2003, Dominion's E&P operations spent about 38% of its capital expenditures for offshore development, of which the deepwater accounted for 17%. A similar proportion of Dominion's E&P operations' capital expenditure will be devoted to offshore projects. Overall, though, the deepwater represented only about 6% of the company's consolidated capital expenditures in 2003. Furthermore, the relatively long life of Dominion's reserves (13 years), compared with the industry median (seven to eight years), gives the company some capital-spending flexibility.

To limit risks associated with volatile E&P cash flows, CNG actively hedges its gas production by rolling up hedges over two to three years. Hedging is accomplished through combinations of actual fixed sales, swaps, and structured deals. The company's 2004 hedging is fairly high at 85%, about 60% for 2005, and 40% of production for 2006. E&P companies normally do not hedge production to this extent. Standard & Poor's views CNG's ability to hedge a substantial proportion of its production through 2005 as a reflection of the quality of its E&P reserves.

Although hedging gas production limits upside potential, it lends stability and predictability to cash flows, which is viewed positively from a credit perspective. As a result of the recent approval of Virginia Electric & Power Co.'s rate extension, the fuel factor has been frozen through 2007, providing an internal hedge of almost 50 billion cubic feet to Dominion's E&P operations' current annual production of about 450-475 billion cubic feet equivalent. The



availability of this natural hedge may change CNG's hedging practice in future. Should hedge levels reduce, Standard & Poor's will assess the impact of additional volatility to CNG's and parent Dominion's cash flow and credit quality, given that Dominion is aggressively capitalized.

As a result of Standard & Poor's consolidating methodology, CNG's financial risk is assessed in conjunction with Dominion. Dominion's leverage remains high, although it has improved since the 2000 acquisition of CNG. As of Mar. 31, 2004, adjusted debt to total capital was about 58% (when adding back purchased-power obligations, obligations associated with a volumetric production payment, operating leases, and a capital adequacy debt equivalent for the trading and marketing business). Adjusted debt to total capital is even higher at 62.7% when the nearly \$1.4 billion in trust-preferred securities are also accounted for as debt (although Standard & Poor's views trust preferred as having some equity component).

Dominion's credit-protection measures have weakened, with adjusted funds from operations (FFO) interest coverage, as of Mar. 31, 2004, declining to about 3.7x from about 4x in September 2003. The lower FFO interest coverage resulted from nonrecurring charges recognized in December 2003, such as the repair costs from Hurricane Isabel. Standard & Poor's expects that Dominion will continue to reduce leverage and improve cash flow coverages, after Imputed debt adjustments, to about 4.1x to 4.3x in 2004. Because of reduced capital expenditures and increased cash flow from new projects, Standard & Poor's expects Dominion to be marginally free cash flow positive in 2004.

### **Liquidity.**

Standard & Poor's analyzes CNG's liquidity on a consolidated basis. As of March 31, 2004, Standard & Poor's considered Dominion's liquidity to be adequate. The short-term rating on Dominion is 'A-2'. The company's liability management is characterized by high refinancing requirements over the next several years, but Dominion's access to credit and capital markets remains high. Dominion's cash from operations was affected by nonrecurring charges in 2003, resulting in a negative free cash flow position of about \$500 million. Higher earnings in 2004, aided by high commodity prices for its E&P business together with lower capital expenditures, are expected to result in a free cash position in the year.

Dominion had about \$235 million of cash on hand in March 2004. The company's core credit lines total \$2 billion, a \$1.25 billion 364-day facility and a \$750 million three-year facility. In addition, CNG has a \$1 billion LOC facility to support the E&P hedging program. On March 31, 2004, Dominion had about \$1.5 billion in commercial paper outstanding and about \$148 million of LOCs outstanding against the core revolver. The company also had about \$825 million of LOCs outstanding against the CNG facility, leaving a consolidated, undrawn availability of about \$500 million, down from the \$1.45 billion available on Sept. 30, 2003.

However, liquidity has improved since the end of March by almost \$565 million as a result of proceeds received from the first tranche of permanent financing of the Fairless Works project. The company is currently in the market with an up to \$1.5 billion three-year facility that will replace the \$1.25 billion 364-day facility. There are no rating triggers or effective material adverse change clauses in any of the bank documents, but rating triggers exist in its trading and hedging contracts.

Scheduled maturities over the next 12 months include about \$400 million at CNG in October 2004. In total, about \$1.2 billion and \$1.3 billion of maturities are spread out in 2004 and 2005, respectively. The largest single maturity in the medium term is \$700 million of Dominion senior notes due in July 2005. Although there are some other relatively large maturities, like \$600 million in 2006, Standard & Poor's believes the spread of maturities is adequate. Standard & Poor's believes that Dominion maintains adequate access to credit facilities and capital markets to mitigate liquidity risk arising from its debt maturities.

### **■ Outlook**

The negative outlook for Dominion and CNG reflect their higher business risk, requiring Dominion to achieve higher financial metrics in 2004 and 2005. The ratings are conditioned on management's commitment to improving cash flow interest coverages in 2004 and 2005. A downgrade could occur if there is no further improvement in its financial profile or the company's business risk profile increases due to high-risk acquisitions or high-risk asset purchases or a deterioration of its existing businesses.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit C-7 "Credit Report"**

Please refer to Exhibit C-6 for information regarding the credit of Dominion Resources, Inc.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO  
AS A RETAIL NATURAL GAS SUPPLIER**

**Exhibit C-8 "Bankruptcy Information"**

No such filings have been made by Dominion Retail or any of its corporate parents or affiliates since applicant last filed for certification.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO AS A  
RETAIL NATURAL GAS SUPPLIER**

**Exhibit C-9 "Merger Information"**

Dominion Resources, Inc. merged with the Consolidated Natural Gas Company system effective January 28, 2000. As a result of the merger, Dominion Retail retained its status as a direct subsidiary of Consolidated and is also now a second-tier subsidiary of Dominion Resources, Inc.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO AS A  
RETAIL NATURAL GAS SUPPLIER**

**Exhibit D-1 "Operations"**

Dominion Retail possesses extensive operational experience and expertise in delivering natural gas to all classes of customers under utility retail choice programs. As noted, it has been engaged in the direct access sale of natural gas since 1997.

As it has done in Ohio since 1997, Dominion Retail will continue to acquire natural gas for resale to retail customers in Ohio from various wholesale sources. Dominion Retail will continue to arrange for transmission and delivery, as well as applicable ancillary services, in connection with its procurement of natural gas for its Ohio customers.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO AS A  
RETAIL NATURAL GAS SUPPLIER**

**Exhibit D-2 "Operations Expertise"**

Dominion Retail's operations staff has years of experience in delivering natural gas supplies to retail choice customers in Ohio, Pennsylvania and Illinois. At present, Applicant serves a total of approximately 426,889 natural gas customers in those states. In Pennsylvania, Applicant serves customers on the following utility systems: The Peoples Natural Gas Company, Equitable Gas Company and Columbia Gas of Pennsylvania. In Ohio, Applicant provides natural gas service to retail customers on The East Ohio Gas Company and Columbia Gas of Ohio systems. In Illinois, Applicant provides natural gas service to retail customers on The Peoples Gas Light & Coke Company, North Shore Gas Company and Nicor Gas Company systems.

In addition to holding licenses to sell natural gas from the states of Ohio, Pennsylvania, Connecticut, Illinois, Maryland, New Jersey, Virginia and the District of Columbia, Dominion Retail is also a licensed electricity supplier in Ohio, Pennsylvania, Connecticut, Maine, Maryland, Massachusetts, New Jersey, Rhode Island, Virginia and The District of Columbia.

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO AS A  
RETAIL NATURAL GAS SUPPLIER**

**Exhibit D-3 "Key Technical Personnel"**

Applicant has operated as a competitive natural gas supplier since 1997 in the states of Ohio and Pennsylvania. In that seven year period, Applicant has gained considerable experience and expertise in the competitive retail supply business. Each of Applicant's personnel – including managerial staff – who will be engaged in providing service to Ohio customers have in excess of six years of natural gas experience in the marketing and operational areas and in excess of four years working with GISB rules and practices. Applicant's managerial staff has been engaged in enterprise financial and administrative responsibilities for over six years and possess in excess of six years of natural gas sales experience. Information on selected management personnel follows:

**Richard Zelenko, Vice President, Dominion Retail, Inc.**  
**Richard Zelenko@Dom.com; 804-819-2938**

Mr. Zelenko has 26 years of total experience in the natural gas business, including the following positions:

- Vice President, Dominion Retail: 4 months
- General Manager, Dominion Retail: 2 years
- General Manager, LDC Gas Supply: 4 ½ years
- Director, Gas Supply Acquisition, Dominion East Ohio: 3 years
- Director, Telecommunications, Dominion East Ohio: 1 year
- Manager, Marketing & Gas Supply, Dominion West Ohio: 4 years
- Manager, Operations, Dominion West Ohio: 5 years
- Various management, operations & engineering positions, Dominion East Ohio: 6 years

Mr. Zelenko has extensive experience in the marketing, operational and gas sales areas, including in excess of four years working with GISB rules and practices, and enterprise financial and administrative responsibilities for well in excess of six years.

**Thomas J. Butler, Director, Business Development, Dominion Retail, Inc.**  
**Thomas J. Butler@Dom.com; 412-473-4165**

Mr. Butler has over 16 years of total experience in the natural gas business, including the following positions:

- Director, Business Development, Dominion Retail: 2 years
- Director, Marketing, Dominion Retail: 2 years
- Manager, Customer Acquisition, Dominion Retail: 3 years
- Manager, Marketing, Dominion Retail: 2 years

**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO AS A  
RETAIL NATURAL GAS SUPPLIER**

**Exhibit D-3 Continued**

Director, Industrial Sales, Dominion Peoples: 3 years  
Manager, Residential Marketing, Dominion Peoples: 2 years  
Manager, Electric Utility Sales, Dominion Peoples: 2 years  
Assistant to Vice President, Marketing, Dominion Peoples: 1 year

Prior to joining Dominion in 1988, Mr. Butler worked as an engineer and turn supervisor for LTV Steel Corporation. Mr. Butler possesses broad and extensive experience in the marketing, operations and gas sales areas, including GISB, by virtue of his 16 years of service in both the regulated and unregulated sides of the business. He also has had direct accountability for enterprise financial and administrative performance for more than six years.

**Marl C. Reese, Director, Retail Gas Operations**  
**Mark C Reese@Dom.com; 804-819-2904**

01/02 – present: Director, Retail Gas Operations, Dominion Retail, Inc.

08/01 – 12/01: Manager, Natural Gas Product Management, Enron Energy Services

11/99 – 07/01: Manager, Global National Outsource Commodity Structuring, Enron Energy Services

07/97 – 03/98: Project Manager, Business Development, Sonat Marketing, L.P.

Mr. Reese has extensive experience in excess of six years working with operations, GISBs and other financial and administrative aspects of the natural gas business.

**R. Michael Rose, Director Finance and Business Services**  
**Mike Rose@Dom.com; 804-819-2268**

01/02 – present: Director, Finance and Business Services, Dominion Retail. Responsible for Finance, Accounting and Marketing Operations.

01/00 – 12/01: Director, Finance and Business Services, Dominion Energy. Responsible for budgeting, planning and financial analysis.

01/99 – 12/99: Director, Finance and Business Services, Nuclear. Responsible for budgeting, planning, financial reporting and financial analysis.



**RENEWAL APPLICATION OF DOMINION RETAIL, INC. ("DOMINION RETAIL")  
FOR CERTIFICATION BY THE PUBLIC UTILITIES COMMISSION OF OHIO AS A  
RETAIL NATURAL GAS SUPPLIER**

**Exhibit D-3 Continued**

01/96 – 12/98: Director, Finance and Business Services, Virginia Power Corporate. Responsible for budgeting, planning and financial analysis.

Mr. Rose has in excess of eight years of extensive experience in the enterprise financial and administrative functions of the energy business.