

- HEATING AND COOLING
- PIPELINE
- WATER TRANSPORTATION COMPANIES

ANNUAL REPORT

OF

89-6015

MR. MARC DIVIS
 DIRECTOR
 DOMINION CLEVELAND CHILLED WATER DISTRIBUTION,
 1921 HAMILTON AVENUE
 CLEVELAND OH 44114

(Address of principal business office at end of year)

TO THE
 PUBLIC UTILITIES COMMISSION OF OHIO



FOR THE
 YEAR ENDED DECEMBER 31, 2003

Name, title, address, telephone and fax numbers (including area code) of the person to be contacted concerning this report.

RUSSELL JOHNSON, SENIOR ACCOUNTANT, DOMINION CLEVELAND THERMAL, LLC

1921 HAMILTON AVENUE, CLEVELAND, OHIO 44114

PUCO

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HISTORY

1 Exact name of company making this report.

Dominion Cleveland Chilled Water Distribution, LLC

2 Date of organization

December 6, 2000

3 Under the laws of what Government, State or Territory organized? If more than one, name all.

Ohio

4 If a consolidated or merged company, name all constituent and all merged companies.

Not Applicable

5 Date and authority for each consolidation and each merger.

Not Applicable

6 State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual.

Limited Liability Company

7 If a reorganized company, given name of original corporation, refer to laws under which it was organized, and state the occasion for the reorganization.

Not Applicable

8 State whether or not, the respondent during the year conducted any part of its business under a name, or names, other than shown, in response to inquiry No. 1. If so, give full particulars.

Not applicable

9 Where are the books and records of the company kept?

1921 Hamilton Avenue, Cleveland, Ohio 44114

10 Name below all classes of public service furnished by respondent.

District Cooling

IDENTITY OF RESPONDENT

1 State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual.

Limited Liability Company

2 Date when operations began.

May 21, 2001

3 If a consolidated or merged company, give names of each such incident, date, and Commission authority. If a reorganized company, give name of original corporation.

Not applicable

4 If incorporated specify

(a) Date of filing articles of incorporation
(b) State in which incorporated

**December 6, 2000
Ohio**

5 Commission Case Number granting operating authority and date issued.

Case No. 89-6015-HT-ATR

6 State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown Title Page; if so, give full particulars.

Not Applicable

7 Description of general service territory.

City of Cleveland (Downtown)

8 List all affiliated companies with whom the respondent does business and their relationship to the respondent. If respondent is a partnership, provide this information for each partner. (Use separate page(s) if needed).

State whether the affiliate is (a) a regulated public utility or, (b) a publicly held corporation.

Company

Relationship

Dominion Cleveland Generation, LLC.	This company & respondent are wholly owned by Dominion Cleveland Thermal, LLC. Respondent purchases chilled water from Dominion Cleveland Generation, LLC.
Dominion Cleveland Thermal, LLC.	Sole owner of Dominion Cleveland Chilled Water Distribution, LLC.

Neither affiliate is a regulated public utility or a publicly held corporation

9 Did any corporation or corporations, telephone or other, hold control over the respondent at the close of the year? Yes If control was so held, state:

- a. The name and address of the controlling corporation or corporations. **Dominion Energy Inc, 120 Tredegar St., Richmond, VA. 23219**
- b. The form of control, whether sole or joint. **Sole**
- c. The extent of the control. **100%**
- d. Whether control was direct or indirect. **Indirect**
- e. If indirect, the name and address of the intermediary through which control was established.

Respondent is 100% wholly owned by Dominion Cleveland Thermal, LLC located at 1921 Hamilton Ave, Cleveland OH. 44114.

Dominion Cleveland Thermal, LLC is 100% wholly owned by Dominion Cleveland Thermal, Inc. located at 1921 Hamilton Avenue, Cleveland Ohio.

Dominion Cleveland Thermal, Inc. is 100% wholly owned by Dominion Energy, Inc.

10 Did any individual, association, or corporation hold control, as trustee, over the respondent at the close of the year? No If control was so held, state:

- a. The name and address of the trustee.
- b. The name and address of the beneficiary or beneficiaries for whom the trust was maintained, if available.

11 Did the respondent hold control over other corporations at the close of the year?
If so, state:

No

- a. The name and address of corporation or corporations controlled.
- b. The form of control, whether sole or joint.
- c. Other parties, if any, to joint agreement for control.
- d. The extent of control.
- e. Whether control is direct or indirect.
- f. If indirect, the name and address of the intermediary through which control was established

IMPORTANT CHANGES DURING THE YEAR

Report important changes of the types listed. Except as otherwise indicated data furnished should apply to the same period the report covers. Answers should be numbered in accordance with the inquiries and if "none" states the fact, it should be used. If information which answers an inquiry is given elsewhere in the report, incorporation of that information by reference will be sufficient.

1. Issuance of Capital Stock or long term debt during the year: Identify the securities, date, consideration received and Commission authorization.

Not Applicable

2. Changes in franchise rights.

Not Applicable

3. Changes in ownership or control (shareholders holding 5% or more of outstanding stock).

Not Applicable

4. Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.

None

SCHEDULE 3:

VOTING POWERS AND ELECTIONS				
<p>1 In the schedule below, show the particulars called for concerning the stockholders of respondent who, at the date of the latest closing of the stock-book of respondent prior to the actual filing of this report, had the twenty highest voting powers of the respondent. If any such holder held in trust, attach a statement showing the beneficial owners. If the stock-book was not closed within the year, show twenty stockholders as of the close of the year. In the space provided, show total shares and notes of all stockholders.</p>				
Line No.	Name and Address of stockholders	No. of Shares Held	No. of Voting Shares	Other Vote Empowered Securities
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				
11.				
12.				
13.				
14.				
15.				
16.				
17.				
18.				
19.				
20.				
	Total listed above			
	Total all stockholders	0	0	0

SCHEDULE: 4

DIRECTORS, PROPRIETORS, PARTNERS

1. Give the name of director or proprietor. (For partnerships identify each partner, identify which are general or limited partners, and show each partner's percent of interest.)

Line No.	Name and Address (City and State) (a)	Served Continuously From (b)	Term Expired or Current Term Will Expire (c)
1	Dominion Cleveland Thermal, LLC.		
2	1921 Hamilton Avenue		
3	Cleveland, Ohio 44114		
4			
5	Dominion Cleveland Thermal, LLC is the sole member of the		
6	respondent.		
7			
8			
9			
10			
11			
12			
13			
14			
15			
16	Name of Chairman of the Board: N/A	21 Treasurer: G. Scott Hetzer	
17	Name of Secretary of Board: N/A	22 Controller: Lee D. Katz	
18	President: Mark F. McGettrick		
19	Vice-President: Patricia A. Wilkerson		
20	Secretary: Patricia A. Wilkerson		

(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)

SCHEDULE: 5A

NOTES TO BALANCE SHEET
None

SCHEDULE: 6A

NOTES TO INCOME STATEMENT

None

Schedule: 7

INVESTMENTS

Name of Affiliate (a)	PLEDGED		UNPLEDGED	
	Par Value (b)	Book Value (c)	Par Value (d)	Book Value (e)
Investment in Associate Companies:	N/A	N/A	N/A	N/A
Other Investments:	N/A	N/A	N/A	N/A
Total	\$0	\$0	\$0	\$0

SCHEDULE: 8

SPECIAL FUNDS ACCOUNTS 125 & 128 (125)					
Name of Fund (a)	Balance First of Year (b)	Additions Principal (c) Income (d)		Deductions	Balance End of Year
N/A	N/A	N/A	N/A	N/A	N/A
Totals	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

SCHEDULE: 10

CAPITAL STOCK

1. Respondents shall enter the class of stock and a description of any pertinent details such as differences in voting rights, preferences as to dividends or assets, pledges, etc.
2. Respondent shall provide the information specified in column headings (b) through (h) and note any other pertinent information at the bottom of this schedule.

Class and Description of Capital Stock (a)	Par or Stated Value Amount (b)	Number of Shares Authorized (c)	Amount of Stock Issued and Outstanding (d)	Additional Paid In Capital (e)	Total (Col. (d) & (e)) (f)	Number of Shares of Treasury Stock (g)	Amount in Treasury Stock Account (h)
Member interest				\$4,087,753	\$4,087,753		
Totals	\$0.00		\$0.00	\$4,087,753	\$4,087,753	\$0.00	\$0.00

SCHEDULE: 11

LONG-TERM DEBT				
1. List in account number order in column (a) a description of the long-term obligation, including those maturing in the coming year. 2. In the remaining columns (b) - (i) respondent shall furnish the appropriate date.				
Description of Obligation (a)	Nominal Date of Issue (b)	Date of Maturity (c)	Interest Rate (d)	Original Amount of Debt (e)
Not Applicable				

SCHEDULE: 14

BASIS OF CHARGE FOR DEPRECIATION

1. Provide separate schedules for each jurisdiction in which the respondent operates and for the overall operations of the respondent.
2. Under column (a) provide all subclasses of plant for which a separate depreciation rate is determined and a subtotal for each primary account.
3. Under columns (b) thru (d) provide the life, net salvage value, and rate prescribed by the commission.

Jurisdiction _____

Overall Operations

Account Number and Title of Plant Accounts and its Subclasses (a)	Life (Years) (b)	*Net Salvage (%) (c)	Depreciation	
			*Rate (%) (d)	*Reserve (%) (e)
1 Utility Plant and Equipment	N/A	0	3.14%	Not Applicable
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29 *Composite rate for all depreciable accounts				
30 *Composite rate for all plant accounts				
31				
32 Ratio to all depreciable accounts				
33 Ratio to all plant accounts				

SCHEDULE: 15

STATEMENT OF RETAINED EARNINGS			
Account No.	Item	Page No.	Amount
	Balance - First of Year		\$3,723,252
	Changes:		
	Balance Transferred from Income		\$1,893,285
	Dividends Declared		
	Miscellaneous Debits to Retained Earnings		
	Miscellaneous Credits to Retained Earnings		
	Balance - End of Year		\$5,616,537
Notes to Statement of Retained Earnings:			

SCHEDULE: 16

PARTNERSHIP CAPITAL STATEMENT(1)			
Account No.	Item	Page No.	Amount
	Partnership Capital - Beginning of Year		Not Applicable
	Net Income (Loss) for Year		
	Partners' Capital Contribution		
	Miscellaneous Credits		
	Total Credits		
	Partners' Drawings		
	Prior Period Adjustment(s)		
	Miscellaneous Debits		
	Total Debits		
	Partnership Capital - End of Year		

(1) This statement should also be used by sole proprietors.

SCHEDULE: 17

TAXES ACCRUED					
Explain items recorded in column (e). Any amounts included for other than current taxes should be explained by footnote.					
Kind of Tax (a)	Balance First of Year (b)	Amount Accrued During Year (c)	Payments During Year (d)	Other Items Dr. or (Cr.) (e)	Balance End of Year (f)
Accrued Property Taxes	63,907	21,894	(41,914)		43,887
Total	\$63,907	\$21,894	(\$41,914)	\$0	\$43,887

SCHEDULE: 20

STATEMENT OF INTRASTATE - GROSS EARNINGS (1)				
Line No.	Item	Amount		
		Total Company	Other Than Ohio Intrastate	Ohio Intrastate
1	Operating and Miscellaneous Revenue (Rent Revenue, Special Billings (revenues from work performed for others, rent revenue-nonoperating, return on regulated investment used to provide nonregulated products and services, etc.))	\$4,470,282	\$0	\$4,470,282
2	Other Revenue, Dividend and Interest Income, Gains from Disposition of Property - Operating and Nonoperating, Other Operating and Nonoperating Gains (foreign currency exchange or transfer, extinguishment of debt, company's share of earnings of affiliated company accounted for on equity method, income from sinking and other funds, etc.)	\$0	\$0	\$0
3	SUBTOTAL (1) + (2)	\$4,470,282	\$0	\$4,470,282
4	Earnings or receipts from sales to other public utilities for resale	\$0	\$0	\$0
5	TOTAL (3) + (4)	\$4,470,282	\$0	\$4,470,282

(1) Intrastate means from one point in Ohio to another point in Ohio, or wholly within Ohio.

SCHEDULE: 21

IN ORDER TO ENSURE THAT PUCO CORRESPONDENCE IS DIRECTED TO THE APPROPRIATE PERSON AT THE CORRECT ADDRESS, PLEASE COMPLETE THE FOLLOWING.

Name, Title, Address, and Phone Number of the Company's Contact Persons to Receive Entries and Orders from the Docketing Division

Name Marc Divis Title Director
 Address 1921 Hamilton Ave
 Phone Number (Including Area Code) 216-241-3636

Name, Title, Address, and Phone Number of Person to whom Invoice should be Directed

Name SAME AS ABOVE Title _____
 Address _____
 Phone Number (Including Area Code) _____

Name and Address of the President

Name Mark F. McGettrick President
 Address 120 Tredegar St. Richmond, VA 23219

VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

State of Virginia
City County of Richmond

Mark F. McGettrick makes oath and says that
(Insert here the name of the affiant.)

he is Director
(Insert here the official title of deponent)

of Dominion Cleveland Chilled Water Distribution
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including _____, 20__ to and including _____, 20__.

M. F. McGettrick
(Signature of affiant.)

Subscribed and sworn to before me, a Notary in and for the State and ~~county~~ ^{City} named, this 29 day of April, 2004 My commission expires July 31, 2005.

Madalyn B. Cauttome
(Signature of officer authorized to administer oaths.)