Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
DOMINION ENTERPRISES 401(K) EMPLOYEES' SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1991

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
DOMINION ENTERPRISES

150 GRANBY STREET
NORFOLK, VA 23510

2b Employer Identification Number (EIN)
54-1571947

2c Plan Sponsor's telephone number
757-351-7000

2d Business code (see instructions)
511110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	SUSAN BLAKE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	SUSAN BLAKE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor

ADMINISTRATIVE COMMITTEE

150 GRANBY STREET
NORFOLK, VA 23510

3b Administrator's EIN
54-1571947

3c Administrator's telephone number
757-351-7000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4282
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	2374
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2220
b	Retired or separated participants receiving benefits	**6b**	19
c	Other retired or separated participants entitled to future benefits	**6c**	1383
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	3622
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	9
f	Total. Add lines **6d** and **6e**.	**6f**	3631
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3418
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☐	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
DOMINION ENTERPRISES 401(K) EMPLOYEES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DOMINION ENTERPRISES

D Employer Identification Number (EIN)
54-1571947

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 37 52	NONE	43169	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
DOMINION ENTERPRISES 401(K) EMPLOYEES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DOMINION ENTERPRISES

D Employer Identification Number (EIN)
54-1571947

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	329196	261366
(2) Participant contributions	1b(2)	146557	144742
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3286232	2890191
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	164776937	179941403
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**		
	(2) Employer real property	**1d(2)**		
e	Buildings and other property used in plan operation	**1e**		
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	168538922	183237702
	Liabilities			
g	Benefit claims payable	**1g**		
h	Operating payables	**1h**		
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**		
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	168538922	183237702

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	4815087	
	(B) Participants	**2a(1)(B)**	9306294	
	(C) Others (including rollovers)	**2a(1)(C)**	1049152	
	(2) Noncash contributions	**2a(2)**		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		15170533
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**		
	(B) U.S. Government securities	**2b(1)(B)**		
	(C) Corporate debt instruments	**2b(1)(C)**		
	(D) Loans (other than to participants)	**2b(1)(D)**		
	(E) Participant loans	**2b(1)(E)**	144094	
	(F) Other	**2b(1)(F)**		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		144094
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**		
	(B) Common stock	**2b(2)(B)**		
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	5856047	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		5856047
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**		
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		7709637
c Other income	2c		1395
d Total income. Add all **income** amounts in column (b) and enter total	2d		28881706
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14171057	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	587	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		14171644
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		8316
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	35899	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		35899
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		14215859
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		14665847
l Transfers of assets:			
(1) To this plan	2l(1)		80839
(2) From this plan	2l(2)		47906

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WALL, EINHORN & CHERNITZER, P.C. **(2)** EIN: 54-1517420

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☐ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
LANDMARK RETIREMENT PLUS PLAN	26-2850324	002
DOMINION MARINE MEDIA, LLC 401(K) PLAN	27-1699592	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
DOMINION ENTERPRISES 401(K) EMPLOYEES' SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DOMINION ENTERPRISES

D Employer Identification Number (EIN)
54-1571947

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-2186884

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

WALL
EINHORN &
CHERNITZER P.C.
CPAs and Advisors

TRUST. TALENT. TEAMWORK.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Dominion Enterprises 401(k) Employees' Savings Plan
Norfolk, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Dominion Enterprises 401(k) Employees' Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2016 and 2015, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information summarized in Note 4 which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the accompanying financial statements.

150 West Main Street, Suite 1200 Norfolk, Virginia 23510
P: 757.625.4700 F: 757.625.0527 www.wec-cpa.com

Independently owned member of CPAmerica International
American Institute of Certified Public Accountants
Virginia Society of Certified Public Accountants

Other Matter – Supplemental Schedule

The supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Wall, Einhorn + Cherniavsky, P.C.

Norfolk, Virginia
October 11, 2017

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2016 and 2015

(With Independent Auditors' Report Thereon)

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Table of Contents

	Page(s)
Independent Auditors' Report	1–2
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015	3
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2016 and 2015	4
Notes to Financial Statements	5–10
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016	11–12

WALL
EINHORN &
CHERNITZER P.C.
CPAs and Advisors

TRUST. TALENT. TEAMWORK.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Dominion Enterprises 401(k) Employees' Savings Plan
Norfolk, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Dominion Enterprises 401(k) Employees' Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2016 and 2015, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information summarized in Note 4 which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the accompanying financial statements.

150 West Main Street, Suite 1200 Norfolk, Virginia 23510
P: 757.625.4700 F: 757.625.0527 www.wec-cpa.com

Independently owned member of CPAmerica International
American Institute of Certified Public Accountants
Virginia Society of Certified Public Accountants

Other Matter – Supplemental Schedule

The supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Wall, Einhorn + Cherniavsky, P.C.

Norfolk, Virginia
October 11, 2017

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2016 and 2015

		2016	2015
Assets:			
Mutual funds, at fair value (notes 2, 3, 4 and 6)	$	179,941,403	164,776,937
Receivables:			
Participant contributions		144,742	146,557
Employer contributions		261,366	329,196
Notes receivable from participants (notes 4 and 6)		2,890,191	3,286,232
Total receivables		3,296,299	3,761,985
Total net assets available for benefits	$	183,237,702	168,538,922

See independent auditors' report and accompanying notes to financial statements.

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2016 and 2015

		2016	2015
Investment income (notes 4 and 6):			
Interest and dividend income	$	5,856,047	7,592,431
Net appreciation (depreciation) in fair value of mutual funds		7,709,637	(6,969,301)
Total investment income		13,565,684	623,130
Interest income on notes receivable from participants (note 4)		144,094	173,845
Other increases (decreases) :			
Participant contributions		9,306,294	9,528,278
Rollovers		1,049,152	865,676
Employer contributions		4,815,087	5,297,591
Other additions		1,395	10,770
Benefits paid to participants		(14,179,960)	(17,506,471)
Administrative expenses (note 6)		(35,899)	(81,275)
		956,069	(1,885,431)
Net increase (decrease) in net assets available for benefits		14,665,847	(1,088,456)
Assets transferred in		80,839	803,232
Assets transferred out (note 8)		(47,906)	—
Net assets available for benefits:			
Beginning of year		168,538,922	168,824,146
End of year	$	183,237,702	168,538,922

See independent auditors' report and accompanying notes to financial statements.

(1) Plan Description

The following description of the Dominion Enterprises 401(k) Employees' Savings Plan (the Plan) provides only general information. Participants should refer to the summary plan description or plan document for a more detailed description of the Plan's provisions. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

(a) General

The Plan is a defined contribution plan covering substantially all employees of Dominion Enterprises (DE) as defined (the Plan Sponsor or the Company) who have completed one year of plan service and are age 21 and over. The Plan is a safe harbor plan. Once employees are eligible for matching contributions at 21 years of age with 1,000 hours worked in any one plan year, the Company's matching contributions become 100% vested.

(b) Eligibility

The Plan allows employees who are part time or full time and have attained the age of 21 to participate the first of the month following their 30th day of employment or the first of the month following attainment of the age of 21, whichever is later.

(c) Trustee

The trustee of the Plan is Vanguard Fiduciary Trust Company (VFTC or the Plan Trustee), which holds the plan assets and manages the assets under a participant-directed investment arrangement.

(d) Contributions

Participants may contribute up to 25% of eligible pretax annual compensation, as defined in the Plan, in a calendar year, subject to certain limitations. Participants may also contribute amounts representing eligible rollover distributions from other qualified plans. Contributions by a participant for a plan year may not exceed certain limits, which are imposed by the Internal Revenue Code (IRC). The maximum contribution amount allowed by the Internal Revenue Service (IRS) was $18,000 for the years ended December 31, 2016 and 2015. Participants who are at least 50 years old by the end of the plan year may also defer an additional amount referred to as a catch-up contribution. The limit on catch-up contributions was $6,000 for 2016 and 2015.

The Company provides a contribution equal to a percentage of each participant's contribution. For the years ended December 31, 2016 and 2015, the Company matched 100% of each participant's pretax contributions up to 4% of the participant's annual compensation.

(e) Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, and an allocation of plan earnings (losses). Each participant's account is charged with administrative fees that are not paid by the Plan Sponsor. Allocation of investment earnings and losses is based on the individual participant account balances as defined in the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(f) Investment Options

Upon enrollment in the Plan, a participant may direct contributions to any of the investment options. Participants may change their investment options at any time.

(g) Vesting

Participants are immediately vested in all employee and rollover contributions plus actual earnings thereon. Subsequent to January 1, 2007, participants become vested in employer matching contributions based on working 1,000 hours in any one plan year and having attained 21 years of age. For employer contributions made prior to January 1, 2007, participants only become 100% vested based on working 1,000 hours in any calendar year for a total of three calendar years.

(h) Forfeitures

Forfeitures represent the unvested portion of terminated employees' matching contributions to the Plan as well as uncashed checks. Amounts are not considered to be forfeited until a distribution is taken. At December 31, 2016 and 2015, forfeited nonvested accounts totaled $34,118 and $28,793, respectively. Forfeitures are used to reduce future employer contributions. During 2016 and 2015, forfeitures were used to reduce employer contributions in the amount of $540 and $0, respectively.

(i) Payment of Benefits

Upon retirement, termination, or financial hardship, as defined in the plan document, a participant may elect to receive a lump-sum payment equivalent to his or her vested balance. Participants may also elect to defer such payments in the form of a purchased annuity or installment payments, as defined in the plan document.

(j) Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000, reduced by the participant's highest outstanding note balance during the preceding 12 months, or 50% of their vested account balance. Note terms can range up to 5 years, except for notes used to purchase the principal residence of the participant, which must be fully repaid prior to the earlier of the participant's normal retirement date or within 20 years. The notes are collateralized by the balance in the participant's account and bear interest at a rate determined by the plan administrator (interest rates ranged from 3.50% to 9.00% and 5.00% to 9.00% for the years ended December 31, 2016 and 2015, respectively). Upon termination of service, the entire outstanding principal and accrued interest shall be immediately due and payable. Principal and interest are paid ratably through payroll deductions.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting and present the net assets available for benefits and the changes in these net assets.

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires the plan administrator to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and changes, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Such estimates include those regarding fair value. Actual results could differ from those estimates.

(c) Investment Valuation and Income Recognition

Investments in mutual funds are valued at fair value based upon their quoted market price on the last trading day of the plan year. Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income on plan investments is recorded when earned.

The Plan presents in the statements of changes in net assets available for benefits, the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses, and the unrealized appreciation (depreciation) on those investments. Realized gains and losses from security transactions are reported on the average-cost method.

(d) Notes Receivable from Participants

Participant loans are classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. There is no allowance for credit losses. The Form 5500 presents notes receivable from participants as an investment.

(e) Contributions

Contributions are recorded on the accrual basis. In 2015, it was discovered that certain aspects of the plan's provisions were not properly aligned in the daily operation of the plan. These provisions included determination of last paycheck contributions and calculation of contributions for trailing compensation. As a result, the Company performed an internal investigation and made necessary corrections to participant accounts, including lost earnings, totaling $451,438.

(f) Payment of Benefits

Benefits are recorded when paid.

(g) Administrative Expenses

Certain administrative expenses relating to participant loans and trustee fees are paid by the Plan. All other administrative expenses of the Plan are paid by the Plan Sponsor.

(h) Transfers

Activity that occurs between Dominion Enterprises 401(k) Employees' Savings Plan and Landmark Retirement Plus Plan is reflected as assets transferred in (out) in the Statements of Changes in Net Assets Available for Benefits. In 2016, assets transferred out includes activity that related to the sales of DE affiliates (see note 8).

(i) Risk and Uncertainties

The Plan's investments, as described previously, are exposed to various risks such as interest rate, market, and credit risks. Such risks, and the resulting investment security values, may be influenced by changes in economic conditions and market perceptions and expectations. Accordingly, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

(3) Fair Value Measurements

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs that are unobservable inputs for the asset or liability.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2016 and 2015.

Mutual Funds – Valued at fair value based upon quoted market prices from national security exchanges, which represents the net asset value of shares held by the Plan at year end.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

	December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 179,941,403	—	—	179,941,403
Total assets at fair value	$ 179,941,403	—	—	179,941,403

	December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 164,776,937	—	—	164,776,937
Total assets at fair value	$ 164,776,937	—	—	164,776,937

(4) Unaudited Information Certified by Trustee

The plan administrator has elected the alternative method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the information certified by VFTC was not audited by the independent auditors except for comparing such information to the related information included in the

	2016		2015	
	Net assets available for benefits	**Changes in net assets available for benefits**	**Net assets available for benefits**	**Changes in net assets available for benefits**
Information certified by VFTC:				
Mutual funds	$ 179,941,403	—	164,776,937	—
Notes receivable from participants	2,890,191	—	3,286,232	—
Interest and dividend income	—	5,856,047	—	7,592,431
Net appreciation (depreciation) in fair value of mutual funds	—	7,709,637	—	(6,969,301)
Interest income on notes receivable from participants	—	144,094	—	173,845

The investment fair value amounts in note 3 and the supplemental schedule were also certified by VFTC.

(5) Income Tax Status

The IRS has determined and informed the Company by a letter dated April 23, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and that the related trust is tax-exempt.

(6) Related-Party Transactions

Certain plan investments are shares of mutual funds managed by Vanguard Funds, an affiliate of VFTC, and therefore, transactions involving these investments qualify as exempt party-in-interest transactions. Transactions involving notes receivable from participants also qualify as exempt party-in-interest transactions. Fees paid to Vanguard during 2016 and 2015 were $35,899 and $81,275, respectively, as compensation for its duties as trustee and for other services.

(7) Plan Termination

Although the Company has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, the account balances of participants will become immediately vested and in no event will any amounts revert to the Company.

(8) Plan Transfers

As a result of the sale of Dominion Marine Media in 2016, the accounts of certain employees within this company were transferred to other existing plans controlled by the acquiring company effective November 2016. Total assets transferred out of the Plan to other plans were $45,888 in 2016.

(9) Subsequent Events

The Company has evaluated subsequent events through October 11, 2017, the date the financial statements were available to be issued, and determined there are no other items to disclose.

Schedule

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2016

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Mutual funds:		
Vanguard Funds*	147,743 shares of Vanguard 500 Index Fund at $206.57/share	$ 30,519,279
Vanguard Funds*	1,007,768 shares of Vanguard Morgan Growth Fund at $24.37/share	24,559,309
Vanguard Funds*	830,712 shares of Vanguard Wellesley Income Fund at $25.47/share	21,158,239
Vanguard Funds*	559,089 shares of Vanguard Windsor II Inv Fund at $35.14/share	19,646,384
Vanguard Funds*	15,341,483 shares of Vanguard Federal Money Market Fund at $1.00/share	15,341,483
Vanguard Funds*	163,512 shares of Vanguard Explorer Fund at $86.51/share	14,145,455
Vanguard Funds*	608,186 shares of Vanguard International Growth Fund at $21.19/share	12,887,451
Vanguard Funds*	321,571 shares of Vanguard Small-Cap Value Index Fund at $29.00/share	9,325,567
Vanguard Funds*	768,495 shares of Vanguard Short-Term Inv-Grade : Inv Shr Fund at $10.63/share	8,169,107
Vanguard Funds*	414,580 shares of Vanguard Total Bond Market Index Fund at $10.65/share	4,415,279
Vanguard Funds*	65,580 shares of Vanguard Small-Cap Index Fund at $61.75/share	4,049,545
Vanguard Funds*	165,192 shares of Vanguard LifeStrategy Moderate Growth Fund at $24.15/share	3,989,388
Vanguard Funds*	133,120 shares of Vanguard LifeStrategy Growth Fund at $28.87/share	3,843,166
Vanguard Funds*	85,172 shares of Vanguard Target Retirement 2025 Fund at $16.35/share	1,392,555
Vanguard Funds*	68,952 shares of Vanguard LifeStrategy Conservative Growth Fund at $18.44/share	1,271,467
Vanguard Funds*	74,152 shares of Vanguard LifeStrategy Income Fund at $14.90/share	1,104,864
Vanguard Funds*	26,942 shares of Vanguard Target Retirement 2040 Fund at $30.21/share	813,932
Vanguard Funds*	56,301 shares of Vanguard Target Retirement Income Fund at $12.81/share	721,221
Vanguard Funds*	28,836 shares of Vanguard Target Retirement 2045 Fund at $18.89/share	544,709
Vanguard Funds*	18,705 shares of Vanguard Target Retirement 2020 Fund at $28.26/share	528,615
Vanguard Funds*	23,154 shares of Vanguard Target Retirement 2035 Fund at $17.74/share	410,756
Vanguard Funds*	11,358 shares of Vanguard Target Retirement 2030 Fund at $29.20/share	331,648
Vanguard Funds*	10,414 shares of Vanguard Target Retirement 2050 Fund at $30.39/share	316,495

Schedule

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2016

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Vanguard Funds*	4,405 shares of Vanguard Value Index Fund at $36.24/share	159,623
Vanguard Funds*	6,808 shares of Vanguard Total International Stock Index Fund at $14.73/share	100,289
Vanguard Funds*	2,740 shares of Vanguard Target Retirement 2055 Fund at $32.91/share	90,161
Vanguard Funds*	856 shares of Vanguard Growth Index Fund at $57.32/share	49,038
Vanguard Funds*	637 shares of Vanguard Target Retirement 2010 Fund at $25.34/share	16,134
Vanguard Funds*	1,064 shares of Vanguard Target Retirement 2015 Fund at $14.51/share	15,441
Vanguard Funds*	428 shares of Vanguard Target Retirement 2060 Fund at $29.04/share	12,438
Vanguard Funds*	329 shares of Vanguard Small-Cap Growth Index Fund at $37.43/share	12,310
Vanguard Funds*	55 shares of Vanguard Prime Money Market Fund at $1.00/share	55
		179,941,403
Notes receivable from Participants*	Interest rates of 3.50% – 9.00%	2,890,191
	Total assets	$ 182,831,594

Note: The above information is certified as complete and accurate by Vanguard Fiduciary Trust Company.

* Party in interest

See accompanying independent auditors' report.

Schedule

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2016

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Mutual funds:		
Vanguard Funds*	147,743 shares of Vanguard 500 Index Fund at $206.57/share	$ 30,519,279
Vanguard Funds*	1,007,768 shares of Vanguard Morgan Growth Fund at $24.37/share	24,559,309
Vanguard Funds*	830,712 shares of Vanguard Wellesley Income Fund at $25.47/share	21,158,239
Vanguard Funds*	559,089 shares of Vanguard Windsor II Inv Fund at $35.14/share	19,646,384
Vanguard Funds*	15,341,483 shares of Vanguard Federal Money Market Fund at $1.00/share	15,341,483
Vanguard Funds*	163,512 shares of Vanguard Explorer Fund at $86.51/share	14,145,455
Vanguard Funds*	608,186 shares of Vanguard International Growth Fund at $21.19/share	12,887,451
Vanguard Funds*	321,571 shares of Vanguard Small-Cap Value Index Fund at $29.00/share	9,325,567
Vanguard Funds*	768,495 shares of Vanguard Short-Term Inv-Grade : Inv Shr Fund at $10.63/share	8,169,107
Vanguard Funds*	414,580 shares of Vanguard Total Bond Market Index Fund at $10.65/share	4,415,279
Vanguard Funds*	65,580 shares of Vanguard Small-Cap Index Fund at $61.75/share	4,049,545
Vanguard Funds*	165,192 shares of Vanguard LifeStrategy Moderate Growth Fund at $24.15/share	3,989,388
Vanguard Funds*	133,120 shares of Vanguard LifeStrategy Growth Fund at $28.87/share	3,843,166
Vanguard Funds*	85,172 shares of Vanguard Target Retirement 2025 Fund at $16.35/share	1,392,555
Vanguard Funds*	68,952 shares of Vanguard LifeStrategy Conservative Growth Fund at $18.44/share	1,271,467
Vanguard Funds*	74,152 shares of Vanguard LifeStrategy Income Fund at $14.90/share	1,104,864
Vanguard Funds*	26,942 shares of Vanguard Target Retirement 2040 Fund at $30.21/share	813,932
Vanguard Funds*	56,301 shares of Vanguard Target Retirement Income Fund at $12.81/share	721,221
Vanguard Funds*	28,836 shares of Vanguard Target Retirement 2045 Fund at $18.89/share	544,709
Vanguard Funds*	18,705 shares of Vanguard Target Retirement 2020 Fund at $28.26/share	528,615
Vanguard Funds*	23,154 shares of Vanguard Target Retirement 2035 Fund at $17.74/share	410,756
Vanguard Funds*	11,358 shares of Vanguard Target Retirement 2030 Fund at $29.20/share	331,648
Vanguard Funds*	10,414 shares of Vanguard Target Retirement 2050 Fund at $30.39/share	316,495

Schedule

DOMINION ENTERPRISES 401(k)
EMPLOYEES' SAVINGS PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2016

Identity of issuer, borrower, lessor, or similar party	Description of investment	Current value
Vanguard Funds*	4,405 shares of Vanguard Value Index Fund at $36.24/share	159,623
Vanguard Funds*	6,808 shares of Vanguard Total International Stock Index Fund at $14.73/share	100,289
Vanguard Funds*	2,740 shares of Vanguard Target Retirement 2055 Fund at $32.91/share	90,161
Vanguard Funds*	856 shares of Vanguard Growth Index Fund at $57.32/share	49,038
Vanguard Funds*	637 shares of Vanguard Target Retirement 2010 Fund at $25.34/share	16,134
Vanguard Funds*	1,064 shares of Vanguard Target Retirement 2015 Fund at $14.51/share	15,441
Vanguard Funds*	428 shares of Vanguard Target Retirement 2060 Fund at $29.04/share	12,438
Vanguard Funds*	329 shares of Vanguard Small-Cap Growth Index Fund at $37.43/share	12,310
Vanguard Funds*	55 shares of Vanguard Prime Money Market Fund at $1.00/share	55
		179,941,403
Notes receivable from Participants*	Interest rates of 3.50% – 9.00%	2,890,191
	Total assets	$ 182,831,594

Note: The above information is certified as complete and accurate by Vanguard Fiduciary Trust Company.

* Party in interest

See accompanying independent auditors' report.