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December 21, 2010

The Honorable Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**Re: *Virginia Electric and Power Company,*
Notice of Assignment of Service Agreement No. 2658
Docket No. ER11-____-000**

Dear Secretary Bose:

Virginia Electric and Power Company, doing business as Dominion Virginia Power (“Dominion”), hereby submits a Notice of Assignment for its Wholesale Distribution Service Service Agreement (“WDSA”) with Ingenco Renewable Development, LLC (“IRD”), designated as PJM Service Agreement No. 2658. The WDSA was accepted by the Commission by unpublished letter order issued December 14, 2010 in Docket No. ER11-1879-000. As part of its Notice of Assignment, Dominion includes with this filing a copy of the Assignment and Assumption Agreement between IRD and Industrial Power Generating Company, LLC (“Ingenco”). Dominion respectfully requests an effective date of November 18, 2010 for the Assignment and Assumption Agreement.

Section 7.1 of the WDSA allows a party to assign its rights and obligations to any person or entity to which a party sells, transfers, or assigns substantially all of its assets under the WDSA. On November 18, 2010, IRD notified Dominion that it had agreed to sell to Ingenco the electric generating facility identified in the WDSA. IRD also provided Dominion with an Assignment and Assumption Agreement it had entered into with Ingenco pursuant to Section 7.1 of the WDSA. The Assignment and Assumption Agreement is dated November 18, 2010, which is the same date that IRD provided Dominion with notice of the assignment.

Under the terms of the Assignment and Assumption Agreement, Ingenco has accepted all rights and assumed all obligations of IRD under the WDSA as of November 18, 2010. IRD’s assignment of the WDSA to Ingenco does not affect the rates, terms and conditions under which Dominion will provide wholesale distribution service under the WDSA.

Dominion is filing the Assignment and Assumption Agreement as a new section of the WDSA, which is currently part of the PJM eTariff Service Agreements database. Dominion also has included a scanned copy of the signature page as an attachment to this filing.

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (“Agreement”) is made effective this 18th day of November, 2010 (“Effective Date”) between INGENCO Renewable Development, L.L.C. (“IRD”), and Industrial Power Generating Company, LLC (“Ingenco”), sometimes referred to individually as “Party” and collectively as “Parties.”

WITNESSETH:

WHEREAS, Dominion Virginia Power and IRD entered into a certain Service Agreement for Wholesale Distribution Service dated September 23, 2010 (“Service Agreement”);

WHEREAS, Dominion Virginia Power filed the Service Agreement with the Federal Energy Regulatory Commission (the “Commission”) on October 25, 2010;

WHEREAS, Section 7.1 of the Service Agreement allows a party to the Service Agreement, without the consent of the other party to the Service Agreement, to assign its rights and obligations under the Service Agreement to any person or entity to which a party sells, transfers, or assigns all or substantially all of its assets, so long as the purchaser, transferee, or assignee of such assets provides to the other party a valid and binding written agreement within ten (10) calendar days of the sale, transfer or assignment expressly assuming and agreeing to be bound by all obligations of the assigning party under the Service Agreement;

WHEREAS, IRD has agreed to sell or otherwise convey to Ingenco the electric generating facility located at 10600 Ford Country Lane, Glen Allen, Virginia and related assets (the “Assets”) and therefore wishes to assign all of its rights and obligations under the Service Agreement to Ingenco upon the closing of the transaction with Ingenco on or about the Effective Date;

WHEREAS, the Assets constitute all or substantially all of the assets owned by IRD; and

WHEREAS, IRD and Ingenco understand that Dominion Virginia Power may file this Agreement, or a revised Service Agreement with Ingenco replacing IRD as Distribution Customer under the Service Agreement, with the Commission;

NOW THEREFORE, the Parties agree as follows:

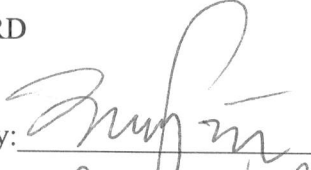
1. As of the Effective Date, IRD hereby assigns to Ingenco all of its rights and obligations under the Service Agreement.
2. As of the Effective Date, Ingenco hereby agrees to accept all of the rights and to assume all of the obligations of IRD under the Service Agreement, obligating itself thereby to each and every representation, warranty, covenant, or obligation of any nature whatsoever contained in the Service Agreement.

**Assignment and Assumption Agreement
Signature Page**

3. Pursuant to Section 7.2 of the Service Agreement, IRD shall be relieved of obligations accruing from and after the Effective Date; provided, however, that IRD shall not be relieved of any liability for any breach of the Service Agreement occurring before the Effective Date.

IN WITNESS WHEREOF, the Parties execute this Agreement to be effective as of the date written above.

IRD

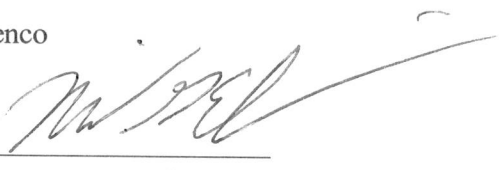
By: 

Name: RICHARD H. PUTNEY

Title: CFO

Date: 11/18/10

Ingenco

By: 

Name: Michael G. Ellison

Title: COO

Date: 11/18/2010

LIST OF RECIPIENTS

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