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Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

OMB No 1545-0047

2009

Open to Public
Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the **2009** calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization OLD DOMINION ELECTRIC COOPERATIVE Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 4201 DOMINION BOULEVARD City or town, state or country, and ZIP + 4 GLEN ALLEN, VA 23060	D Employer identification number 23-7048405
		E Telephone number (804) 968-4034
		G Gross receipts \$ 737,085,836.
		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
		H(c) Group exemption number ▶
F Name and address of principal officer JACK REASOR SAME AS C ABOVE		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (12) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.ODEC.COM		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
L Year of formation 1948 M State of legal domicile: VA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROVIDE WHOLESALE POWER TO MEMBER COOPERATIVES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	22
	5 Total number of employees (Part V, line 2a)	5	114
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	1038639674.	712,376,025.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	44,024,558.	18,890,789.
	11 Other revenue (Part VIII, column (A), lines 5, 6, 8c, 9c, 10c, and 11e)	76,866.	41,720.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1082741098.	731,308,534.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	11,887,628.	12,613,620.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶		
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1049158104.	699,679,262.
	18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	1061045732.	712,292,882.
	19 Revenue less expenses - Subtract line 18 from line 12	21,695,366.	19,015,652.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	1497609684.	1427161096.
Net Assets or Fund Balances	22 Net assets or fund balances - Subtract line 21 from line 20	1177776191.	1097640116.
		319,833,493.	329,520,980.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer <i>Robert L. Kees, Sr.</i>	Date 11/4/10
	ROBERT L. KEES, SR. VP & CFO Type or print name and title	
Paid Preparer's Use Only	Preparer's signature <i>Emily A. Stancil</i>	Date 11/2/10
	Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG US LLP GREENVILLE, SC 29601	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) EIN ▶ 34-6565596 Phone no ▶ 864-242-5740

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

11/5/10 via Certified Mail, Return Receipt
7008 2810 0001 9189 8558

SCANNED DEC 01 2010

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Part III Statement of Program Service Accomplishments

- 1 Briefly describe the organization's mission:
PROVIDE WHOLESALE POWER TO MEMBER COOPERATIVES

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

- 4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)
**OLD DOMINION IS A NOT-FOR-PROFIT WHOLESALE POWER SUPPLY COOPERATIVE
 ENGAGED IN THE BUSINESS OF PROVIDING WHOLESALE ELECTRIC SERVICE TO ITS
 MEMBER COOPERATIVES.**

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► \$

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete Schedule B, Schedule of Contributors?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		
• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		
• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		
• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X</i>		
12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	Yes	No
		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O.

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Part V Statements Regarding Other IRS Filings and Tax Compliance

	Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).		
7a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
7b If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8822?		
7d If "Yes," indicate the number of Forms 8822 filed during the year.		
7e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.		
9a Did the organization make any taxable distributions under section 4966?		
9b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter		
10a Initiation fees and capital contributions included on Part VIII, line 12.		
10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11 Section 501(c)(12) organizations. Enter		
11a Gross income from members or shareholders.	707106805.	
11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	26901554.	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body	22	
b Enter the number of voting members that are independent	22	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed: **IN, NC, AZ**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **BRYAN ROGERS - (804) 968-4035**
4201 DOMINION BOULEVARD, GLEN ALLEN, VA 23060

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
J. WILLIAM ANDREW, JR. BOARD MEMBER	6.00	X						0.	0.	0.
M. DALE BRADSHAW BOARD MEMBER	6.00	X						0.	0.	0.
VERNON N. BRINKLEY BOARD MEMBER	7.00	X						0.	0.	0.
DARLENE CARPENTER BOARD MEMBER-START 7/09	6.00	X						11,200.	0.	0.
GLENN F. CHAPPELL BOARD MEMBER	6.00	X						25,400.	0.	0.
EARL CURRIN BOARD MEMBER	7.00	X						26,200.	0.	0.
JEFFREY S. EDWARDS BOARD MEMBER	6.00	X						0.	0.	0.
KENT D. FARMER BOARD MEMBER	6.00	X						0.	0.	0.
WILLIAM C. FRAZIER BOARD MEMBER-ENDED 7/09	6.00	X						17,200.	0.	0.
FRED C. GARBER BOARD MEMBER	6.00	X						25,800.	0.	0.
HUNTER R. GREENLAW, JR. BOARD MEMBER	6.00	X						25,800.	0.	0.
BRUCE A. HENRY BOARD MEMBER	6.00	X						25,200.	0.	0.
FREDERICK L. HUBBARD VICE CHAIRMAN	6.00	X		X				0.	0.	0.
DAVID J. JONES BOARD MEMBER	6.00	X						26,200.	0.	0.
BRUCE M. KING BOARD MEMBER	6.00	X						0.	0.	0.
JOHN C. LEE, JR. BOARD MEMBER	3.00	X						0.	0.	0.
PAUL E. OWEN BOARD MEMBER	6.00	X						24,400.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JAMES M. REYNOLDS CHAIRMAN	6.00	X		X				0.	0.	0.
MYRON D. RUMMEL BOARD MEMBER	6.00	X						0.	0.	0.
KEITH L. SWISHER BOARD MEMBER	6.00	X						25,200.	0.	0.
PHILIP B. TANKARD BOARD MEMBER	6.00	X						25,200.	0.	0.
GREGORY W. WHITE SECRETARY/TREASURER	6.00	X		X				0.	0.	0.
CARL R. WIDDOWSON BOARD MEMBER	6.00	X						25,800.	0.	0.
JACK E. REASOR PRESIDENT & CEO	40.00			X				442,117.	0.	227,746.
ROBERT L. KEES SR VP & CFO	40.00			X				253,054.	0.	194,720.
LISA D. JOHNSON SR VP POWER SUPPLY PLANN	40.00			X				292,403.	0.	97,883.
ELISSA M. ECKER VP HUMAN RESOURCES	40.00			X				167,933.	0.	77,980.
1b Total								2,498,139.	0.	1155410.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **42**

- 3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
LECLAIR RYAN P. O. BOX 2499, RICHMOND, VA 21218	LEGAL SERVICES	1,942,197.
ACES POWER MARKETING 4140 WEST 99TH STREET, CARMEL, IN 46032	POWER MARKETING CONSULTING	1,896,376.
ORRICK HERRINGTON & SUTCLIFFE, 4253 COLLECTIONS CENTER DRIVE, CHICAGO, IL	LEGAL SERVICES	654,352.
STINSON MORRISON HECKER LLP P. O. BOX 219492, KANSAS CITY, MO 64121	LEGAL SERVICES	488,661.
ERNST & YOUNG, LLP P.O. BOX 828135, PHILADELPHIA, PA 19182	ACCOUNTING/TAX SERVICES	400,799.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **7**

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Form 990 (2009)

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2 a	OPERATING REVENUE-MEMB	Business Code 424000	704701527.	704701527.		
	b	OP. REV. - NON-MEMBER	424000	7,674,498.	7,674,498.		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		712376025.			
	3	Investment income (including dividends, interest, and other similar amounts)		20333815.			20333815.
4	Income from investment of tax-exempt bond proceeds						
5	Royalties						
Other Revenue	6 a	Gross Rents	(i) Real	(ii) Personal			
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less: cost or other basis and sales expenses	3560000.	774,276.			
	c	Gain or (loss)	5000000.	777,302.			
	d	Net gain or (loss)	<1440000>	<3,026.>			
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18					
	b	Less direct expenses					
	c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities See Part IV, line 19					
	b	Less: direct expenses					
	c	Net income or (loss) from gaming activities					
	10 a	Gross sales of inventory, less returns and allowances					
	b	Less cost of goods sold					
	c	Net income or (loss) from sales of inventory					
	Miscellaneous Revenue			Business Code			
11 a	MISC. NON-OPERATING IN	900099	39,519.	39,519.			
b	ALLOWANCES EPA	900099	3,247.	3,247.			
c							
d	All other revenue	900099	<1,046.>			<1,046.>	
e	Total. Add lines 11a-11d		41,720.				
12	Total revenue. See instructions		731308534.	712418791.	0.	18889743.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,981,938.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	7,555,118.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,454,211.			
9 Other employee benefits	889,058.			
10 Payroll taxes	733,295.			
11 Fees for services (non-employees)				
a Management				
b Legal	2,981,339.			
c Accounting	384,220.			
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	6,471,806.			
12 Advertising and promotion				
13 Office expenses	104,102.			
14 Information technology				
15 Royalties				
16 Occupancy	349,690.			
17 Travel	234,331.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	322,399.			
20 Interest	51,311,269.			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	40,333,186.			
23 Insurance	340,489.			
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a POWER COSTS	404,564,272.			
b PROD & MAINT - FOSSIL F	99,291,010.			
c PROD & MAINT - MAINTENA	48,130,518.			
d MISC EXP-CLOVER LEASE E	13,984,895.			
e PROD & MAINT - ADMIN &	13,966,129.			
f All other expenses	16,909,607.			
25 Total functional expenses. Add lines 1 through 24f	712,292,882.			
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,600.	1	2,100.
	2 Savings and temporary cash investments	5,530,694.	2	218,712.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	106,497,381.	4	76,811,646.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	36,852,227.	8	49,290,639.
	9 Prepaid expenses and deferred charges	133,019,151.	9	116,388,836.
	10a Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a 1728641491.		
	b Less accumulated depreciation	10b 720,268,560.	10c 1008372931.	
	11 Investments - publicly traded securities	459,953.	11	459,953.
	12 Investments - other securities. See Part IV, line 11	198,669,121.	12	175,616,279.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1497609684.	16	1427161096.	
Liabilities	17 Accounts payable and accrued expenses	177,080,181.	17	88,109,328.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	734,591,940.	23	711,652,758.
	24 Unsecured notes and loans payable to unrelated third parties	62,000,000.	24	26,954,000.
	25 Other liabilities. Complete Part X of Schedule D	204,104,070.	25	270,924,030.
	26 Total liabilities. Add lines 17 through 25	1177776191.	26	1097640116.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0.	30	0.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0.	31	0.
	32 Retained earnings, endowment, accumulated income, or other funds	319,833,493.	32	329,520,980.
	33 Total net assets or fund balances	319,833,493.	33	329,520,980.
34 Total liabilities and net assets/fund balances	1497609684.	34	1427161096.	

Form 990 (2009)

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
 d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2009)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2009

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Inspection**

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III

Name of organization OLD DOMINION ELECTRIC COOPERATIVE	Employer identification number 23-7048405
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$ **33,000.**
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
☐ Yes ☐ No
- 4a Was a correction made?
☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☒ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2009
LHA

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group.
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns.															
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a. If zero or less, enter -0-															
i Subtract line 1f from line 1c. If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2009

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities? If "Yes," describe in Part IV			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information

PART I-A, LINE 1:**CONTRIBUTIONS TO CANDIDATE CAMPAIGNS.**

Schedule D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number

23-7048405

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		1716762508.	714,217,077.	1002545431.
c Leasehold improvements				
d Equipment		11,878,983.	6,051,483.	5,827,500.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				1008372931.

Schedule D (Form 990) 2009

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	731,308,534.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	712,292,882.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	19,015,652.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	<9,328,165.>
9	Total adjustments (net) Add lines 4 through 8	9	<9,328,165.>
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	9,687,487.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	713,168,605.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	792,586.
e	Add lines 2a through 2d	2e	792,586.
3	Subtract line 2e from line 1	3	712,376,019.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	18,932,515.
c	Add lines 4a and 4b	4c	18,932,515.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	731,308,534.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	702,849,213.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	24,736,980.
e	Add lines 2a through 2d	2e	24,736,980.
3	Subtract line 2e from line 1	3	678,112,233.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	34,180,649.
c	Add lines 4a and 4b	4c	34,180,649.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	712,292,882.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CLOVER BOOK DEPRECIATION FOR FULL YEAR: -5998545.

LEASE EXPENSE CLOVER UNIT 1: 13984895.

BOOK GAIN RECOGNIZED ON CLOVER UNIT 1: 1083301.

INTEREST INCOME ON PAYMENT UNDERTAKING: -14141211.

FEDERAL INCOME TAX 1120-POL: -11515.

BOOK/TAX DIFFERENCES FROM PARTNERSHIP: 32182.

Part XIV Supplemental Information (continued)

LITIGATION SETTLEMENT: -4617891.

TAX AMORTIZATION OF REA PREPAYMENT: 340619.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CONSOLIDATED ENTITY REVENUE REPORTED SEPARATELY: 792586.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

ACES PARTNERSHIP INCOME: -1046.

INTEREST INCOME NETTED AGAINST EXPENSES ON FINANCIAL STATEMENTS: 20333815.

OTHER INCOME NETTED AGAINST EXPENSES FOR FINANCIAL STATEMENTS: -1400254.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

CLOVER BOOK DEPRECIATION FOR FULL YEAR: 5998545.

INTEREST INCOME ON PAYMENT UNDERTAKING: 14141211.

FEDERAL INCOME TAX 1120-POL: 11515.

LITIGATION SETTLEMENT: 4617891.

BOOK/TAX DIFFERENCES FROM PARTNERSHIP: -32182.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

INTEREST INCOME NETTED AGAINST EXPENSES ON FINANCIAL STATEMENTS: 20333815.

OTHER INCOME NETTED AGAINST EXPENSES FOR FINANCIAL STATEMENTS: -1400254.

LEASE EXPENSE CLOVER UNIT 1: 13984895.

BOOK GAIN RECOGNIZED ON CLOVER UNIT 1: 1083301.

TAX AMORTIZATION ON REA PREPAYMENT PENALTY: 340619.

CONSOLIDATED ENTITY EXPENSES REPORTED SEPARATELY: -160681.

ACES PARTNERSHIP INCOME: -1046.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number

23-7048405

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

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Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JACK E. REASOR	(i) 415,576.	20,000.	6,541.	212,909.	14,837.	669,863.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
ROBERT L. KEES	(i) 250,158.	0.	2,896.	177,926.	16,794.	447,774.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
LISA D. JOHNSON	(i) 291,227.	0.	1,176.	84,117.	13,766.	390,286.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
ELISSA M. ECKER	(i) 166,566.	0.	1,367.	57,960.	20,020.	245,913.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
B. LEE MCDANIEL	(i) 208,362.	0.	837.	47,422.	4,340.	260,961.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
KEN ALEXANDER	(i) 165,655.	0.	2,050.	104,546.	15,194.	287,445.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
RICK BEAM	(i) 174,818.	0.	795.	88,416.	13,154.	277,183.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
ED TATUM	(i) 168,282.	0.	1,398.	102,486.	6,510.	278,676.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
JIM DEBIEC	(i) 171,410.	0.	2,370.	70,830.	11,724.	256,334.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
BRYAN ROGERS	(i) 162,088.	0.	967.	69,717.	22,742.	255,514.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

PART I, LINE 4A:

LEE MCDANIEL - \$84,923 - SEVERANCE PAYMENT

JACK REASOR - \$15,000 - SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.
▶ See the Instructions for Form 990.

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Inspection**

Employer Identification number
23-7048405

[illegible]

Schedule J-2 (Form 990) 2009

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**

▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

2009

Open To Public Inspection

OLD DOMINION ELECTRIC COOPERATIVE

Employer identification number
23-7048405

Part I	Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)
---------------	---

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

[illegible]

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$ _____
 ▶ \$ _____

Part II	Loans to and/or From Interested Persons.
----------------	---

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total				\$						

Part III	Grants or Assistance Benefiting Interested Persons.
----------	---

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

[illegible]

Part IV	Business Transactions Involving Interested Persons.
---------	---

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
SEE SCHEDULE O		0.			X

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Schedule L (Form 990 or 990-EZ) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

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Name of the organization

OLD DOMINION ELECTRIC COOPERATIVE

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FORM 990, PART VI, SECTION A, LINE 4: SECTION 1.04 OF THE BYLAWS WAS
AMENDED TO DELETE THE REFERENCE TO THE AMENDED AND RESTATED WHOLESALE POWER
CONTRACT DATED 1992 AND REPLACE THIS WITH THE SECOND AMENDED AND RESTATED
WHOLESALE POWER CONTRACT DATED 2009.

FORM 990, PART VI, SECTION A, LINE 6: OLD DOMINION ELECTRIC COOPERATIVE
IS A STOCK CORPORATION OWNED BY 11 MEMBERS. NO MEMBER OWNS MORE THAN 50%.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT OF THE 990 IS PROVIDED TO
THE BOARD OF DIRECTORS FOR REVIEW. THE 990 IS REVIEWED BY AN OFFICER OF
THE ORGANIZATION BEFORE FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY IS
INCLUDED IN THE COMPANY'S CODE OF ETHICS. GENERAL COUNSEL SERVES AS THE
COMPLIANCE OFFICER TO ADMINISTER THE CODE OF ETHICS. WHEN CONTACTED, THE
COMPLIANCE OFFICER IS OBLIGATED TO RECORD ANY REPORT ALLEGING A VIOLATION
OF THE CODE AND TO TAKE EFFECTIVE STEPS TO INVESTIGATE SUCH REPORT.
PERIODICALLY, AS DETERMINED AND REQUESTED BY THE PRESIDENT/CEO, THE
COMPLIANCE OFFICER WILL SUBMIT A MEMORANDUM OUTLINING THE COMPLAINTS HE HAS
RECEIVED FOR THAT PERIOD, THE RESULTS OF ALL INVESTIGATIONS, AND
RECOMMENDATIONS FOR REMEDIAL ACTION.

FORM 990, PART VI, SECTION B, LINE 15: GENERAL PHILOSOPHY

OUR COMPENSATION PHILOSOPHY HAS FOUR OBJECTIVES:

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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▶ Attach to Form 990.

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23-7048405

1. ATTRACT AND RETAIN A QUALIFIED, DIVERSE WORKFORCE THROUGH A

COMPETITIVE COMPENSATION PROGRAM;

2. PROVIDE EQUITABLE AND FAIR COMPENSATION;

3. SUPPORT OUR BUSINESS STRATEGY; AND

4. ENSURE COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS.

TOTAL COMPENSATION PACKAGE

WE COMPENSATE OUR CEO THROUGH THE USE OF A TOTAL COMPENSATION PACKAGE WHICH INCLUDES BASE SALARY, COMPETITIVE BENEFITS, AND THE POTENTIAL OF A BONUS. OUR CEO'S BASE SALARY IS DERIVED FROM THIRD PARTY MARKET DATA BASED UPON NATIONAL COMPENSATION SURVEYS. THE NATIONAL COMPENSATION SURVEY DATA INCLUDES DATA FROM THE LABOR MARKET FOR POSITIONS OF SIMILAR RESPONSIBILITIES. THE COMPENSATION OF OUR CEO IS REVIEWED BY THE EXECUTIVE COMMITTEE OF OUR BOARD OF DIRECTORS AND THEY PROVIDE A RECOMMENDATION TO OUR ENTIRE BOARD OF DIRECTORS. THE ENTIRE BOARD OF DIRECTORS APPROVES OUR CEO'S COMPENSATION.

WE COMPENSATE OUR OTHER SENIOR MANAGEMENT THROUGH THE USE OF A TOTAL COMPENSATION PACKAGE WHICH INCLUDES BASE SALARY, COMPETITIVE BENEFITS, AND THE POTENTIAL OF A BONUS. THEIR ANNUAL SALARY IS ALSO DERIVED FROM THIRD PARTY MARKET DATA BASED UPON NATIONAL COMPENSATION SURVEYS AND INCLUDES DATA FROM THE LABOR MARKET FOR POSITIONS OF SIMILAR RESPONSIBILITIES.

TARGETED OVERALL COMPENSATION

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

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OUR COMPENSATION PROGRAM UTILIZES ACCURATE, DETAILED JOB DESCRIPTIONS FOR ALL OF OUR EMPLOYEES, INCLUDING SENIOR MANAGEMENT WITH THE EXCEPTION OF THE CEO, AS AN INSTRUMENT TO ESTABLISH BENCHMARKED POSITIONS. THE MARKET COMPENSATION INFORMATION FOR EACH POSITION IS DERIVED FROM SALARY DATA PROVIDED BY THIRD PARTIES THROUGH NATIONAL SURVEYS AND INCLUDES SALARY DATA FOR POSITIONS WITHIN THE DETERMINED COMPETITIVE LABOR MARKET. OUR JOB DESCRIPTIONS ARE REVIEWED ANNUALLY AND INCLUDE ESSENTIAL AND NON-ESSENTIAL RESPONSIBILITIES, REQUIRED KNOWLEDGE, SKILLS AND ABILITIES, FORMAL EDUCATION AND EXPERIENCE NECESSARY TO ACCOMPLISH THE REQUIREMENTS OF THE POSITION WHICH IN TURN HELPS US ACHIEVE OPERATIONAL GOALS. UTILIZING THIS INFORMATION, OUR HUMAN RESOURCES DEPARTMENT DETERMINES A MARKET-BASED SALARY FOR EACH POSITION BASED UPON SALARY SURVEY DATA PROVIDED BY THIRD PARTIES. A THIRD-PARTY CONSULTANT REVIEWS THE MARKET-BASED SALARY DATA WE COMPILED FOR REASONABLENESS AND FAIRNESS ANNUALLY. OUR BOARD OF DIRECTORS HAS DEFINED MARKET-BASED SALARY AS APPROXIMATELY 95% TO 100% OF THE 50TH PERCENTILE OF THE MARKET, EXCLUDING NEW HIRES THAT MAY BE HIRED AT 90% OF THE 50TH PERCENTILE OF MARKET UNTIL A LEARNING PERIOD IS COMPLETE.

PROCESS

THE COMPENSATION COMMITTEE OF OUR BOARD OF DIRECTORS ESTABLISHES ALL COMPENSATION AND AWARDS TO THE CEO WHICH IS THEN APPROVED BY THE FULL BOARD OF DIRECTORS. OUR BOARD OF DIRECTORS HAS DELEGATED TO OUR CEO THE AUTHORITY TO ESTABLISH AND ADJUST COMPENSATION FOR ALL EMPLOYEES OTHER THAN HIMSELF. WE HAVE A SUB-COMMITTEE OF OUR BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE, WHICH RECOMMENDS COMPENSATION FOR OUR CEO TO THE ENTIRE BOARD OF

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932211
02-03-10

Schedule O (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

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DIRECTORS AND THE ENTIRE BOARD OF DIRECTORS APPROVES THE COMPENSATION. THE
COMPENSATION FOR ALL OTHER EMPLOYEES, INCLUDING MEMBERS OF SENIOR
MANAGEMENT OTHER THAN THE CEO, IS APPROVED BY OUR CEO BASED UPON
MARKET-BASED SALARY DATA. ON AN ANNUAL BASIS OUR BOARD OF DIRECTORS
REVIEWS THE PERFORMANCE AND COMPENSATION OF OUR CEO AND OUR CEO REVIEWS THE
PERFORMANCE AND COMPENSATION OF THE REMAINING SENIOR MANAGEMENT.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS
GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND STATEMENTS AVAILABLE
UPON REQUEST.

PART XI, LINE 2C

AUDIT COMMITTEE

THE ORGANIZATION HAS AN AUDIT COMMITTEE THAT CONSISTS OF 7 BOARD
MEMBERS THAT ASSUMES RESPONSIBILITY FOR THE OVERSIGHT OF THE AUDIT AND
SELECTION OF AN INDEPENDENT AUDITOR.

SCHEDULE L, PART IV

BUSINESS TRANSACTION INVOLVING INTERESTED PERSONS:

THE COMMON BOARD MEMBERS DO NOT DIRECTLY OR INDIRECTLY CONDUCT BUSINESS
TRANSACTIONS WITH THE ORGANIZATION AS DEFINED BY THE DEFINITION OF
INTERESTED PERSONS.