

VIRGINIA ELECTRIC & POWER CO  
Form FWP  
January 09, 2012

Filed pursuant to Rule 433

Preliminary Prospectus dated January 9, 2012

Registration No. 333-178772

**VIRGINIA ELECTRIC AND POWER COMPANY**

**FINAL TERM SHEET**

**January 9, 2012**

**2012 Series A 2.95% Senior Notes Due 2022**

Issuer:	Virginia Electric and Power Company
Principal Amount:	\$450,000,000
Expected Ratings	
(Moody s/S&P/Fitch)*:	A3 (stable outlook)/A- (stable outlook)/A- (stable outlook)
Trade Date:	January 9, 2012
Settlement Date:	January 12, 2012
Final Maturity Date:	January 15, 2022
Interest Payment Dates:	January 15 and July 15
First Interest Payment Date:	July 15, 2012
Make-Whole Call:	T+15 bps prior to October 15, 2021
Par Call:	On or after October 15, 2021
Treasury Benchmark:	2.00% due November 15, 2021
Benchmark Yield:	1.928%
Spread to Benchmark:	+ 105 bps
Reoffer Yield:	2.978%
Coupon:	2.95%
Price to Public:	99.759%
Proceeds to Company Before Expenses:	99.109%
CUSIP/ISIN:	927804 FK5/US927804FK52

Joint Book-Running Managers: Deutsche Bank Securities Inc.; Morgan Stanley & Co. LLC; UBS Securities LLC  
The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling:

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Attention: Prospectus Department

100 Plaza One

Jersey City, New Jersey 07311

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Morgan Stanley & Co. LLC 1-866-718-1649 (toll free)

1585 Broadway

New York, New York 10036

UBS Securities LLC 1-877-827-6444, ext. 5613884 (toll free)

299 Park Avenue

New York, New York 10171

Attention: Prospectus Specialist

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.