

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 6047(e), 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 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: ☐ a multiemployer plan; ☒ a single-employer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report; ☒ an amended return/report; ☐ the final 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: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information
1a	Name of plan AREVA U.S.A. GROUP SAVINGS PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 01/01/1988
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) AREVA NC INC. 4800 HAMPDEN LANE SUITE 1100 BETHESDA, MD 20814-2969
2b	Employer Identification Number (EIN) 13-2701910
2c	Sponsor's telephone number 301-841-1600
2d	Business code (see instructions) 541330

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.	10/15/2010	NORWOOD MORRISON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	NORWOOD MORRISON
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AREVA NC INC. 4800 HAMPDEN LANE SUITE 1100 BETHESDA, MD 20814-2969	3b Administrator's EIN 13-2701910 3c Administrator's telephone number 301-841-1600
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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
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5 Total number of participants at the beginning of the plan year	5	2031
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1703
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	533
d Subtotal. Add lines 6a , 6b , and 6c	6d	2236
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	2237
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2208
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic 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 Characteristic 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
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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)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information 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.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan AREVA U.S.A. GROUP SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 AREVA NC INC.	D Employer Identification Number (EIN) 13-2701910

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

THE VANGUARD GROUP, INC.

23-1945930

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

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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 37 52	NONE	12840	Yes ☒ No ☐	Yes ☒ 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 ☐

(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:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury 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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan AREVA U.S.A. GROUP SAVINGS PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 AREVA NC INC.	D Employer Identification Number (EIN) 13-2701910	

Part I	Asset and Liability Statement
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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)	174113	374996
(2) Participant contributions	1b(2)	151894	376000
(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)	2665949	3010938
(9) Value of interest in common/collective trusts.....	1c(9)	32028165	34627781
(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)	122168135	163403918
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	157188256	201793633

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	157188256	201793633
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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)	8039536	
(B) Participants	2a(1)(B)	9520459	
(C) Others (including rollovers)	2a(1)(C)	647920	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18207915
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)	169586	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		169586
(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)	3409700	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3409700
(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

		(a) Amount	(b) Total
2b (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
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2148817
(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)		27776873
c Other income.....	2c		789
d Total income. Add all income amounts in column (b) and enter total.....	2d		51713680

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8634005	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		8634005
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		2072
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)	8103	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8103
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8644180

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		43069500
l Transfers of assets:			
(1) To this plan.....	2l(1)		1535877
(2) From this plan	2l(2)		

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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: CHERRY, BEKAERT & HOLLAND, L.L.P.

(2) EIN: 56-0574444

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....	☒		118588
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.).....		☒	
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.)		☒	
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.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		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?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒		
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.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☒		
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.	☒		

- 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)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

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 section 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
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>AREVA U.S.A. GROUP SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AREVA NC INC.</u>	D Employer Identification Number (EIN) <u>13-2701910</u>	

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 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

6a	
b Enter the amount contributed by the employer to the plan for this plan year	
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 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(es). 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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Report of Independent Auditors

Plan Administrator and Participants
AREVA U.S.A. Group Savings Plan
Bethesda, Maryland

We were engaged to audit the financial statements of AREVA U.S.A. Group Savings Plan (the "Plan") as of December 31, 2009 and 2008 and for the years then ended, and the supplemental schedules as of December 31, 2009, as listed in the accompanying contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Notes 3 and 7, 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 and supplemental schedules. 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 a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cherry, Bekaert & Holland, L.L.P.

Lynchburg, Virginia
October 1, 2010

AREVA U.S.A. GROUP SAVINGS PLAN
Bethesda, Maryland

**Financial Statements
and Supplemental Schedules
for years ended
December 31, 2009 and 2008**

AREVA U.S.A. GROUP SAVINGS PLAN

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Report of Independent Auditors

Plan Administrator and Participants
AREVA U.S.A. Group Savings Plan
Bethesda, Maryland

We were engaged to audit the financial statements of AREVA U.S.A. Group Savings Plan (the "Plan") as of December 31, 2009 and 2008 and for the years then ended, and the supplemental schedules as of December 31, 2009, as listed in the accompanying contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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Cherry, Bekaert & Holland, L.L.P.

Lynchburg, Virginia
October 1, 2010

AREVA U.S.A. GROUP SAVINGS PLAN
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value		
Common collective trust	\$ 34,627,781	\$ 32,028,165
Mutual funds	163,403,918	122,168,135
Participant notes	<u>3,013,010</u>	<u>2,665,949</u>
Total investments	<u>201,044,709</u>	<u>156,862,249</u>
Receivables		
Participants' contributions	374,996	174,113
Employer's contributions	<u>376,000</u>	<u>151,894</u>
Total receivables	<u>750,996</u>	<u>326,007</u>
Net assets reflecting all investments at fair value	<u>201,795,705</u>	<u>157,188,256</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(743,673)</u>	<u>418,712</u>
Net assets available for benefits	<u><u>\$ 201,052,032</u></u>	<u><u>\$ 157,606,968</u></u>

See notes to financial statements.

AREVA U.S.A. GROUP SAVINGS PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions to (deductions from) net assets attributed to:		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 27,776,873	\$ (55,044,542)
Interest and dividend income	4,565,718	7,085,818
Other	<u>789</u>	<u>(48,805)</u>
Total investment income (loss)	<u>32,343,380</u>	<u>(48,007,529)</u>
Contributions		
Participants'	9,520,459	8,685,417
Employer's	8,039,536	7,071,212
Rollover	<u>647,920</u>	<u>433,284</u>
Total contributions	<u>18,207,915</u>	<u>16,189,913</u>
Benefits paid to participants	(8,634,005)	(12,709,864)
Administrative expenses	(8,103)	(10,048)
Transfers in (out) of the Plan	<u>1,535,877</u>	<u>(15,255,202)</u>
Net increase (decrease)	43,445,064	(59,792,730)
Net assets available for benefits at beginning of year	<u>157,606,968</u>	<u>217,399,698</u>
Net assets available for benefits at end of year	<u><u>\$ 201,052,032</u></u>	<u><u>\$ 157,606,968</u></u>

See notes to financial statements.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 1 - Description of the Plan

The following description of the AREVA U.S.A Group Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement, as amended and restated, for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan, which was established effective January 1, 1988 to provide retirement benefits for eligible employees. Substantially all employees of the affiliates listed below are eligible to participate in the Plan except those covered by a collective bargaining agreement or those employees who are not citizens of the United States, with the exception of certain expatriates who participate at the administrator’s discretion. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The following companies (collectively referred to herein as the “Company”) are parties to the Plan:

- | | |
|--------------------------------|------------------------------|
| • AREVA NC Inc. | • Canberra Albuquerque, Inc. |
| • AREVA T&D, Inc. | • Transnuclear, Inc. |
| • COGEMA Mining, Inc. | • Packaging Technology, Inc. |
| • Pathfinder Mines Corporation | • Urangesellschaft USA |
| • Canberra Industries, Inc. | • 01DB, Inc. |

Plan transfer

On February 1, 2008, \$15,255,202 of Plan assets were transferred out to the 401(k) Retirement Plan of AREVA, resulting from a spin off of assets and liabilities from the Plan related to participants in such plan who became employees of AREVA Federal Services LLC, as of January 1, 2008.

On November 3, 2009, the Company entered into an assets and liability transfer agreement between the Plan and the 401(k) Retirement Plan of AREVA which resulted in \$1,535,877 transferred into the Plan related to participants in such plan who became employees of the Company.

Plan administration

The Company is the Plan sponsor and the Plan administrator. All assets of the Plan are held by the trustee, Vanguard Fiduciary Trust Company (“Vanguard”).

Eligibility

Employees are eligible to participate in the Plan on the first day of the month following completion of 750 hours of service during a 12-month period measured from their employment date, unless (1) the employee is covered by the terms of a collective bargaining agreement that does not provide for coverage under the Plan, (2) the employee is a nonresident alien with no United States source income from the Company, (3) the employee is employed by a business unit of a participating company that the Plan administrator has designated not eligible to participate in the Plan, or (4) the employee is not a United States citizen.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 1 - Description of the Plan (continued)

Contributions

Eligible employees may make contributions, which are not to exceed the lesser of 50% of the participant's compensation up to certain limitations included in the Internal Revenue Code. Qualified distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution.

Employer contributions

The Plan provides for an employer matching contribution equal to each participant's contributions up to 5% of compensation during the Plan year. The Plan also provides for a profit sharing contribution equal to 2% of each participant's compensation during the Plan year.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and Plan earnings (losses). Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant investment options

Under the Plan, the participant may direct the investment of both the Company and his or her contributions. Participants may change their investment options daily.

Participant notes

Participants may borrow from their fund accounts a minimum of \$2,000 and up to a maximum of \$50,000. Total loans outstanding may not exceed 50% of a participant's vested account balance. Repayment terms for the loans range from one to five years unless the loan is to meet a financial need in connection with the purchase of a participant's principal residence, in which case the maximum loan term is ten years, with the loan balance amortized in equal installments over the life of the loan. The loans are secured by the participant's vested account balance. A fixed rate of interest is established for the full term of the loan, equal to the highest rate allowable pursuant to applicable law, or the prime interest rate at the loan initiation plus 1%. Principal and interest are paid ratably through payroll deductions. Interest rates range from 4.25% - 10.50%.

Payment of benefits

On termination of service due to death, disability, or normal retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or have it rolled into another qualified benefit plan.

Vesting

Participants are immediately vested in their contributions and the contributions of the Company.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 1 - Description of the Plan (continued)

Administrative expenses

The Company pays substantially all administrative expenses of the Plan with the exception of loan fees, which are deducted from participants' accounts.

Note 2 - Summary of significant accounting policies

Basis of accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

Investment contracts

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by accounting principles generally accepted in the United States of America, the statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Investment income recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income from investments is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment income as shown in the financial statements includes interest, dividends, and the net appreciation (depreciation) in the fair value of investments.

Payment of benefits

Benefit payments to participants are recorded upon distribution.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 3 - Investments

The following table presents investments as of December 31, 2009 and 2008. Investments that represent 5% or more of the total net assets available for Plan benefits are separately identified.

	<u>2009</u>	<u>2008</u>
Investments at fair value		
Common collective trusts		
Vanguard Retirement Savings Trust	\$ 34,483,957	\$ 32,028,165
Other	<u>143,824</u>	<u>**</u>
Total common collective trusts	<u>34,627,781</u>	<u>32,028,165</u>
Mutual funds		
Vanguard 500 Index Fund	14,680,520	10,889,270
Vanguard International Growth Fund	10,099,013	**
Vanguard Mid-Cap Index Fund	11,908,132	7,887,176
Vanguard PRIMECAP Fund	19,429,453	14,427,187
Vanguard Prime Money Market Fund	15,628,958	17,947,527
Vanguard Wellington Fund	22,441,467	17,746,242
Vanguard Windsor II Fund	10,506,659	**
Other	<u>58,709,716</u>	<u>53,270,733</u>
Total mutual funds	<u>163,403,918</u>	<u>122,168,135</u>
Other		
Participant notes	<u>3,013,010</u>	<u>2,665,949</u>
	<u>\$ 201,044,709</u>	<u>\$ 156,862,249</u>

** Balance less than 5% of total net assets available for benefits at end of corresponding year.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$27,776,873 for the Plan year ended December 31, 2009, and depreciated in value by \$55,044,542 for the Plan year ended December 31, 2008.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 4 - Fair value measurements

The Plan follows the Fair Value Measurement topic of the FASB Accounting Standards Codification which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 - Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 - Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 - Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Common Collective Trust

These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Loans to Participants

Loans to Plan participants are valued at cost plus accrued interest, which approximates fair value, and are classified within level 3 of the valuation hierarchy.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 4 - Fair value measurements (continued)

Below are the Plan's financial instruments carried at fair value on a recurring basis by the fair value hierarchy levels described above.

As of December 31, 2009				
	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Common collective trust	\$ -	\$ 34,627,781	\$ -	\$ 34,627,781
Mutual funds	163,403,918	-	-	163,403,918
Participant notes	-	-	3,013,010	3,013,010
Total assets	\$ <u>163,403,918</u>	\$ <u>34,627,781</u>	\$ <u>3,013,010</u>	\$ <u>201,044,709</u>

As of December 31, 2008				
	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Common collective trust	\$ -	\$ 32,028,165	\$ -	\$ 32,028,165
Mutual funds	122,168,135	-	-	122,168,135
Participant notes	-	-	2,665,949	2,665,949
Total assets	\$ <u>122,168,135</u>	\$ <u>32,028,165</u>	\$ <u>2,665,949</u>	\$ <u>156,862,249</u>

The table below sets forth a summary of changes in the fair value of the Plan's level 3 investment assets and liabilities for the year ended December 31, 2009:

	Beginning Fair Value	Sales, Issuances, Maturities, Settlements, Calls, Net	Ending Fair Value
Participant notes	\$ <u>2,665,949</u>	\$ <u>347,061</u>	\$ <u>3,013,010</u>

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 4 - Fair value measurements (continued)

The table below sets forth a summary of changes in the fair value of the Plan's level 3 investment assets and liabilities for the year ended December 31, 2008:

	Beginning <u>Fair Value</u>	Sales, Issuances, Maturities, Settlements, <u>Calls, Net</u>	Ending <u>Fair Value</u>
Participant notes	\$ <u>2,874,167</u>	\$ (<u>208,218</u>)	\$ <u>2,665,949</u>

Note 5 - Plan termination

Although it 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

Note 6 - Income tax status

The Internal Revenue Service has determined and informed the Company by letter dated January 5, 1999, that the Plan is a qualified plan under section 401(a) of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax laws. The Plan is required to operate in conformity with the IRC to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax.

Note 7 - Information prepared and certified by the trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard Fiduciary Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008 and the schedule of assets (held at end of year) as of December 31, 2009, and the related investment activity reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2009 and 2008.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 8 - Investment contracts with insurance companies

The Plan invests in the Vanguard Retirement Savings Trust and the Fidelity Managed Income Portfolio II Fund, common collective trusts which consist primarily of investment contracts with major insurance companies and other approved financial institutions. Other investments of the funds include certain types of fixed income securities. These investment contracts are included in the statement of net assets available for benefits at fair value as determined using the market approach based on market prices of similar contracts as reported by Vanguard and Fidelity Investments Institutional Operations Company, Inc. These investment contracts provide for the payment of a specified interest rate and for the repayment of principal when the contracts mature. Participant withdrawals and investment exchanges are paid at contract value (principal and interest accrued to date) during the life of the contracts.

For the two funds described above, the contract values as of December 31, 2009 and 2008, were \$33,884,108 and \$32,446,877, respectively, and the fair value as of December 31, 2009 and 2008, was \$34,627,781 and \$32,028,165, respectively. For the Vanguard Retirement Savings Trust, the average yields earned by contracts held by the fund were approximately 3.29% and 4.59% for the years ended December 31, 2009 and 2008, respectively, and the average yields earned by the Plan for contracts held by the fund based on the actual interest rates credited to participants were approximately 2.86% and 3.38% for the years ended December 31, 2009 and 2008, respectively. For the Fidelity Managed Income Portfolio II Fund, the average yields earned by contracts held by the fund were approximately 2.74% and 3.4% for the years ended December 31, 2009 and 2008, respectively, and the average yields earned by the Plan for contracts held by the fund based on the actual interest rates credited to participants were approximately 1.53% and 3.48% for the years ended December 31, 2009 and 2008, respectively. The crediting interest rates are reviewed at various times based on the maturity of the contracts for resetting.

There is no immediate recognition of gains or losses on the contracts, rather the gains or losses are recognized over time by adjusting the interest rates credited to the investment. Investment contract issuers may impose a contract penalty on withdrawals or exchanges from the fund caused by early termination of a contract.

Note 9 - Party-in-interest

Certain investments are shares of mutual funds and a common collective trust managed by Vanguard Fiduciary Trust Company. Related administrative fees are dependent on a fee schedule based on the market value of assets. Vanguard is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 10 - Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for Plan benefits between the financial statements and the Form 5500 at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per financial statements	\$ 201,052,032	\$ 157,606,968
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	743,673	(418,712)
2009 deemed distribution	(2,072)	-
Net assets available for benefits per Form 5500	\$ <u>201,793,633</u>	\$ <u>157,188,256</u>

The following is a reconciliation of investment income between the financial statements and the Form 5500 for the years ended December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Total investment income (loss) per the financial statements	\$ 32,343,380	\$ (48,007,529)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2007	-	(213,232)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2008	418,712	(418,712)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009	<u>743,673</u>	<u>-</u>
Total investment income (loss) per Form 5500	\$ <u>33,505,765</u>	\$ (<u>48,639,473</u>)

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Changes in net assets available for benefits per the financial statements	\$ 43,445,064	\$ (59,792,730)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2007	-	(213,232)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2008	418,712	(418,712)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009	743,673	-
2009 deemed distribution	(2,072)	-
Changes in net assets available for benefits per Form 5500	\$ <u>44,605,377</u>	\$ (<u>60,424,674</u>)

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2009 and 2008

Note 11 - Risks and uncertainties

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Note 12 - Subsequent events

Subsequent to December 31, 2009, the Plan experienced a significant decrease in net assets available for benefits due to two large transfers out of the Plan. On March 3, 2010, \$1,069,099 of Plan assets were rolled out of the Plan into Uranium One Americas, Inc. 401(k) Retirement Savings Plan, and on July 23, 2010, \$71,138,419 of Plan assets related to AREVA T&D, Inc. were transferred out the Plan into Employee Savings Plan. The Plan has evaluated subsequent events through October 1, 2010, which is the date the financial statements were available to be issued. No additional transactions requiring disclosure have occurred through this date.

Supplemental Schedules

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Delinquent Contributions
Year ended December 31, 2009
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Part IV, Line 4a)

Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted					
\$118,588	12/04/2009	02/22/2010	X	\$ -	\$118,588	\$ -	\$ -

Note: The Plan sponsor has already corrected delinquent participant contributions by restoring lost earnings to participants.

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Assets (Held at End of Year)
December 31, 2009
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Part IV, Line 4i)

(a)	(b)	(c)	(d)	(e)
Party- in- Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
Common collective trust				
	Fidelity Investments	Fidelity Managed Income Portfolio II		\$ 145,631 ***
*	The Vanguard Group	Vanguard Retirement Savings Trust		33,738,477 ***
Total common collectivetrive trusts				<u>33,884,108</u>
Mutual funds				
*	The Vanguard Group	Vanguard 500 Index Fund Investor Shares	**	14,680,520
*	The Vanguard Group	Vanguard Explorer Fund	**	6,705,943
*	The Vanguard Group	Vanguard International Growth Fund	**	10,099,013
*	The Vanguard Group	Vanguard International Value Fund	**	6,987,718
*	The Vanguard Group	Vanguard Long-Term Investment Grade Investor Shares	**	7,709,065
*	The Vanguard Group	Vanguard Mid-Cap Index Fund	**	11,908,132
*	The Vanguard Group	Vanguard PRIMECAP Fund	**	19,429,453
*	The Vanguard Group	Vanguard Prime Money Market Fund	**	15,628,958
*	The Vanguard Group	Vanguard REIT Index Fund	**	5,792,528
*	The Vanguard Group	Vanguard Short-Term Fund Investor Shares	**	6,062,796
*	The Vanguard Group	Vanguard Small-Cap Index Fund Investor Shares	**	1,161,251
*	The Vanguard Group	Vanguard Small-Cap Value Index Fund	**	4,256,854
*	The Vanguard Group	Vanguard Target Retirement 2005	**	45,260
*	The Vanguard Group	Vanguard Target Retirement 2010	**	3,092,276
*	The Vanguard Group	Vanguard Target Retirement 2015	**	3,168,517
*	The Vanguard Group	Vanguard Target Retirement 2020	**	2,284,063
*	The Vanguard Group	Vanguard Target Retirement 2025	**	1,451,932
*	The Vanguard Group	Vanguard Target Retirement 2030	**	1,938,630
*	The Vanguard Group	Vanguard Target Retirement 2035	**	1,343,730
*	The Vanguard Group	Vanguard Target Retirement 2040	**	488,225
*	The Vanguard Group	Vanguard Target Retirement 2045	**	394,973
*	The Vanguard Group	Vanguard Target Retirement 2050	**	191,221
*	The Vanguard Group	Vanguard Target Retirement Income	**	184,758
*	The Vanguard Group	Vanguard Wellesley Income Fund Investor Shares	**	5,449,976
*	The Vanguard Group	Vanguard Wellington Fund Investor Shares	**	22,441,467
*	The Vanguard Group	Vanguard Windsor II Fund Investor Shares	**	10,506,659
Total mutual funds				<u>163,403,918</u>

(continued)

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Assets (Held at End of Year)
December 31, 2009
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Part IV, Line 4i)

(a)	(b)	(c)	(d)	(e)
Party- in- Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	Other			
*	Participant notes	Interest rate 4.25% - 10.50%	**	\$ <u>3,013,010</u>
	Total assets held at end of year			\$ <u><u>200,301,036</u></u>

* Represents a party-in-interest.

** Cost omitted for participant-directed investments.

*** Investment presented at contract value.

The above information has been certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate.

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Assets (Held at End of Year)
December 31, 2009
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Part IV, Line 4i)

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Total mutual funds				<u>163,403,918</u>

(continued)

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Assets (Held at End of Year)
December 31, 2009
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Part IV, Line 4i)

(a)	(b)	(c)	(d)	(e)
Party- in- Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	Other			
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	Total assets held at end of year			\$ <u><u>200,301,036</u></u>

* Represents a party-in-interest.

** Cost omitted for participant-directed investments.

*** Investment presented at contract value.

The above information has been certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate.

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Delinquent Contributions
Year ended December 31, 2009
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Part IV, Line 4a)

Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted					
\$118,588	12/04/2009	02/22/2010	X	\$ -	\$118,588	\$ -	\$ -

Note: The Plan sponsor has already corrected delinquent participant contributions by restoring lost earnings to participants.