

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
		2010
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>GDF SUEZ ENERGY NORTH AMERICA, INC 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>08/01/1984</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>GDF SUEZ ENERGY NORTH AMERICA, INC.</u> <u>1990 POST OAK BLVD STE 1900</u> <u>HOUSTON, TX 77056-3831</u>	2b Employer Identification Number (EIN) <u>13-3092178</u> 2c Sponsor's telephone number <u>713-636-1155</u> 2d Business code (see instructions) <u>221100</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2011</u>	<u>COLEEN DANNA</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2011</u>	<u>MICHAEL THOMPSON</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GDF SUEZ ENERGY NORTH AMERICA, INC. 1990 POST OAK BLVD STE 1900 HOUSTON, TX 77056-3831	3b Administrator's EIN 13-3092178 3c Administrator's telephone number 713-636-1155
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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	1825
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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	1285
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	488
d Subtotal. Add lines 6a , 6b , and 6c	6d	1774
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1774
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1758
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 2S 2T

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
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010		and ending 12/31/2010	
A Name of plan GDF SUEZ ENERGY NORTH AMERICA, INC 401(K) PLAN		B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 GDF SUEZ ENERGY NORTH AMERICA, INC.		D Employer Identification Number (EIN) 13-3092178	

Part I	Service Provider Information (see instructions)
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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	
JANUS MUTUAL FUNDS	151 DETROIT STREET DENVER, CO 80219-0668

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
PACIFIC INVESTMENT MGMT CORP	840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660-6397

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
INVESCO FUNDS GROUP INC.	7800 EAST UNION AVE. DENVER, CO 80237

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
OPPENHEIMER FUNDS	12100 EAST ILIFF AVE SUITE 300 AURORA, CO 80014

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

MORGAN STANLEY DEAN WITTER

1585 BROADWAY
NEW YORK, NY 10020

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

NEUBERGER & BERMAN FUNDS

ONE INTERNATIONAL PLACE
BOSTON, MA 02110

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

VANGUARD

100 VANGUARD BLVD
MALVERN, PA 19355-2331

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

ARTISAN FUNDS

875 E WISCONSIN AVE
STE 800
MILWAUKEE, WI 53202

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

THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

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

LEGG MASON

100 LIGHT ST.
BALTIMORE, MD 21202

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

DAVIS FUNDS

2949 EAST ELVIRA ROAD
SUITE 101
TUSCON, AZ 85756

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

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

(a) Enter name and EIN or address (see instructions)						
<div>MERCER HR SERVICES, LLC</div> <div>INVESTORS WAY NORWOOD, MA 02062</div>						
(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 21 25 37 38 49 59 60 62 64 65 99	RECORDKEEPER/T RUSTEE	0	Yes ☒ No ☐	Yes ☐ No ☒	141418	Yes ☐ No ☒
(a) Enter name and EIN or address (see instructions)						
<div>MMC SECURITIES CORP</div> <div>INVESTORS WAY NORWOOD, MA 02062</div>						
(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?
63	BROKER/DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	93128	Yes ☐ No ☒
(a) Enter name and EIN or address (see instructions)						
<div>PUTNAM INVESTMENTS</div> <div>1 P.O. SQUARE BOSTON, MA 02109</div>						
(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 38 49 64 65 99	INVESTMENT MANAGER	0	Yes ☒ No ☐	Yes ☐ No ☒	15018	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
MMC SECURITIES CORP	63	6669

(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.
JANUS MUTUAL FUNDS 151 DETROIT STREET DENVER, CO 80219-0668	DISTRIBUTION (12B-1) FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MMC SECURITIES CORP	63	86459

(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.
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	DISTRIBUTION (12B-1) FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
		51300

(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.
MERCER HR SERVICES, LLC INVESTORS WAY NORWOOD, MA 02062	

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
PUTNAM INVESTMENTS	15 38 49 64 65 99	15018
(d) Enter name and EIN (address) of source of indirect compensation		
MERCER HR SERVICES, LLC	INVESTORS WAY NORWOOD, MA 02062	VARIOUS ADMINISTRATIVE SERVICES
(a) Enter service provider name as it appears on line 2		
MERCER HR SERVICES, LLC	15 38 59 60	27936
(d) Enter name and EIN (address) of source of indirect compensation		
ARTISAN FUNDS	875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2		
MERCER HR SERVICES, LLC	15 38 59 60	14608
(d) Enter name and EIN (address) of source of indirect compensation		
DAVIS FUNDS	2949 EAST ELVIRA ROAD STE 101 TUSCON, AZ 85756	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES

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
MERCER HR SERVICES, LLC	15 38 59 60	1407
(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.	
INVESCO FUNDS GROUP INC. 7800 EAST UNION AVE. DENVER, CO 80237	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	9089
(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.	
JANUS MUTUAL FUNDS 151 DETROIT STREET DENVER, CO 80219-0668	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	13974
(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.	
LEGG MASON 100 LIGHT ST. BALTIMORE, MD 21202	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	7511
(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.	
MORGAN STANLEY DEAN WITTER 1585 BROADWAY NEW YORK, NY 10020	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	23129
(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.	
NEUBERGER & BERMAN FUNDS ONE INTERNATIONAL PLACE BOSTON, MA 02110	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	3841
(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.	
OPPENHEIMER FUNDS 12100 EAST ILIFF AVE SUITE 300 AURORA, CO 80014	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	39753
(d) Enter name and EIN (address) of source of indirect compensation		
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(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: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

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
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
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
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
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
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
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
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
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
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
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan GDF SUEZ ENERGY NORTH AMERICA, INC 401(K) PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 GDF SUEZ ENERGY NORTH AMERICA, INC.	D Employer Identification Number (EIN) 13-3092178	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	902809	763281
(2) Participant contributions	1b(2)		90322
(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)	2803425	3147684
(9) Value of interest in common/collective trusts.....	1c(9)	27708540	33794283
(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)	98714351	122084062
(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	130129125	159879632

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	130129125	159879632
---	-----------	-----------	-----------

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)	6680703	
(B) Participants	2a(1)(B)	12392309	
(C) Others (including rollovers)	2a(1)(C)	770621	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		19843633
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)	163738	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		163738
(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)	2660884	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2660884
(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)		2443453
(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)		13374593
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		38486301

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8742224	
(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)		8742224
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		-6430
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8735794

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		29750507
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(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: DELOITTE & TOUCHE

(2) EIN: 13-3891517

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.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 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)

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>GDF SUEZ ENERGY NORTH AMERICA, INC 401(K) 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>GDF SUEZ ENERGY NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-3092178</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	<u>0</u>
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): <u>20-2020334</u>		
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	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure 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
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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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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): _____

GDF SUEZ Energy North America, Inc. 401(k) Plan

Financial Statements as of December 31, 2010 and
2009, and for the Year Ended December 31, 2010,
Supplemental Schedule as of December 31, 2010,
and Independent Auditors' Report

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN

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Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2010	3
Notes to Financial Statements as of December 31, 2010 and 2009, and for the Year Ended December 31, 2010	4–14
SUPPLEMENTAL SCHEDULE —	15
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2010	16
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

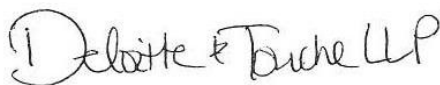
To the Plan Administrator of
GDF SUEZ Energy North America, Inc. 401(k) Plan:

We were engaged to audit the financial statements of the GDF SUEZ Energy North America, Inc. 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and supplemental schedule as of December 31, 2010, listed in the table of contents. These financial statements and supplemental schedule 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 information summarized in Note 9 which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee that the information as of December 31, 2010 and 2009, and for the year ended December 31, 2010, provided to the Plan administrator by the trustee, is complete and accurate.

As discussed in Note 1 to the financial statements, the Plan changed its name during 2010.

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 schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has 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.



October 13, 2011

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Participant-directed investments — at fair value	\$ 155,878,345	\$ 126,422,891
Receivables — employer contributions	763,281	902,809
Receivables — employee contributions	90,322	
Notes receivables from participants	<u>3,178,978</u>	<u>2,841,149</u>
NET ASSETS AVAILABLE FOR BENEFITS — At fair value	159,910,926	130,166,849
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	<u>(1,418,267)</u>	<u>(942,304)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 158,492,659</u>	<u>\$ 129,224,545</u>

See notes to financial statements.

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2010

ADDITIONS:

Contributions:

Participant contributions	\$ 12,392,309
Employer contributions	6,680,703
Rollover contributions	<u>770,621</u>

Total contributions	19,843,633
---------------------	------------

Investment income:

Interest and dividends	3,615,672
Net appreciation in fair value of investments	<u>14,392,350</u>

Total investment income	18,008,022
-------------------------	------------

Interest income on notes receivable from participants	160,845
---	---------

DEDUCTIONS:

Benefits paid to participants	(8,742,224)
Administrative expenses	<u>(2,162)</u>

Total deductions	(8,744,386)
------------------	-------------

INCREASE IN NET ASSETS	29,268,114
------------------------	------------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>129,224,545</u>
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End of year	<u><u>\$ 158,492,659</u></u>
-------------	------------------------------

See notes to financial statements.

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010

1. DESCRIPTION OF THE PLAN

The following description of the GDF SUEZ Energy North America, Inc. 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General — The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is sponsored by GDF SUEZ Energy North America, Inc. (the “Company”). With the exception of certain union employees, nonresident aliens, and leased employees, the Plan covers substantially all employees of the Company. There are no age or service requirements.

The Company acts as the Plan administrator and is responsible for the Plan. Mercer Trust Company (the “Trustee” or “Mercer”) serves as the recordkeeper and trustee to the Plan and manages the assets of the Plan and maintains individual accounts for each participant.

On January 1, 2009, employees of a newly purchased subsidiary of the Plan Sponsor, First Light Power Resources, LLC, were allowed to enter the Plan. Effective April 1, 2009, the First Light Power Resources Services, LLC 401(k) Plan and the First Light Bargaining Associates Plan were merged into the Plan. As a result of the mergers, \$4,967,132 in assets were transferred into the Plan.

On April 1, 2009, the Plan was amended to allow Roth 401(k) and Roth 401(k) Rollover contributions.

Effective April 30, 2010, the Plan name was changed from the SUEZ Energy North America, Inc. 401(k) Plan to the GDF SUEZ Energy North America, Inc. 401(k) Plan.

Contributions — Participants may contribute up to 100% of their eligible compensation, as defined in the Plan. The Company contributes 50% of each participant’s elective deferrals made on the first 6% of eligible compensation.

The Plan also requires the Company to contribute an amount equal to 2% of each participant’s eligible quarterly compensation as a profit-sharing contribution on a quarterly basis, provided the participant is an active employee of the Company at the end of the quarter.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, the Company’s matching contribution, Company profit-sharing contributions and allocations of Company discretionary contributions and Plan earnings, and charged with withdrawals and allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

All new employees are automatically enrolled into the Plan sixty days after the employee’s initial hire date. Absent an election by the employee to the contrary, 3% is automatically withheld from his/her compensation and deposited in the Plan as an employee contribution. If the employee does not select an investment option, these contributions are initially invested in the Retirement Choice Moderate Portfolio, but may be subsequently redirected by the employee at any time. Each employee is responsible for directing his/her account.

Investments — Upon enrollment in the Plan, a participant may direct employee contributions into various investment options. Company contributions are contributed according to the same allocation.

Vesting — All participant and employer contributions and earnings thereon vest immediately. Upon termination of service, retirement, death, disability, or termination of the Plan, the participant receives a lump-sum amount equal to his/her account balance.

Participant Loans — Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as a transfer between the investment fund and the loan fund. Loan terms range from one to five years, or longer for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1% of interest on the date of the loan. Principal and interest are paid ratably through payroll deductions.

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 (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds, a common collective trust fund and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, 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 such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The common collective trust fund is stated at fair value as determined by the issuer of the common collective trust (Putnam S&P 500 Index Fund) based on the fair market value of the underlying investments. The stable value fund (Putnam Stable Value Fund) is stated at fair value and then adjusted to contract value as described below. Fair value of the stable value fund is the net asset value of its underlying investments, and contract value is principal plus accrued interest.

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 962, *Plan Accounting — Defined Contribution Plans* (formerly AICPA Statement of Position No 94-4-1, *Reporting of Fully Benefit-Responsive Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (FSP), the stable value fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis. The Putnam Stable Value Fund (the "Fund") is a commingled pool of the Putnam Fiduciary Trust Company Invest Funds for Pension and Profit-Sharing Trusts and is subject to the FSP. The Fund primarily invests in stable value instruments and

certain other fixed income or money market obligations or in a variety of collective investment vehicles that invest in such obligations. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The adjustment from fair value to contract value for the Fund is \$(1,418,267) and (\$942,304) at December 31, 2010 and 2009, respectively (See Note 5).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds, common collective trust fund and stable value fund are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

The net appreciation in fair value of investment securities consists of the net change in unrealized appreciation (depreciation) in fair value and realized gains (losses) upon the sale of investments. The net change in unrealized appreciation (depreciation) and realized gains (losses) upon sale are determined using the fair values as of the beginning of the year or the purchase price if acquired since that date.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — Administrative expenses of the Plan may be paid by the Company or the Plan, as provided in the Plan document.

Benefit Payments — Benefits are recorded upon distribution. At December 31, 2010 and 2009, there were no benefits payable to retired or terminated participants who had elected to withdraw from the Plan, but have not yet been paid.

New Accounting Standards Adopted — The accounting standards, initially adopted in the 2010 financial statements described below affected certain note disclosures but had no impact on the statements of net assets available for benefits and statement of changes in net assets available for benefits.

ASU No. 2010-06, Fair Value Measurements and Disclosures — In January 2010, FASB issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan prospectively adopted the new guidance in 2010, except for the Level 3 reconciliation disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and the future adoption is not expected to materially affect, the Plan's financial statements.

ASU No. 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans — In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. The ASU requires that participant loans be classified as notes receivable rather than a plan investment and measured at unpaid principal balance plus accrued but unpaid interest rather than fair value. The Plan retrospectively adopted the new accounting in 2010. The adoption did not have a material effect on the Plan's financial statements.

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. Plan management has not determined the impact on the disclosures in the financial statements

3. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, established a single authoritative definition of fair value, set a framework for measuring fair value, and requires additional disclosures about fair value measurements. In accordance with ASC 820, the Plan classifies its investments into Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's policy is to recognize significant transfers between levels at the end of the reporting period. The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2010 and 2009.

In accordance with the update to ASC 820 (originally issued as FSP 157-4), the table below includes the major categorization for debt and equity securities on the basis of the nature and risk of the investments at December 31, 2010 and 2009.

	Fair Value Measurements at December 31, 2010, Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Mutual funds:				
Domestic stock funds	\$ 55,038,138	\$ -	\$ -	\$ 55,038,138
International stock fund	46,645,708			46,645,708
Income funds	20,400,216			20,400,216
Total mutual funds	122,084,062	-	-	122,084,062
Common collective trust fund:				
Putnam S&P 500 Index Fund		7,598,469		7,598,469
Stable value fund		26,195,814		26,195,814
Total	<u>\$ 122,084,062</u>	<u>\$ 33,794,283</u>	<u>\$ -</u>	<u>\$ 155,878,345</u>

	Fair Value Measurements at December 31, 2009, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Domestic stock funds	\$ 58,669,095	\$ -	\$ -	\$ 58,669,095
International stock fund	23,615,505			23,615,505
Income funds	<u>16,429,751</u>			<u>16,429,751</u>
Total mutual funds	98,714,351	-	-	98,714,351
Common collective trust fund:				
Putnam S&P 500 Index Fund		4,978,855		4,978,855
Stable value fund		<u>22,729,685</u>		<u>22,729,685</u>
Total	<u>\$ 98,714,351</u>	<u>\$ 27,708,540</u>	<u>\$ -</u>	<u>\$ 126,422,891</u>

For the year ended December 31, 2010 there were no significant transfers in or out of Levels, 1, 2 or 3.

The valuation methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

4. INVESTMENTS

Investments that represent 5% or more of the Plan's net assets at December 31, 2010 and 2009 are as follows:

	2010	2010	2009	2009	
	Shares	Market Value	Shares	Market Value	
Putnam Stable Value Fund	24,777,547	\$ 26,195,814	21,787,380	\$ 22,729,685	
American Funds EuroPacific Growth Fund R4 Class	356,835	14,516,087			*
EuroPacific Growth Fund R-3			348,987	13,149,856	**
Putnam International Capital Opportunities Fund			345,287	10,465,649	**
Putnam International Capital Opportunities Fund Y	367,192	13,101,446			*
Neuberger Berman Equity Trust			229,218	8,996,844	**
Neuberger & Berman Genesis Fund Institutional	309,479	14,223,677			*
Western Asset Core Bond Portfolio Class F1			784,334	8,329,636	**
Putnam Diversified Income Trust			1,025,331	8,100,115	**
American Funds Fundamental Investors Fund			242,972	7,937,912	**
American Funds Fundamental Investors Fund R4 Class	338,661	12,408,569			*
American Funds Growth Fund of America			263,231	7,088,833	**
American Funds Growth Fund of America R4 Class	397,446	11,998,918			*
Davis New York Venture Fund			224,118	6,943,203	**
Putman Equity Income Fund			503,985	6,854,204	**
Putman Equity Income Fund Class Y	599,077	9,016,114			*
Artisan Mid-Cap Fund	259,007	8,710,427	267,902	6,847,600	
PIMCO Total Return Fund	809,163	8,779,429			*

* Investment are new and at 5% of net assets as of December 31, 2010

** Investment are no longer available as of December 31, 2010

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

American Funds EuroPacific Growth Fund R4 Class	\$ 2,664,276
AIM Real Estate Institutional Fund	449,177
American Funds Fundamental Investors Fund	(684,052)
American Funds Fundamental Investors Fund R4 Class	2,256,031
American Funds Growth Fund of America	(644,245)
American Funds Growth Fund of America R4 Class	2,081,940
Artisan Mid-Cap Fund	1,970,173
Davis New York Venture Fund	(580,441)
EuroPacific Growth Fund R3	(1,580,267)
MSIF Small Company Growth Portfolio	(269,975)
Neuberger & Berman Genesis Fund Institutional	2,802,084
Neuberger Berman Equity Trust	(217,868)
Oppenheimer Developing Markets Fund Y Class	971,282
Perkins Mid Cap Value Fund Class S	(214,890)
Perkins Mid Cap Value Fund I Class	803,602
PIMCO Global Advantage Strategy BD Instl	11,722
PIMCO Real Return Fund Institutional Class	5,356
PIMCO Total Return Fund	(341,347)
Putnam Diversified Income Trust	87,310
Putnam Diversified Income Trust Class Y	108,174
Putnam Equity Income Fund	(640,297)
Putnam Equity Income Fund Class Y	1,673,476
Putnam International Capital Opportunities Fund	(1,209,163)
Putnam International Capital Opportunities Fund Y	3,262,583
Putnam Multi Cap Growth Fund	(366,197)
Putnam S&P 500 Index Fund	1,014,712
Vanguard International Index Fund Investor Shares	237,113
Vanguard Small Cap Index Fund Investor Shares	232,269
Western Asset Core Bond Portfolio Class FI	<u>509,812</u>
Net appreciation in fair value of investments	<u>\$ 14,392,350</u>

5. STABLE VALUE FUND

The stable value fund (the "Fund") is a common collective trust fund sponsored by Putman Fiduciary Trust Company. The investment objective of the Fund is to provide a competitive yield with minimal market-related risk through investing in a variety of guaranteed investment contracts (GICs), security-backed investment contracts (SBICs), and money market instruments.

The Fund is valued on a daily basis by Putnam Fiduciary Trust Company. All income and expenses shall be deemed to be accrued, received or paid at an equal rate from day to day. Daily unit values are determined by dividing the Fund's net assets by the number of participating units outstanding on the valuation date. Contributions and redemptions to the Fund may be made daily at the current net asset value and are considered as made immediately after the daily valuation. The Fund declares and records dividends daily and pays them monthly. Dividends are reinvested in the Fund and the units issued are adjusted accordingly.

Subject to certain restrictions, withdrawals from the Fund are generally permitted daily at contract value. The Fund invests at least 5% of its assets in high-quality money market instruments, cash, cash equivalents and pursuant to liquidity and deposit agreements, stable value funds with investments policies and other provisions similar to those of the Fund.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Events that Limit the Ability of the Fund to Transact at Contract Value — All of the contracts that the Fund purchases are benefit responsive at contract value for all plan permitted, participant directed transactions. There are no exceptions to this stipulation. Additionally, the Fund negotiates contracts with certain employer-initiated transaction provisions including percentage allowances for targeted layoffs, bankruptcy resulting in employee job loss, reorganizations, spin-offs, and Plan terminations. Due to the size of the Fund and specific percentage allowances negotiated by the Fund, it is highly unlikely (not probable) that any event would occur that would limit the Fund's ability to transact at contract value with each issuer under these events.

The only event or circumstance that would allow issuers to immediately terminate a fully benefit-responsive wrap contract with the Fund at an amount different from contract value would be if they were provided with willingly fraudulent information about the Fund by Putnam Fiduciary Trust Company. This would constitute a breach of contract and would allow for termination at a value that could be different from contract value. Additionally, most wrap contracts have provisions that allow the issuer to terminate at book value over a specified period of time, normally the duration of the portfolio being wrapped. At no point may an issuer of a wrap contract immediately terminate at market value (other than as specified above) if the market value of the underlying portfolio is less than the book value.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

In 2010 and 2009, participant loans qualified as party-in-interest transactions.

7. 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.

8. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated May 31, 2005, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to routine audits by the taxing jurisdictions. The IRS is currently conducting an audit of the Form 5500 that was filed with respect to the Plan year 2009. As a result of the audit, the Plan's sponsor agreed to make additional matching contributions to the Plan. Corrections will be made in accordance with the acceptance correction methods of the Employee Plans Compliance Resolution System (EPCRS). The Plan sponsor is in the process of taking the necessary corrective steps.

GAAP requires Plan management to evaluate tax position by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010 and 2009, respectively, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

9. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule of assets (held at end of year), that was prepared by or derived from information prepared by the Trustee of the Plan and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2010	2009
Statements of net assets available for benefits — investments*	\$ 154,460,078	\$ 125,480,587
Notes receivable from participants	3,178,978	2,841,149
Statement of changes in net assets available for benefits — investment income:		
Interest and dividends	3,615,672	
Interest income on notes receivable from participants	160,845	
Net appreciation in value of investments	14,392,350	

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year), except for the fair value of the Putnam Stable Value Fund.

Note 3: All investment balances and activity in the note, except for the fair value of the Putnam Stable Value Fund.

Note 4: All investment balances and investment information in the note, except for the fair value of the Putnam Stable Value Fund.

* The Trustee has certified only the contract value of the fully benefit-responsive stable value fund (Putnam Stable Value Fund), and therefore, those contracts are reported within this note at contract value. All other investments are reported within this note at fair value.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation to Form 5500 of net assets available for benefits per the financial statements at December 31, 2010 and 2009, is as follows:

	2010	2009
Net assets available for benefits — at contract value	\$ 158,492,659	\$ 129,224,545
Deemed distribution of participant loans	(31,294)	(37,724)
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	<u>1,418,267</u>	<u>942,304</u>
Net assets available for benefits per the Form 5500	<u>\$ 159,879,632</u>	<u>\$ 130,129,125</u>

The reconciliation to total gain per the Form 5500 to total increase per the financial statements for the year ended December 31, 2010, is as follows:

Total increase per financial statements	\$ 29,268,114
Change in adjustment from contract value to fair value for fully benefit-responsive stable value fund	475,963
Deemed distribution of participant loans	<u>6,430</u>
Total gain per the Form 5500	<u>\$ 29,750,507</u>

11. NET ASSET VALUE (NAV) PER SHARE

In accordance with ASU No. 2009-12, the Plan expanded its disclosures to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value (NAV) per share as of December 31, 2010 and 2009.

The following table for December 31, 2010 and 2009, sets forth a summary of the Plan's investments with a reported NAV:

Investment	Fair Value Estimated Using Net Asset Value per Share				
	December 31, 2010				
	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Putnam Stable Value Fund (a)	\$ 26,195,814	\$ -	Daily	None	None
Putnam S&P 500 Index Fund (b)	<u>7,598,469</u>	<u>-</u>	Monthly	None Noted	None
Total	<u>\$ 33,794,283</u>	<u>\$ -</u>			

**Fair Value Estimated Using Net Asset Value per Share
December 31, 2009**

Investment	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Putnam Stable Value Fund (a)	\$ 22,729,685	\$ -	Daily	None	None
Putnam S&P 500 Index Fund (b)	<u>4,978,855</u>	<u> </u>	Monthly	None Noted	None
Total	<u>\$ 27,708,540</u>	<u>\$ -</u>			

* The fair values of the investments have been estimated using the NAV of the investment.

- (a) The investment objective of the Stable Value Fund is to provide a competitive yield with minimal market-related risk through investing in a variety of GIC's, SBIC, and money market instruments (See Note 5).
- (b) The investment objective of the Putnam S&P 500 Index Fund is to achieve a return, before the assessment of fees, that closely approximates the return of the Standard and Poor's 500 Composite Stock Price Index . A redemption fee of 1% is charged if exchange is for funds that are held for 7 days or less.

12. SUBSEQUENT EVENTS

Effective January 1, 2011, Amendments No. 3 and 4 were approved and added to the Plan, which provided additional benefits to certain employees covered by collective bargaining agreements

Effective June 1, 2011, the Plan changed its trustee and record keeper from Mercer Trust Company to Putnam Fiduciary Trust Company.

Effective August 1, 2011, the Company merged with International Power America Inc. It is anticipated that the International Power America, Inc. Savings Plan will be merged into the Plan effective 1/1/2012.

For the year ended December 31, 2010, subsequent events were evaluated through October 13, 2011, the date the financial statements were available to be issued

* * * * *

SUPPLEMENTAL SCHEDULE

GDF SUEZ ENERGY NORTH AMERICA, INC. 401(k) PLAN
PLAN 7-51592
(EIN) 13-3092178

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
AS OF DECEMBER 31, 2010

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	American Funds	American Funds Europacific Growth Fund R4 Class	**	\$ 14,516,087
	Perkins Fund	Perkins Mid Cap Value Fund I Class	**	5,295,505
	Neuberger & Berman	Neuberger & Berman Genesis Fund Institutional	**	14,223,677
	Oppenheimer Funds	Oppenheimer Developing Markets Fund Y Class	**	5,208,204
	American Funds	American Funds Fundamental Investors Fund R4 Class	**	12,408,569
	Artisan Funds	Artisan Mid Cap Fund	**	8,710,427
	PIMCO	PIMCO Real Return Fund Institutional Class	**	1,123,352
	American Funds	American funds Growth Fund of America R4 Class	**	11,998,918
	PIMCO	PIMCO Total Return Fund	**	8,779,429
	INVESCO	AIM Real Estate Institutional Fund	**	3,292,043
	PIMCO	PIMCO Global Advantage Strategy BD INSTL	**	4,126,566
	Vanguard	Vanguard International Index Fund Investor Shares	**	1,411,402
	Vanguard	Vanguard Small Cap Index Fund Investor Shares	**	1,378,102
	Putnam Fiduciary Trust Company	Putnam Diversified Income Trust Class Y	**	7,494,221
	Putnam Fiduciary Trust Company	Putnam Equity Income Fund Class Y	**	9,016,114
	Putnam Fiduciary Trust Company	Putnam International Capital Opportunities Fund Y	**	13,101,446
	Total Mutual Funds			<u>122,084,062</u>
	Putnam Fiduciary Trust Company	Putnam S&P 500 Index Fund	**	7,598,469
	Putnam Fiduciary Trust Company	Putnam Stable Value Fund	**	26,195,814
	Total Common Collective Trust Funds			<u>33,794,283</u>
*	Participant notes receivable	Loans to participants, interest rates ranging from 5% to 9.25%, maturing through 2026, net of deemed loan distributions of \$31,294		<u>3,147,684</u>
	TOTAL INVESTMENTS			<u><u>\$159,026,029</u></u>

* Party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included

See accompanying independent auditors' report

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name GDF SUEZ ENERGY NORTH AMERICA, INC 401(K) PLAN

EIN: 13-3092178

Plan Sponsor's Name GDF SUEZ ENERGY NORTH AMERICA, INC.

PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	EUROPACIFIC GROWTH FUND	MUTUAL FUND		14,516,087
	PERKINS MID CAP VALUE	MUTUAL FUND		5,295,505
	NEUBERGER & BERMAN GENESIS	MUTUAL FUND		14,223,677
	OPPENHEIMER DEVELOPING MARKETS	MUTUAL FUND		5,208,204
	AMERICAN FUNDS FUNDAMENTAL	MUTUAL FUND		12,408,569
	ARTISAN MID CAP	MUTUAL FUND		8,710,427
	PIMCO REAL RETURN FUND	MUTUAL FUND		1,123,351

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____
Plan Sponsor's Name _____

EIN: _____
PN: _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERICAN FUNDS GROWTH FUND	MUTUAL FUND		11,998,918
	PIMCO TOTAL RETURN	MUTUAL FUND		8,779,429
	AIM REAL ESTATE INSTL	MUTUAL FUND		3,292,043
	PIMCO GLOBAL ADVANTAGE	MUTUAL FUND		4,126,566
	VANGUARD INTERNATIONAL INDEX	MUTUAL FUND		1,411,402
	VANGUARD SMALL CAP	MUTUAL FUND		1,378,103
	PUTNAM DIVERSIFIED INCOME	MUTUAL FUND		7,494,221

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name _____
Plan Sponsor's Name _____

EIN: _____
PN: _____

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PUTNAM EQUITY INCOME	MUTUAL FUND		9,016,114
	PUTNAM INTL CAPITAL	MUTUAL FUND		13,101,446
	PUTNAM S & P 500	COMMON/COLLECTIVE TRUST		7,598,469
	PUTNAM STABLE VALUE FUND	COMMON/COLLECTIVE TRUST		26,195,814
	LOAN FUND	PARTICIPANT LOANS		3,147,684