

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
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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>AREVA U.S.A. GROUP SAVINGS PLAN</u>	1b Three-digit plan number (PN) ►	<u>002</u>	
	1c Effective date of plan	<u>01/01/1988</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>AREVA NC INC.</u> <u>4800 HAMPDEN LANE SUITE 1100</u> <u>BETHESDA, MD 20814-2969</u>	2b Employer Identification Number (EIN) <u>13-2701910</u>	2c Sponsor's telephone number <u>301-841-1600</u>	2d Business code (see instructions) <u>541330</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>01/11/2012</u>	<u>DARLENE LOMAX</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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") 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	2237
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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	923
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	508
d Subtotal. Add lines 6a , 6b , and 6c	6d	1431
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	1432
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1324
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2

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
		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 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)
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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
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 25 37 52	NONE	12265	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
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(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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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.
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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 AREVA U.S.A. GROUP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AREVA NC INC.	D Employer Identification Number (EIN) 13-2701910	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST			
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY			
c EIN-PN 23-2186884-022	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31855530	
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MANAGED INCOME PORTFOLIO			
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY			
c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
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
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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
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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 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)	374996	149500
(2) Participant contributions	1b(2)	376000	154510
(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)	3010938	1734719
(9) Value of interest in common/collective trusts.....	1c(9)	34627781	31855530
(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)	163403918	108226301
(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	201793633	142120560

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	201793633	142120560
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6542520	
(B) Participants	2a(1)(B)	7615808	
(C) Others (including rollovers)	2a(1)(C)	216110	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		14374438

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)	118873	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		118873

(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)	3609724	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3609724

(3) Rents	2b(3)		
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(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)		686920
(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)		10148954
c Other income.....	2c		620
d Total income. Add all income amounts in column (b) and enter total.....	2d		28939529

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15985725	
(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)		15985725
f Corrective distributions (see instructions)	2f		1146
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)	10946	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10946
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		15995745

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12943784
l Transfers of assets:			
(1) To this plan.....	2l(1)		28109
(2) From this plan	2l(2)		72644966

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.).....	☒	☐	2271168
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)
EMPLOYEE SAVINGS PLAN	06-1269404	005

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.

For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</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
Lynchburg, Virginia

We were engaged to audit the financial statements of AREVA U.S.A. Group Savings Plan (the "Plan") as of December 31, 2010 and 2009 and for the years then ended, and the supplemental schedules as of December 31, 2010, 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 4 and 8, 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, 2010 and 2009 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, LLP

Lynchburg, Virginia
January 9, 2012

AREVA U.S.A. GROUP SAVINGS PLAN
Lynchburg, Virginia

**Financial Statements
and Supplemental Schedules
for years ended
December 31, 2010 and 2009**

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
Lynchburg, Virginia

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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, LLP

Lynchburg, Virginia
January 9, 2012

AREVA U.S.A. GROUP SAVINGS PLAN
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Assets		
Investments, at fair value		
Common collective trust	\$ 31,855,530	\$ 34,627,781
Mutual funds	<u>108,226,301</u>	<u>163,403,918</u>
Total investments, at fair value	<u>140,081,831</u>	<u>198,031,699</u>
Receivables		
Notes receivable from participants	1,734,719	3,013,010
Participants' contributions	154,510	374,996
Employer's contributions	<u>149,500</u>	<u>376,000</u>
Total receivables	<u>2,038,729</u>	<u>3,764,006</u>
Net assets reflecting all investments at fair value	<u>142,120,560</u>	<u>201,795,705</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,254,411)</u>	<u>(743,673)</u>
Net assets available for benefits	<u><u>\$ 140,866,149</u></u>	<u><u>\$ 201,052,032</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, 2010 and 2009

	2010	2009
Additions to (deductions from) net assets attributed to:		
Investment income		
Net appreciation in fair value of investments	\$ 10,325,136	\$ 27,776,873
Interest and dividend income	3,609,724	4,396,132
Other	620	789
Total investment income	<u>13,935,480</u>	<u>32,173,794</u>
Contributions		
Participants'	7,615,808	9,520,459
Employer's	6,542,520	8,039,536
Rollover	216,110	647,920
Total contributions	<u>14,374,438</u>	<u>18,207,915</u>
Interest income on notes receivable from participants	118,873	169,586
Benefits paid to participants	(15,986,871)	(8,634,005)
Administrative expenses	(10,946)	(8,103)
Transfers (out of) into the Plan	<u>(72,616,857)</u>	<u>1,535,877</u>
Net (decrease) increase	(60,185,883)	43,445,064
Net assets available for benefits at beginning of year	<u>201,052,032</u>	<u>157,606,968</u>
Net assets available for benefits at end of year	<u><u>\$ 140,866,149</u></u>	<u><u>\$ 201,052,032</u></u>

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2010 and 2009

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 Plan 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 as of December 31, 2010:

- AREVA NC Inc.
- Pathfinder Mines Corporation
- Canberra Industries, Inc.
- 01DB, Inc.
- Canberra Albuquerque, Inc.
- Transnuclear, Inc.
- Packaging Technology, Inc.
- Urangesellschaft USA

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.

Contributions

Eligible employees may make contributions, which are not to exceed 50% of the participant’s compensation subject 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.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2010 and 2009

Note 1 - Description of the Plan (continued)

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.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$2,000 and up to a maximum of \$50,000. Total notes outstanding may not exceed 50% of a participant's vested account balance. Repayment terms for the notes range from one to five years unless the note is to meet a financial need in connection with the purchase of a participant's principal residence, in which case the maximum note term is ten years, with the note balance amortized in equal installments over the life of the note. The notes are secured by the participant's vested account balance. A fixed rate of interest is established for the full term of the note, equal to the highest rate allowable pursuant to applicable law, or the prime interest rate at the note initiation plus 1%. Principal and interest are paid ratably through payroll deductions. Interest rates range from 4.25% - 9.25% as of December 31, 2010.

Payment of benefits

On termination of service due to death, disability, normal retirement, or for other reasons, a participant, or his or her beneficiary, may receive the value of the vested interest in the participant's 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.

Administrative expenses

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

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2010 and 2009

Note 2 - Summary of significant accounting policies

Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Estimates

The preparation of financial statements in conformity with GAAP 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 securities, in general, are subject 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 those changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

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 GAAP, 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.

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 reclassified as distributions based upon the terms of the Plan document.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2010 and 2009

Note 2 - Summary of significant accounting policies (continued)

New accounting pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued guidance to improve disclosures regarding fair value measurements. This update requires entities to (i) disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and (ii) present separately (i.e., on a gross basis rather than as one net number), information about purchases, sales, issuances, and settlements in the roll forward of changes in Level 3 fair value measurements. The update requires fair value disclosures by class of assets and liabilities rather than by major category or line item in the statement of net assets available for benefits. Disclosures regarding the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for assets and liabilities in both Level 2 and Level 3 are also required. For all portions of the update except the gross presentation of activity in Level 3 roll forward, this standard is effective for interim and annual reporting periods beginning after December 15, 2009. For the gross presentation of activity in the Level 3 roll forward, this guidance is effective for fiscal years beginning after December 15, 2010. As this guidance is only disclosure related, it did not have any changes to the carrying value of the investments on the Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009.

On September 16, 2010, the FASB issued guidance on reporting loans to participants by defined contribution pension plans whereby participant loans are to be reclassified from plan investments to notes receivable for GAAP purposes and measured at unpaid principal balance plus accrued but unpaid interest. This guidance is effective for Plan years ending after December 15, 2010. The Plan adopted this change in accounting method as of December 31, 2010, and the comparative Statement of Net Assets Available for Benefits as of December 31, 2009, has been adjusted to apply the new method retrospectively. The Plan's net assets available for benefits were not impacted by the change in accounting principle.

Note 3 - Plan transfers

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 a transfer of \$1,535,877 into the Plan related to participants in such plan who became employees of the Company.

During 2010, COGEMA Mining, Inc. and AREVA T&D, Inc. were sold, and the related participants' account balances, totaling \$72,616,857, were transferred out of the Plan.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
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Note 4 - Investments

The following table presents investments as of December 31, 2010 and 2009. Investments that represent 5% or more of the total net assets available for Plan benefits are separately identified.

	<u>2010</u>	<u>2009</u>
Investments at fair value		
Common collective trust		
Vanguard Retirement Savings Trust	\$ 31,855,530	\$ 34,483,957
Other	<u>-</u>	<u>143,824</u>
Total common collective trust	<u>31,855,530</u>	<u>34,627,781</u>
Mutual funds		
Vanguard 500 Index Fund	10,436,999	14,680,520
Vanguard International Growth Fund	**	10,099,013
Vanguard Mid-Cap Index Fund	**	11,908,132
Vanguard PRIMECAP Fund	8,758,600	19,429,453
Vanguard Prime Money Market Fund	11,705,028	15,628,958
Vanguard Wellington Fund	13,818,159	22,441,467
Vanguard Windsor II Fund	7,068,104	10,506,659
Other	<u>56,439,411</u>	<u>58,709,716</u>
Total mutual funds	<u>108,226,301</u>	<u>163,403,918</u>
	<u>\$ 140,081,831</u>	<u>\$ 198,031,699</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 valued by \$10,325,136 and \$27,776,873 for the Plan years ended December 31, 2010 and 2009, respectively, as follows:

	<u>2010</u>	<u>2009</u>
Net change in fair value		
Common collective trust	\$ -	\$ -
Mutual funds	<u>10,325,136</u>	<u>27,776,873</u>
	<u>\$ 10,325,136</u>	<u>\$ 27,776,873</u>

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Note 5 - Fair value measurements

GAAP 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.

Common Collective Trust

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 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.

Mutual Funds

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 a quoted price in an active market and classified within level 1 of the valuation hierarchy.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
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Note 5 - 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, 2010				
	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	\$ -	\$ 31,855,530	\$ -	\$ 31,855,530
Mutual funds				
Bond funds	10,946,400	-	-	10,946,400
Domestic equity funds	42,067,554	-	-	42,067,554
International equity funds	10,134,692	-	-	10,134,692
Money market funds	11,705,028	-	-	11,705,028
Multi-asset funds	29,469,102	-	-	29,469,102
Specialty equity funds	3,903,525	-	-	3,903,525
Total mutual funds	108,226,301	-	-	108,226,301
Total assets	\$ 108,226,301	\$ 31,855,530	\$ -	\$ 140,081,831
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
Total assets	\$ 163,403,918	\$ 34,627,781	\$ -	\$ 198,031,699

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2010 and 2009

Note 6 - 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 7 - 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, and therefore, the Plan and related trust continue to be tax-exempt. The Plan is in the process of obtaining an updated determination letter.

GAAP requires Plan management to evaluate tax positions taken 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. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010 and 2009, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by tax jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes that the Plan is no longer subject to income tax examinations for years prior to 2007.

Note 8 - 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 and notes receivable from participants reflected in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 and the Schedule of Assets (Held at End of Year) as of December 31, 2010, and the related investment activity and interest reflected in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2010 and 2009

Note 9 - Investment contracts with insurance companies

The Plan invests in the Vanguard Retirement Savings Trust and formerly invested in the Fidelity Managed Income Portfolio II Fund. These funds are common collective trusts and 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 Statements 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 Vanguard Retirement Savings Trust, the contract values as of December 31, 2010 and 2009 were \$30,601,119 and \$33,738,477, respectively, and fair values as of December 31, 2010 and 2009 were \$31,855,530 and \$34,483,957, respectively. Average yields earned by contracts held by the fund were approximately 3.58% and 3.29% for the years ended December 31, 2010 and 2009, respectively, and the average yields earned by the Plan for contracts held by the fund based on actual interest rates credited to participants were approximately 1.97% and 2.86% for the years ended December 31, 2010 and 2009, respectively.

For the Fidelity Managed Income Portfolio II Fund, the contract value as of December 31, 2009 was \$145,631, and the fair value was \$143,824. The Plan held no investment in this fund at December 31, 2010. Average yields earned by contracts held by the fund were approximately 2.25% and 2.74% for the years ended December 31, 2010 and 2009, respectively, and the average yields earned by the Plan for contracts held by the fund based on actual interest rates credited to participants were approximately 1.82% and 1.53% for the years ended December 31, 2010 and 2009, respectively.

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 10 - Party-in-interest

Notes receivable from participants and certain investments, including shares of mutual funds and a common collective trust, are 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, 2010 and 2009

Note 11 - 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, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per financial statements	\$ 140,866,149	\$ 201,052,032
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,254,411	743,673
2009 deemed distribution	<u>-</u>	<u>(2,072)</u>
Net assets available for benefits per Form 5500	\$ <u>142,120,560</u>	\$ <u>201,793,633</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Changes in net assets available for benefits per the financial statements	\$ (60,185,883)	\$ 43,445,064
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2008	-	418,712
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009	(743,673)	743,673
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	1,254,411	-
2009 deemed distribution	<u>2,072</u>	<u>(2,072)</u>
Changes in net assets available for benefits per Form 5500	\$ <u>(59,673,073)</u>	\$ <u>44,605,377</u>

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
December 31, 2010 and 2009

Note 12 - 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 13 - Subsequent events

Effective April 1, 2011, the Plan and the 401(k) Retirement Plan of AREVA merged to form the AREVA 401(k) Retirement Plan. Plan management has evaluated subsequent events through January 9, 2012, 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 Participant Contributions
Year Ended December 31, 2010
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Line 4a)

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions
\$2,271,168	\$2,271,168

Note: The Plan Sponsor is in the process of correcting 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, 2010
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			
*	The Vanguard Group	Vanguard Retirement Savings Trust		\$ 31,855,530
	Mutual funds			
*	The Vanguard Group	Vanguard 500 Index Fund Investor Shares	**	10,436,999
*	The Vanguard Group	Vanguard Explorer Fund	**	3,998,888
*	The Vanguard Group	Vanguard International Growth Fund	**	5,343,097
*	The Vanguard Group	Vanguard International Value Fund	**	4,791,595
*	The Vanguard Group	Vanguard Long-Term Investment Grade Investor Shares	**	5,515,130
*	The Vanguard Group	Vanguard Mid-Cap Index Fund	**	6,886,723
*	The Vanguard Group	Vanguard PRIMECAP Fund	**	8,758,600
*	The Vanguard Group	Vanguard Prime Money Market Fund	**	11,705,028
*	The Vanguard Group	Vanguard REIT Index Fund	**	3,903,525
*	The Vanguard Group	Vanguard Short-Term Fund Investor Shares	**	5,431,270
*	The Vanguard Group	Vanguard Small-Cap Index Fund Investor Shares	**	1,235,988
*	The Vanguard Group	Vanguard Small-Cap Value Index Fund	**	3,682,252
*	The Vanguard Group	Vanguard Target Retirement 2005	**	13,210
*	The Vanguard Group	Vanguard Target Retirement 2010	**	1,839,335
*	The Vanguard Group	Vanguard Target Retirement 2015	**	3,566,298
*	The Vanguard Group	Vanguard Target Retirement 2020	**	1,510,555
*	The Vanguard Group	Vanguard Target Retirement 2025	**	1,131,127
*	The Vanguard Group	Vanguard Target Retirement 2030	**	1,409,591
*	The Vanguard Group	Vanguard Target Retirement 2035	**	765,614
*	The Vanguard Group	Vanguard Target Retirement 2040	**	461,474
*	The Vanguard Group	Vanguard Target Retirement 2045	**	371,991
*	The Vanguard Group	Vanguard Target Retirement 2050	**	204,102
*	The Vanguard Group	Vanguard Target Retirement Income	**	664,315
*	The Vanguard Group	Vanguard Wellesley Income Fund Investor Shares	**	3,713,331
*	The Vanguard Group	Vanguard Wellington Fund Investor Shares	**	13,818,159
*	The Vanguard Group	Vanguard Windsor II Fund Investor Shares	**	7,068,104
	Total mutual funds			<u>108,226,301</u>

(continued)

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Assets (Held at End of Year)
December 31, 2010
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% - 9.25%	**	\$ <u>1,734,719</u>
	Total			\$ <u><u>141,816,550</u></u>

* Represents a party-in-interest.

** Cost omitted for participant-directed investments.

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, 2010
EIN: 13-2701910 PL: 002
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(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
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*	The Vanguard Group	Vanguard Target Retirement 2020	**	1,510,555
*	The Vanguard Group	Vanguard Target Retirement 2025	**	1,131,127
*	The Vanguard Group	Vanguard Target Retirement 2030	**	1,409,591
*	The Vanguard Group	Vanguard Target Retirement 2035	**	765,614
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*	The Vanguard Group	Vanguard Wellington Fund Investor Shares	**	13,818,159
*	The Vanguard Group	Vanguard Windsor II Fund Investor Shares	**	7,068,104
	Total mutual funds			<u>108,226,301</u>

(continued)

AREVA U.S.A. GROUP SAVINGS PLAN
Schedule of Assets (Held at End of Year)
December 31, 2010
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% - 9.25%	**	\$ <u>1,734,719</u>
	Total			\$ <u><u>141,816,550</u></u>

* Represents a party-in-interest.

** Cost omitted for participant-directed investments.

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 Participant Contributions
Year Ended December 31, 2010
EIN: 13-2701910 PL: 002
(Form 5500, Schedule H, Line 4a)

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions
\$2,271,168	\$2,271,168

Note: The Plan Sponsor is in the process of correcting delinquent participant contributions by restoring lost earnings to participants.