

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), 6057(b), 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 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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>VERENIUM CORPORATION 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1995</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1995</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1995</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>VERENIUM CORPORATION</u> <u>3550 JOHN HOPKINS COURT</u> <u>SAN DIEGO, CA 92121</u> <u>3550 JOHN HOPKINS COURT</u> <u>SAN DIEGO, CA 92121</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>22-3297375</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>858-431-8500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541700</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>22-3297375</u>	2c Sponsor's telephone number <u>858-431-8500</u>	2d Business code (see instructions) <u>541700</u>	
2b Employer Identification Number (EIN) <u>22-3297375</u>					
2c Sponsor's telephone number <u>858-431-8500</u>					
2d Business code (see instructions) <u>541700</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>10/08/2012</u>	<u>CATHERINE SCANLON</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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") VERENIUM CORPORATION 3550 JOHN HOPKINS COURT SAN DIEGO, CA 92121	3b Administrator's EIN 22-3297375
	3c Administrator's telephone number 858-431-8500

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	259
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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	105
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	158
d Subtotal. Add lines 6a , 6b , and 6c	6d	263
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	264
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	248
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

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)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance	(1) ☒ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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)** ☒ **1** **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

A Name of plan VERENIUM CORPORATION 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 VERENIUM CORPORATION	D Employer Identification Number (EIN) 22-3297375	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

GREAT WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	455114-01	0	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL LLC-DARRELL ALFORD 3160 CAMINO DEL RIOS #301
SAN DIEGO, CA 92108

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

NPR FINANCIAL, INC. -LISA JUNGERS 3160 CAMINO DEL RIO S #304
SAN DIEGO, CA 92108

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0			3

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

Schedule A (Form 5500) 2011
v.012611

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	2143727
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c Additions: (1) Contributions deposited during the year	7c(1)	104623	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	35033	
(4) Transferred from separate account	7c(4)	495963	
(5) Other (specify below)	7c(5)	36687	

▶ **LOAN PAYMENTS**

(6) Total additions	7c(6)	672306
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d Total of balance and additions (add b and c(6))	7d	2816033
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2693224	
(2) Administration charge made by carrier	7e(2)	14	
(3) Transferred to separate account	7e(3)	122795	
(4) Other (specify below)	7e(4)		

▶

(5) Total deductions	7e(5)	2816033
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>VERENIUM CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VERENIUM CORPORATION</u>	D Employer Identification Number (EIN) <u>22-3297375</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>FIDELITY INVESTMENTS INSTITUTIONAL</u>
<u>04-2647786</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
<u>PUTNAM FIDUCIARY TRUST COMPANY</u>
<u>04-2777224</u>

(b) Enter name and EIN or address of person who provided you disclosures 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 60	RECORDKEEPER	7598	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 ☐

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)

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation AF BALANCED R5 - AMERICAN FUNDS SER 95-2566717		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.05%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation AF EUROPAC GROWTH R5 - AMERICAN FUN 95-2566717		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.05%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation COLUMBIA ACORN Z - COLUMBIA MGT INV 04-3156901		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
HEARTLAND VAL PLS IS - ALPS FUND SE 20-3247785	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
INVS DIVRS DIVD INST - INVESCO AIM 98-0557567	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JENSEN QUAL GRTH J - US BANCORP FUN 39-0281260	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM SMRTRET INCM I - BOSTON FINANCI	0.15%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM SMRTRET 2010 I - BOSTON FINANCI	0.15%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM SMRTRET 2015 I - BOSTON FINANCI	0.15%	
04-2526037		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM SMRTRET 2020 I - BOSTON FINANCI 04-2526037	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM SMRTRET 2025 I - BOSTON FINANCI 04-2526037	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM SMRTRET 2030 I - BOSTON FINANCI 04-2526037	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM SMRTRET 2035 I - BOSTON FINANCI 04-2526037	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM SMRTRET 2040 I - BOSTON FINANCI 04-2526037	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM SMRTRET 2045 I - BOSTON FINANCI 04-2526037	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JPM SMRTRET 2050 I - BOSTON FINANCIAL 04-2526037	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MFS MA INV TRUST R4 - MFS SERVICE C 04-2865649	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OPPHMR DEV MKTS Y - OPPENHEIMERFUND P.O. BOX 5270 COLORADO, CO 80217	0.20%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOT RETURN ADM - BOSTON FINAN	0.26%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PUTNAM STABLE VALUE	0.25%	
04-3159710		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
RDGWTH MID CAP VAL I - BOSTON FINAN	0.40%	
04-2526037		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
THORNBURG INT VAL R5 - BOSTON FINAN 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
WFA SM CO GROWTH I - BOSTON FINANCI 04-2526037	0.15%	
(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

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 2011 This Form is Open to Public Inspection.	
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011					
A Name of plan VERENIUM CORPORATION 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 VERENIUM CORPORATION				D Employer Identification Number (EIN) 22-3297375	
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: PUTNAM STABLE VALUE					
b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY					
c EIN-PN 04-3159710-202		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1701884	
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)	
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)	
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 103-1	

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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>VERENIUM CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VERENIUM CORPORATION</u>	D Employer Identification Number (EIN) <u>22-3297375</u>	

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	70555	69260
(2) Participant contributions	1b(2)	0	23125
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(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)	133582	146825
(9) Value of interest in common/collective trusts.....	1c(9)	0	1701884
(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)	14959120	13111338
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	2143727	0
(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	17306984	15052432

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	17306984	15052432
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	366968	
(B) Participants	2a(1)(B)	924534	
(C) Others (including rollovers)	2a(1)(C)	81468	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1372970
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)	5337	
(F) Other	2b(1)(F)	35034	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		40371
(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)	308991	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		308991
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8211
(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)		-238978
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1491565

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3737878	
(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)		3737878
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	437	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7802	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8239
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3746117

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2254552
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: JGD & ASSOCIATES, LLP

(2) EIN: 93-3132551

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.).....	☒	☐	61931
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?.....	☒	☐	500000
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)

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>VERENIUM CORPORATION 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VERENIUM CORPORATION</u>	D Employer Identification Number (EIN) <u>22-3297375</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>84-0467907</u> <u>04-6568107</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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
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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. 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.
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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): _____

VERENIUM CORPORATION 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2011 AND 2010

VERENIUM CORPORATION 401(K) PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits.....	3
Notes to the Financial Statements	4-13
SUPPLEMENTARY INFORMATION	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year).....	14-15
Schedule H, Line 4a – Schedule of Delinquent Participant Transactions.....	16

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.



JGD & Associates LLP
CERTIFIED PUBLIC ACCOUNTANTS

www.JGDnet.com

INDEPENDENT AUDITOR'S REPORT

To the Retirement Plan Committee of
Verenium Corporation 401(k) Plan
San Diego, California

We were engaged to audit the financial statements of Verenium Corporation 401(k) Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying Table of Contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR Section 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 3, which was certified by Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC, the current and former custodians 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 custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010 and for the year ended December 31, 2011 that the information provided to the plan administrator by the custodians are 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 these accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for the Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 custodians, 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.

The accompanying financial statements and supplemental schedules have been prepared assuming that the Plan will continue as a going concern. As discussed in Note 1, Verenium Corporation's (the Company) audited financial statements as of and for the year ended December 31, 2011 and 2010 contains a going concern modification to the audit opinion. This factor raises substantial doubt about the Company's ability to continue as a going concern and accordingly, the Plan's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

JGD & Associates LLP

San Diego, California
September 27, 2012

Verenium Corporation 401(k) Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
<u>ASSETS</u>		
INVESTMENTS (Notes 2, 3, 4, 5 and 6)	\$ <u>14,871,086</u>	\$ <u>17,102,847</u>
RECEIVABLES		
Employer's contributions	69,260	70,555
Participants' contributions	23,125	0
Notes receivable from participants (Note 2)	<u>146,825</u>	<u>133,582</u>
Total receivables	<u>239,210</u>	<u>204,137</u>
Total assets	<u>15,110,296</u>	<u>17,306,984</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	15,110,296	17,306,984
Adjustment from fair value to contract value for interest in collective trust/fully benefit-responsive investment contracts (Note 6)	<u>(57,864)</u>	<u>0</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u><u>15,052,432</u></u>	\$ <u><u>17,306,984</u></u>

The accompanying notes are an integral part of these financial statements.

Verenium Corporation 401(k) Plan
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 Year ended December 31, 2011

ADDITIONS TO (SUBTRACTIONS FROM)
 NET ASSETS ATTRIBUTED TO

Investment income (loss) (Notes 2, 3 and 4)

Net appreciation (depreciation) in fair value of investments	\$ (238,978)
Dividends	308,991
Interest	<u>43,245</u>
Net investment income (loss)	<u>113,258</u>

Interest income on notes receivable from participants	<u>5,337</u>
---	--------------

Contributions

Employer's	366,968
Participants'	924,534
Participants' rollovers	<u>81,468</u>
Total contributions	<u>1,372,970</u>
Total additions (subtractions)	<u>1,491,565</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid to participants	3,737,878
Administrative expenses	<u>8,239</u>
Total deductions	<u>3,746,117</u>
Net increase (decrease)	(2,254,552)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>17,306,984</u>
End of year	<u>\$ 15,052,432</u>

The accompanying notes are an integral part of these financial statements.

Verenium Corporation 401(k) Plan
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1--DESCRIPTION OF PLAN

The following description of the Verenium Corporation 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General : The Plan, which was adopted on January 1, 1995, is a defined contribution plan covering substantially all employees of Verenium Corporation (the Company) who meet the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions : Participant salary reduction contributions: Participants may contribute up to 75% of pretax annual compensation, as defined by the Plan. Unless affirmatively elected otherwise, employees are automatically enrolled in the Plan upon meeting eligibility requirements. The default rate for automatic enrollment is 6% of pretax annual compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Such contributions are 100% vested and non-forfeitable. Effective November 1, 2011, participants are permitted to designate a portion or all of the deferral contributions they are otherwise eligible to make under the Plan's Roth deferral contributions. Participant contributions are subject to certain limitations.

Employer matching contributions: The Company makes matching contributions of 66% of each participant's contributions up to 6% of the participant's compensation per pay period. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant will be vested in his employer contributions per the vesting schedule.

Employer non-elective contributions: The Company may make a profit-sharing contribution at the Board of Directors' discretion allocated to participants based on the participant's compensation as a portion of total compensation. Employees must be employed at the end of the plan year and have worked 1,000 hours to be eligible for the profit-sharing contribution. Former employees who terminated employment during the year due to death, disability, or retirement would also be eligible. The Company has elected to not make a profit-sharing contribution for the year ended December 31, 2011.

Participant rollover contributions: The Plan allows participants to make rollover contributions. Such contributions are 100% vested and non-forfeitable.

Eligibility to participate : Employees who are at least 21 years of age are eligible to participate. The Plan does not have a service requirement. Participants are eligible to enroll in the Plan on the first day of the month following these requirements and are automatically enrolled in the Plan unless they affirmatively elect otherwise.

NOTE 1--DESCRIPTION OF PLAN (Continued)

- Forfeitures : At December 31, 2011 and 2010, forfeited nonvested accounts held by the Plan totaled \$47 and \$36,396. These accounts will be used to reduce administrative expenses and employer contributions. During 2011, forfeited nonvested accounts totaling \$59,957 were used to reduce employer contributions and \$0 in administrative expenses.
- Going concern : The Company's audited financial statements as of and for the years ended December 31, 2011 and 2010 contain a going concern modification to the respective audit opinion. This factor raises substantial doubt about the Company's ability to continue as a going concern and accordingly, the Plan's ability to continue as a going concern. The Company is taking action to alleviate the situation. The accompanying plan financial statements do not include any adjustments that could result should the Company and accordingly the Plan be unable to continue as a going concern.
- Notes receivable from participants : Participants may borrow from their fund account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at a rate of 4.25%, which approximates current market conditions.
- Participant accounts : Upon enrollment in the Plan, a participant directs contributions in any of the available investment options. Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's salary reduction, rollover contributions, employer matching contributions and an allocation of the employer's profit-sharing contribution and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account. All investments are directed by plan participants.
- Payment of benefits : A participant's vested account balance becomes distributable upon termination of service due to disability, retirement or death. Upon severance of employment for other than disability, retirement or death, benefits are paid to employees based on the amount allocated to their account multiplied by the vesting percentage at the time of termination. The distribution shall be made to the participant or beneficiary in accordance with the election of the participant. Participants may defer receiving these benefits until their normal retirement age if their vested account balance exceeds \$5,000.
- Vesting : Participants are immediately vested in their rollover and salary reduction contributions plus actual earnings thereon. Vesting in company matching and non-elective contributions is based on a plan year, which is defined as 1,000 hours of service.

NOTE 1--DESCRIPTION OF PLAN (Continued)

Vesting (continued) : Accrued benefits vest as follows:

<u>Years of Service</u>	<u>Vested Interest</u>
Less than 1	0%
1	50%
2	100%

Participants become fully vested upon termination for reason of retirement, death or disability, or if the Plan is terminated. Non-vested benefits are forfeited by participants upon termination for reasons other than normal retirement, death or disability.

NOTE 2--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting : The financial statements of the Plan are prepared on the accrual basis of accounting.

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 of December 31, 2010, the Plan invested in investment contracts through guaranteed interest contracts. As the guaranteed interest contracts contract value was materially consistent with fair value, no adjustment was made. The Statements of Net Assets Available for Benefits presents the fair value of the investment in the guaranteed interest contracts.

As of December 31, 2011, the Plan invests in investment contracts through a common/collective trust. The Statement of Net Assets Available for Benefits presents the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Administrative expenses : All administrative, accounting, legal and audit services of the Plan not offset by forfeitures are provided by the Company at no cost, or paid by the Company.

Investment valuation and income recognition : Investments are reported at fair value. Fair value 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. See Note 5 for discussion of fair value measurements.

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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 2--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes receivable from participants	:	Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Principal and interest are paid ratably through payroll deductions. At December 31, 2011 and 2010, all such notes receivable, which are administered and collected by the custodian, were current and reflected no defaults. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.
Payment of benefits	:	Benefits are recorded when paid.
Reclassification	:	Certain prior year balances have been reclassified to agree to current year presentation.
Subsequent events	:	The Plan has evaluated subsequent events through September 27, 2012, the date the financial statements were available to be issued.
Use of estimates	:	The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

NOTE 3--CERTIFIED INFORMATION

The following is a summary of the certified information regarding the Plan, included in the Plan's financial statements and supplemental schedules that were prepared by or derived from information prepared by Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC, the current and former custodians of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodians that the information is complete and accurate as of December 31, 2011 and 2010. Certified information is summarized as follows:

	<u>2011</u>	<u>2010</u>
Investments, at fair value	\$ 14,871,086	\$ 17,102,847
Adjustment from fair value to contract value for interest in common/collective trust	(57,864)	0
Notes receivable from participants	<u>146,825</u>	<u>133,582</u>
Total investments and assets certified by custodians	<u>\$ 14,960,047</u>	<u>\$ 17,236,429</u>

Changes in net assets certified by the custodians and not audited for the year ended December 31, 2011 include the following:

Net appreciation (depreciation) in fair value of investments	\$ (238,978)
Dividends	308,991
Interest	43,245
Interest income on notes receivable from participants	5,337
Administrative expenses	(8,239)

NOTE 4--INVESTMENTS

The Plan's investments are held in a trust fund. Effective November 1, 2011, the Plan's administrator and custodian was transitioned from Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC to Fidelity Management Trust Company. Accordingly, the Plan's investments were transferred into new funds as of the transition date. Investments that represent 5% or more of the Plan's net assets are separately identified as of December 31:

	<u>2011</u>	<u>2010</u>
Investments at Fair Value as Determined by Quoted Market Price		
Mutual funds		
American Funds AMCAP Fund	\$ 0	\$ 1,504,884
American Funds Fundamental Investors Fund	0	1,377,144
Blackrock Index Equity Fund	0	1,052,943
Columbia Acorn Fund	1,455,854	0
Fidelity Spartan 500 Index Advantage Fund	1,031,913	0
Heartland Value Plus Institutional Fund	1,302,382	0
Jensen Quality Growth Fund	1,295,839	0
JPMorgan SmartRetirement 2030 Fund	793,103	0
MFS Massachusetts Investors Trust Fund	1,067,361	0
MFS Research International Fund	0	1,485,985
Oppenheimer Main Street Small and Mid-Cap Fund	0	1,097,405
T Rowe Price Mid-Cap Growth Fund	0	1,976,015
Thornburg International Value Fund	1,077,616	0
Other mutual funds	<u>5,087,270</u>	<u>6,464,744</u>
Total mutual funds, at fair value	<u>13,111,338</u>	<u>14,959,120</u>
Investments at contract value		
Common/collective trust		
Putnam Stable Value Fund	1,701,884	0
Guaranteed interest contract (GIC)		
Key Guaranteed Portfolio Fund	<u>0</u>	<u>2,143,727</u>
Total investments at contract value	<u>1,701,884</u>	<u>2,143,727</u>
Adjustment from contract value to fair value	<u>57,864</u>	<u>0</u>
Total investments, at fair value	<u>\$ 14,871,086</u>	<u>\$ 17,102,847</u>

During the year ended December 31, 2011, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

Investments at Fair Value as Determined by Quoted Market Price	
Mutual funds	\$ <u>(238,978)</u>
Net change in fair value of investments	\$ <u>(238,978)</u>

NOTE 5--FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy and a description of the valuation methodologies used for assets measured at fair value are described below:

Level 1 Fair Value Measurements

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Mutual funds are valued at the quoted net asset value of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

Inputs to the valuation methodology include (a) quoted prices for similar assets or liabilities in active markets, (b) quoted prices for identical or similar assets or liabilities in inactive markets, (c) inputs other than quoted prices that are observable for the asset or liability or (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

The common/collective trust is valued based on information reported by the investment advisor using audited financial statements of the common/collective trust at year end.

Level 3 Fair Value Measurements

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Guaranteed investment contracts are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while plan management 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.

NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

Assets at Fair Value as of December 31, 2011

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Common/collective trust (a)	\$ 1,759,748	\$ 0	\$ 1,759,748	\$ 0
Mutual funds				
Bond (b)	708,091	708,091	0	0
International (c)	1,385,362	1,385,362	0	0
Large cap (d)	4,550,540	4,550,540	0	0
Lifestyle / target (e)	2,670,759	2,670,759	0	0
Mid cap (f)	2,486,693	2,486,693	0	0
Small cap (g)	1,309,893	1,309,893	0	0
Total	<u>\$ 14,871,086</u>	<u>\$ 13,111,338</u>	<u>\$ 1,759,748</u>	<u>\$ 0</u>

Assets at Fair Value as of December 31, 2010

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Guaranteed interest contracts (h)	\$ 2,143,727	\$ 0	\$ 0	\$ 2,143,727
Mutual funds				
Bond (b)	523,447	523,447	0	0
International (c)	2,039,984	2,039,984	0	0
Large cap (d)	5,333,260	5,333,260	0	0
Lifestyle / target (e)	2,532,769	2,532,769	0	0
Mid cap (f)	2,629,878	2,629,878	0	0
Small cap (g)	1,899,782	1,899,782	0	0
Total	<u>\$ 17,102,847</u>	<u>\$ 14,959,120</u>	<u>\$ 0</u>	<u>\$ 2,143,727</u>

- (a) Common/collective trust: A fund that is intended to preserve principal and achieve high current income through a diversified portfolio of high-quality guaranteed investment contracts and similar contracts issued by insurance companies, banks and other financial institutions.
- (b) Bond: A mutual fund that is intended to produce a predictable stream of income derived from ownership in corporate or government bonds and other fixed income instruments with varying maturities.
- (c) International: A mutual fund that invests primarily in companies located outside of its investors' country of residence.
- (d) Large cap: A mutual fund that invests in companies with a market capitalization of greater than \$10 billion at the time of purchase.
- (e) Lifestyle / target: A mutual fund diversified over a range of asset categories. Each Lifestyle fund has an objective to invest along a pre-determined goal. For example: aggressive growth or conservative income. Portfolios include both equities and fixed income securities.
- (f) Mid cap: A mutual fund that invests in mid-sized companies generally ranging from \$2 billion to \$10 billion in market capitalization at the time of purchase.

NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

- (g) Small cap: A mutual fund that invests in companies with a market capitalization of between \$300 million and \$2 billion at the time of purchase.
- (h) Guaranteed interest contract: Investments are provided through Great-West Life & Annuity Insurance Company. See Note 6.

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	<u>Guaranteed Interest Contracts</u>
Balance at January 1, 2011	\$ 2,143,727
Realized gains	35,034
Purchases	637,273
Sales	<u>(2,816,034)</u>
Balance at December 31, 2011	\$ <u>0</u>

NOTE 6--INVESTMENT CONTRACTS WITH INSURANCE COMPANIES

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan had a benefit-responsive investment contract with Great-West Life & Annuity Insurance Company. Great-West Life & Annuity Insurance Company maintained the contributions in a common collective trust. The account is credited with earnings on the underlying investment and is charged for plan withdrawals and administrative expenses by Great-West Life & Annuity Insurance Company. The investment is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses) because the contract is considered fully benefit-responsive. Net assets available for benefits shall reflect the contract value for this investment contract because participants are guaranteed return of principal and accrued interest. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2011 and 2010 were \$0 and \$2,143,727, respectively. The average yields were approximately 2.03% and 2.49% for the years ended December 31, 2011 and 2010. The crediting interest rates were approximately 2.03% and 2.49% for the years ended December 31, 2011 and 2010. The crediting interest rate is based on an agreed upon formula with the issuer, but cannot be less than zero. This investment was liquidated when the company changed custodians on November 1, 2011.

Certain events limit the ability of the Plan to transact at contract value with the issuer, such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deleting of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestiture or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemptions under ERISA. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed interest contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE 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. In the event of plan termination, participants will become 100% vested in their accounts.

NOTE 8--TAX STATUS

As of December 31, 2011, an IRS determination letter has not been obtained for the Plan instrument as adopted, but an IRS "prototype" opinion letter dated March 31, 2008 has been obtained by Fidelity Management and Research Company, the service provider, regarding the original plan document. Although the Plan has been amended since receiving the IRS "prototype" opinion letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC). Therefore, plan management believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require 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 U.S. Department of Labor (DOL) Employee Benefits Security Administration (EBSA). Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, 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. The plan is subject to routine audits by taxing jurisdiction; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 9--PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC, the current and former custodians of the Plan. Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC are the current and former custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 11--RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 12--NON-EXEMPT TRANSACTIONS

Participant contributions and loan repayments of \$59,752 and \$2,179 were withheld from participants' pay throughout the plan year and were not remitted to the Plan timely. Each remittance constituted a loan from the Plan to the plan sponsor. These late contributions and loan repayments were remitted to the Plan during 2011. Lost earnings on these contributions and loan repayments were determined to be \$29 and the Company remitted these lost earnings during 2012. (See attached Schedule H, Line 4a). In addition, the Department of Labor has completed an audit of non-exempt transactions for the period of January 2009 through July 2012. The audit was concluded and the additional lost earnings on late remittances as determined by the DOL audit are considered immaterial.

NOTE 13--PARTIAL PLAN TERMINATION

During the year ended December 31, 2010, Verenum Corporation 401(k) Plan had involuntary terminations of 57% of its eligible employees, resulting in a partial plan termination for the 2010 plan year. As a result, all plan participants involved in the Verenum Biofuels Business Unit divestiture became fully vested in their account balances.

SUPPLEMENTARY INFORMATION

Verenium Corporation 401(k) Plan
(EIN # 22-3297375) (Plan # 001)
Schedule H, Part IV Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

(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
	Common Collective Trust			
	Putnam Investments	Putnam Stable Value Fund	\$	\$ 1,759,748
	Mutual Fund			
	American Funds	American Funds American Balanced Fund		600,966
	American Funds	American Funds EuroPacific Growth Fund		119,414
	Columbia Management	Columbia Acorn Fund		1,455,854
*	Fidelity Investments	Fidelity Government Income Fund		482,401
*	Fidelity Investments	Fidelity Low-Priced Stock Fund		5,536
*	Fidelity Investments	Fidelity Spartan 500 Index Advantage Fund		1,031,913
*	Fidelity Investments	Fidelity Spartan Extended Market Index Advantage Fund		338,580
	Heartland Funds	Heartland Value Plus Institutional Fund		1,302,382
	Invesco	Invesco Diversified Dividend Institutional Fund		554,461
	Jensen Investment Management	Jensen Quality Growth Fund		1,295,839
	JPMorgan	JPMorgan SmartRetirement 2010 Fund		50,667
	JPMorgan	JPMorgan SmartRetirement 2015 Fund		30,624
	JPMorgan	JPMorgan SmartRetirement 2020 Fund		451,681
	JPMorgan	JPMorgan SmartRetirement 2025 Fund		299,904
	JPMorgan	JPMorgan SmartRetirement 2030 Fund		793,103
	JPMorgan	JPMorgan SmartRetirement 2035 Fund		343,034
	JPMorgan	JPMorgan SmartRetirement 2040 Fund		411,718
	JPMorgan	JPMorgan SmartRetirement 2045 Fund		115,353
	JPMorgan	JPMorgan SmartRetirement 2050 Fund		51,822
	JPMorgan	JPMorgan SmartRetirement Income Institutional Fund		122,853
	MFS	MFS Massachusetts Investors Trust Fund		1,067,361
	OppenheimerFunds	Oppenheimer Developing Markets Fund		188,332

Verenium Corporation 401(k) Plan
(EIN # 22-3297375) (Plan # 001)
Schedule H, Part IV Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)
December 31, 2011

(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
	Mutual Funds (continued)			
	PIMCO	PIMCO Total Return Admin Fund		225,690
	RidgeWorth Investments	RidgeWorth Mid-Cap Value Equity Fund		686,723
	Thornburg Investment Management	Thornburg International Value Fund		1,077,616
	Wells Fargo Advantage	Wells Fargo Advantage Small Co Growth Fund		7,511
	Total investments		0	14,871,086
*	Participant Loans	Interest rate is 4.25%		146,825
	Total		\$ 0	\$ 15,017,911

* Indicates party-in-interest

In accordance with ERISA section 404(c), cost information is not required when reporting investments of an individual account plan that is participant or beneficiary directed.

Verenium Corporation 401(k) Plan
(EIN # 22-3297375) (Plan # 001)
Schedule H, Line 4a - SCHEDULE OF DELINQUENT PARTICIPANT TRANSACTIONS
Year ended December 31, 2011

Total that Constitutes Nonexempt Prohibited Transactions

Participant Contributions Transferred Late To the Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$ 61,931 ✓	\$ 0	\$ 61,931	\$ 0	\$ 0

✓ Includes late participant loan repayments

* See Note 12

VERENIUM CORPORATION 401(K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2011 AND 2010

VERENIUM CORPORATION 401(K) PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits.....	3
Notes to the Financial Statements	4-13
SUPPLEMENTARY INFORMATION	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year).....	14-15
Schedule H, Line 4a – Schedule of Delinquent Participant Transactions.....	16

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.



JGD & Associates LLP
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Retirement Plan Committee of
Verenium Corporation 401(k) Plan
San Diego, California

We were engaged to audit the financial statements of Verenium Corporation 401(k) Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying Table of Contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR Section 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 3, which was certified by Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC, the current and former custodians 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 custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010 and for the year ended December 31, 2011 that the information provided to the plan administrator by the custodians are 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 these accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for the Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 custodians, 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.

The accompanying financial statements and supplemental schedules have been prepared assuming that the Plan will continue as a going concern. As discussed in Note 1, Verenium Corporation's (the Company) audited financial statements as of and for the year ended December 31, 2011 and 2010 contains a going concern modification to the audit opinion. This factor raises substantial doubt about the Company's ability to continue as a going concern and accordingly, the Plan's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

JGD & Associates LLP

San Diego, California
September 27, 2012

Verenium Corporation 401(k) Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
<u>ASSETS</u>		
INVESTMENTS (Notes 2, 3, 4, 5 and 6)	\$ <u>14,871,086</u>	\$ <u>17,102,847</u>
RECEIVABLES		
Employer's contributions	69,260	70,555
Participants' contributions	23,125	0
Notes receivable from participants (Note 2)	<u>146,825</u>	<u>133,582</u>
Total receivables	<u>239,210</u>	<u>204,137</u>
Total assets	<u>15,110,296</u>	<u>17,306,984</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	15,110,296	17,306,984
Adjustment from fair value to contract value for interest in collective trust/fully benefit-responsive investment contracts (Note 6)	<u>(57,864)</u>	<u>0</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u><u>15,052,432</u></u>	\$ <u><u>17,306,984</u></u>

The accompanying notes are an integral part of these financial statements.

Verenium Corporation 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2011

ADDITIONS TO (SUBTRACTIONS FROM)
NET ASSETS ATTRIBUTED TO

Investment income (loss) (Notes 2, 3 and 4)

Net appreciation (depreciation) in fair value of investments	\$ (238,978)
Dividends	308,991
Interest	<u>43,245</u>
Net investment income (loss)	<u>113,258</u>

Interest income on notes receivable from participants	<u>5,337</u>
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Contributions

Employer's	366,968
Participants'	924,534
Participants' rollovers	<u>81,468</u>
Total contributions	<u>1,372,970</u>
Total additions (subtractions)	<u>1,491,565</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid to participants	3,737,878
Administrative expenses	<u>8,239</u>
Total deductions	<u>3,746,117</u>
Net increase (decrease)	(2,254,552)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>17,306,984</u>
End of year	<u>\$ 15,052,432</u>

The accompanying notes are an integral part of these financial statements.

Verenium Corporation 401(k) Plan
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1--DESCRIPTION OF PLAN

The following description of the Verenium Corporation 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General : The Plan, which was adopted on January 1, 1995, is a defined contribution plan covering substantially all employees of Verenium Corporation (the Company) who meet the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions : Participant salary reduction contributions: Participants may contribute up to 75% of pretax annual compensation, as defined by the Plan. Unless affirmatively elected otherwise, employees are automatically enrolled in the Plan upon meeting eligibility requirements. The default rate for automatic enrollment is 6% of pretax annual compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Such contributions are 100% vested and non-forfeitable. Effective November 1, 2011, participants are permitted to designate a portion or all of the deferral contributions they are otherwise eligible to make under the Plan's Roth deferral contributions. Participant contributions are subject to certain limitations.

Employer matching contributions: The Company makes matching contributions of 66% of each participant's contributions up to 6% of the participant's compensation per pay period. These contributions are subject to overall employer contribution limits and additions to individual participant account limits. Each participant will be vested in his employer contributions per the vesting schedule.

Employer non-elective contributions: The Company may make a profit-sharing contribution at the Board of Directors' discretion allocated to participants based on the participant's compensation as a portion of total compensation. Employees must be employed at the end of the plan year and have worked 1,000 hours to be eligible for the profit-sharing contribution. Former employees who terminated employment during the year due to death, disability, or retirement would also be eligible. The Company has elected to not make a profit-sharing contribution for the year ended December 31, 2011.

Participant rollover contributions: The Plan allows participants to make rollover contributions. Such contributions are 100% vested and non-forfeitable.

Eligibility to participate : Employees who are at least 21 years of age are eligible to participate. The Plan does not have a service requirement. Participants are eligible to enroll in the Plan on the first day of the month following these requirements and are automatically enrolled in the Plan unless they affirmatively elect otherwise.

NOTE 1--DESCRIPTION OF PLAN (Continued)

- Forfeitures : At December 31, 2011 and 2010, forfeited nonvested accounts held by the Plan totaled \$47 and \$36,396. These accounts will be used to reduce administrative expenses and employer contributions. During 2011, forfeited nonvested accounts totaling \$59,957 were used to reduce employer contributions and \$0 in administrative expenses.
- Going concern : The Company's audited financial statements as of and for the years ended December 31, 2011 and 2010 contain a going concern modification to the respective audit opinion. This factor raises substantial doubt about the Company's ability to continue as a going concern and accordingly, the Plan's ability to continue as a going concern. The Company is taking action to alleviate the situation. The accompanying plan financial statements do not include any adjustments that could result should the Company and accordingly the Plan be unable to continue as a going concern.
- Notes receivable from participants : Participants may borrow from their fund account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at a rate of 4.25%, which approximates current market conditions.
- Participant accounts : Upon enrollment in the Plan, a participant directs contributions in any of the available investment options. Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's salary reduction, rollover contributions, employer matching contributions and an allocation of the employer's profit-sharing contribution and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account. All investments are directed by plan participants.
- Payment of benefits : A participant's vested account balance becomes distributable upon termination of service due to disability, retirement or death. Upon severance of employment for other than disability, retirement or death, benefits are paid to employees based on the amount allocated to their account multiplied by the vesting percentage at the time of termination. The distribution shall be made to the participant or beneficiary in accordance with the election of the participant. Participants may defer receiving these benefits until their normal retirement age if their vested account balance exceeds \$5,000.
- Vesting : Participants are immediately vested in their rollover and salary reduction contributions plus actual earnings thereon. Vesting in company matching and non-elective contributions is based on a plan year, which is defined as 1,000 hours of service.

NOTE 1--DESCRIPTION OF PLAN (Continued)

Vesting (continued) : Accrued benefits vest as follows:

<u>Years of Service</u>	<u>Vested Interest</u>
Less than 1	0%
1	50%
2	100%

Participants become fully vested upon termination for reason of retirement, death or disability, or if the Plan is terminated. Non-vested benefits are forfeited by participants upon termination for reasons other than normal retirement, death or disability.

NOTE 2--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting : The financial statements of the Plan are prepared on the accrual basis of accounting.

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 of December 31, 2010, the Plan invested in investment contracts through guaranteed interest contracts. As the guaranteed interest contracts contract value was materially consistent with fair value, no adjustment was made. The Statements of Net Assets Available for Benefits presents the fair value of the investment in the guaranteed interest contracts.

As of December 31, 2011, the Plan invests in investment contracts through a common/collective trust. The Statement of Net Assets Available for Benefits presents the fair value of the investment in the common/collective trust as well as the adjustment of the investment in the common/collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Administrative expenses : All administrative, accounting, legal and audit services of the Plan not offset by forfeitures are provided by the Company at no cost, or paid by the Company.

Investment valuation and income recognition : Investments are reported at fair value. Fair value 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. See Note 5 for discussion of fair value measurements.

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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 2--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes receivable from participants	:	Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Principal and interest are paid ratably through payroll deductions. At December 31, 2011 and 2010, all such notes receivable, which are administered and collected by the custodian, were current and reflected no defaults. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.
Payment of benefits	:	Benefits are recorded when paid.
Reclassification	:	Certain prior year balances have been reclassified to agree to current year presentation.
Subsequent events	:	The Plan has evaluated subsequent events through September 27, 2012, the date the financial statements were available to be issued.
Use of estimates	:	The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

NOTE 3--CERTIFIED INFORMATION

The following is a summary of the certified information regarding the Plan, included in the Plan's financial statements and supplemental schedules that were prepared by or derived from information prepared by Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC, the current and former custodians of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodians that the information is complete and accurate as of December 31, 2011 and 2010. Certified information is summarized as follows:

	<u>2011</u>	<u>2010</u>
Investments, at fair value	\$ 14,871,086	\$ 17,102,847
Adjustment from fair value to contract value for interest in common/collective trust	(57,864)	0
Notes receivable from participants	<u>146,825</u>	<u>133,582</u>
Total investments and assets certified by custodians	<u>\$ 14,960,047</u>	<u>\$ 17,236,429</u>

Changes in net assets certified by the custodians and not audited for the year ended December 31, 2011 include the following:

Net appreciation (depreciation) in fair value of investments	\$ (238,978)
Dividends	308,991
Interest	43,245
Interest income on notes receivable from participants	5,337
Administrative expenses	(8,239)

NOTE 4--INVESTMENTS

The Plan's investments are held in a trust fund. Effective November 1, 2011, the Plan's administrator and custodian was transitioned from Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC to Fidelity Management Trust Company. Accordingly, the Plan's investments were transferred into new funds as of the transition date. Investments that represent 5% or more of the Plan's net assets are separately identified as of December 31:

	<u>2011</u>	<u>2010</u>
Investments at Fair Value as Determined by Quoted Market Price		
Mutual funds		
American Funds AMCAP Fund	\$ 0	\$ 1,504,884
American Funds Fundamental Investors Fund	0	1,377,144
Blackrock Index Equity Fund	0	1,052,943
Columbia Acorn Fund	1,455,854	0
Fidelity Spartan 500 Index Advantage Fund	1,031,913	0
Heartland Value Plus Institutional Fund	1,302,382	0
Jensen Quality Growth Fund	1,295,839	0
JPMorgan SmartRetirement 2030 Fund	793,103	0
MFS Massachusetts Investors Trust Fund	1,067,361	0
MFS Research International Fund	0	1,485,985
Oppenheimer Main Street Small and Mid-Cap Fund	0	1,097,405
T Rowe Price Mid-Cap Growth Fund	0	1,976,015
Thornburg International Value Fund	1,077,616	0
Other mutual funds	<u>5,087,270</u>	<u>6,464,744</u>
Total mutual funds, at fair value	<u>13,111,338</u>	<u>14,959,120</u>
Investments at contract value		
Common/collective trust		
Putnam Stable Value Fund	1,701,884	0
Guaranteed interest contract (GIC)		
Key Guaranteed Portfolio Fund	<u>0</u>	<u>2,143,727</u>
Total investments at contract value	<u>1,701,884</u>	<u>2,143,727</u>
Adjustment from contract value to fair value	<u>57,864</u>	<u>0</u>
Total investments, at fair value	<u>\$ 14,871,086</u>	<u>\$ 17,102,847</u>

During the year ended December 31, 2011, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

Investments at Fair Value as Determined by Quoted Market Price	
Mutual funds	\$ <u>(238,978)</u>
Net change in fair value of investments	\$ <u>(238,978)</u>

NOTE 5--FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy and a description of the valuation methodologies used for assets measured at fair value are described below:

Level 1 Fair Value Measurements

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Mutual funds are valued at the quoted net asset value of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

Inputs to the valuation methodology include (a) quoted prices for similar assets or liabilities in active markets, (b) quoted prices for identical or similar assets or liabilities in inactive markets, (c) inputs other than quoted prices that are observable for the asset or liability or (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

The common/collective trust is valued based on information reported by the investment advisor using audited financial statements of the common/collective trust at year end.

Level 3 Fair Value Measurements

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Guaranteed investment contracts are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while plan management 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.

NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

Assets at Fair Value as of December 31, 2011

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Common/collective trust (a)	\$ 1,759,748	\$ 0	\$ 1,759,748	\$ 0
Mutual funds				
Bond (b)	708,091	708,091	0	0
International (c)	1,385,362	1,385,362	0	0
Large cap (d)	4,550,540	4,550,540	0	0
Lifestyle / target (e)	2,670,759	2,670,759	0	0
Mid cap (f)	2,486,693	2,486,693	0	0
Small cap (g)	1,309,893	1,309,893	0	0
Total	<u>\$ 14,871,086</u>	<u>\$ 13,111,338</u>	<u>\$ 1,759,748</u>	<u>\$ 0</u>

Assets at Fair Value as of December 31, 2010

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Guaranteed interest contracts (h)	\$ 2,143,727	\$ 0	\$ 0	\$ 2,143,727
Mutual funds				
Bond (b)	523,447	523,447	0	0
International (c)	2,039,984	2,039,984	0	0
Large cap (d)	5,333,260	5,333,260	0	0
Lifestyle / target (e)	2,532,769	2,532,769	0	0
Mid cap (f)	2,629,878	2,629,878	0	0
Small cap (g)	1,899,782	1,899,782	0	0
Total	<u>\$ 17,102,847</u>	<u>\$ 14,959,120</u>	<u>\$ 0</u>	<u>\$ 2,143,727</u>

- (a) Common/collective trust: A fund that is intended to preserve principal and achieve high current income through a diversified portfolio of high-quality guaranteed investment contracts and similar contracts issued by insurance companies, banks and other financial institutions.
- (b) Bond: A mutual fund that is intended to produce a predictable stream of income derived from ownership in corporate or government bonds and other fixed income instruments with varying maturities.
- (c) International: A mutual fund that invests primarily in companies located outside of its investors' country of residence.
- (d) Large cap: A mutual fund that invests in companies with a market capitalization of greater than \$10 billion at the time of purchase.
- (e) Lifestyle / target: A mutual fund diversified over a range of asset categories. Each Lifestyle fund has an objective to invest along a pre-determined goal. For example: aggressive growth or conservative income. Portfolios include both equities and fixed income securities.
- (f) Mid cap: A mutual fund that invests in mid-sized companies generally ranging from \$2 billion to \$10 billion in market capitalization at the time of purchase.

NOTE 5--FAIR VALUE MEASUREMENTS (Continued)

- (g) Small cap: A mutual fund that invests in companies with a market capitalization of between \$300 million and \$2 billion at the time of purchase.
- (h) Guaranteed interest contract: Investments are provided through Great-West Life & Annuity Insurance Company. See Note 6.

The following table sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	<u>Guaranteed Interest Contracts</u>
Balance at January 1, 2011	\$ 2,143,727
Realized gains	35,034
Purchases	637,273
Sales	<u>(2,816,034)</u>
Balance at December 31, 2011	\$ <u>0</u>

NOTE 6--INVESTMENT CONTRACTS WITH INSURANCE COMPANIES

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan had a benefit-responsive investment contract with Great-West Life & Annuity Insurance Company. Great-West Life & Annuity Insurance Company maintained the contributions in a common collective trust. The account is credited with earnings on the underlying investment and is charged for plan withdrawals and administrative expenses by Great-West Life & Annuity Insurance Company. The investment is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses) because the contract is considered fully benefit-responsive. Net assets available for benefits shall reflect the contract value for this investment contract because participants are guaranteed return of principal and accrued interest. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2011 and 2010 were \$0 and \$2,143,727, respectively. The average yields were approximately 2.03% and 2.49% for the years ended December 31, 2011 and 2010. The crediting interest rates were approximately 2.03% and 2.49% for the years ended December 31, 2011 and 2010. The crediting interest rate is based on an agreed upon formula with the issuer, but cannot be less than zero. This investment was liquidated when the company changed custodians on November 1, 2011.

Certain events limit the ability of the Plan to transact at contract value with the issuer, such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deleting of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestiture or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemptions under ERISA. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed interest contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE 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. In the event of plan termination, participants will become 100% vested in their accounts.

NOTE 8--TAX STATUS

As of December 31, 2011, an IRS determination letter has not been obtained for the Plan instrument as adopted, but an IRS "prototype" opinion letter dated March 31, 2008 has been obtained by Fidelity Management and Research Company, the service provider, regarding the original plan document. Although the Plan has been amended since receiving the IRS "prototype" opinion letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC). Therefore, plan management believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require 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 U.S. Department of Labor (DOL) Employee Benefits Security Administration (EBSA). Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, 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. The plan is subject to routine audits by taxing jurisdiction; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 9--PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC, the current and former custodians of the Plan. Fidelity Management Trust Company, Great-West Life & Annuity Insurance Company and Orchard Trust Company LLC are the current and former custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 11--RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 12--NON-EXEMPT TRANSACTIONS

Participant contributions and loan repayments of \$59,752 and \$2,179 were withheld from participants' pay throughout the plan year and were not remitted to the Plan timely. Each remittance constituted a loan from the Plan to the plan sponsor. These late contributions and loan repayments were remitted to the Plan during 2011. Lost earnings on these contributions and loan repayments were determined to be \$29 and the Company remitted these lost earnings during 2012. (See attached Schedule H, Line 4a). In addition, the Department of Labor has completed an audit of non-exempt transactions for the period of January 2009 through July 2012. The audit was concluded and the additional lost earnings on late remittances as determined by the DOL audit are considered immaterial.

NOTE 13--PARTIAL PLAN TERMINATION

During the year ended December 31, 2010, Verenum Corporation 401(k) Plan had involuntary terminations of 57% of its eligible employees, resulting in a partial plan termination for the 2010 plan year. As a result, all plan participants involved in the Verenum Biofuels Business Unit divestiture became fully vested in their account balances.

SUPPLEMENTARY INFORMATION

Verenium Corporation 401(k) Plan
(EIN # 22-3297375) (Plan # 001)
Schedule H, Part IV Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

(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
	Common Collective Trust			
	Putnam Investments	Putnam Stable Value Fund	\$	\$ 1,759,748
	Mutual Fund			
	American Funds	American Funds American Balanced Fund		600,966
	American Funds	American Funds EuroPacific Growth Fund		119,414
	Columbia Management	Columbia Acorn Fund		1,455,854
*	Fidelity Investments	Fidelity Government Income Fund		482,401
*	Fidelity Investments	Fidelity Low-Priced Stock Fund		5,536
*	Fidelity Investments	Fidelity Spartan 500 Index Advantage Fund		1,031,913
*	Fidelity Investments	Fidelity Spartan Extended Market Index Advantage Fund		338,580
	Heartland Funds	Heartland Value Plus Institutional Fund		1,302,382
	Invesco	Invesco Diversified Dividend Institutional Fund		554,461
	Jensen Investment Management	Jensen Quality Growth Fund		1,295,839
	JPMorgan	JPMorgan SmartRetirement 2010 Fund		50,667
	JPMorgan	JPMorgan SmartRetirement 2015 Fund		30,624
	JPMorgan	JPMorgan SmartRetirement 2020 Fund		451,681
	JPMorgan	JPMorgan SmartRetirement 2025 Fund		299,904
	JPMorgan	JPMorgan SmartRetirement 2030 Fund		793,103
	JPMorgan	JPMorgan SmartRetirement 2035 Fund		343,034
	JPMorgan	JPMorgan SmartRetirement 2040 Fund		411,718
	JPMorgan	JPMorgan SmartRetirement 2045 Fund		115,353
	JPMorgan	JPMorgan SmartRetirement 2050 Fund		51,822
	JPMorgan	JPMorgan SmartRetirement Income Institutional Fund		122,853
	MFS	MFS Massachusetts Investors Trust Fund		1,067,361
	OppenheimerFunds	Oppenheimer Developing Markets Fund		188,332

Verenium Corporation 401(k) Plan
(EIN # 22-3297375) (Plan # 001)
Schedule H, Part IV Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)
December 31, 2011

(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
	Mutual Funds (continued)			
	PIMCO	PIMCO Total Return Admin Fund		225,690
	RidgeWorth Investments	RidgeWorth Mid-Cap Value Equity Fund		686,723
	Thornburg Investment Management	Thornburg International Value Fund		1,077,616
	Wells Fargo Advantage	Wells Fargo Advantage Small Co Growth Fund		7,511
	Total investments		0	14,871,086
*	Participant Loans	Interest rate is 4.25%		146,825
	Total		\$ 0	\$ 15,017,911

* Indicates party-in-interest

In accordance with ERISA section 404(c), cost information is not required when reporting investments of an individual account plan that is participant or beneficiary directed.

Verenium Corporation 401(k) Plan
(EIN # 22-3297375) (Plan # 001)
Schedule H, Line 4a - SCHEDULE OF DELINQUENT PARTICIPANT TRANSACTIONS
Year ended December 31, 2011

Total that Constitutes Nonexempt Prohibited Transactions

Participant Contributions Transferred Late To the Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$ 61,931 ✓	\$ 0	\$ 61,931	\$ 0	\$ 0

✓ Includes late participant loan repayments

* See Note 12