

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>AREVA 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>04/01/1992</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>AREVA ENTERPRISES, INC.</u> <u>3315 OLD FOREST ROAD P.O. BOX 10935</u> <u>LYNCHBURG, VA 24506-0935</u>	2b Employer Identification Number (EIN) <u>54-1603686</u>	2c Sponsor's telephone number <u>434-832-2541</u>	2d Business code (see instructions) <u>541330</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>DARLENE LOMAX</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AREVA ENTERPRISES, INC. 3315 OLD FOREST ROAD P.O. BOX 10935 LYNCHBURG, VA 24506-0935	3b Administrator's EIN 54-1603686 3c Administrator's telephone number 434-832-2541
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name AREVA NP INC.	4b EIN 54-1536465 4c PN 001	
5 Total number of participants at the beginning of the plan year	5	4770
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	4675
b Retired or separated participants receiving benefits.....	6b	21
c Other retired or separated participants entitled to future benefits.....	6c	1177
d Subtotal. Add lines 6a , 6b , and 6c	6d	5873
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	27
f Total. Add lines 6d and 6e	6f	5900
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	5836
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	156
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	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)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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 AREVA 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AREVA ENTERPRISES, INC.	D Employer Identification Number (EIN) 54-1603686

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
FID INV INST OPS CO

04-2647786

(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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 37 52	NONE	24527	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(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?
37 60 64 65	RECORDKEEPER		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 ☐

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
THE VANGUARD GROUP, INC.	99	0
(d) Enter name and EIN (address) of source of indirect compensation ARTISAN FUNDS C/O BOSTON FINANCIAL PO BOX 8412 BOSTON, MA 02266-8412 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 7 BASIS POINTS		
(a) Enter service provider name as it appears on line 2 THE VANGUARD GROUP, INC. (b) Service Codes (see instructions) 99 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation JP MORGAN 13-3200244 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 10 BASIS POINTS		
(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 GROWTH OF AMER 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. .05%		

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		
ARTISAN MID CAP INV - BOSTON FINANC	.40%	
04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
IVK SM CAP GRTH Y - INVESCO TRIMARK 430 W 7TH STREET KANSAS, MO 64105	.15%	
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM MIDCAP VALUE IS - BOSTON FINANC	.15%	
04-2526037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan AREVA 401(K) RETIREMENT PLAN	B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AREVA ENTERPRISES, INC.	D Employer Identification Number (EIN) 54-1603686
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVING TRUST II
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b	Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY
---	---

c EIN-PN 23-2186884-023	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135616290
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a	Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MIP II CL 2
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b	Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY
---	--

c EIN-PN 04-3022712-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a	Name of MTIA, CCT, PSA, or 103-12 IE: FID US EQ INDEX POOL
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b	Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY
---	--

c EIN-PN 04-3022712-011	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
--------------------------------	------------------------	---

a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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)
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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
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>AREVA 401(K) RETIREMENT 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>AREVA ENTERPRISES, INC.</u>		D Employer Identification Number (EIN) <u>54-1603686</u>

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	9676120	11611299
	(9) Value of interest in common/collective trusts.....	1c(9)	149523807	135616290
	(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)	419527069	572930649
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	578726996	720158238

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	578726996	720158238
---	-----------	-----------	-----------

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)	33219738	
(B) Participants	2a(1)(B)	37421563	
(C) Others (including rollovers)	2a(1)(C)	2539768	
(2) Noncash contributions	2a(2)		73181069
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)	479902	
(F) Other	2b(1)(F)	2267975	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2747877
(2) Dividends: (A) Preferred stock	2b(2)(A)		18588274
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	18588274	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		18588274
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		0
(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)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5414463
(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)		-28455702
c Other income.....	2c		109016
d Total income. Add all income amounts in column (b) and enter total.....	2d		71584997

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	73888369	
(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)		73888369
f Corrective distributions (see instructions)	2f		3655
g Certain deemed distributions of participant loans (see instructions).....	2g		93832
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	38864	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		38864
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		74024720

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2439723
l Transfers of assets:			
(1) To this plan.....	2l(1)		143870965
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

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

(2) EIN: 05-6057444

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

- 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.

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

A Name of plan <u>AREVA 401(K) RETIREMENT 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>AREVA ENTERPRISES, INC.</u>	D Employer Identification Number (EIN) <u>54-1603686</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u> <u>23-2186884</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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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): _____



Report of Independent Auditors

Pension and Benefits Committee
AREVA 401(k) Retirement Plan
Lynchburg, Virginia

We were engaged to audit the financial statements and supplemental schedule of AREVA 401(k) Retirement Plan (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 8, which was certified by Fidelity Management Trust Company ("Fidelity") and Vanguard Fiduciary Trust Company ("Vanguard"), the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Vanguard held the Plan's investment assets and executed investment transactions from April 1, 2011 to December 31, 2011, and that Fidelity held the Plan's investment assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2011 to March 31, 2011. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Cherry, Bekaert & Holland, LLP

Lynchburg, Virginia
October 10, 2012

**AREVA 401(K) RETIREMENT PLAN
Lynchburg, Virginia**

**Financial Statements
and Supplemental Schedule
for years ended
December 31, 2011 and 2010**

AREVA 401(K) RETIREMENT PLAN

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Report of Independent Auditors

Pension and Benefits Committee
AREVA 401(k) Retirement Plan
Lynchburg, Virginia

We were engaged to audit the financial statements and supplemental schedule of AREVA 401(k) Retirement Plan (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 8, which was certified by Fidelity Management Trust Company ("Fidelity") and Vanguard Fiduciary Trust Company ("Vanguard"), the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Vanguard held the Plan's investment assets and executed investment transactions from April 1, 2011 to December 31, 2011, and that Fidelity held the Plan's investment assets and executed investment transactions as of December 31, 2010, and for the period January 1, 2011 to March 31, 2011. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Cherry, Bekaert & Holland, LLP

Lynchburg, Virginia
October 10, 2012

AREVA 401(K) RETIREMENT PLAN
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

Assets	<u>2011</u>	<u>2010</u>
Investments, at fair value		
Common collective trust	\$ -	\$ 61,878,700
Mutual funds	572,930,649	419,527,069
Insurance contracts	<u>135,616,290</u>	<u>87,645,107</u>
Total investments	<u>708,546,939</u>	<u>569,050,876</u>
Receivables		
Notes receivable from participants	11,611,299	9,676,120
Employer contributions	<u>676,934</u>	<u>414,337</u>
Total receivables	<u>12,288,233</u>	<u>10,090,457</u>
Net assets reflecting all investments at fair value	<u>720,835,172</u>	<u>579,141,333</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(6,279,899)</u>	<u>(865,436)</u>
Net assets available for benefits	<u>\$ 714,555,273</u>	<u>\$ 578,275,897</u>

See notes to financial statements.

AREVA 401(K) RETIREMENT PLAN
Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2011 and 2010

Additions to (deductions from) net assets attributed to:	<u>2011</u>	<u>2010</u>
Investment income		
Interest and dividend income	\$ 20,856,249	\$ 11,625,291
Net (depreciation) appreciation in fair value of investments	(28,455,702)	50,624,551
Total investment (loss) income	(7,599,453)	62,249,842
 Other Income	 109,016	 -
Interest income on notes receivable from participants	479,902	436,383
Participant contributions	37,421,563	35,690,611
Employer contributions	33,482,335	29,214,429
Rollover Contributions	2,539,768	-
Benefits paid to participants	(73,985,856)	(30,829,693)
Administrative expenses	(38,864)	(50,066)
	<u>7,864</u>	<u>34,461,664</u>
 Net (decrease) increase prior transfers to other plan	 (7,591,589)	 96,711,506
 Net transfers into the plan	 <u>143,870,965</u>	 <u>-</u>
 Net increase	 136,279,376	 96,711,506
 Net assets available for benefits, beginning of year	 <u>578,275,897</u>	 <u>481,564,391</u>
 Net assets available for benefits, end of year	 <u>\$ 714,555,273</u>	 <u>\$ 578,275,897</u>

See notes to financial statements.

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 1 - Description of Plan

The following description of AREVA 401(k) Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan, which was established effective April 1, 1992 to provide retirement benefits for eligible employees. Substantially all employees of the affiliates listed below are eligible to participate in the Plan except those employees who are not citizens of the United States, with the exception of certain expatriates who participate at the administrator’s discretion. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On January 10, 2011, the U.S. Benefits Committee of AREVA Inc. (the “Company”) resolved to merge the assets of the AREVA USA Group Savings Plan (the “NC Plan”) and the 401(k) Retirement Plan of AREVA (the “NP Plan”). As a result, the Plan is a continuation of the NP Plan and the NC Plan was terminated as of March 31, 2011, and its assets were transferred into the Plan.

Effective April 1, 2011, the Plan document was amended to incorporate certain plan design changes as a result of the merger and a new trustee of the Plan was appointed. Upon amendment, the Plan name was changed to the AREVA 401(k) Retirement Plan.

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

AREVA NP Inc.
AREVA Federal Services LLC
AREVA Newport News LLC

Effective April 1, 2011, the following companies, which formerly participated in the NC Plan (collectively referred to herein as the “AREVA NC Employers”), are also parties to the Plan:

AREVA NC Inc	AREVA Enrichment Services Operations, LLC
Transnuclear, Inc.	AREVA Renewable Inc.
Canberra Industries, Inc.	AREVA Solar, Inc.
Canberra Dover, Inc.	

Plan administration

The Pension and Benefits Committee of the Company is the Plan administrator. On April 1, 2011, all assets of the Plan were transferred from the previous asset custodian, Fidelity Management Trust Company (“Fidelity”) to Vanguard Fiduciary Trust Company (“Vanguard”).

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 1 - Description of Plan (continued)

Eligibility

Only persons classified as eligible employees may actively participate in the Plan. In the case of an AREVA NP Employer, eligible employees are all common-law employees other than (a) union employees whose collective bargaining unit has not bargained for participation in the Plan; (b) leased employees; (c) non-resident aliens with no U.S. source income; or (d) temporary resident aliens employed in the U.S for less than thirty-six months.

In the case of an AREVA NC Employer, eligible employees are all common-law employees other than (a) union employees whose collective bargaining unit has not bargained for participation in the Plan; (b) leased employees; (c) employees who are not citizens of the United States; (d) employees who are subject to written agreements that provide that such employees shall not be eligible to participate in the Plan; (e) employees designated by the Plan administrator to be ineligible on a nondiscriminatory basis; (f) employees compensated for services by a person other than a participating company; and (g) employees not on the payroll of a participating employer.

Eligible employees will become a participant as soon as administratively possible after completing the enrollment process. Covered participant is any participant who is an eligible employee.

Automatic enrollment

Employees who are eligible to participate in the NP Plan on or after January 2, 2008 or who first became a participant in the NC Plan on or after January 1, 2011, are automatically enrolled in the Plan and deemed to have elected a deferral rate of 3% of their annual compensation on a pre-tax basis unless they affirmatively elect not to participate or elect a different deferral rate.

Contributions

For both the AREVA NP Employers and AREVA NC Employers, eligible employees may make before-tax, Roth, or after-tax contributions to the Plan in whole percentages from 1% to 50% of the participant's compensation subject to certain limitations included in the Internal Revenue Code ("IRC"). Qualified distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution.

Employer contributions

For AREVA NP Employers, the Plan provides for an employer matching contribution equal to 100% of the first 3% and 50% of the next 2% of each participant's compensation contributed during the Plan year. At the end of the Plan year, the Company makes a matching contribution, if required, to "true-up" the Safe Harbor matching contribution so that it reflects the percentages described above for the entire Plan year.

In addition, AREVA NP Employers shall make a retirement contribution on behalf of each covered participant, other than an hourly employee, in the amount of 4% of compensation for each Plan year. AREVA NP Employers shall also make Retirement Transition Contributions of 1% or 2% on behalf of each covered participant, other than an hourly employee, at least the age of 45 or 50, respectively, at December 31, 2007 and that was employed on December 31, 2004 and has been continuously employed since December 31, 2004 in a class of employees eligible to participate in the Employee Retirement Plan (the "PEP").

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 1 - Description of Plan (continued)

Employer contributions (continued)

For AREVA NC Employers, the Plan provides for an employer matching contribution equal to 100% of the first 5% of each participant's compensation contributed during the Plan year. The Plan also provides for a retirement contribution equal to 2% of each participant's compensation during the Plan year.

Participant accounts

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

Participant investment options

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

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 and up to a maximum of \$50,000. Total notes outstanding may not exceed 50% of a participant's vested account balance. Repayment terms for the notes are for a maximum of five years, unless the purpose of the note is for the purchase of a primary residence, in which case the term cannot exceed fifteen years with the note balance amortized in equal installments over the life of the note. The notes are secured by the participant's vested account balance. The interest rate will be determined on the last business day of the calendar quarter and will apply to all notes applied for in the following quarter. For all new loans initiated on or after January 1, 2010, the interest rate will be the current prime rate as published by the Wall Street Journal plus 1%. For all loans initiated before January 1, 2010, the interest rate is based on the prime rate. Principal and interest are paid ratably through payroll deductions.

Payment of benefits

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

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contributions portion of their accounts plus earnings thereon is based upon employment date and length of service. A participant is 100% vested upon being employed by the Company and working one hour of service on or after January 1, 2005. For participants employed before January 1, 2005, the Company contributions portion of their accounts plus earnings thereon is 100% vested after completing five years of service.

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 1 - Description of Plan (continued)

Forfeitures

Forfeited nonvested accounts are used to reduce future employer matching contributions. Forfeited employer contributions used to reduce employer contributions, including accumulated earnings totaled \$826 for the year ended December 31, 2011. There were no forfeited employer contributions used to reduce employer contributions for the year ended December 31, 2010. The balance of forfeited employer contributions to be used to reduce future employer contributions as of December 31, 2011 and 2010 were \$379,697 and \$12,134, respectively.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (GAAP).

Investment valuation and income recognition

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by GAAP, the Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

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. Investment income, as shown in the financial statements, includes interest, dividends, and the net realized and unrealized appreciation and depreciation.

Estimates

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

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 2 - Summary of significant accounting policies (continued)

Risks and uncertainties

Investment securities, in general, are subject to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets available for Benefits.

Payment of benefits

Benefit payments to participants are recorded upon distribution.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

New accounting pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued guidance to improve disclosures regarding fair value measurements. This update requires entities to (i) disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and (ii) present separately (i.e., on a gross basis rather than as one net number), information about purchases, sales, issuances, and settlements in the roll forward of changes in Level 3 fair value measurements. For the gross presentation of activity in the Level 3 roll forward, this guidance is effective for fiscal years beginning after December 15, 2010. As this guidance is only disclosure related, it did not have any changes to the carrying value of the investments on the statements of net assets as of December 31, 2011 and 2010.

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 3 - Investments

The following table presents investments as of December 31, 2011 and 2010. Investments which, in the aggregate by issuer, represent 5% or more of total net assets available for Plan benefits are separately identified:

	<u>2011</u>	<u>2010</u>
Fidelity Managed Income Portfolio II Fund	\$ *	\$ 87,645,107
Fidelity US Equity Index Pool	*	61,878,700
PIMCO Total Return Fund	71,408,715	66,683,680
American Funds Growth Fund of America	40,884,133	38,988,907
Fidelity Low Priced Stock Fund K	*	45,919,673
Fidelity Diversified International Fund K	*	43,003,300
Fidelity Freedom K 2020 Fund	*	31,719,936
Artisan Mid Cap Fund	36,689,780	37,188,203
Perkins Small Cap Value Fund	48,495,042	*
Vanguard Institutional Index Fund	68,217,088	*
Vanguard International Growth Fund Investor Shares	38,629,628	*
Vanguard Retirement Savings Trust II	135,616,290	*

* Investment was not in excess of 5% of the Plan's net assets available for benefits.

During the year ended December 31, 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value by \$(28,455,702) and \$50,624,551, respectively, as follows:

Net change in fair value	<u>2011</u>	<u>2010</u>
Mutual funds	\$ (28,455,702)	\$ 42,512,457
Common collective trust	<u>-</u>	<u>8,112,094</u>
	\$ (<u>28,455,702</u>)	\$ <u>50,624,551</u>

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 4 - Fair value of financial investments

GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

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

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

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

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

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

Mutual funds

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

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 4 - Fair value of financial investments (continued)

Common collective trust

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

Insurance contracts

These investments are investment contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds to provide daily liquidity. This valuation method is a market approach. The NAV for the investment contract is \$1. The investment contracts are classified within Level 2 of the valuation hierarchy.

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

	As of December 31, 2011			
	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Investments, fair value				
Mutual funds				
Blended funds	\$ 236,876,268	\$ -	\$ -	\$ 236,876,268
Bond funds	84,726,235	-	-	84,726,235
International funds	46,620,192	-	-	46,620,192
Large cap funds	72,315,230	-	-	72,315,230
Mid cap funds	65,076,692	-	-	65,076,692
Small cap funds	66,936,340	-	-	66,936,340
Fixed income	379,697	-	-	379,697
Insurance contracts	-	135,616,290	-	135,616,290
	<u>\$ 572,930,654</u>	<u>\$ 135,616,290</u>	<u>\$ -</u>	<u>\$ 708,546,944</u>

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 4 - Fair value of financial investments (continued)

	As of December 31, 2010			
	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Investments, fair value				
Common collective trust fund	\$ -	\$ 61,878,700	\$ -	\$ 61,878,700
Mutual funds				
Blended funds	109,142,821	-	-	109,142,821
Bond funds	72,175,845	-	-	72,175,845
International funds	46,578,224	-	-	46,578,224
Large cap funds	64,895,697	-	-	64,895,697
Mid cap funds	103,299,287	-	-	103,299,287
Small cap funds	23,435,195	-	-	23,435,195
Insurance contracts	-	87,645,107	-	87,645,107
	<u>\$ 419,527,069</u>	<u>\$ 149,523,807</u>	<u>\$ -</u>	<u>\$ 569,050,876</u>

Note 5 - Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants will become 100% vested in their accounts.

Note 6 - Income tax status

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated August 3, 2011, that the Plan is a qualified plan under section 401(a) of the IRC and is, therefore, not subject to tax under present income tax laws. The Plan has been amended and restated since receiving the opinion letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, 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 audit by taxing jurisdictions; 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.

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 7 - Administrative expenses

Investment manager fees and broker commissions are paid out of Plan assets and recorded as reductions in participant allocations. All other administrative expenses and accounting fees are paid by the Company.

Note 8 - Information prepared and certified by the trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company and Vanguard Fiduciary Trust Company, the trustees of the Plan, have certified to the completeness and accuracy of all investments reflected in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010 and the schedule of assets (held at end of year) as of December 31, 2011, and the related investment activity reflected in the Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010.

Note 9 - Party-in-interest

During the years ended December 31, 2011 and 2010, the Plan invested in certain shares of mutual funds and a common collective trust fund managed by Fidelity Management Trust Company and Vanguard Fiduciary Trust Company. Related administrative fees are dependent on a fee schedule based on the market value of assets. Fidelity and Vanguard are the trustees of the Plan for the years ended December 31, 2011 and 2010, and therefore, these transactions qualify as party-in-interest transactions.

Note 10 - Subsequent events

Effective January 1, 2012, the Plan was amended and restated to clarify the history and establishment of the Plan as a result of the merger between the NP Plan and the NC Plan on April 1, 2011. Management of the Plan has evaluated subsequent events through October 10, 2012, which is the date the financial statements were available to be issued. No additional transactions requiring disclosure have occurred through this date.

Note 11 - Investment contracts with insurance companies

The Plan invests in the Retirement Savings Trust II, a common collective trust, which consists primarily of investment contracts with major insurance companies and other approved financial institutions. In the prior year a similar investment was held in the Fidelity Managed Income Portfolio II Fund ("MIP"), however in the current year all assets in this fund were transferred to the Retirement Savings Trust II as a result of the Plan merger discussed in Note 12. Other investments of these funds include certain types of fixed income securities. These investment contracts are included in the Statement of Net Assets Available for Benefits at fair value as determined using the market approach based on market prices of similar contracts as reported by Vanguard (Fidelity in the prior year). These investment contracts provide for the payment of a specified interest rate and for the repayment of principal when the contracts mature. Participant withdrawals and investment exchanges are paid at contract value (principal and interest accrued to date) during the life of the contracts.

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 11 - Investment contracts with insurance companies (continued)

The contract value as of December 31, 2011 and 2010, was \$129,336,391 and \$86,779,671, respectively; the fair value, as of December 31, 2011 and 2010, was \$135,616,290 and \$87,645,107, respectively. The average yields earned by contracts held by the funds were approximately 3.09% and 2.25% for the years ended December 31, 2011 and 2010, respectively. The average yields earned by the Plan for contracts held by the funds based on the actual interest rates credited to participants were approximately 2.68% and 1.82% for the years ended December 31, 2011 and 2010, respectively. The crediting interest rates are reviewed at various times based on the maturity of the contracts for resetting.

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

Note 12 - Plan transfer

As noted in Note 1, on January 10, 2011, the Company approved the resolution to merge the net assets of the NC Plan and NP Plan. The Plan is a continuation of the NP Plan and the NC Plan was terminated as of March 31, 2011. On April 1, 2011, \$141,405,141 was transferred into the Plan.

On November 1, 2011, the Company entered into an assets and liability transfer agreement between the Plan and the Transnuclear, Inc. Employees Savings Plan which resulted in a transfer of \$2,465,824 into the Plan related to participants in such plan who became employees of the Company.

Note 13 - Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for Plan benefits between the financial statements and the Form 5500 at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per financial statements	\$ 714,555,273	\$ 578,275,897
Employer contributions receivable	(676,934)	(414,337)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>6,279,899</u>	<u>865,436</u>
Net assets available for benefits per Form 5500	\$ <u>720,158,238</u>	\$ <u>578,726,996</u>

AREVA 401(K) RETIREMENT PLAN
Notes to Financial Statements
December 31, 2011 and 2010

Note 13 - Reconciliation of financial statements to Form 5500 (continued)

The following is a reconciliation of employer contributions per the financial statements to Form 5500 for the years ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Employer contributions per the financial statements	\$ 33,482,335	\$ 29,214,429
Employer contributions receivable at December 31, 2009	-	410,232
Employer contributions receivable at December 31, 2010	414,337	(414,337)
Employer contributions receivable at December 31, 2011	(676,934)	-
Employer contributions per Form 5500	\$ <u>33,219,738</u>	\$ <u>29,210,324</u>

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the year ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Total investment (loss) income per the financial statements	\$ (7,599,453)	\$ 62,249,842
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009	-	1,026,179
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	(865,436)	865,436
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011	<u>6,279,899</u>	<u>-</u>
Total investment (loss) income per Form 5500	\$ (<u>2,184,990</u>)	\$ <u>64,141,457</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Change in net assets available for benefits per the financial statements	\$ 136,279,376	\$ 96,711,506
Employer contributions receivable at December 31, 2009	-	410,232
Employer contributions receivable at December 31, 2010	414,337	(414,337)
Employer contributions receivable at December 31, 2011	(676,934)	-
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009	-	1,026,179
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	(865,436)	865,436
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011	<u>6,279,899</u>	<u>-</u>
Change in net assets available for benefits per Form 5500	\$ <u>141,431,242</u>	\$ <u>98,599,016</u>

Supplemental Schedule

AREVA 401(K) RETIREMENT PLAN
Schedule of Assets (Held at End of Year)
December 31, 2011
EIN: 54-1536465 PL: 001
(Form 5500, Schedule H, Part IV, Line 4i)

Page 1

Party-in-Interest	Identity of Issue, Borrower, Lessor of Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Mutual funds			
*	American Funds Growth Fund of America	1,423,542 shares	**	\$ 40,884,133
*	Artisan Mid Cap Fund	1,114,174 shares	**	36,689,780
*	Invesco Small Cap Growth Fund	1,403,886 shares	**	13,758,087
*	JP Morgan Mid Cap Value	688,656 shares	**	16,355,578
*	PIMCO Total Return Fund	6,569,339 shares	**	71,408,716
*	Perkins Small Cap Value	2,377,208 shares	**	48,495,042
*	Vanguard Developing Markets Index	383,367 shares	**	3,254,785
*	Vanguard Institutional Index Fund	592,986 shares	**	68,217,088
*	Vanguard International Growth Fund	2,362,668 shares	**	38,629,628
*	Vanguard International Value Fund	177,836 shares	**	4,735,779
*	Mid-Cap Index Signal	427,705 shares	**	12,031,331
*	Vanguard Prime Money Market	379,697 shares	**	379,697
*	Vanguard REIT Index Fund	300,210 shares	**	5,779,044
*	Vanguard Small Cap Index Investor	140,300 shares	**	4,683,211
*	Vanguard Target Retirement 2005	55,194 shares	**	661,227
*	Vanguard Target Retirement 2010	829,972 shares	**	18,616,261
*	Vanguard Target Retirement 2015	1,189,138 shares	**	14,626,400
*	Vanguard Target Retirement 2020	1,568,193 shares	**	34,014,109
*	Vanguard Target Retirement 2025	944,188 shares	**	11,585,191
*	Vanguard Target Retirement 2030	1,028,333 shares	**	21,512,735
*	Vanguard Target Retirement 2035	482,634 shares	**	6,037,753
*	Vanguard Target Retirement 2040	538,882 shares	**	11,047,078
*	Vanguard Target Retirement 2045	301,777 shares	**	3,883,864
*	Vanguard Target Retirement 2050	213,972 shares	**	4,367,160
*	Vanguard Target Retirement 2055	4,683 shares	**	102,369
*	Vanguard Target Retirement Income	776,437 shares	**	8,952,322
*	Total Bond Market Index Signal	1,210,683 shares	**	13,317,518
*	Vanguard Wellington Investor Shares	876,633 shares	**	27,473,666
*	Vanguard Windsor II Fund Investor Shares	1,219,205 shares	**	31,431,097
	Total mutual funds			572,930,649
	Insurance contracts			
*	Retirement Savings Trust II	129,336,391 shares	**	129,336,391 ***

(continued)

AREVA 401(K) RETIREMENT PLAN
Schedule of Assets (Held at End of Year)
December 31, 2011
EIN: 54-1536465 PL: 001
(Form 5500, Schedule H, Part IV, Line 4i)

Page 2

Party-in-Interest	Identity of Issue, Borrower, Lessor of Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Other			
*	Participant Loans	3.25% - 11.00%	**	<u>11,611,299</u>
	Total assets held for investment purposes			<u><u>\$ 713,878,339</u></u>

* Represents a party-in-interest

** Cost omitted for participant-directed investments.

*** Investment presented at contract value.

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

AREVA 401(K) RETIREMENT PLAN
Schedule of Assets (Held at End of Year)
December 31, 2011
EIN: 54-1536465 PL: 001
(Form 5500, Schedule H, Part IV, Line 4i)

Page 1

Party-in-Interest	Identity of Issue, Borrower, Lessor of Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Mutual funds			
*	American Funds Growth Fund of America	1,423,542 shares	**	\$ 40,884,133
*	Artisan Mid Cap Fund	1,114,174 shares	**	36,689,780
*	Invesco Small Cap Growth Fund	1,403,886 shares	**	13,758,087
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*	Vanguard Windsor II Fund Investor Shares	1,219,205 shares	**	31,431,097
	Total mutual funds			<u>572,930,649</u>
	Insurance contracts			
*	Retirement Savings Trust II	129,336,391 shares	**	<u>129,336,391</u> ***

(continued)

AREVA 401(K) RETIREMENT PLAN
Schedule of Assets (Held at End of Year)
December 31, 2011
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(Form 5500, Schedule H, Part IV, Line 4i)

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Party-in-Interest	Identity of Issue, Borrower, Lessor of Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Other			
*	Participant Loans	3.25% - 11.00%	**	<u>11,611,299</u>
	Total assets held for investment purposes			<u><u>\$ 713,878,339</u></u>

* Represents a party-in-interest

** Cost omitted for participant-directed investments.

*** Investment presented at contract value.

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