

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

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>03/31/2011</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 U.S.A. GROUP SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>01/01/1988</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>AREVA NC INC.</u> <u>4800 HAMPDEN LANE SUITE 1100</u> <u>BETHESDA, MD 20814-2969</u>	2b Employer Identification Number (EIN) <u>13-2701910</u> 2c Sponsor's telephone number <u>301-841-1600</u> 2d Business code (see instructions) <u>541330</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2012</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)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AREVA NC INC. 4800 HAMPDEN LANE SUITE 1100 BETHESDA, MD 20814-2969	3b Administrator's EIN 13-2701910 3c Administrator's telephone number 301-841-1600
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1432
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3H

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

9a Plan funding arrangement (check all that apply)	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 03/31/2011

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

(a) Enter name and EIN or address (see instructions)

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	410	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 03/31/2011		
A Name of plan AREVA U.S.A. GROUP SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AREVA NC INC.	D Employer Identification Number (EIN) 13-2701910	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	VANGUARD RETIREMENT SAVINGS TRUST
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b Name of sponsor of entity listed in (a):	VANGUARD FIDUCIARY TRUST COMPANY
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c EIN-PN	23-2186884-022	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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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):	
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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):	
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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):	
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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):	
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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):	
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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):	
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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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**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
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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>03/31/2011</u>		
A Name of plan <u>AREVA U.S.A. GROUP SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AREVA NC INC.</u>		D Employer Identification Number (EIN) <u>13-2701910</u>

Part I	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)	149500	0
	(2) Participant contributions	1b(2)	154510	0
	(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)	1734719	0
	(9) Value of interest in common/collective trusts	1c(9)	31855530	0
	(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)	108226301	0
	(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	142120560	0

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	142120560	0
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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)	940394	
(B) Participants	2a(1)(B)	1116857	
(C) Others (including rollovers)	2a(1)(C)	110852	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2168103
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)	18149	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18149
(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)	325139	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		325139
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1036963
(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)		4215225
c Other income.....	2c		278
d Total income. Add all income amounts in column (b) and enter total.....	2d		5689931

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7830900	
(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)		7830900
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1062	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1062
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7831962

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2142031
l Transfers of assets:			
(1) To this plan.....	2l(1)		1441675
(2) From this plan	2l(2)		141420204

Part III Accountant's Opinion

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

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

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

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

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

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

(2) EIN: 56-0574444

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		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.			
4n			

- 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: 0

- 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)

THE AREVA 401(K) PLAN RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
54-1603686	001

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 03/31/2011

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

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Report of Independent Auditors

Plan Administrator and Participants
AREVA U.S.A. Group Savings Plan
Lynchburg, Virginia

We were engaged to audit the accompanying statements of net assets available for benefits of the AREVA U.S.A. Group Savings Plan (the "Plan") as of March 31, 2011 and December 31, 2010, and the related statements of changes in net assets available for benefits for the three month period from January 1, 2011 to March 31, 2011 and for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Notes 3 and 6, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the trustee as of March 31, 2011 and December 31, 2010, and for the three month period from January 1, 2011 to March 31, 2011 and for the year ended December 31, 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

As further discussed in Note 1, the Company's management elected to terminate the Plan effective March 31, 2011. In accordance with accounting principles generally accepted in the United States of America, the Plan's financial statements have been prepared using the liquidation basis of accounting.

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 taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cherry Bekaert + Holland, LLP

Lynchburg, Virginia
October 10, 2012

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

Financial Statements
for the three month period ended March 31, 2011
and for the year ended December 31, 2010

AREVA U.S.A. GROUP SAVINGS PLAN

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Report of Independent Auditors

Plan Administrator and Participants
AREVA U.S.A. Group Savings Plan
Lynchburg, Virginia

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Cherry Bekaert + Holland, LLP

Lynchburg, Virginia
October 10, 2012

AREVA U.S.A. GROUP SAVINGS PLAN
Statements of Net Assets Available for Benefits
As of March 31, 2011 and December 31, 2010

	March 31, 2011 (Liquidation Basis)	December 31, 2010 (Liquidation Basis)
Assets		
Investments, at fair value		
Common collective trust	\$ -	\$ 31,855,530
Mutual funds	<u>-</u>	<u>108,226,301</u>
Total investments, at fair value	<u>-</u>	<u>140,081,831</u>
Receivables		
Notes receivable from participants	-	1,734,719
Participants' contributions	-	154,510
Employer's contributions	<u>-</u>	<u>149,500</u>
Total receivables	<u>-</u>	<u>2,038,729</u>
Net assets reflecting all investments at fair value	<u>-</u>	<u>142,120,560</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>-</u>	<u>(1,254,411)</u>
Net assets available for benefits	<u><u>\$ -</u></u>	<u><u>\$ 140,866,149</u></u>

See notes to financial statements.

AREVA U.S.A. GROUP SAVINGS PLAN
Statements of Changes in Net Assets Available for Benefits
For the three month period from January 1, 2011 to March 31, 2011
and for the Year ended December 31, 2010

	For the three month period from January 1, 2011 to March 31, 2011 (Liquidation Basis)	For the year ended December 31, 2010 (Liquidation Basis)
Additions to (deductions from) net assets attributed to:		
Investment income		
Net appreciation in fair value of investments	\$ 4,215,225	\$ 10,325,136
Interest and dividend income	542,587	3,609,724
Other	278	620
	<u>4,758,090</u>	<u>13,935,480</u>
Total investment income		
	<u>4,758,090</u>	<u>13,935,480</u>
Contributions		
Participants'	1,116,857	7,615,808
Employer's	940,394	6,542,520
Rollover	110,852	216,110
	<u>2,168,103</u>	<u>14,374,438</u>
Total contributions		
	<u>2,168,103</u>	<u>14,374,438</u>
Interest income on notes receivable from participants	18,149	118,873
Benefits paid to participants	(7,830,900)	(15,986,871)
Administrative expenses	(1,062)	(10,946)
Transfers out of the Plan	(139,978,529)	(72,616,857)
	<u>(140,866,149)</u>	<u>(60,185,883)</u>
Net decrease		
	<u>(140,866,149)</u>	<u>(60,185,883)</u>
Net assets available for benefits at beginning of year	<u>140,866,149</u>	<u>201,052,032</u>
Net assets available for benefits at end of year	<u>\$ -</u>	<u>\$ 140,866,149</u>

See notes to financial statements.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
March 31, 2011 and December 31, 2010

Note 1 - Description of the Plan and Plan termination

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

Plan termination

On April 1, 2011, the assets of the Plan were transferred into the AREVA 401(k) Retirement Plan, and the Plan was effectively terminated.

General

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

The following companies (collectively referred to herein as the “Company”) were parties to the Plan as of March 31, 2011:

- AREVA NC Inc.
- Transnuclear, Inc.
- Canberra Industries, Inc.
- Canberra Dover, Inc.
- AREVA Solar, Inc.
- AREVA Renewable, Inc.
- AREVA Enrichment Services Operations, L.L.C.

Plan administration

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

Eligibility

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

Contributions

Eligible employees were allowed to make contributions, which were not to exceed 50% of the participant’s compensation subject to certain limitations included in the Internal Revenue Code. Qualified distributions from other qualified retirement plans could also be contributed to the Plan and retained as a rollover contribution.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
March 31, 2011 and December 31, 2010

Note 1 - Description of the Plan and Plan termination (continued)

Employer contributions

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

Participant accounts

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

Participant investment options

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

Notes receivable from participants

Participants could borrow from their fund accounts a minimum of \$2,000 and up to a maximum of \$50,000. Total notes outstanding could not exceed 50% of a participant's vested account balance. Repayment terms for the notes range from one to five years unless the note was to meet a financial need in connection with the purchase of a participant's principal residence, in which case the maximum note term was ten years, with the note balance amortized in equal installments over the life of the note. The notes were secured by the participant's vested account balance. A fixed rate of interest was established for the full term of the note, equal to the highest rate allowable pursuant to applicable law, or the prime interest rate at note initiation plus 1%. Principal and interest were paid ratably through payroll deductions. Interest rates ranged from 4.25% - 9.25% as of December 31, 2010. There were no notes receivable from participants outstanding at March 31, 2011.

Payment of benefits

On termination of service due to death, disability, normal retirement, or for other reasons, a participant, or his or her beneficiary, could 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 were immediately vested in their contributions and the contributions of the Company.

Administrative expenses

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

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
March 31, 2011 and December 31, 2010

Note 2 - Summary of significant accounting policies

Basis of accounting

In accordance with accounting principles generally accepted in the United States of America ("GAAP"), the accompanying financial statements have been prepared using the liquidation basis of accounting. There were no material differences in the Plan's financial statements using the liquidation basis of accounting compared with the accrual basis of accounting.

Estimates

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

Investment contracts

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

Investment income recognition

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

Payment of benefits

Benefit payments to participants were recorded upon distribution.

Notes receivable from participants

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

Subsequent events

Subsequent events have been evaluated through October 10, 2012, which is the date the financial statements were available to be issued. No transactions requiring disclosure have occurred through this date.

AREVA U.S.A. GROUP SAVINGS PLAN
Notes to Financial Statements
March 31, 2011 and December 31, 2010

Note 3 - Investments

The following table presents investments as of March 31, 2011 and December 31, 2010. Investments that represented 5% or more of the total net assets available for Plan benefits are separately identified.

	<u>2011</u>	<u>2010</u>
Investments at fair value		
Common collective trust		
Vanguard Retirement Savings Trust	\$ <u>-</u>	\$ <u>31,855,530</u>
Mutual funds		
Vanguard 500 Index Fund	-	10,436,999
Vanguard PRIMECAP Fund	-	8,758,600
Vanguard Prime Money Market Fund	-	11,705,028
Vanguard Wellington Fund	-	13,818,159
Vanguard Windsor II Fund	-	7,068,104
Other	<u>-</u>	<u>56,439,411</u>
Total mutual funds	<u>-</u>	<u>108,226,301</u>
	\$ <u>-</u>	\$ <u>140,081,831</u>

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$4,215,225 for the three month period ended March 31, 2011, and \$10,325,136 for the year ended December 31, 2010, as follows:

Net change in fair value

	<u>2011</u>	<u>2010</u>
Common collective trust	\$ -	\$ -
Mutual funds	<u>4,215,225</u>	<u>10,325,136</u>
	\$ <u>4,215,225</u>	\$ <u>10,325,136</u>

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Note 4 - Fair value measurements

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

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

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

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

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

Common Collective Trust

These investments were public investment vehicles valued using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV was 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 was classified within level 2 of the valuation hierarchy because the NAV's unit price was quoted on a private market that is not active; however, the unit price was based on underlying investments which were traded on an active market.

Mutual Funds

These investments were public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV was 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 was a quoted price in an active market and classified within level 1 of the valuation hierarchy.

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Note 4 - Fair value measurements (continued)

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

	As of December 31, 2010			
	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Common collective trust	\$ -	\$ 31,855,530	\$ -	\$ 31,855,530
Mutual funds				
Bond funds	10,946,400	-	-	10,946,400
Domestic equity funds	42,067,554	-	-	42,067,554
International equity funds	10,134,692	-	-	10,134,692
Money market funds	11,705,028	-	-	11,705,028
Multi-asset funds	29,469,102	-	-	29,469,102
Specialty equity funds	3,903,525	-	-	3,903,525
Total mutual funds	108,226,301	-	-	108,226,301
Total assets	\$ 108,226,301	\$ 31,855,530	\$ -	\$ 140,081,831

Note 5 - Income tax status

The Internal Revenue Service determined and informed the Company by letter dated January 5, 1999, that the Plan was a qualified plan under section 401(a) of the Internal Revenue Code ("IRC") and was, therefore, not subject to tax under present income tax laws. The Plan was required to operate in conformity with the IRC to maintain its qualification. Although the Plan was amended after receiving the determination letter, the Plan administrator and the Plan's legal counsel believed that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC and had no income subject to unrelated business income tax, and therefore, the Plan and related trust continued to be tax-exempt through its effective termination on March 31, 2011.

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 March 31, 2011 and December 31, 2010, there were no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by tax jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes that the Plan is no longer subject to income tax examinations for years prior to 2008.

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Note 6 - Information prepared and certified by the trustee

The Plan administrator elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard Fiduciary Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments and notes receivable from participants reflected in the accompanying Statements of Net Assets Available for Benefits as of March 31, 2011 and December 31, 2010, and the related investment activity and interest reflected in the Statements of Changes in Net Assets Available for Benefits for the three month period ended March 31, 2011, and for the year ended December 31, 2010.

Note 7 - Investment contracts with insurance companies

The Plan invested in the Vanguard Retirement Savings Trust and formerly invested in the Fidelity Managed Income Portfolio II Fund. These funds were common collective trusts and consisted primarily of investment contracts with major insurance companies and other approved financial institutions. Other investments of the funds included certain types of fixed income securities. These investment contracts were included in the Statements of Net Assets Available for Benefits at fair value as determined using the market approach based on market prices of similar contracts as reported by Vanguard and Fidelity Investments Institutional Operations Company, Inc. These investment contracts provided for the payment of a specified interest rate and for the repayment of principal when the contracts mature. Participant withdrawals and investment exchanges were paid at contract value (principal and interest accrued to date) during the life of the contracts.

For the Vanguard Retirement Savings Trust, the contract value and fair value as of December 31, 2010 was \$30,601,119 and \$31,855,530, respectively. Average yields earned by contracts held by the fund were approximately 3.09% for the three month period ended March 31, 2011, and 3.36% for the year ended December 31, 2010. Average yields earned by the Plan for contracts held by the fund based on actual interest rates, credited to participants were approximately 2.68% for the three month period ended March 31, 2011, and 3.01% for the year ended December 31, 2010.

There was no immediate recognition of gains or losses on the contracts, rather the gains or losses were 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 8 - Party-in-interest

Notes receivable from participants and certain investments, including shares of mutual funds and a common collective trust, were managed by Vanguard. Related administrative fees were dependent on a fee schedule based on the market value of assets. Vanguard was the trustee of the Plan and, therefore, these transactions qualified as party-in-interest transactions.

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Note 9 - 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 March 31, 2011 and December 31, 2010:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per financial statements	\$ -	\$ 140,866,149
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>-</u>	<u>1,254,411</u>
Net assets available for benefits per Form 5500	\$ <u>-</u>	\$ <u>142,120,560</u>

The following is a reconciliation of the changes in net assets available for benefits between the financial statements and the Form 5500 for the three month period ended March 31, 2011, and for the year ended December 31, 2010:

	<u>2011</u>	<u>2010</u>
Changes in net assets available for benefits per the financial statements	\$ (140,866,149)	\$ (60,185,883)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009	-	(743,673)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	(1,254,411)	1,254,411
2009 deemed distribution	<u>-</u>	<u>2,072</u>
Changes in net assets available for benefits per Form 5500	\$ (<u>142,120,560</u>)	\$ (<u>59,673,073</u>)