

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>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>INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>09/13/1993</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>INTERNATIONAL POWER AMERICA, INC.</u> <u>62 FOREST ST.</u> <u>SUITE 102 LAKE WILLIAMS CORPORATE C</u> <u>MARLBOROUGH, MA 01752</u>	2b Employer Identification Number (EIN) <u>76-0033497</u> 2c Sponsor's telephone number <u>713-636-1155</u> 2d Business code (see instructions) <u>221100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2012</u>	<u>COLEEN DANNA</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2012</u>	<u>MICHAEL THOMPSON</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") INTERNATIONAL POWER AMERICA, INC. 62 FOREST ST. SUITE 102 LAKE WILLIAMS CORPORATE C MARLBOROUGH, MA 01752	3b Administrator's EIN 76-0033497 3c Administrator's telephone number 713-636-1155
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	447
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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	289
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	289
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	289
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

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

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

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

A Name of plan <u>INTERNATIONAL POWER AMERICA, INC. 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>INTERNATIONAL POWER AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>76-0033497</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	5319	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ALLNZ NFJ DIV VAL AD - BOSTON FINAN</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MGRS/C CAP APPR ADM - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIMCO TOT RETURN ADM - BOSTON FINAN</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.26%</p>		

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<small>OMB No. 1210-0110</small> <hr/> <p style="text-align: center; font-size: 1.2em;">2011</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>INTERNATIONAL POWER AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>76-0033497</u>	

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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4946090</u>
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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:

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:

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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> 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>INTERNATIONAL POWER AMERICA, INC. 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>INTERNATIONAL POWER AMERICA, INC.</u>		D Employer Identification Number (EIN) <u>76-0033497</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)	1251628	1068901
	(9) Value of interest in common/collective trusts	1c(9)	3612090	4946090
	(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)	51877480	44142769
	(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	56741198	50157760

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	56741198	50157760
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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)	3866881	
(B) Participants	2a(1)(B)	2449978	
(C) Others (including rollovers)	2a(1)(C)	91712	
(2) Noncash contributions	2a(2)		6408571
(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)	77066	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		77066
(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)	1079043	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1079043
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		151931
(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)		-1915799
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5800812

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12377622	
(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)		12377622
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		181
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)	6447	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6447
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12384250

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-6583438
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: STOWE AND DEGON, LLC (2) EIN: 04-3379904

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		2000000
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.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>INTERNATIONAL POWER AMERICA, INC. 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>INTERNATIONAL POWER AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>76-0033497</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

***International Power America,
Inc. Savings Plan***

*Financial Statements (Modified Cash Basis) as of and
for the Years Ended December 31, 2011 and 2010
with Independent Auditors' Report*

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

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Schedules required under the Employee Retirement Income Security Act of 1974, other than the schedule listed above, are not presented because of the absence of the conditions under which such schedules are required.

STOWE & DEGON LLC
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
International Power America, Inc. Savings Plan:

We were engaged to audit the financial statements (modified cash basis) of International Power America, Inc. Savings Plan as of December 31, 2011 and 2010 and for the years then ended and supplemental schedule as of December 31, 2011. 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 information as described in Notes 3 and 4 which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

As described in Note 2, these financial statements were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

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 schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and custodian, 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.

Stowe & Degon LLC

October 12, 2012

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS) DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments, at fair value:		
Mutual funds	\$ 44,142,769	\$ 51,877,480
Common/collective trusts	<u>4,946,090</u>	<u>3,612,090</u>
Total investments	49,088,859	55,489,570
Notes receivable from participants	<u>1,068,901</u>	<u>1,251,628</u>
Net assets available for benefits at fair value	<u>50,157,760</u>	<u>56,741,198</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(121,989)</u>	<u>(29,371)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 50,035,771</u>	<u>\$ 56,711,827</u>

See independent auditors' report and notes to financial statements.

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS) YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Interest and dividends	\$ 1,138,354	\$ 904,820
Net (depreciation) appreciation in fair value of investments	<u>(1,915,797)</u>	<u>5,692,843</u>
Total investment (loss) income	<u>(777,443)</u>	<u>6,597,663</u>
Interest income on notes receivable from participants	<u>77,066</u>	<u>72,999</u>
Contributions:		
Employer	3,866,881	4,266,537
Employee	2,449,978	2,811,359
Rollovers	<u>91,712</u>	<u>22,710</u>
Total contributions	<u>6,408,571</u>	<u>7,100,606</u>
Total additions	<u>5,708,194</u>	<u>13,771,268</u>
DEDUCTIONS:		
Benefits paid to participants	12,377,803	3,896,801
Administrative expenses	<u>6,447</u>	<u>6,106</u>
Total deductions	<u>12,384,250</u>	<u>3,902,907</u>
Net (decrease) increase	(6,676,056)	9,868,361
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
Beginning of year	<u>56,711,827</u>	<u>46,843,466</u>
End of year	<u>\$ 50,035,771</u>	<u>\$ 56,711,827</u>

See independent auditors' report and notes to financial statements.

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (MODIFIED CASH BASIS) DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF THE PLAN

Effective September 13, 1993, International Power America, Inc., (formerly American National Power, Inc.) (the Employer), adopted the International Power America, Inc. Savings Plan (the Plan) for the benefit of the employees of the company and its subsidiaries. The Plan and the Trust of which it is a part are intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC). The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Effective February 3, 2011, GDF SUEZ obtained control of the Employer's parent. Related to this change in control, the Plan was amended so that active employees on January 10, 2011 became 100% vested in employer match and profit sharing contributions. Effective July 29, 2011, the Employer was contributed by its parent to GDF SUEZ Energy North America, Inc. The Plan merged into the GDF SUEZ Energy North America, Inc. 401(k) Plan effective January 3, 2012.

The following description of the Plan provides general information. Participants should refer to the Plan document for a comprehensive description of the Plan's provisions.

Trustee and Recordkeeper – All assets of the Plan are held by Fidelity Management Trust Company, which is the trustee (the Trustee) and recordkeeper for the Plan.

Eligibility – All employees of the Company who are not temporary employees, interns, co-ops or residents of Puerto Rico are eligible to participate in the Plan. Enrollment dates are on the first day of each month.

Contributions – Participants may contribute up to 60% of their eligible pre-tax compensation, as defined in the Plan, not to exceed IRC limits. Participants have the option to rollover distributions from other qualified plans. The Employer shall make a non-discriminatory matching contribution on behalf of each participant in an amount equal to 100% of employee deferrals, limited to 6% of the participant's compensation. Participants are eligible for matching contributions only if they make employee pretax contributions. The Employer also makes a non-discretionary fixed profit sharing contribution in an amount equal to 10% of employee compensation.

Participant Accounts – Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, company matching and profit sharing contributions and allocations of the Plan earnings. Allocations are based on participant earnings or account balances, as defined.

Investment Options – The Plan offers investment options among various Fidelity mutual funds and common/collective trusts. Participants may select any combination of fund investments. Participants may change their investments on a daily basis.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants – Participants may borrow from their fund accounts, subject to certain limitations in accordance with the applicable provisions of the Plan document. The minimum loan is \$1,000, with the total loan balance not to exceed the lesser of 50% of the individual's total vested deferral balance or \$50,000. Each loan shall bear interest at a rate determined by the plan administrator. All loans must be repaid within 5 years, unless for the purchase of a principal residence.

Vesting – Participants are immediately vested in their contributions, plus actual earnings thereon.

Vesting in the Employer contributions is based on years of continuous service, as follows:

<u>Years of Service</u>	<u>Employer Match</u>	<u>Profit Sharing</u>
Less than 1 year	0%	0%
1 year	100%	0%
2 years	100%	20%
3 years	100%	40%
4 years	100%	60%
5 years	100%	100%

Forfeitures – When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, is forfeited. Forfeitures are utilized to reduce future administrative expenses of the Plan and to reduce future employer contributions to the Plan.

Balances in the forfeiture account as of December 31, 2011 and 2010 were \$38,234 and \$32,138, respectively. Forfeitures used to reduce employer contributions as of December 31, 2011 and 2010 were \$221,222 and \$680,957, respectively.

Benefit Payments – Benefit payments are made in lump sum amounts or in installments upon a participant's retirement, termination of employment, death, or permanent and total disability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements have been prepared on the cash basis of accounting modified to allow for investments to be valued at fair value and unrealized gains and losses to be recorded. Under this basis, contributions are recognized when received rather than when withheld or determined, interest and dividends are recognized when received rather than when earned and expenses are recognized when paid rather than when the obligation is incurred. This basis differs from the accounting principles generally accepted in the United States of America.

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 attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment from fair value to contract value of the investments in the common collective trust. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates – The preparation of financial statements in conformity with the modified cash basis of accounting in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation and Income Recognition – The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividends are recorded when received. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties – The Plan provides for various investment options in actively managed funds. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur, in the near term, and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Administrative Expenses – A majority of the administrative expenses are paid by the Company.

Payment of Benefits – Benefits are recorded when paid.

Subsequent Events – The Plan has evaluated subsequent events through October 12, 2012, the date the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The plan administrator has elected the method of 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, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits and Note 4 below as of December 31, 2011 and 2010, the supplemental schedule as of December 31, 2011, and the related investment activity reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2011 and 2010. Incorporation of this financial information in the accompanying financial statements and supplemental schedule is based solely on those certifications.

4. INVESTMENTS

The following presents investments representing 5% or more of the Plan's net assets available for benefits as of December 31:

	2011	2010
Fidelity Puritan Fund	\$ 2,592,922	\$ 3,232,509
Fidelity Contrafund	7,854,798	10,572,180
Fidelity Government Income	2,749,299	*
Fidelity Managed Income Portfolio, at contract value	4,946,090	3,582,720
Fidelity Low Priced Stock	*	2,968,918
Fidelity Diversified International Fund	2,799,995	3,826,483
Fidelity Mid Cap Stock	2,735,877	3,132,053
Spartan 500 Index	3,017,376	3,791,400

* less than 5% of net assets at end of year

During the years ended December 31, 2011 and 2010, the Plan's investments generated interest and dividend income and appreciated in value (including investments bought, sold, and held during the year) as follows:

	2011		2010	
	Interest and Dividends	Depreciation	Interest and Dividends	Appreciation
Mutual Funds	\$ 1,079,043	\$ (1,915,797)	\$ 851,450	\$ 5,692,843
Common/collective trusts	59,311	-	53,370	-
	<u>\$ 1,138,354</u>	<u>\$ (1,915,797)</u>	<u>\$ 904,820</u>	<u>\$ 5,692,843</u>

5. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

5. FAIR VALUE MEASUREMENTS (CONTINUED)

- Level 2: Inputs to the valuation method include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3: Inputs to the valuation method are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual funds – valued at the Net Asset Value (NAV) of shares held by the Plan at year end as reported on the active market on which the shares are traded.

Common collective trust – valued at the NAV of shares held by the Plan at year end calculated by the fund manager based on the underlying investments. The investment is classified within level 2 of the valuation hierarchy because the unit price (NAV) is quoted on a private market that is not active; however, the unit price is based on the underlying investments which are traded on an active market.

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

5. FAIR VALUE MEASUREMENTS (CONTINUED)

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

Investments at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Common/Collective trust	\$ -	\$ 4,946,090	\$ -	\$ 4,946,090
Mutual funds:				
Blended funds	10,493,767	-	-	10,493,767
Growth funds	15,154,578	-	-	15,154,578
Target date funds	6,655,794	-	-	6,655,794
Bond funds	4,533,512	-	-	4,533,512
Value funds	2,257,951	-	-	2,257,951
International funds	1,680,645	-	-	1,680,645
Other funds	<u>3,366,522</u>	<u>-</u>	<u>-</u>	<u>3,366,522</u>
Total investments at fair value	<u>\$ 44,142,769</u>	<u>\$ 4,946,090</u>	<u>\$ -</u>	<u>\$ 49,088,859</u>

Investments at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Common/Collective trust	\$ -	\$ 3,612,090	\$ -	\$ 3,612,090
Mutual funds:				
Blended funds	13,399,594	-	-	13,399,594
Growth funds	19,503,389	-	-	19,503,389
Target date funds	7,065,821	-	-	7,065,821
Bond funds	4,306,614	-	-	4,306,614
Value funds	2,681,565	-	-	2,681,565
International funds	2,216,699	-	-	2,216,699
Other funds	<u>2,703,798</u>	<u>-</u>	<u>-</u>	<u>2,703,798</u>
Total investments at fair value	<u>\$ 51,877,480</u>	<u>\$ 3,612,090</u>	<u>\$ -</u>	<u>\$ 55,489,570</u>

6. RELATED PARTY TRANSACTIONS

Plan investments are shares of mutual funds managed by the Plan trustee. Fidelity Management Trust Company is the current trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

7. TAX STATUS

The Plan is a standardized prototype plan sponsored by Fidelity Management & Research Co. (Fidelity). Fidelity has obtained an opinion letter on the Plan stating that the form of the Plan is acceptable under section 401 of the Internal Revenue Code. Generally, the plan administrator and the Plan may rely on the opinion letter received by Fidelity as to the form of the Plan qualifying under the Internal Revenue Code (except as otherwise noted in the opinion letter). The Plan has been amended since receiving the opinion letter. The plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2011	2010
Net assets available for benefits per the financial statements	\$ 50,035,771	\$ 56,711,827
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>121,989</u>	<u>29,371</u>
Net assets available for benefits per Form 5500	<u>\$ 50,157,760</u>	<u>\$ 56,741,198</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to net income per the Form 5500 for the years ended December 31:

	2011	2010
Net increase in net assets available for benefits per the financial statements	\$ (6,676,056)	\$ 9,868,361
Change in annual adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>92,618</u>	<u>105,258</u>
Net income per Form 5500	<u>\$ (6,583,438)</u>	<u>\$ 9,973,619</u>

9. SUBSEQUENT EVENTS

On January 3, 2012, the Plan was merged with the GDF SUEZ Energy North America, Inc. 401(k) Plan ("GDF SUEZ Plan"). A total of \$50,035,771 was transferred to the GDF SUEZ Plan consisting of investments of \$49,099,859 from participant accounts and participant loans of \$1,068,901.

* * * * *

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

PLAN NUMBER 002

EIN: 76-0033497

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a) similar party	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value			(d) Cost**	(e) Current Value
		Shares				
		Mutual Funds:				
*	Fidelity Management Trust Company	Fidelity Puritan Fund	146,576	\$	-	2,592,921
*	Fidelity Management Trust Company	Fidelity Contrafund	116,436		-	7,854,797
*	Fidelity Management Trust Company	Fidelity Value Fund	33,162		-	2,104,777
*	Fidelity Management Trust Company	Fidelity Government Income	255,274		-	2,749,299
*	Fidelity Management Trust Company	Fidelity Disciplined Equity	32,149		-	691,523
*	Fidelity Management Trust Company	Fidelity Low Price Stock	64,595		-	2,307,988
*	Fidelity Management Trust Company	Fidelity Growth Strategies	104,517		-	1,945,064
*	Fidelity Management Trust Company	Fidelity Diversified International Fund	109,718		-	2,799,995
*	Fidelity Management Trust Company	Fidelity Export and Multinational	81,269		-	1,680,645
*	Fidelity Management Trust Company	Fidelity Mid-Cap Stock	102,621		-	2,735,877
*	Fidelity Management Trust Company	Fidelity Small Cap Stock	101,384		-	1,676,886
*	Fidelity Management Trust Company	Fidelity Freedom Income	54,913		-	617,223
*	Fidelity Management Trust Company	Fidelity Freedom 2000	3,694		-	43,887
*	Fidelity Management Trust Company	Fidelity Freedom 2005	564		-	5,937
*	Fidelity Management Trust Company	Fidelity Freedom 2010	16,054		-	210,304
*	Fidelity Management Trust Company	Fidelity Freedom 2020	103,744		-	1,361,123
*	Fidelity Management Trust Company	Fidelity Freedom 2030	69,321		-	890,087
*	Fidelity Management Trust Company	Spartan 500 Index Inv	67,821		-	3,017,376
*	Fidelity Management Trust Company	Spartan US Bond Index Inv	194,091		-	2,286,390
*	Fidelity Management Trust Company	PIMCO Total Return Administrative	206,727		-	2,247,123
*	Fidelity Management Trust Company	Managers Cadence Capital Appreciation Admin	1,607		-	25,917

(Continued)

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

PLAN NUMBER 002

EIN: 76-0033497

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	(d) Cost**	(e) Current Value
*	Fidelity Management Trust Company	Mutual Funds (Continued):			
*	Fidelity Management Trust Company	Fidelity Freedom 2015	38,689	-	\$ 422,866
*	Fidelity Management Trust Company	Fidelity Freedom 2025	82,319	-	889,866
*	Fidelity Management Trust Company	Fidelity Freedom 2035	95,913	-	1,011,887
*	Fidelity Management Trust Company	Fidelity Freedom 2040	111,206	-	818,475
*	Fidelity Management Trust Company	Fidelity Freedom 2045	82,257	-	714,817
*	Fidelity Management Trust Company	Fidelity Freedom 2050	33,553	-	286,546
*	Fidelity Management Trust Company	Allianz NFJ Div Value Administrative	13,319	-	153,173
		Total mutual funds		-	44,142,769
		Common and collective trusts:			
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	4,824,101	-	4,946,090
		Total common and collective trusts		-	4,946,090
*	Participants	Participant loans: Various maturities through July 2019; balance collateralized by participant account, interest rates 6.75%	-	-	1,068,901
		Total investments held at end of year		-	\$ 50,157,760

* Party-in-interest

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

See independent auditors' report.

***International Power America,
Inc. Savings Plan***

*Financial Statements (Modified Cash Basis) as of and
for the Years Ended December 31, 2011 and 2010
with Independent Auditors' Report*

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

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Schedules required under the Employee Retirement Income Security Act of 1974, other than the schedule listed above, are not presented because of the absence of the conditions under which such schedules are required.

STOWE & DEGON LLC
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
International Power America, Inc. Savings Plan:

We were engaged to audit the financial statements (modified cash basis) of International Power America, Inc. Savings Plan as of December 31, 2011 and 2010 and for the years then ended and supplemental schedule as of December 31, 2011. 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 information as described in Notes 3 and 4 which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Fidelity Management Trust Company holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

As described in Note 2, these financial statements were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

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 schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and custodian, 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.

Stowe & Degon LLC

October 12, 2012

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS) DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments, at fair value:		
Mutual funds	\$ 44,142,769	\$ 51,877,480
Common/collective trusts	<u>4,946,090</u>	<u>3,612,090</u>
Total investments	49,088,859	55,489,570
Notes receivable from participants	<u>1,068,901</u>	<u>1,251,628</u>
Net assets available for benefits at fair value	<u>50,157,760</u>	<u>56,741,198</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(121,989)</u>	<u>(29,371)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 50,035,771</u>	<u>\$ 56,711,827</u>

See independent auditors' report and notes to financial statements.

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS) YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Interest and dividends	\$ 1,138,354	\$ 904,820
Net (depreciation) appreciation in fair value of investments	<u>(1,915,797)</u>	<u>5,692,843</u>
Total investment (loss) income	<u>(777,443)</u>	<u>6,597,663</u>
Interest income on notes receivable from participants	<u>77,066</u>	<u>72,999</u>
Contributions:		
Employer	3,866,881	4,266,537
Employee	2,449,978	2,811,359
Rollovers	<u>91,712</u>	<u>22,710</u>
Total contributions	<u>6,408,571</u>	<u>7,100,606</u>
Total additions	<u>5,708,194</u>	<u>13,771,268</u>
DEDUCTIONS:		
Benefits paid to participants	12,377,803	3,896,801
Administrative expenses	<u>6,447</u>	<u>6,106</u>
Total deductions	<u>12,384,250</u>	<u>3,902,907</u>
Net (decrease) increase	(6,676,056)	9,868,361
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
Beginning of year	<u>56,711,827</u>	<u>46,843,466</u>
End of year	<u>\$ 50,035,771</u>	<u>\$ 56,711,827</u>

See independent auditors' report and notes to financial statements.

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (MODIFIED CASH BASIS) DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF THE PLAN

Effective September 13, 1993, International Power America, Inc., (formerly American National Power, Inc.) (the Employer), adopted the International Power America, Inc. Savings Plan (the Plan) for the benefit of the employees of the company and its subsidiaries. The Plan and the Trust of which it is a part are intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC). The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Effective February 3, 2011, GDF SUEZ obtained control of the Employer's parent. Related to this change in control, the Plan was amended so that active employees on January 10, 2011 became 100% vested in employer match and profit sharing contributions. Effective July 29, 2011, the Employer was contributed by its parent to GDF SUEZ Energy North America, Inc. The Plan merged into the GDF SUEZ Energy North America, Inc. 401(k) Plan effective January 3, 2012.

The following description of the Plan provides general information. Participants should refer to the Plan document for a comprehensive description of the Plan's provisions.

Trustee and Recordkeeper – All assets of the Plan are held by Fidelity Management Trust Company, which is the trustee (the Trustee) and recordkeeper for the Plan.

Eligibility – All employees of the Company who are not temporary employees, interns, co-ops or residents of Puerto Rico are eligible to participate in the Plan. Enrollment dates are on the first day of each month.

Contributions – Participants may contribute up to 60% of their eligible pre-tax compensation, as defined in the Plan, not to exceed IRC limits. Participants have the option to rollover distributions from other qualified plans. The Employer shall make a non-discriminatory matching contribution on behalf of each participant in an amount equal to 100% of employee deferrals, limited to 6% of the participant's compensation. Participants are eligible for matching contributions only if they make employee pretax contributions. The Employer also makes a non-discretionary fixed profit sharing contribution in an amount equal to 10% of employee compensation.

Participant Accounts – Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, company matching and profit sharing contributions and allocations of the Plan earnings. Allocations are based on participant earnings or account balances, as defined.

Investment Options – The Plan offers investment options among various Fidelity mutual funds and common/collective trusts. Participants may select any combination of fund investments. Participants may change their investments on a daily basis.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants – Participants may borrow from their fund accounts, subject to certain limitations in accordance with the applicable provisions of the Plan document. The minimum loan is \$1,000, with the total loan balance not to exceed the lesser of 50% of the individual's total vested deferral balance or \$50,000. Each loan shall bear interest at a rate determined by the plan administrator. All loans must be repaid within 5 years, unless for the purchase of a principal residence.

Vesting – Participants are immediately vested in their contributions, plus actual earnings thereon.

Vesting in the Employer contributions is based on years of continuous service, as follows:

<u>Years of Service</u>	<u>Employer Match</u>	<u>Profit Sharing</u>
Less than 1 year	0%	0%
1 year	100%	0%
2 years	100%	20%
3 years	100%	40%
4 years	100%	60%
5 years	100%	100%

Forfeitures – When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, is forfeited. Forfeitures are utilized to reduce future administrative expenses of the Plan and to reduce future employer contributions to the Plan.

Balances in the forfeiture account as of December 31, 2011 and 2010 were \$38,234 and \$32,138, respectively. Forfeitures used to reduce employer contributions as of December 31, 2011 and 2010 were \$221,222 and \$680,957, respectively.

Benefit Payments – Benefit payments are made in lump sum amounts or in installments upon a participant's retirement, termination of employment, death, or permanent and total disability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements have been prepared on the cash basis of accounting modified to allow for investments to be valued at fair value and unrealized gains and losses to be recorded. Under this basis, contributions are recognized when received rather than when withheld or determined, interest and dividends are recognized when received rather than when earned and expenses are recognized when paid rather than when the obligation is incurred. This basis differs from the accounting principles generally accepted in the United States of America.

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 attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment from fair value to contract value of the investments in the common collective trust. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates – The preparation of financial statements in conformity with the modified cash basis of accounting in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation and Income Recognition – The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividends are recorded when received. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties – The Plan provides for various investment options in actively managed funds. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur, in the near term, and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Administrative Expenses – A majority of the administrative expenses are paid by the Company.

Payment of Benefits – Benefits are recorded when paid.

Subsequent Events – The Plan has evaluated subsequent events through October 12, 2012, the date the financial statements were available to be issued.

3. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The plan administrator has elected the method of 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, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits and Note 4 below as of December 31, 2011 and 2010, the supplemental schedule as of December 31, 2011, and the related investment activity reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2011 and 2010. Incorporation of this financial information in the accompanying financial statements and supplemental schedule is based solely on those certifications.

4. INVESTMENTS

The following presents investments representing 5% or more of the Plan's net assets available for benefits as of December 31:

	2011	2010
Fidelity Puritan Fund	\$ 2,592,922	\$ 3,232,509
Fidelity Contrafund	7,854,798	10,572,180
Fidelity Government Income	2,749,299	*
Fidelity Managed Income Portfolio, at contract value	4,946,090	3,582,720
Fidelity Low Priced Stock	*	2,968,918
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Fidelity Mid Cap Stock	2,735,877	3,132,053
Spartan 500 Index	3,017,376	3,791,400

* less than 5% of net assets at end of year

During the years ended December 31, 2011 and 2010, the Plan's investments generated interest and dividend income and appreciated in value (including investments bought, sold, and held during the year) as follows:

	2011		2010	
	Interest and Dividends	Depreciation	Interest and Dividends	Appreciation
Mutual Funds	\$ 1,079,043	\$ (1,915,797)	\$ 851,450	\$ 5,692,843
Common/collective trusts	59,311	-	53,370	-
	<u>\$ 1,138,354</u>	<u>\$ (1,915,797)</u>	<u>\$ 904,820</u>	<u>\$ 5,692,843</u>

5. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

5. FAIR VALUE MEASUREMENTS (CONTINUED)

- Level 2: Inputs to the valuation method include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3: Inputs to the valuation method are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual funds – valued at the Net Asset Value (NAV) of shares held by the Plan at year end as reported on the active market on which the shares are traded.

Common collective trust – valued at the NAV of shares held by the Plan at year end calculated by the fund manager based on the underlying investments. The investment is classified within level 2 of the valuation hierarchy because the unit price (NAV) is quoted on a private market that is not active; however, the unit price is based on the underlying investments which are traded on an active market.

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

5. FAIR VALUE MEASUREMENTS (CONTINUED)

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

Investments at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Common/Collective trust	\$ -	\$ 4,946,090	\$ -	\$ 4,946,090
Mutual funds:				
Blended funds	10,493,767	-	-	10,493,767
Growth funds	15,154,578	-	-	15,154,578
Target date funds	6,655,794	-	-	6,655,794
Bond funds	4,533,512	-	-	4,533,512
Value funds	2,257,951	-	-	2,257,951
International funds	1,680,645	-	-	1,680,645
Other funds	<u>3,366,522</u>	<u>-</u>	<u>-</u>	<u>3,366,522</u>
Total investments at fair value	<u>\$ 44,142,769</u>	<u>\$ 4,946,090</u>	<u>\$ -</u>	<u>\$ 49,088,859</u>

Investments at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Common/Collective trust	\$ -	\$ 3,612,090	\$ -	\$ 3,612,090
Mutual funds:				
Blended funds	13,399,594	-	-	13,399,594
Growth funds	19,503,389	-	-	19,503,389
Target date funds	7,065,821	-	-	7,065,821
Bond funds	4,306,614	-	-	4,306,614
Value funds	2,681,565	-	-	2,681,565
International funds	2,216,699	-	-	2,216,699
Other funds	<u>2,703,798</u>	<u>-</u>	<u>-</u>	<u>2,703,798</u>
Total investments at fair value	<u>\$ 51,877,480</u>	<u>\$ 3,612,090</u>	<u>\$ -</u>	<u>\$ 55,489,570</u>

6. RELATED PARTY TRANSACTIONS

Plan investments are shares of mutual funds managed by the Plan trustee. Fidelity Management Trust Company is the current trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

7. TAX STATUS

The Plan is a standardized prototype plan sponsored by Fidelity Management & Research Co. (Fidelity). Fidelity has obtained an opinion letter on the Plan stating that the form of the Plan is acceptable under section 401 of the Internal Revenue Code. Generally, the plan administrator and the Plan may rely on the opinion letter received by Fidelity as to the form of the Plan qualifying under the Internal Revenue Code (except as otherwise noted in the opinion letter). The Plan has been amended since receiving the opinion letter. The plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2011	2010
Net assets available for benefits per the financial statements	\$ 50,035,771	\$ 56,711,827
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>121,989</u>	<u>29,371</u>
Net assets available for benefits per Form 5500	<u>\$ 50,157,760</u>	<u>\$ 56,741,198</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to net income per the Form 5500 for the years ended December 31:

	2011	2010
Net increase in net assets available for benefits per the financial statements	\$ (6,676,056)	\$ 9,868,361
Change in annual adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>92,618</u>	<u>105,258</u>
Net income per Form 5500	<u>\$ (6,583,438)</u>	<u>\$ 9,973,619</u>

9. SUBSEQUENT EVENTS

On January 3, 2012, the Plan was merged with the GDF SUEZ Energy North America, Inc. 401(k) Plan ("GDF SUEZ Plan"). A total of \$50,035,771 was transferred to the GDF SUEZ Plan consisting of investments of \$49,099,859 from participant accounts and participant loans of \$1,068,901.

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INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

PLAN NUMBER 002

EIN: 76-0033497

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a) similar party	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value			(d) Cost**	(e) Current Value
		Shares				
		Mutual Funds:				
*	Fidelity Management Trust Company		146,576	\$	-	2,592,921
*	Fidelity Management Trust Company		116,436		-	7,854,797
*	Fidelity Management Trust Company		33,162		-	2,104,777
*	Fidelity Management Trust Company		255,274		-	2,749,299
*	Fidelity Management Trust Company		32,149		-	691,523
*	Fidelity Management Trust Company		64,595		-	2,307,988
*	Fidelity Management Trust Company		104,517		-	1,945,064
*	Fidelity Management Trust Company		109,718		-	2,799,995
*	Fidelity Management Trust Company		81,269		-	1,680,645
*	Fidelity Management Trust Company		102,621		-	2,735,877
*	Fidelity Management Trust Company		101,384		-	1,676,886
*	Fidelity Management Trust Company		54,913		-	617,223
*	Fidelity Management Trust Company		3,694		-	43,887
*	Fidelity Management Trust Company		564		-	5,937
*	Fidelity Management Trust Company		16,054		-	210,304
*	Fidelity Management Trust Company		103,744		-	1,361,123
*	Fidelity Management Trust Company		69,321		-	890,087
*	Fidelity Management Trust Company		67,821		-	3,017,376
*	Fidelity Management Trust Company		194,091		-	2,286,390
*	Fidelity Management Trust Company		206,727		-	2,247,123
*	Fidelity Management Trust Company		1,607		-	25,917

(Continued)

INTERNATIONAL POWER AMERICA, INC. SAVINGS PLAN

PLAN NUMBER 002

EIN: 76-0033497

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2011

(a) similar party	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	(d) Cost**	(e) Current Value
*	Fidelity Management Trust Company	Mutual Funds (Continued):			
*	Fidelity Management Trust Company	Fidelity Freedom 2015	38,689	-	\$ 422,866
*	Fidelity Management Trust Company	Fidelity Freedom 2025	82,319	-	889,866
*	Fidelity Management Trust Company	Fidelity Freedom 2035	95,913	-	1,011,887
*	Fidelity Management Trust Company	Fidelity Freedom 2040	111,206	-	818,475
*	Fidelity Management Trust Company	Fidelity Freedom 2045	82,257	-	714,817
*	Fidelity Management Trust Company	Fidelity Freedom 2050	33,553	-	286,546
*	Fidelity Management Trust Company	Allianz NFJ Div Value Administrative	13,319	-	153,173
		Total mutual funds		-	44,142,769
		Common and collective trusts:			
*	Fidelity Management Trust Company	Fidelity Managed Income Portfolio	4,824,101	-	4,946,090
		Total common and collective trusts		-	4,946,090
*	Participants	Participant loans:			
		Various maturities through July 2019; balance collateralized by participant account, interest rates 6.75%	-	-	1,068,901
		Total investments held at end of year		-	\$ 50,157,760

* Party-in-interest

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

See independent auditors' report.