

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> 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>VEOLIA WATER RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/01/1991</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>WASCO LLC</u> <u>C/O VEOLIA WATER NORTH AMERICA</u> <u>101 WEST WASHINGTON ST, STE 1400 E.</u> <u>INDIANAPOLIS, IN 46204</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>33-0266015</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>317-917-3776</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>221300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>33-0266015</u>	2c Sponsor's telephone number <u>317-917-3776</u>	2d Business code (see instructions) <u>221300</u>	
2b Employer Identification Number (EIN) <u>33-0266015</u>					
2c Sponsor's telephone number <u>317-917-3776</u>					
2d Business code (see instructions) <u>221300</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	Filed with authorized/valid electronic signature.	10/15/2012	PAMELA J PRICE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	PAMELA J PRICE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") WASCO LLC C/O VEOLIA WATER NORTH AMERICA 101 WEST WASHINGTON ST, STE 1400 E. INDIANAPOLIS, IN 46204	3b Administrator's EIN 33-0266015 <hr/> 3c Administrator's telephone number 317-917-3776
---	---

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 <hr/> 4c PN
---	-------------------------------------

5 Total number of participants at the beginning of the plan year	5	4857
---	----------	------

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	2713
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	1506
d Subtotal. Add lines 6a , 6b , and 6c	6d	4220
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	20
f Total. Add lines 6d and 6e	6f	4240
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3927
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	103

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

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

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

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

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan <u>VEOLIA WATER RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WASCO LLC</u>	D Employer Identification Number (EIN) <u>33-0266015</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
AMERICAN FUNDS

95-1411037

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

52-1346931

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

13-5673135

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

13-5108880

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

HARTFORD MUTUAL FUNDS

13-3317783

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

INVESCO VAN KAMPEN

58-2287224

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

MAINSTAY

52-2206685

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

PIMCO FUNDS

95-2632339

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

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

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

(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)

WELLS FARGO BANK, N.A.

91-1374280

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 37 38 49 50 52 59 60 62 63 64	SERVICE PROVIDER	25235	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

SEYFARTH SHAW LLP

36-2152202

(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?
22 50	SERVICE PROVIDER	26742	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER HUMAN RESOURCES CONSULTING,

13-2834414

(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?
17 50	SERVICE PROVIDER	12611	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)

BPS&M, LLC

62-0853448

(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?
10 50	SERVICE PROVIDER	28200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <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). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; 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	01/01/2011	and ending	12/31/2011
---	------------	------------	------------

A Name of plan VEOLIA WATER RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN)	001
---	---------------------------------------	-----

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 WASCO LLC	D Employer Identification Number (EIN) 33-0266015
---	---

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	--

a	Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND
---	--

b	Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.
---	---

c EIN-PN 52-2251296-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13508188
--------------------------------	------------------------	--

a	Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S & P 500 INDEX FUND
---	--

b	Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.
---	---

c EIN-PN 94-6751923-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3765336
--------------------------------	------------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <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 01/01/2011 and ending 12/31/2011		
A Name of plan VEOLIA WATER RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WASCO LLC	D Employer Identification Number (EIN) 33-0266015	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	233892	25870
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	145091	146166
(2) Participant contributions	1b(2)	358554	337222
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		155600
(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)	3675072	3773097
(9) Value of interest in common/collective trusts.....	1c(9)	16252973	17620185
(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)	172054573	151238312
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	2921402	2538159

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	195641557	175834611

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	195641557	175834611
---	-----------	-----------	-----------

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)	4384998	
(B) Participants	2a(1)(B)	10974236	
(C) Others (including rollovers)	2a(1)(C)	525842	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		15885076
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)	182396	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		182396
(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)	3072746	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3072746
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		677564
(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)		-5011927
c Other income.....	2c		333209
d Total income. Add all income amounts in column (b) and enter total.....	2d		15139064

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	34625701	
(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)		34625701
f Corrective distributions (see instructions)	2f		1124
g Certain deemed distributions of participant loans (see instructions).....	2g		116194
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)	320855	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		320855
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		35063874

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-19924810
l Transfers of assets:			
(1) To this plan.....	2l(1)		199452
(2) From this plan	2l(2)		81588

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: KATZ SAPPER & MILLER LLP

(2) EIN: 35-1090346

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.).....	☒	☐	7280
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

PALACE EMPLOYEES SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
38-2670394	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>VEOLIA WATER RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WASCO LLC</u>	D Employer Identification Number (EIN) <u>33-0266015</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u> <u>56-1354495</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
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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): _____

VEOLIA WATER RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

December 31, 2011 and 2010

VEOLIA WATER RETIREMENT SAVINGS PLAN

CONTENTS

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits – December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits – Year Ended December 31, 2011	3
Notes to Financial Statements	4-12
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions – Year Ended December 31, 2011	13
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – December 31, 2011	14

Independent Auditors' Report

The Employee Benefits and Compensation Committee
Veolia Water Retirement Savings Plan

We were engaged to audit the accompanying financial statements of Veolia Water Retirement Savings Plan as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and the schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the investment information certified by the Trustee with the related investment information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the investment information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Katz, Sapper & Miller, LLP

Indianapolis, Indiana
October 12, 2012

VEOLIA WATER RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments at fair value:		
Mutual fund shares	\$ 151,238,312	\$ 172,054,573
Money market fund shares	155,600	233,892
Collective trust funds	17,620,185	16,252,973
Self-directed brokerage accounts	2,538,163	2,921,402
Total Investments	<u>171,552,260</u>	<u>191,462,840</u>
Receivables:		
Employer contributions	146,166	145,091
Participant contributions	337,222	358,554
Notes receivable from participants	3,773,097	3,675,072
Total Receivables	<u>4,256,485</u>	<u>4,178,717</u>
Cash, noninterest-bearing	<u>25,870</u>	<u> </u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	175,834,615	195,641,557
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(346,661)</u>	<u>(262,084)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 175,487,954</u></u>	<u><u>\$ 195,379,473</u></u>

See accompanying notes.

VEOLIA WATER RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS Year Ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment Income (Loss):	
Net depreciation in fair value of investments	\$ (4,523,341)
Interest and dividend income	3,121,037
Other income	52,271
Total Investment Income (Loss)	<u>(1,350,033)</u>
Interest income on notes receivable from participants	<u>181,503</u>
Contributions:	
Participant salary	10,983,095
Participant rollover	525,842
Employer	4,389,104
Total Contributions	<u>15,898,041</u>
Total Additions	<u>14,729,511</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid	34,494,778
Administrative expenses	325,708
Total Deductions	<u>34,820,486</u>

NET DECREASE BEFORE TRANSFERS FROM AFFILIATED PLAN (20,090,975)

TRANSFERS FROM AFFILIATED PLAN 199,452

NET DECREASE (19,891,523)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	<u>195,379,473</u>
End of Year	<u>\$ 175,487,950</u>

See accompanying notes.

VEOLIA WATER RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2011 and 2010

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of Veolia Water Retirement Savings Plan (the Plan) provides only general information. Plan participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan was organized effective October 1, 1991, as a defined contribution retirement savings plan covering all eligible employees of Veolia Water North American Operating Services, LLC (the Employer) who are age 18 or older, or any employee who is a union member subject to a collective bargaining agreement (CBA) if the Employer has agreed in the CBA to have such union members covered by the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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

Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions: Plan participants may authorize the Employer to contribute to the Plan up to 50% of their eligible annual compensation, subject to the maximum annual amount permitted under the Internal Revenue Code (IRC). Participants who attain age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions from amounts representing distributions from other qualified plans.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless an affirmative election not to participate in the Plan is executed. Automatically enrolled participants have their contribution rate set at 3% of eligible compensation and their contributions are invested in a designated fund until an investment election is made by the participant.

The Employer makes matching contributions to the Plan. In 2011, the Employer made matching contributions equal to 50% of the first 7% of compensation that each participant contributed to the Plan. The Employer may elect to make discretionary contributions to the Plan. No Employer discretionary contributions were made to the Plan in 2011.

Participants direct the investment of their contributions, as well as those made by the Employer, into various investment options offered by the Plan.

Participant Accounts: Each participant's account is credited with the participant's contributions and Employer matching contributions, as well as allocations of the Employer's discretionary contributions and Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Vesting and Forfeitures: Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Employer's contribution portion of their account is based on years of continuous service. A participant becomes 34% vested after one year of service, increasing by 33% per year, with full vesting after 3 years of credited service.

At December 31, 2011 and 2010, forfeited nonvested accounts of terminated participants totaled \$58,935 and \$86,024, respectively. These accounts will be used to reduce future Employer contributions. In 2011, forfeited nonvested accounts of \$65,247 were used to reduce Employer contributions.

Notes Receivable from Participants: Participants may borrow from their account a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. The terms of the notes range up to 5 years except notes issued to purchase a principal residence, for which the terms cannot exceed 10 years. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

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

Payment of Benefits: Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account. Benefits are recorded by the Plan when paid.

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 2 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As discussed in Note 4, the Plan invests in collective trust funds which are fully benefit-responsive funds. The Plan's statements of net assets available for benefits presents the fair value of this investment, as well as the adjustment of this investment from fair value to contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Expenses: Administrative expenses for maintaining the Plan may be paid by the Employer or the Plan, at the Employer's discretion. Loan administration fees are charged directly to the participant's account and are included in administrative expenses.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Tax Status: The Plan Agreement has been amended and restated effective January 1, 2010. An application has been submitted for a determination letter from the Internal Revenue Service (IRS) that the Plan and related trust are designed in accordance with applicable sections of the IRC. The application is pending. However, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. The Plan Administrator intends to correct insignificant operational items, if necessary. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to 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 IRS or other taxing authorities. 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 authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

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

NOTE 2 – FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are described as follows:

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.

Level 2 – Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and 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 methodology are unobservable and significant to the fair value measurement. In situations where there is little or no market activity for the asset or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a description of the valuation methodologies used by the Plan for investment assets that are measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Fund Shares and Money Market Fund Shares: Valued at the published net asset value (NAV) of the shares held by the Plan at the reporting date.

Collective Trust Fund (Stable Value): Valued at the unit price of the fund reported by the sponsoring trust company. Generally, the unit price is based on the unit value of the underlying fund, less any accrual of fees and expenses borne by the fund, and divided by the number of units outstanding. The investments of the underlying fund include investment contract, security back contracts, contract wrappers, and collective trust funds. Investment contracts are valued at the present value of future cash flows using current discount rate. Contract wrappers are valued based on the difference between current wrapper fee and contract wrapper fee. Security back contracts are based on the cumulative value of their underlying investments.

Collective Trust Fund (Large Cap Value): Valued at the unit price of the fund reported by the sponsoring trust company. Generally, the unit price is based on quoted market prices of the fund's underlying investments, less any accrual of fees and expenses borne by the fund, and divided by the number of units outstanding.

Common Stocks, Preferred Stocks, Limited Partnerships, Exchange Traded Funds and Warrants: Valued at the closing price reported on the active market on which the individual securities are traded.

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

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2011 and 2010:

2011	Level 1	Level 2	Level 3	Total
Mutual fund shares:				
Balanced funds	\$ 3,138,702			\$ 3,138,702
Bond funds	9,264,524			9,264,524
Large cap funds	8,769,347			8,769,347
Mid cap funds	3,210,008			3,210,008
Small cap funds	6,695,866			6,695,866
Target maturity funds	114,262,302			114,262,302
International funds	5,897,563			5,897,563
Money market fund shares	155,600			155,600
Collective trust funds:				
Large cap fund		\$3,765,336		3,765,336
Stable value			\$13,854,849	13,854,849
Self-directed brokerage accounts:				
Common stocks:				
Basic materials	410,785			410,785
Consumer goods	85,061			85,061
Financial	10,051			10,051
Healthcare	216,349			216,349
Industrials	100,407			100,407
Services	154,517			154,517
Technology	203,959			203,959
Other	517,133			517,133
Money market fund shares	279,982			279,982
Exchange traded fund shares	96,981			96,981
Mutual fund shares	433,593			433,593
Preferred stocks	28,804			28,804
Warrants	537			537
Total Investments at Fair Value	<u>\$153,932,071</u>	<u>\$3,765,336</u>	<u>\$13,854,849</u>	<u>\$171,552,256</u>

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

2010	Level 1	Level 2	Level 3	Total
Mutual fund shares:				
Balanced funds	\$ 4,678,421			\$ 4,678,421
Bond funds	10,378,045			10,378,045
Large cap funds	10,715,615			10,715,615
Mid cap funds	4,191,925			4,191,925
Small cap funds	8,520,777			8,520,777
Target maturity funds	125,224,930			125,224,930
International funds	8,344,860			8,344,860
Money market fund shares	233,892			233,892
Collective trust funds:				
Large cap fund		\$4,198,804		4,198,804
Stable value			\$12,054,169	12,054,169
Self-directed brokerage accounts:				
Common stocks:				
Basic materials	317,408			317,408
Consumer goods	29,228			29,228
Financial	115,294			115,294
Healthcare	191,237			191,237
Industrials	81,408			81,408
Services	457,155			457,155
Technology	543,852			543,852
Other	395,763			395,763
Money market fund shares	304,969			304,969
Exchange traded fund shares	169,901			169,901
Mutual fund shares	258,601			258,601
Preferred stocks	27,215			27,215
Limited partnership	28,742			28,742
Warrants	629			629
Total Investments at Fair Value	<u>\$175,209,867</u>	<u>\$4,198,804</u>	<u>\$12,054,169</u>	<u>\$191,462,840</u>

There were no significant transfers between Level 1 and Level 2 investments during 2011.

Following is a summary of the changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	Collective Trust Fund – Stable Value
Balance at beginning of year	\$12,054,169
Realized gains	134,251
Unrealized gains relating to instruments still held at the reporting date	208,911
Purchases	9,497,807
Sales	<u>(8,049,289)</u>
Balance at end of year	<u>\$13,845,849</u>

At December 31, 2011 and 2010, the Plan had no other assets and no liabilities that are measured at fair value on a recurring basis.

NOTE 3 – INVESTMENT INFORMATION CERTIFIED BY TRUSTEE

All investment information disclosed in the accompanying financial statements, related notes and supplemental schedules have not been audited, but was obtained or derived from information provided to the Plan Administrator by the Plan's trustee. The following is a summary of the Plan's investment information which has been certified as complete and accurate as of December 31, 2011 and 2010, and for the year ended December 31, 2011, by Wells Fargo Bank, N.A., the Trustee, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	2011	2010
Mutual Fund Shares:		
Wells Fargo Advantage Dow Jones Target 2010 Fund I	\$ 18,498,934*	\$ 20,163,957*
Wells Fargo Advantage Dow Jones Target 2020 Fund I	46,631,048*	50,702,445*
Wells Fargo Advantage Dow Jones Target 2030 Fund I	31,799,319*	36,155,394*
Wells Fargo Advantage Dow Jones Target 2040 Fund I	9,961,957*	10,776,998*
PIMCO Total Return Admin Fund	9,264,524*	10,378,045*
Other mutual fund shares	<u>35,082,530</u>	<u>43,877,734</u>
	<u>151,238,312</u>	<u>172,054,573</u>
Money Market Fund Shares	<u>155,600</u>	<u>233,892</u>
Collective Trust Funds:		
Wells Fargo Stable Return Fund N4 (at contract value)	13,508,188*	11,792,085*
Other collective trust fund	<u>3,765,336</u>	<u>4,198,804</u>
	<u>17,273,524</u>	<u>15,990,889</u>
Self-Directed Brokerage Accounts	<u>2,538,159</u>	<u>2,921,402</u>
Total Investments held by Trustee	<u>\$171,205,595</u>	<u>\$191,200,756</u>

* Represents 5% or more of the Plan's net assets available for benefits at the date indicated.

	2011
Interest and dividend income	<u>\$ 3,121,037</u>
Other income	<u>\$ 52,271</u>
Net appreciation (depreciation) in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	\$(4,942,025)
Self-directed brokerage accounts	75,522
Fair value measured by other methods:	
Collective trust funds	<u>343,162</u>
	<u>\$(4,523,341)</u>

NOTE 4 – COLLECTIVE TRUST FUND

The Plan has an investment in the Wells Fargo Stable Return Fund N4, which is a benefit-responsive collective trust fund. As described in Note 1, because this fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits attributable to the fund. Contract value, as reported to the Plan by Wells Fargo Bank, N.A., represents contributions made under the fund, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield rate based on actual earnings of the fund was approximately 1.56% for 2011 and 2.38% for 2010, and the average interest rate credited to participants was approximately 2.33% for 2011 and 2.90% for 2010.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) communications from the Plan's sponsor designed to induce participants to transfer from the fund, (4) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (5) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTE 5 – PLAN AMENDMENTS

The Plan Agreement was amended during 2011 to increase the automatic enrollment contribution rate from 3% to 4%. In addition, the amendment enables the Plan to automatically defer 4% of compensation for all participants eligible to participate in the Plan as of June 1, 2011 that have not affirmatively declined participation in the Plan.

NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are managed by an affiliate of Wells Fargo Bank, N.A., the trustee of the Plan; therefore, transactions in these investments qualify as exempt party-in-interest transactions under ERISA. The Trustee also receives indirect fees from investments which are deducted from investment returns. Direct fees paid by the Plan to the Trustee totaled \$25,235 in 2011.

The Employer provides certain accounting, administrative and investment management services to the Plan for which it receives no compensation.

Notes receivable from participants are permitted party-in-interest transactions.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan's 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 Plan's financial statements.

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2011	2010
Net assets available for benefits per the financial statements	\$175,487,950	\$195,379,473
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>346,661</u>	<u>262,084</u>
Net assets per Form 5500	<u>\$175,834,611</u>	<u>\$195,641,557</u>

The following is a reconciliation of net decrease per the financial statements to net loss per Form 5500 for the year ended December 31, 2011:

Net decrease per financial statements	\$(19,891,523)
Amounts classified as transfers in for this plan on Form 5500	(199,452)
Amounts classified as transfers out for this plan on Form 5500	81,588
Change in adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>84,577</u>
Net loss per Form 5500	<u>\$(19,924,810)</u>

VEOLIA WATER RETIREMENT SAVINGS PLAN

EIN 33-0266015 PN 001

**SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT
PARTICIPANT CONTRIBUTIONS
Year Ended December 31, 2011**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002 - 51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	\$ 7,280		\$ 13,608	

VEOLIA WATER RETIREMENT SAVINGS PLAN

EIN 33-0266015 PN 001

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

(a)	(b) and (c)	(d)	(e)
	Identity of Issue / Description of Investment	Number of Shares/Units	Cost
			Current Value
MUTUAL FUND SHARES			
	American Funds EuroPacific Growth Fund R4	170,696	** \$ 5,897,563
	Davis NY Venture Fund Y	72,360	** 2,374,845
	Dreyfus Premier Structure MidCap Fund I	165,550	** 3,210,008
	Goldman Sachs Large Cap Value Fund I	283,236	** 3,064,616
	Hartford Small Company HLS Fund IA	199,206	** 3,400,440
	Invesco Van Kampen Equity and Income Fund A	377,248	** 3,138,702
	Mainstay Large Cap Growth I	470,988	** 3,329,886
	PIMCO Total Return Admin Fund	852,302	** 9,264,524
*	Wells Fargo Advantage Dow Jones Target 2010 Fund I	1,421,901	** 18,498,934
*	Wells Fargo Advantage Dow Jones Target 2020 Fund I	3,386,423	** 46,631,048
*	Wells Fargo Advantage Dow Jones Target 2030 Fund I	2,297,639	** 31,799,319
*	Wells Fargo Advantage Dow Jones Target 2040 Fund I	667,244	** 9,961,957
*	Wells Fargo Advantage Dow Jones Target 2050 Fund I	304,198	** 2,546,134
*	Wells Fargo Advantage Dow Jones Target Today Fund I	444,692	** 4,824,910
*	Wells Fargo Small Capital Value Fund I	110,400	** 3,295,426
	Total Mutual Fund Shares		<u>151,238,312</u>
MONEY MARKET FUND SHARES			
*	Wells Fargo Advantage Cash Investment Money Market Service	155,600	** <u>155,600</u>
COLLECTIVE TRUST FUNDS			
*	Wells Fargo Stable Return Fund N4	289,493	13,854,849
*	Wells Fargo S&P 500 Index Fund N	61,788	** <u>3,765,336</u>
	Total Collective Trust Funds		<u>17,620,185</u>
SELF-DIRECTED BROKERAGE ACCOUNTS			
			** <u>2,538,159</u>
*	NOTES RECEIVABLE FROM PARTICIPANTS , bearing interest at 4.25-10%, with maturities through November 2014	0	<u>3,773,097</u>
TOTAL			
			<u>\$ 175,325,353</u>

* Party-in-interest, but not prohibited transactions.

** Cost has been omitted for participant-directed investments.

VEOLIA WATER RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

December 31, 2011 and 2010

VEOLIA WATER RETIREMENT SAVINGS PLAN

CONTENTS

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits – December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits – Year Ended December 31, 2011	3
Notes to Financial Statements	4-12
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions – Year Ended December 31, 2011	13
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – December 31, 2011	14

Independent Auditors' Report

The Employee Benefits and Compensation Committee
Veolia Water Retirement Savings Plan

We were engaged to audit the accompanying financial statements of Veolia Water Retirement Savings Plan as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and the schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the investment information certified by the Trustee with the related investment information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the investment information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Katz, Sapper & Miller, LLP

Indianapolis, Indiana
October 12, 2012

VEOLIA WATER RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments at fair value:		
Mutual fund shares	\$ 151,238,312	\$ 172,054,573
Money market fund shares	155,600	233,892
Collective trust funds	17,620,185	16,252,973
Self-directed brokerage accounts	2,538,163	2,921,402
Total Investments	<u>171,552,260</u>	<u>191,462,840</u>
Receivables:		
Employer contributions	146,166	145,091
Participant contributions	337,222	358,554
Notes receivable from participants	3,773,097	3,675,072
Total Receivables	<u>4,256,485</u>	<u>4,178,717</u>
Cash, noninterest-bearing	<u>25,870</u>	<u> </u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	175,834,615	195,641,557
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(346,661)</u>	<u>(262,084)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 175,487,954</u></u>	<u><u>\$ 195,379,473</u></u>

See accompanying notes.

VEOLIA WATER RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS Year Ended December 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment Income (Loss):	
Net depreciation in fair value of investments	\$ (4,523,341)
Interest and dividend income	3,121,037
Other income	52,271
Total Investment Income (Loss)	<u>(1,350,033)</u>

Interest income on notes receivable from participants	<u>181,503</u>
---	----------------

Contributions:

Participant salary	10,983,095
Participant rollover	525,842
Employer	4,389,104
Total Contributions	<u>15,898,041</u>

Total Additions	<u>14,729,511</u>
-----------------	-------------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid	34,494,778
Administrative expenses	325,708
Total Deductions	<u>34,820,486</u>

NET DECREASE BEFORE TRANSFERS FROM AFFILIATED PLAN	(20,090,975)
--	--------------

TRANSFERS FROM AFFILIATED PLAN	<u>199,452</u>
--------------------------------	----------------

NET DECREASE	(19,891,523)
--------------	--------------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	<u>195,379,473</u>
End of Year	<u>\$ 175,487,950</u>

See accompanying notes.

VEOLIA WATER RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2011 and 2010

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of Veolia Water Retirement Savings Plan (the Plan) provides only general information. Plan participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan was organized effective October 1, 1991, as a defined contribution retirement savings plan covering all eligible employees of Veolia Water North American Operating Services, LLC (the Employer) who are age 18 or older, or any employee who is a union member subject to a collective bargaining agreement (CBA) if the Employer has agreed in the CBA to have such union members covered by the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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

Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions: Plan participants may authorize the Employer to contribute to the Plan up to 50% of their eligible annual compensation, subject to the maximum annual amount permitted under the Internal Revenue Code (IRC). Participants who attain age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions from amounts representing distributions from other qualified plans.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless an affirmative election not to participate in the Plan is executed. Automatically enrolled participants have their contribution rate set at 3% of eligible compensation and their contributions are invested in a designated fund until an investment election is made by the participant.

The Employer makes matching contributions to the Plan. In 2011, the Employer made matching contributions equal to 50% of the first 7% of compensation that each participant contributed to the Plan. The Employer may elect to make discretionary contributions to the Plan. No Employer discretionary contributions were made to the Plan in 2011.

Participants direct the investment of their contributions, as well as those made by the Employer, into various investment options offered by the Plan.

Participant Accounts: Each participant's account is credited with the participant's contributions and Employer matching contributions, as well as allocations of the Employer's discretionary contributions and Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Vesting and Forfeitures: Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Employer's contribution portion of their account is based on years of continuous service. A participant becomes 34% vested after one year of service, increasing by 33% per year, with full vesting after 3 years of credited service.

At December 31, 2011 and 2010, forfeited nonvested accounts of terminated participants totaled \$58,935 and \$86,024, respectively. These accounts will be used to reduce future Employer contributions. In 2011, forfeited nonvested accounts of \$65,247 were used to reduce Employer contributions.

Notes Receivable from Participants: Participants may borrow from their account a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. The terms of the notes range up to 5 years except notes issued to purchase a principal residence, for which the terms cannot exceed 10 years. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

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

Payment of Benefits: Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account. Benefits are recorded by the Plan when paid.

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 2 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As discussed in Note 4, the Plan invests in collective trust funds which are fully benefit-responsive funds. The Plan's statements of net assets available for benefits presents the fair value of this investment, as well as the adjustment of this investment from fair value to contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Expenses: Administrative expenses for maintaining the Plan may be paid by the Employer or the Plan, at the Employer's discretion. Loan administration fees are charged directly to the participant's account and are included in administrative expenses.

NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Tax Status: The Plan Agreement has been amended and restated effective January 1, 2010. An application has been submitted for a determination letter from the Internal Revenue Service (IRS) that the Plan and related trust are designed in accordance with applicable sections of the IRC. The application is pending. However, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. The Plan Administrator intends to correct insignificant operational items, if necessary. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to 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 IRS or other taxing authorities. 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 authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

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

NOTE 2 – FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are described as follows:

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.

Level 2 – Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and 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 methodology are unobservable and significant to the fair value measurement. In situations where there is little or no market activity for the asset or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a description of the valuation methodologies used by the Plan for investment assets that are measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual Fund Shares and Money Market Fund Shares: Valued at the published net asset value (NAV) of the shares held by the Plan at the reporting date.

Collective Trust Fund (Stable Value): Valued at the unit price of the fund reported by the sponsoring trust company. Generally, the unit price is based on the unit value of the underlying fund, less any accrual of fees and expenses borne by the fund, and divided by the number of units outstanding. The investments of the underlying fund include investment contract, security back contracts, contract wrappers, and collective trust funds. Investment contracts are valued at the present value of future cash flows using current discount rate. Contract wrappers are valued based on the difference between current wrapper fee and contract wrapper fee. Security back contracts are based on the cumulative value of their underlying investments.

Collective Trust Fund (Large Cap Value): Valued at the unit price of the fund reported by the sponsoring trust company. Generally, the unit price is based on quoted market prices of the fund's underlying investments, less any accrual of fees and expenses borne by the fund, and divided by the number of units outstanding.

Common Stocks, Preferred Stocks, Limited Partnerships, Exchange Traded Funds and Warrants: Valued at the closing price reported on the active market on which the individual securities are traded.

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

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2011 and 2010:

2011	Level 1	Level 2	Level 3	Total
Mutual fund shares:				
Balanced funds	\$ 3,138,702			\$ 3,138,702
Bond funds	9,264,524			9,264,524
Large cap funds	8,769,347			8,769,347
Mid cap funds	3,210,008			3,210,008
Small cap funds	6,695,866			6,695,866
Target maturity funds	114,262,302			114,262,302
International funds	5,897,563			5,897,563
Money market fund shares	155,600			155,600
Collective trust funds:				
Large cap fund		\$3,765,336		3,765,336
Stable value			\$13,854,849	13,854,849
Self-directed brokerage accounts:				
Common stocks:				
Basic materials	410,785			410,785
Consumer goods	85,061			85,061
Financial	10,051			10,051
Healthcare	216,349			216,349
Industrials	100,407			100,407
Services	154,517			154,517
Technology	203,959			203,959
Other	517,133			517,133
Money market fund shares	279,982			279,982
Exchange traded fund shares	96,981			96,981
Mutual fund shares	433,593			433,593
Preferred stocks	28,804			28,804
Warrants	537			537
Total Investments at Fair Value	<u>\$153,932,071</u>	<u>\$3,765,336</u>	<u>\$13,854,849</u>	<u>\$171,552,256</u>

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

2010	Level 1	Level 2	Level 3	Total
Mutual fund shares:				
Balanced funds	\$ 4,678,421			\$ 4,678,421
Bond funds	10,378,045			10,378,045
Large cap funds	10,715,615			10,715,615
Mid cap funds	4,191,925			4,191,925
Small cap funds	8,520,777			8,520,777
Target maturity funds	125,224,930			125,224,930
International funds	8,344,860			8,344,860
Money market fund shares	233,892			233,892
Collective trust funds:				
Large cap fund		\$4,198,804		4,198,804
Stable value			\$12,054,169	12,054,169
Self-directed brokerage accounts:				
Common stocks:				
Basic materials	317,408			317,408
Consumer goods	29,228			29,228
Financial	115,294			115,294
Healthcare	191,237			191,237
Industrials	81,408			81,408
Services	457,155			457,155
Technology	543,852			543,852
Other	395,763			395,763
Money market fund shares	304,969			304,969
Exchange traded fund shares	169,901			169,901
Mutual fund shares	258,601			258,601
Preferred stocks	27,215			27,215
Limited partnership	28,742			28,742
Warrants	629			629
Total Investments at Fair Value	<u>\$175,209,867</u>	<u>\$4,198,804</u>	<u>\$12,054,169</u>	<u>\$191,462,840</u>

There were no significant transfers between Level 1 and Level 2 investments during 2011.

Following is a summary of the changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	Collective Trust Fund – Stable Value
Balance at beginning of year	\$12,054,169
Realized gains	134,251
Unrealized gains relating to instruments still held at the reporting date	208,911
Purchases	9,497,807
Sales	<u>(8,049,289)</u>
Balance at end of year	<u>\$13,845,849</u>

At December 31, 2011 and 2010, the Plan had no other assets and no liabilities that are measured at fair value on a recurring basis.

NOTE 3 – INVESTMENT INFORMATION CERTIFIED BY TRUSTEE

All investment information disclosed in the accompanying financial statements, related notes and supplemental schedules have not been audited, but was obtained or derived from information provided to the Plan Administrator by the Plan's trustee. The following is a summary of the Plan's investment information which has been certified as complete and accurate as of December 31, 2011 and 2010, and for the year ended December 31, 2011, by Wells Fargo Bank, N.A., the Trustee, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	2011	2010
Mutual Fund Shares:		
Wells Fargo Advantage Dow Jones Target 2010 Fund I	\$ 18,498,934*	\$ 20,163,957*
Wells Fargo Advantage Dow Jones Target 2020 Fund I	46,631,048*	50,702,445*
Wells Fargo Advantage Dow Jones Target 2030 Fund I	31,799,319*	36,155,394*
Wells Fargo Advantage Dow Jones Target 2040 Fund I	9,961,957*	10,776,998*
PIMCO Total Return Admin Fund	9,264,524*	10,378,045*
Other mutual fund shares	35,082,530	43,877,734
	<u>151,238,312</u>	<u>172,054,573</u>
Money Market Fund Shares	<u>155,600</u>	<u>233,892</u>
Collective Trust Funds:		
Wells Fargo Stable Return Fund N4 (at contract value)	13,508,188*	11,792,085*
Other collective trust fund	3,765,336	4,198,804
	<u>17,273,524</u>	<u>15,990,889</u>
Self-Directed Brokerage Accounts	<u>2,538,159</u>	<u>2,921,402</u>
Total Investments held by Trustee	<u>\$171,205,595</u>	<u>\$191,200,756</u>

* Represents 5% or more of the Plan's net assets available for benefits at the date indicated.

	2011
Interest and dividend income	<u>\$ 3,121,037</u>
Other income	<u>\$ 52,271</u>
Net appreciation (depreciation) in fair value of investments:	
Fair value measured by quoted prices in an active market:	
Mutual fund shares	\$(4,942,025)
Self-directed brokerage accounts	75,522
Fair value measured by other methods:	
Collective trust funds	<u>343,162</u>
	<u>\$(4,523,341)</u>

NOTE 4 – COLLECTIVE TRUST FUND

The Plan has an investment in the Wells Fargo Stable Return Fund N4, which is a benefit-responsive collective trust fund. As described in Note 1, because this fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits attributable to the fund. Contract value, as reported to the Plan by Wells Fargo Bank, N.A., represents contributions made under the fund, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield rate based on actual earnings of the fund was approximately 1.56% for 2011 and 2.38% for 2010, and the average interest rate credited to participants was approximately 2.33% for 2011 and 2.90% for 2010.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) communications from the Plan's sponsor designed to induce participants to transfer from the fund, (4) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (5) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTE 5 – PLAN AMENDMENTS

The Plan Agreement was amended during 2011 to increase the automatic enrollment contribution rate from 3% to 4%. In addition, the amendment enables the Plan to automatically defer 4% of compensation for all participants eligible to participate in the Plan as of June 1, 2011 that have not affirmatively declined participation in the Plan.

NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are managed by an affiliate of Wells Fargo Bank, N.A., the trustee of the Plan; therefore, transactions in these investments qualify as exempt party-in-interest transactions under ERISA. The Trustee also receives indirect fees from investments which are deducted from investment returns. Direct fees paid by the Plan to the Trustee totaled \$25,235 in 2011.

The Employer provides certain accounting, administrative and investment management services to the Plan for which it receives no compensation.

Notes receivable from participants are permitted party-in-interest transactions.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan's 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 Plan's financial statements.

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2011	2010
Net assets available for benefits per the financial statements	\$175,487,950	\$195,379,473
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>346,661</u>	<u>262,084</u>
Net assets per Form 5500	<u>\$175,834,611</u>	<u>\$195,641,557</u>

The following is a reconciliation of net decrease per the financial statements to net loss per Form 5500 for the year ended December 31, 2011:

Net decrease per financial statements	\$(19,891,523)
Amounts classified as transfers in for this plan on Form 5500	(199,452)
Amounts classified as transfers out for this plan on Form 5500	81,588
Change in adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>84,577</u>
Net loss per Form 5500	<u>\$(19,924,810)</u>

VEOLIA WATER RETIREMENT SAVINGS PLAN

EIN 33-0266015 PN 001

**SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT
PARTICIPANT CONTRIBUTIONS
Year Ended December 31, 2011**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002 - 51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	\$ 7,280		\$ 13,608	

VEOLIA WATER RETIREMENT SAVINGS PLAN

EIN 33-0266015 PN 001

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

(a)	(b) and (c)	(d)	(e)
	Identity of Issue / Description of Investment	Number of Shares/Units	Cost
			Current Value
MUTUAL FUND SHARES			
	American Funds EuroPacific Growth Fund R4	170,696	** \$ 5,897,563
	Davis NY Venture Fund Y	72,360	** 2,374,845
	Dreyfus Premier Structure MidCap Fund I	165,550	** 3,210,008
	Goldman Sachs Large Cap Value Fund I	283,236	** 3,064,616
	Hartford Small Company HLS Fund IA	199,206	** 3,400,440
	Invesco Van Kampen Equity and Income Fund A	377,248	** 3,138,702
	Mainstay Large Cap Growth I	470,988	** 3,329,886
	PIMCO Total Return Admin Fund	852,302	** 9,264,524
*	Wells Fargo Advantage Dow Jones Target 2010 Fund I	1,421,901	** 18,498,934
*	Wells Fargo Advantage Dow Jones Target 2020 Fund I	3,386,423	** 46,631,048
*	Wells Fargo Advantage Dow Jones Target 2030 Fund I	2,297,639	** 31,799,319
*	Wells Fargo Advantage Dow Jones Target 2040 Fund I	667,244	** 9,961,957
*	Wells Fargo Advantage Dow Jones Target 2050 Fund I	304,198	** 2,546,134
*	Wells Fargo Advantage Dow Jones Target Today Fund I	444,692	** 4,824,910
*	Wells Fargo Small Capital Value Fund I	110,400	** 3,295,426
	Total Mutual Fund Shares		<u>151,238,312</u>
MONEY MARKET FUND SHARES			
*	Wells Fargo Advantage Cash Investment Money Market Service	155,600	** <u>155,600</u>
COLLECTIVE TRUST FUNDS			
*	Wells Fargo Stable Return Fund N4	289,493	13,854,849
*	Wells Fargo S&P 500 Index Fund N	61,788	** <u>3,765,336</u>
	Total Collective Trust Funds		<u>17,620,185</u>
SELF-DIRECTED BROKERAGE ACCOUNTS			
			** <u>2,538,159</u>
*	NOTES RECEIVABLE FROM PARTICIPANTS , bearing interest at 4.25-10%, with maturities through November 2014	0	<u>3,773,097</u>
TOTAL			
			<u>\$ 175,325,353</u>

* Party-in-interest, but not prohibited transactions.

** Cost has been omitted for participant-directed investments.

VEOLIA WATER RETIREMENT SAVINGS PLAN

EIN 33-0266015 PN 001

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

(a)	(b) and (c)	(d)	(e)
	Identity of Issue / Description of Investment	Number of Shares/Units	Cost
			Current Value
MUTUAL FUND SHARES			
	American Funds EuroPacific Growth Fund R4	170,696	** \$ 5,897,563
	Davis NY Venture Fund Y	72,360	** 2,374,845
	Dreyfus Premier Structure MidCap Fund I	165,550	** 3,210,008
	Goldman Sachs Large Cap Value Fund I	283,236	** 3,064,616
	Hartford Small Company HLS Fund IA	199,206	** 3,400,440
	Invesco Van Kampen Equity and Income Fund A	377,248	** 3,138,702
	Mainstay Large Cap Growth I	470,988	** 3,329,886
	PIMCO Total Return Admin Fund	852,302	** 9,264,524
*	Wells Fargo Advantage Dow Jones Target 2010 Fund I	1,421,901	** 18,498,934
*	Wells Fargo Advantage Dow Jones Target 2020 Fund I	3,386,423	** 46,631,048
*	Wells Fargo Advantage Dow Jones Target 2030 Fund I	2,297,639	** 31,799,319
*	Wells Fargo Advantage Dow Jones Target 2040 Fund I	667,244	** 9,961,957
*	Wells Fargo Advantage Dow Jones Target 2050 Fund I	304,198	** 2,546,134
*	Wells Fargo Advantage Dow Jones Target Today Fund I	444,692	** 4,824,910
*	Wells Fargo Small Capital Value Fund I	110,400	** 3,295,426
	Total Mutual Fund Shares		<u>151,238,312</u>
MONEY MARKET FUND SHARES			
*	Wells Fargo Advantage Cash Investment Money Market Service	155,600	** <u>155,600</u>
COLLECTIVE TRUST FUNDS			
*	Wells Fargo Stable Return Fund N4	289,493	13,854,849
*	Wells Fargo S&P 500 Index Fund N	61,788	** <u>3,765,336</u>
	Total Collective Trust Funds		<u>17,620,185</u>
SELF-DIRECTED BROKERAGE ACCOUNTS			
			** <u>2,538,159</u>
*	NOTES RECEIVABLE FROM PARTICIPANTS , bearing interest at 4.25-10%, with maturities through November 2014	0	<u>3,773,097</u>
TOTAL			<u><u>\$ 175,325,353</u></u>

* Party-in-interest, but not prohibited transactions.

** Cost has been omitted for participant-directed investments.

Attachment to 2011 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name VEOLIA WATER RETIREMENT SAVINGS PLAN

EIN: 33-0266015

Plan Sponsor's Name WASCO LLC

PN: 001

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	7,280	0	0	0