

**THIS DOCUMENT CONSTITUTES PART OF A
PROSPECTUS COVERING SECURITIES THAT HAVE BEEN REGISTERED
UNDER THE SECURITIES ACT OF 1933**

**PROSPECTUS AND SUMMARY PLAN DESCRIPTION DATED
JANUARY 1, 2006
FOR THE
USEC SAVINGS PROGRAM**

Revised August 31, 2010

The securities offered by this Prospectus and Summary Plan Description consist of 1,200,000 shares of common stock, par value \$.10 per share (the “Common Stock”), of USEC Inc., a Delaware corporation (“USEC”).

Your USEC Savings Program

For More Information On...	See Page
Highlights.....	1
Enrolling in the Savings Program.....	2
Accessing Your Account	4
Your Contributions	5
How Much You Can Save	8
Changing Your Contributions.....	8
Company Matching Contributions.....	9
Your Investment Options.....	11
Savings Program Investment Options.....	14
Loans From Your Account	28
Withdrawals While You Are Employed.....	30
Program Payouts	33
Taxation and Withdrawals of Final Payouts.....	35
Severance from Service and Reemployment	36
Trustee.....	36
Employer Identification	36
Other Important Information.....	36
Savings Program Sponsor and Administrator.....	39
Savings Program Termination and Amendment.....	39
Special Savings Program Provisions	40
Claiming Benefits	41
Your Rights Under ERISA	42
Glossary	45

This document constitutes your summary plan description under the Employee Retirement Income Security Act of 1974 for the Savings Program and constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.

HIGHLIGHTS

The Savings Program offers a convenient, tax-effective way to save and invest for the future. At retirement, Savings Program benefits are designed to work together with any other retirement and Social Security benefits to provide retirement income.

THE SAVINGS PROGRAM...

...MAKES SAVING EASY

You may save from 1% up to 50% of your eligible earnings each year through convenient payroll deductions (up to an IRS maximum for before-tax contributions, \$16,500 in 2010).

...OFFERS MATCHING CONTRIBUTIONS TO INCREASE YOUR SAVINGS

When you contribute to the Savings Program, the Company makes a matching contribution up to 4% of your eligible earnings when you save up to 5% of your eligible earnings (7% Company match when you save 6% of your eligible earnings for Enhanced Match Eligible Employees).

...LETS YOU SAVE TAX-DEFERRED

Your before-tax contributions, Company matching contributions and investment earnings are tax-deferred, which means you will not pay federal income taxes on these amounts until you take the money out of the Savings Program.

...GIVES YOU THE OPPORTUNITY TO INVEST IN YOUR FUTURE

You can invest your savings and Company matching contributions in any one of more than twenty investment funds.

...PROVIDES 24-HOUR ACCESS TO ACCOUNT INFORMATION

The Savings Program Information Line offers up-to-date information about your account 24 hours a day, 7 days a week. In addition, you may log onto Fidelity NetBenefits to access your account through the Internet 24 hours a day to conduct a full range of transactions and inquiries.

...ALLOWS YOU FLEXIBILITY TODAY

Although the objective of the Savings Program is to help you save for the future, you have the flexibility to meet short-term needs through loan and withdrawal provisions.

WHAT HAPPENS TO YOUR SAVINGS PROGRAM PARTICIPATION WHEN...

For more information about what happens to your Savings Program participation when you leave the company, see "Program Payouts".

ENROLLING IN THE SAVINGS PROGRAM

AUTOMATIC ENROLLMENT

If you are an Eligible Employee hired on or after September 1, 2008, you will be automatically enrolled in the Savings Program except as provided below. This means that you will make before-tax contributions to the Savings Program in a specified percentage. Generally, if you are an Eligible Employee and you are not eligible to participate in the Retirement Program Plan for Employees of United States Enrichment Corporation and the Employees' Retirement Plan of USEC Inc., or if you elect not to participate in one of the USEC Pension Plans, you are an Enhanced Match Eligible Employee.

Automatic enrollment does **not** apply to Eligible Employees of United States Enrichment Corporation who are covered by a collective bargaining agreement between the United States Enrichment Corporation and SPFPA and its Local 66, United Steel Workers and its Local 550, and United Steel Workers and its Local 689.

If you are automatically enrolled, your contributions will begin as of the first payroll period ending 60 days after your date of hire. If you do not wish to make contributions to the Savings Program or if you wish to contribute at a different level than the automatic enrollment rate, you may change your election within the first 60 days after your date of hire (or at anytime thereafter). You may elect within 90 days of your first contribution to receive a return of contributions, as adjusted for earnings and losses.

Unless you select another investment alternative, your automatic contribution will be invested in the Fidelity Freedom Fund that has a target retirement date closest to the year you might retire, based on your current age and assuming a normal retirement age of 65. More information about investment options under the Savings Program is included in this document.

When you begin employment, you will receive a Savings Program enrollment kit, which includes this summary plan description and fact sheets, as well as beneficiary designation forms. You will also be provided a fund prospectus from Fidelity for each fund in which you invest. Fidelity Investments, the Savings Program record keeper and Trustee, will send you an activation kit explaining how to use the Savings Program Information Line and Internet (Fidelity NetBenefits) features and how to set up your personal identification number (PIN).

MAKING ELECTIONS

Once you have your PIN, you can start managing your participation in the Savings Program by calling the Savings Program Information line or logging onto Fidelity NetBenefits at <http://www.401k.com/> on the Internet to elect:

- The percentage you wish to save,
 - How you want to save – on a before-tax basis, an after-tax basis, or a combination of both,
- and*
- Your investment choices.

Your payroll deductions will reflect your changes as soon as administratively possible, generally within 30 days.

Once you have made your changes, your contribution amount and investment choices will remain in effect until you make another change.

A few days after you make a change, a confirmation statement will be sent to you. You should check the statement carefully to make sure your participation and election information is correct.

WHO IS ELIGIBLE

All employees of USEC Inc. and United States Enrichment Corporation, are eligible to participate in the Savings Program, except for:

- Employees included in a unit represented by a union and/or covered by a collective bargaining agreement that does not provide for their participation,
- Leased employees,
- Independent contractors,
- Non-resident aliens with no U.S. source of income, and
- Employees of NAC International.

NAMING YOUR BENEFICIARY

Your beneficiary is the person you name to receive benefits from the Savings Program if you die with a vested balance remaining in your Savings Program account. Your beneficiary can be anyone you wish. However, if you have been married for at least one year and you wish to name someone other than your spouse, you must have your spouse's written consent.

Be sure to keep your beneficiary designation up to date. If you do not make a beneficiary designation and you have been married for at least one year at the time of your death, your spouse will receive the value of your vested Savings Program account.

You may change your beneficiary at any time. Simply call the Information Line or apply over the Internet through NetBenefits to request a beneficiary form. Your beneficiary election will be effective when you designate your beneficiary online or your Human Resources office receives a completed beneficiary form.

ACCESSING YOUR ACCOUNT

THE SAVINGS PROGRAM INFORMATION LINE

The Savings Program makes saving easy. It lets you enroll and manage your account over the telephone through a voice response unit or by speaking with a customer service representative. By calling the Information Line, you can:

- Enroll in the Savings Program,
- Check your account balance and investment performance,
- Make investment elections,
- Transfer between investment funds,
- Change contribution percentages,
- Change investment elections,
- Request a loan or withdrawal,
- Model/process loans,
- Initiate withdrawals,
- Receive fund performance information, and
- Obtain fund prices and yields.

To reach the Information Line, call: **1-800-835-5095**.

The voice response unit is available 24 hours a day, 7 days a week (except for occasional maintenance periods).

Customer Service Representatives are also available 8:30 a.m. to 8 p.m. in your time zone, on any day the New York Stock Exchange is open.

When you call the Information Line, you will need your PIN and a touch-tone telephone to use the voice response unit. If you do not have a touch-tone telephone, call the Information Line and speak to a Customer Service Representative.

You can establish a PIN by calling the information line or by logging onto Fidelity Net Benefits at www.401k.com. Your PIN is confidential and should be kept in a safe place. If you lose your PIN, call the Information Line and a copy of the number will be sent to you.

For security reasons, you can never get your PIN over the phone.

FIDELITY NETBENEFITS

Fidelity NetBenefits online account service provides you with direct, secure account access 24 hours a day, 7 days a week. Through a personal computer at home or work, you can quickly view, monitor, and manage your retirement account. In addition, you will have access to a wealth of educational tools and resources to help you determine your savings needs and guide you in making investment decisions. Some of these features include:

- View account summary,
- View account balances,
- View fund and asset allocation charts,
- Perform fund exchanges,
- Initiate automatic rebalancing,
- View contribution elections,
- Change deferral percentages,
- Review transaction history,
- Process loans and other withdrawals,
- Receive online confirmations,
- Enroll online,
- Research fund performance,
- Receive share price quotes,
- View market indices,
- Receive plan literature,
- Receive on-demand statements, and
- Access interactive planning tools and financial calculators.

You will receive information about NetBenefits when you enroll and may begin to work online immediately.

YOUR CONTRIBUTIONS

You can contribute to the Savings Program in three ways: before-tax contributions and after-tax contributions from your eligible earnings, and with rollover contributions.

Eligible earnings are your regular, base pay for each payroll period. If you are paid by the hour, eligible earnings are pay for your regularly scheduled hours for each payroll period (straight-time earnings *divided by* straight-time hours *times* scheduled hours). Straight-time earnings include shift premiums and cost-of-living adjustment (COLA), but do not include overtime. Eligible earnings include the cash portion of any continuing annual bonus. Eligible earnings shall not exceed the IRS limit (\$245,000 for 2010) for Plan purposes. Eligible earnings for SPFPA supervisors also include two-thirds of physical fitness incentive pay.

For SPFPA Local 66 and Local 111 Represented Employees:

Eligible earnings also include two-thirds of physical fitness incentive pay provided to security police officers.

For USW Local 689 Represented Employees Hired on or after March 15, 2010 and USW Local 689 Represented Employees who opted out of the Pension Plan:

Earnings for the Overtime Enhanced Savings Program also includes overtime pay.

BEFORE-TAX CONTRIBUTIONS

Your before-tax contributions are deducted from your eligible earnings before federal and, in most cases, state and local taxes are figured. (Social Security taxes are not affected.) By saving with before-tax dollars, you reduce your taxable income and, therefore, your current annual tax liability. An example of the potential savings that can be achieved using before-tax savings is provided on the following page. The government allows this reduction in taxable

income to encourage you to save for retirement. For this reason, withdrawals during your active career with the Company are restricted. See "Withdrawals While You Are Employed".

By law, before-tax savings are limited to \$16,500 for 2010. Thereafter, the limits may be indexed for inflation in \$500 increments. Additional limits may apply to highly compensated employees. You will be notified if these limits apply to you.

Although you do not pay taxes when your before-tax contributions are deposited in your Savings Program account, you will be liable for taxes when you receive money from the account, either through withdrawals or final distributions when you leave the Company. See "Taxation and Withdrawals of Final Payouts".

CATCH-UP CONTRIBUTIONS

Participants age 50 or older, including those who turn 50 before the end of the year, are allowed to make additional elective pre-tax deferrals. In 2010 this additional "catch-up" contribution can be up to a maximum of \$5,500. This is in addition to the \$16,500 pre-tax maximum in place for 2010. If you are turning age 50 or older in 2010 and wish to take advantage of this additional deferral opportunity, you should contact Fidelity.

AFTER-TAX CONTRIBUTIONS

Your after-tax contributions are deducted from your eligible earnings after income taxes are withheld and do not provide the advantages of deferring your taxes that are available through before-tax contributions. However, earnings on after-tax contributions are tax-deferred until withdrawal from the Savings Program.

Also, after-tax contributions are subject to less stringent government withdrawal restrictions. See "Withdrawals While You Are Employed".

ROLLOVER CONTRIBUTIONS

As a general rule, you may roll over taxable amounts you receive from a tax-qualified plan of a former employer to your Savings Program account. (Under IRS rules, tax-sheltered annuities are not eligible for rollover into the Savings Program.) You will continue to defer current federal income taxes on the amount you roll over. For example, if you come to work for the Company after working for another employer that has a tax-qualified retirement plan, and you receive a distribution from that plan, you may transfer the taxable portion of your payout directly to the Savings Program or following an interim transfer, to a conduit Individual Retirement Account (IRA).

Any rollover must be made within 60 days of the date you receive a distribution from the other qualified plan (or conduit IRA). If you miss the deadline, you cannot roll your distribution into the Savings Program.

To make a rollover of a qualified distribution, you must submit a certified check or check from your prior plan's trustee, the distribution statement you received with your rollover check and a completed rollover contribution form to Fidelity Investments. This form is included in your enrollment kit. If you do not have the form, call the Information Line or order one through NetBenefits.

BEFORE-TAX SAVINGS VS. AFTER-TAX SAVINGS

Here is an example comparing before-tax contributions to after-tax contributions.

Assume you are married, earn \$50,000 a year, claim two exemptions on your joint return and elect to save 5% of your eligible earnings during the calendar year. Assume also that your marginal tax rate is 15%, which means that for each dollar you save on a before-tax basis, you save \$.15 in taxes. Here's how it works:

	Before-Tax Savings	After-Tax Savings
Eligible Earnings	\$50,000	\$50,000
Before-Tax Contributions (5%)	<u>-2,500</u>	<u>0</u>
Adjusted Gross Income	\$47,500	\$50,000
Taxes*	-7,125	-7,500
After-Tax Contributions (5%)	<u>0</u>	<u>-2,500</u>
Take-Home Pay	\$40,375	\$40,000
Difference		\$375

**Taxes are estimated federal income taxes – plus Social Security taxes which are the same under both before-tax and after-tax savings methods. This is an example only and depending on where you live, you may also save on state and local taxes.*

As you can see, by saving with before-tax contributions, you can reduce your current income taxes by \$375 (15% x \$2,500) in this example. Therefore, you can invest the same \$2,500 a year, but your take-home pay will be higher by \$375.

HOW MUCH YOU CAN SAVE

The maximum you may contribute into the plan is 50% of your eligible earnings each pay period. This percentage may be reduced for highly compensated employees to satisfy certain Internal Revenue Code tests. The maximum total annual contributions to the plan, both yours and any matching contributions, cannot exceed the IRS limit (\$49,000 for 2010).

Your contributions up to 5% of eligible earnings (or 6% for Enhanced Match Eligible Employees) are called basic contributions. Basic contributions are eligible for Company matching contributions. Any additional contributions are called supplemental contributions and are not eligible for Company matching contributions.

BASIC CONTRIBUTIONS

You may save from 1% to 5% (or 6% for Enhanced Match Eligible Employees) of your eligible earnings in basic contributions – in 0.5% steps. This means that you can authorize 1%, 1.5%, 2%, 2.5%, 3%, 3.5%, 4%, 4.5% or 5% (or 5.5% or 6% for Enhanced Match Eligible Employees) of eligible earnings. Basic contributions can be before-tax, after-tax or a combination of both – in 0.5% steps.

CHANGING YOUR CONTRIBUTIONS

You can increase, decrease or stop your before-tax and after-tax, basic and supplemental contributions at any time by calling the Information Line or via the Internet through NetBenefits. The last election you make before the payroll system computes your contribution will override any previous elections. Changes will be sent to payroll on a weekly basis and will be effective as soon as administratively possible, generally within 30 days.

You can suspend or resume supplemental contributions at any time without affecting your basic contributions. However, if your basic

Remember, your basic contributions, whether they are before- or after-tax, are eligible for Company matching contributions.

SUPPLEMENTAL CONTRIBUTIONS

If your basic contributions equal 5% (or 6% for Enhanced Match Eligible Employees) of eligible earnings, you can make supplemental contributions up to an additional 45% (or 44% for Enhanced Match Eligible Employees) of eligible earnings on a before- or after-tax basis. Supplemental contributions are not eligible for Company matching and are made along with basic contributions through payroll deduction. Under IRS regulations, your total before-tax contributions – basic and supplemental – cannot exceed \$16,500 a year for 2010. This limit will change in subsequent years.

AFTER-TAX CONTRIBUTIONS

If you wish, you may also make any or all of your contributions on an after-tax basis. However, your ability to make after-tax contributions may be limited by IRS regulations.

contributions are suspended, your supplemental contributions are automatically suspended as well. When you resume your basic contributions, cash deposits to make up for the period of suspension will not be permitted. All contributions must also be made by payroll deduction.

Your contributions will automatically stop if you leave the Company or you cease to be an eligible employee.

COMPANY MATCHING CONTRIBUTIONS

Each pay period, the Company will match a percentage of each dollar you save as a basic contribution.

The Company will match a non-Enhanced Match Eligible Employee's contributions up to:

- 100% of the first 3% of eligible earnings
- 50% of the next 2% of eligible earnings

The maximum non-Enhanced Matching Contribution is 4% of your eligible earnings.

The Company will match an Enhanced Match Eligible Employee's contributions up to:

- 200% of the first 2% of eligible earnings
- 100% of the next 2% of eligible earnings
- 50% of the next 2% of eligible earnings

The maximum Enhanced Matching Contribution is 7% of your eligible earnings.

The Company will match an Overtime Enhanced Match Eligible Employee's contributions up to:

- 200% of the first 2% of eligible earnings
- 100% of the next 2% of straight-time and overtime earnings
- 50% of the next 2% of straight-time and overtime earnings

The maximum Enhanced Matching Contribution is 7% of your eligible earnings.

The maximum Enhanced Matching Contribution for overtime earnings is 3%.

You are an Enhanced Match Eligible Employee if you are:

- an employee who (1) is classified by the Company as an ACP Employee, (2) is not eligible to participate in the Employees' Retirement Plan of USEC Inc. (the "Pension

Plan"), and (3) is not eligible to earn Service Credit under the Pension Plan;

- an employee who (1) is covered by a collective bargaining agreement between United States Enrichment Corporation and the SPFPA Local 66 or SPFPA Local 111, (2) is not eligible to participate in the Retirement Program Plan for Employees of United States Enrichment Corporation (the "USEC Pension Plan"), and (3) is not eligible to earn Service Credit under the USEC Pension Plan;
- an employee who is (1) hired or rehired on or after September 1, 2008, and (2) not eligible to participate in the Pension Plan or the USEC Pension Plan;
- an employee who was otherwise eligible to participate in the Pension Plan or the USEC Pension Plan and elected to cease participation in order to become an Enhanced Match Eligible Employee.

You are an Overtime Enhanced Match Eligible Employee if you are:

- an employee who (1) was hired on or after March 15, 2010 and is covered by a collective bargaining agreement between United States Enrichment Corporation and the USW Local 689, (2) is not eligible to participate in the USEC Pension Plan, and (3) is not eligible to earn Service Credit under the USEC Pension Plan.

VESTING

Vesting is the process through which you earn a right to a benefit under the Savings Program. You are always 100% vested in your own contributions, as adjusted for investment earnings and losses. Company matching contributions become 100% vested according to the following schedule:

Years of Credited Service	Vesting Percentage
Less than 2	0%
2	50%
3	100%

In general, a year of service is credited for each 12-month consecutive period of employment with the Company. A period of employment begins on the first day of employment (or reemployment) on which you complete one hour of service and ends on the date a period of severance begins. For additional information on calculating breaks in service, please contact your local Human Resource office.

You will also become immediately vested in all Company matching contributions, as adjusted for investment earnings and losses, when you:

- Reach age 65 while a Company employee;
 - Retire at age 50 or greater with 10 years of Service Credit;
- or*
- Leave the Company because you are totally and permanently disabled, die or are involuntarily terminated for reasons other than cause.

YOUR INVESTMENT OPTIONS

You may choose to have your contributions and Company matching contributions invested in any one or a combination of the Savings Program's investment funds. The funds are valued at market prices daily.

Any investment involves some degree of financial risk. Actual investment results for your Savings Program contributions will vary depending on the fund or funds in which they are invested.

Information about each of the funds is provided in the "Savings Program Investment Options" charts. The data is provided for informational purposes only. Before making any investment decision, you should also review the fund prospectuses and fact sheets. For up-to-date information on fund performance, you can log onto NetBenefits.

Neither the Company, the Savings Program nor the Employee Benefits Plan Administrative and Investment Committees make any representation that the past performance of these funds is a guarantee of their future performance. The funds are not protected by any federal or state deposit insurance program. Your account under this Plan is not insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan should terminate. The PBGC insures only defined benefit types of plans. This Plan is a defined contribution type of plan, which is not covered by the PBGC.

INVESTMENT OF AUTOMATIC CONTRIBUTIONS

The Plan allows you to invest your account in a number of different investment funds. Unless you select another investment alternative, any automatic contributions will be invested in the Fidelity Freedom Fund that has a target retirement date closest to the year you might retire, based on your current age and assuming a normal retirement age of 65.

INVESTMENT EARNINGS

Investment earnings include interest, dividends and market gains/losses resulting from your investments in any of the Savings Program's funds. Returns you may earn on your investments are continually reinvested in the funds you have chosen.

CHANGING YOUR INVESTMENTS

You may change your future investment choices at any time by calling the Information Line or via the Internet through NetBenefits. The last change you make before 4 p.m. Eastern Time, or before the market closes if earlier, will override any previous changes made that day. Your changes will be effective with the next deposit of your contributions.

You can change existing balances among the investment options (subject to restrictions on transfers relative to USEC Inc. common stock as discussed under "Other Important Information" – "Restrictions on Sale" and individual fund restrictions) at any time. Also be aware that some funds may charge redemption fees for balances held in the fund for less than the required period. Check with Fidelity prior to the transfer of any fund accounts. Transfers completed before 4 p.m. Eastern Time will be effective that day, assuming it is a business day and the New York Stock Exchange is open; otherwise, changes will be effective the next business and market trading day. Confirmation of your transaction will be provided within two business days.

LIMITATIONS ON INVESTMENT IN THE USEC STOCK FUND

You may not choose to have more than 20% of your contributions invested in the USEC Stock Fund. In addition, if at the beginning of any fiscal quarter more than 20% of the value of your account is invested in the USEC Stock Fund, you will be restricted from having any

additional contributions invested in the USEC Stock Fund during such quarter. If any contributions you have chosen to be invested in the USEC Stock Fund may not be invested in the USEC Stock Fund because of these restrictions and you do not choose a substitute investment fund, these contributions will automatically be invested in the fund(s) designated by the Plan Administrator,

TRANSACTION PROCESSING

The transactions you request through the Information Line or NetBenefits will ordinarily be processed within the times specified in this document. However, in certain circumstances, you may experience difficulty in making your request or your transaction may be delayed. Please remember that the Information Line and NetBenefits rely on a telephone line. Telephone service can be interrupted from time to time and, further, a high volume of telephone calls can overload the system and prevent calls from being answered. Transactions may also be delayed if Fidelity Investments determines that the delay is necessary – for example, if market conditions require a daily volume limit on trades in an asset, there is a suspension in trading of an asset or in the event of a major market or systems disruption. You will be informed if a transaction is not completed on the day requested, and the transaction will be completed as soon as administratively possible thereafter, based on the unit prices in effect when the transaction is completed.

SPECIAL NOTE FOR EXECUTIVE OFFICERS

Prohibitions against insider trading apply to all employees of USEC Inc. and the United States Enrichment Corporation. (See “Other Important Information” - “Restrictions on Sale”.) Executive Officers (including persons who have been Executive Officers within the past six months) of USEC Inc. are subject to additional restrictions imposed by the securities laws on their ability to trade in the equity securities of USEC Inc. These include restrictions on distributions, transfers or withdrawals in the form of USEC common stock or which are attributable to account balances in the USEC Stock Fund. Prior to attempting to effect any such transaction, USEC Executive Officers should consult with the Office of the General Counsel, USEC Inc.

YOUR PERSONAL ACCOUNT STATEMENT

Through the Internet via NetBenefits, you are able to generate a personal statement for your account, based on any timeframe you desire, with up to 15 months of historical data available. You will be able to see a personal rate of return for your account for the period selected. You can do this at any time you want – no more waiting for quarterly statements to receive a summary of your investments.

REWARD VS. RISK

WHEN WILL YOU NEED THE MONEY IN YOUR ACCOUNTS?

If you are a long way from retirement and investing for the long term, you may want to consider more aggressive investment choices with higher risks. But you must be prepared to weather the ups and downs of the market and possible loss of your investment. However, stability in your investments may be more important if you have a shorter time horizon.

WHAT ARE YOUR INVESTMENT GOALS?

You may be concerned about preserving your account balances while earning a steady rate of return. Or, you may want investments that offer the prospect of substantial growth. Keep in mind that your investment objectives will change depending on how close you are to retirement and your financial goals.

WHAT IS YOUR FINANCIAL SITUATION?

Figure out how much money you can afford to save. It may be more than you think. If you save a little, with the tax savings you receive from before-tax contributions, your take-home pay may not be reduced as much as you expect.

ARE YOUR INVESTMENTS SUFFICIENTLY DIVERSIFIED?

Investment professionals seek to reduce risk by diversifying their investments – not putting too many eggs in one basket. They may diversify over different types of investments such as stocks and bonds, and within types of investments by buying stocks and bonds of a number of different companies. Since most of the funds offered under the Savings Program are each made up of several different types of investments, there is a basic level of diversification within most funds. However, you can further diversify by investing in several different funds to take advantage of the different investment objectives and strategies offered by the funds. Diversification planning tools are available on the Fidelity website.

One way to think of the gain or loss potential of an investment is to think of the potential for reward or the level of risk it offers.

Generally, investments with more risk to principal have the potential to yield higher returns over a longer period of time than investments with less risk.

No one can tell you what balance of reward vs. risk is right for you. It is up to you to decide. When making your decision, however, ask yourself the following questions:

Savings Program Investment Options

RISK VERSUS RETURN

Your plan offers a full array of investment options to accommodate your financial situation and risk/return preferences.

Categories to the left have potentially more inflation risk and less investment risk

Categories to the right have potentially less inflation risk and more investment risk

Managed Income (or Stable Value)	Bond	Domestic Equity			International /Global Equity	Company Stock
Managed Income Portfolio II – Class 2	Fidelity U.S. Bond Index	Large Value American Funds® Investment Company of America® - Class R5 MFS Value Fund – R4	Large Blend Davis New York Venture Fund, Inc. - Class Y Spartan® U.S. Equity Index Fund - Investor Class	Large Growth American Funds® The Growth Fund of America® - Class R5 Fidelity Contrafund® - Class K Fidelity Growth Company Fund-Class K	American Funds® New Perspective Fund® - Class R5 Fidelity Diversified International Fund - Class K	USEC Stock Fund
		Mid Value Goldman Sachs Mid Cap Value Fund - Institutional Class	Mid Blend Spartan® Extended Market Index Fund - Investor Class	Mid Growth Morgan Stanley Institutional Fund Trust: Mid Cap Growth Portfolio – Class I Shares		
		Small Value	Small Blend Royce Pennsylvania Mutual Fund - Investment Class	Small Growth		

This spectrum, with the exception of the Domestic Equity category, is based on Fidelity's analysis of the characteristics of the general investment categories and not on the actual investment options and their holdings, which can change frequently. Investment options in the Domestic Equity category are based on the options' Morningstar categories as of 03/31/09. Morningstar categories are based on a fund's style as measured by its underlying portfolio holdings over the past three years and may change at any time. These style calculations do not represent the investment options' objectives and do not predict the investment options' future styles. Investment options are listed in alphabetical order within each investment category. Risk associated with the investment options can vary significantly within each particular investment category and the relative risk of categories may change under certain economic conditions. For a more complete discussion of risk associated with the mutual fund options, please read the prospectuses before making your investment decisions. The spectrum does not represent actual or implied performance.

The **Fidelity Freedom Funds®** offer a blend of stocks, bonds and short-term investments within a single fund. The Freedom Funds are designed for investors who want a simple approach to investing for retirement.

<i>Categories to the left have potentially more inflation risk and less investment risk</i>	Lifecycle Funds			<i>Categories to the right have potentially less inflation risk and more investment risk</i>
Retirement Target Date 2010	Retirement Target Date 2011 - 2030	Retirement Target Date 2031 - 2050	Retirement Target Date 2050+	
Fidelity Freedom 2000 Fund®	Fidelity Freedom 2015 Fund®	Fidelity Freedom 2035 Fund®	Fidelity Freedom 2050 Fund®	
Fidelity Freedom 2005 Fund®	Fidelity Freedom 2020 Fund®	Fidelity Freedom 2040 Fund®		
Fidelity Freedom 2010 Fund®	Fidelity Freedom 2025 Fund®	Fidelity Freedom 2045 Fund®		
Fidelity Freedom Income Fund®	Fidelity Freedom 2030 Fund®			

The lifecycle investment options are represented on a separate spectrum because each investment option (except the income fund, if applicable) will gradually adjust its asset allocation to be more conservative as the investment option approaches and move beyond its target retirement dates. Generally, those investment options with later target retirement dates have greater equity exposure and more risk than those with earlier target retirement dates.

INVESTMENT OPTION DESCRIPTIONS

The following fund descriptions as well as the risk/return spectrums of risk on the preceding page are not representations of actual or implied performance or risk. For a complete description of the funds and the associated risk, please read the prospectus before making any investment decisions.

American Funds® Investment Company of America® - Class R5

Fund Code: 47349

Category: Domestic Equities - Large Blend

What It Is: A domestic equity mutual fund.

Goal: To increase the value of your investment over the long term through capital growth and some income.

What it invests in: Primarily in dividend-paying common stocks representing a broad cross-section of the U.S. economy. The fund may also invest in convertible and debt securities (bonds). Share price and return will vary.

Who may want to invest:

- Someone who is willing to ride out stock market ups and downs to try to get potentially higher long-term returns.
- Someone who is looking for a combination of income and growth in one investment.

Managed by Capital Research and Management Company, which provided the description for this fund.

American Funds® New Perspective Fund® - Class R5

Fund Code: 46994

Category: International/Global

What It Is: A growth mutual fund that invests globally.

Goal: To increase the value of your investment over the long term through capital growth.

What it invests in: Primarily in stocks of established companies located all over the world, including the United States. The fund may also invest in debt securities (bonds). Foreign investments involve greater risk and may offer greater potential returns than U.S. investments. Share price and return will vary.

Who may want to invest:

- Someone who is comfortable with the investment risks and potential rewards involved in investing overseas, as well as with the investment risk involved in any growth mutual fund.
- Someone who wants to complement the performance of U.S. investments with that of investments overseas, which may behave quite differently.

Managed by Capital Research and Management Company, which provided the description for this fund.

American Funds® The Growth Fund of America® - Class R5

Fund Code: 46606

Category: Domestic Equities - Large Growth

What It Is: A domestic equity mutual fund.

Goal: To increase the value of your investment over the long term through capital growth.

What it invests in: A diversified portfolio consisting primarily of common stocks. The fund may also invest in convertible securities, nonconvertible preferred stocks, and stocks of issuers outside the United States. The fund has the flexibility to invest wherever the manager believes the best growth opportunities appear to be. Share price and return will vary.

Who may want to invest:

- Someone with a conservative portfolio who also wants to invest part of his or her money in a growth fund.
- Someone who will be invested in the fund over the long term and who is comfortable with the ups and downs of the stock market to try to get potentially higher long-term growth of his or her investment.

Managed by Capital Research and Management Company, which provided the description for this fund.

INVESTMENT OPTION DESCRIPTIONS (continued)

Davis New York Venture Fund, Inc. - Class Y

Fund Code: 47309

Category: Domestic Equities - Large Blend

What It Is: A domestic equity mutual fund.

Goal: To increase the value of your investment over the long term through capital growth.

What it invests in: Primarily in stocks of large U.S. companies with a market capitalization of at least \$10 billion, with prospects for long-term sustainable growth. The Fund has the flexibility to invest a limited portion of its assets in companies of any size, to invest in companies whose shares may be subject to controversy, to invest in foreign securities, and to invest in non-equity securities. Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuation. Share price and return will vary.

Who may want to invest:

- Someone who is willing to ride out stock market ups and downs while seeking long-term growth potential.
- Someone who is looking for growth of capital and will be invested for the long term.

Managed by Davis Selected Advisers, LP and sub-advised by Davis Selected Advisers - NY, Inc., which provided the description for this fund.

Fidelity *Contrafund*[®] - Class K*

Fund Code: 02080

Category: Domestic Equities - Large Growth

What It Is: A growth mutual fund.

Goal: Seeks to provide capital appreciation.

What it invests in: Primarily invests in common stocks. The fund may invest in securities of domestic and foreign issuers whose value the fund's manager believes is not fully recognized by the public. The fund may invest in "growth" or "value" stocks, or both. Share price and return will vary.

Who may want to invest:

- Someone who wants the potential for long-term growth, and who is willing to ride out the fluctuation of the stock market for the potential of a higher return.
- Someone interested in reaping the possible benefits of investing in companies that are currently out of favor with investors but that show potential for improvement.

*Initial offering of the retirement (K) class took place on May 9, 2008. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

*Share class changed to Class K shares and Fund Code changed from 0022 to 2080 effective January 8, 2010. The new share class offers the same investment strategy and risk but the overall expenses are lower.

Fidelity Diversified International Fund - Class K

Fund Code: 02082

Category: International/Global

What It Is: A growth mutual fund that invests internationally.

Goal: Seeks to provide capital growth.

What it invests in: Primarily invests in common stocks of foreign companies. Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuation. If you sell your shares after holding them for less than 30 days, the fund will deduct a short-term trading fee from your account equal to 1% of the value of the shares sold. Share price and return will vary.

Who may want to invest:

- Someone who is comfortable with the high investment risk and potential rewards involved in investing overseas, as well as with the investment risk involved in any growth mutual fund.
- Someone who wants to complement the performance of U.S. investments with that of investments outside the U.S., which may behave quite differently.

Initial offering of the retirement (K) class took place on May 9, 2008. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

INVESTMENT OPTION DESCRIPTIONS (continued)

Fidelity Growth Company Fund - Class K

Fund Code: 02090

Category: Domestic Equities - Large Growth

What It Is: A growth mutual fund.

Goal: Seeks to provide capital appreciation.

What it invests in: Primarily invests in common stocks. The fund invests in companies that the manager believes have above-average growth potential. The fund may invest in securities of domestic and foreign issuers. Share price and return will vary.

Who may want to invest:

- Someone who wants the potential for long-term growth, and who is willing to ride out the fluctuation of the stock market.
- Someone who wants to diversify a conservative portfolio by investing a portion of his or her money in a growth fund.

Initial offering of the retirement (K) class took place on May 9, 2008. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity U.S. Bond Index Fund

Fund Code: 00651

Category: Bond

What It Is: An income mutual fund.

Goal: Seeks to provide investment results that correspond to the total return of the bonds in the Barclays Capital U.S. Aggregate Bond Index.

What it invests in: Primarily invests at least 80% of its assets in bonds included in the Barclays Capital U.S. Aggregate Bond Index. In general, bond prices rise when interest rates fall, and vice versa. This effect is usually more pronounced for longer-term securities. Share price and return will vary.

Who may want to invest:

- Investors who are looking for a higher return than a money market fund, and who are willing to accept the greater investment risk of bonds of companies and government agencies.
- Someone who hopes to match the performance of the overall bond market as measured by the Barclays Capital U.S. Aggregate Bond Index.

The Barclays Capital U.S. Aggregate Bond Index is an unmanaged market value-weighted index of investment-grade fixed-rate debt issues, including government, corporate, asset-backed, and mortgage-backed securities, with maturities of one year or more.

Goldman Sachs Mid Cap Value Fund - Institutional Class

Fund Code: 45603

Category: Domestic Equities - Mid Value

What It Is: A mid cap value mutual fund.

Goal: Seeks to provide long-term capital appreciation.

What it invests in: Primarily invests at least 80% of its net assets in a diversified portfolio of equity investments in mid-cap issuers with public stock market capitalizations within the range of the market capitalization of companies constituting the Russell Midcap[®] Value Index at the time of investment. Investments in mid-sized companies may involve greater risks than those in larger, more well known companies, but may be less volatile than investments in smaller companies. Share price and return will vary.

Who may want to invest:

- Investors who wish to add a diversified portfolio of medium capitalization stocks to their overall equity allocation.
- Long-term investors who are comfortable with the fluctuations of investing in the stock market.

Managed by Goldman Sachs Asset Management, which provided the description for this fund. Goldman Sachs & Co is distributor of the Fund. The Russell Midcap[®] Value Index is an unmanaged market capitalization-weighted index of medium-capitalization value-oriented stocks of U.S. domiciled companies that are included in the Russell Midcap Index. Value-oriented stocks tend to have lower price-to-book ratios and lower forecasted growth values.

INVESTMENT OPTION DESCRIPTIONS (continued)

Managed Income Portfolio II - Class 2

Fund Code: 0768

Category: Managed Income (or Stable Value)

What It Is: A stable value fund (not a mutual fund). It is a commingled pool of the Fidelity Group Trust for Employee Benefit Plans and is managed by Fidelity Management Trust Company (FMTC).

Goal: Seeks to preserve your principal investment while earning interest income. MIP II will try to maintain a stable \$1 unit price, but it cannot guarantee that it will be able to do so. The yield of MIP II will fluctuate.

What it invests in: MIP II invests in investment contracts (wrap contracts) issued by insurance companies and other financial institutions, fixed income securities as described below, and money market funds to provide daily liquidity. Investment contracts are designed to permit the use of book value accounting to maintain a constant \$1 unit price and to provide for the payment of participant-directed withdrawals and exchanges at book value (principal and interest accrued to date) during the term of the investment contracts. However, withdrawals prompted by certain events (e.g., termination of MIP II, changes in laws or regulations) may be paid at market value which may be less than book value. Wrap contracts are purchased in conjunction with an investment by MIP II in fixed income securities, which may include, but are not limited to, U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities and bond funds. MIP II may also invest in futures contracts, option contracts and swap agreements. FMTC, as investment manager and trustee of the Fidelity Group Trust for Employee Benefit Plans, has claimed an exemption from registration under the Commodity Exchange Act and is not subject to registration or regulation under the Act. There is no immediate recognition of investment gains and losses on the fixed income securities. Instead, gains and losses are recognized over time by adjusting the interest rate credited to MIP II under the wrap contracts. All investment contracts and fixed income securities purchased for MIP II must satisfy FMTC's credit quality standards. The investment contract and fixed income security commitments are backed solely by the financial resources of the issuer. Although MIP II seeks to maintain a stable \$1 unit price, it is possible to lose money by investing in MIP II. MIP II's yield will fluctuate.

Who may want to invest:

- Someone who wants to try for a slightly higher yield than is offered by money market funds, and who is willing to accept slightly more investment risk.
- Someone who is interested in balancing an aggressive portfolio with an investment that seeks to provide stability of price.

An investment in MIP II is not insured or guaranteed by FMTC, the plan sponsor, the FDIC, or any other government agency.

Before investing in any mutual fund, please carefully consider the investment objectives, risks, charges and expenses. For this and other information, call or write to Fidelity for a free prospectus. Read it carefully before you invest.

The Plan is intended to be a participant-directed plan as described in Section 404(c) of ERISA, which means that fiduciaries of the Plan are ordinarily relieved of liability for any losses that are the direct and necessary result of investment instructions given by a participant or beneficiary.

Unless otherwise noted, transaction requests confirmed after the close of the market, normally 4 P.M. Eastern time, or on weekends or holidays, will receive the next available closing prices. Requests received by Fidelity to sell units of a unitized stock fund before the close of the market will be processed at that day's closing price only if there is sufficient liquidity in the fund. If not, requests to sell units of the stock fund will be suspended. As liquidity is restored, suspended transactions will be processed, generally on a first-in, first-out basis, at the closing price for the processing date. Please contact Fidelity to learn if your request to sell units of your Plan's unitized stock fund has been suspended.

***New Fund Option as of January 8, 2010.**

INVESTMENT OPTION DESCRIPTIONS (continued)

Morgan Stanley Institutional Fund Trust: Mid Cap Growth Portfolio - Class I Shares

Fund Code: 93586

Category: Domestic Equities - Mid Growth

What It Is: A growth-oriented stock mutual fund.

Goal: Seeks to provide long-term capital growth.

What it invests in: Primarily invests in growth-oriented equity securities of U.S. mid cap companies and, to a limited extent, foreign companies. The adviser selects issues from a universe comprised of mid cap companies, most with market capitalizations of generally less than \$35 billion. Investments in mid-sized companies may involve greater risks than those of larger, more well-known companies, but may be less volatile than investments in smaller companies. Share price and return will vary.

Who may want to invest:

- Someone with an aggressive investment strategy who is willing to accept significant short-term ups and downs for potential long-term returns.
- Someone who wants to diversify his or her portfolio with mid-sized growth stocks.

Managed by Morgan Stanley Investments LP, which provided the description for this fund.

Royce Pennsylvania Mutual Fund - Investment Class

Fund Code: 47121

Category: Domestic Equities - Small Blend

What It Is: A growth mutual fund.

Goal: Seeks to provide long term growth of capital.

What it invests in: Primarily invests in a broadly diversified portfolio of equity securities issued by both small- and micro-cap companies that it believes are trading significantly below its estimate of their current worth. Investments in small companies may involve greater risks than those in larger, more well known companies. Share price and return will vary.

Who may want to invest:

- Someone who wants to focus on small- and mid-capitalization stocks in search of above average returns.
- Someone who will be invested in the fund for the long term and who is willing to ride out the ups and downs of the stock market to try to get potentially higher long-term returns.

Managed by Royce & Associates, LLC, which provided the description for this Fund.

Spartan[®] Extended Market Index Fund - Investor Class

Fund Code: 00398

Category: Domestic Equities - Mid Blend

What It Is: An index mutual fund.

Goal: Seeks to provide investment results that correspond to the total returns of stocks of small to mid-cap U.S. companies.

What it invests in: Normally invests at least 80% of its assets in common stocks included in the Wilshire 4500 Completion Index, which represents the performance of stocks of small to mid-capitalization U.S. companies. Investments in smaller companies may involve more risk than those of larger, more well known companies. If you sell any of your shares after holding them for less than 90 days, the fund will deduct a short-term trading fee from your account equal to 0.75% of the value of the shares sold. Share price and return will vary.

Who may want to invest:

- Someone who is willing to ride out stock market fluctuation in pursuit of potentially high long-term returns.
- Someone who wants to pursue growth of capital through a portfolio of securities that broadly represent a specific market.

The Dow Jones Wilshire 4500 Completion Index (Wilshire 4500) is an unmanaged index that represents all U.S. equity issues with readily available prices, excluding components of the S&P 500.

INVESTMENT OPTION DESCRIPTIONS (continued)

Spartan® U.S. Equity Index Fund - Investor Class

Fund Code: 00650

Category: Domestic Equities - Large Blend

What It Is: An index mutual fund.

Goal: Seeks to provide investment results that correspond to the total return (i.e., the combination of capital changes and income) performance of common stocks publicly traded in the United States.

What it invests in: Normally invests at least 80% of its assets in common stocks included in the S&P 500® Index, which broadly represents the performance of common stocks publicly traded in the United States. Share price and return will vary.

Who may want to invest:

- Someone willing to ride out stock market fluctuations for potentially high long-term return.
- Someone who wants to pursue long-term growth through a portfolio of securities that broadly represents the stock market as measured by the S&P 500® Index.

The S&P 500® Index is a registered service mark of The McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is an unmanaged index of the common stock prices of 500 widely held U.S. stocks that includes the reinvestment of dividends.

USEC Stock Fund

Fund Code: 91987

Category: Company Stock

What It Is: A fund that pools your money with that of other employees to buy shares of stock in your employer or its affiliate and an amount of short-term investments designed to allow you to buy or sell without the usual trade settlement period for individual stock transactions. Your ownership is measured in units of the fund instead of shares of stock. This is neither a mutual fund nor a diversified or managed investment option. On days of unexpectedly heavy outflows, the fund may not have enough short-term investments for liquidity. If that happens, requests to sell units received by Fidelity before the market close on a business day may not be processed on that day. In that case, requested sales of units will be suspended and, as liquidity is restored, suspended transactions will be processed, generally on a first-in-first-out basis, at the closing price for the processing date. In unusual circumstances, the fund may be closed to purchases or sales.

Goal: Seeks to increase the value of your investments over the long term by investing in the common stock of your employer or its affiliate.

What it invests in: Under normal circumstances, primarily in the stock of your employer or its affiliate, as well as in short-term investments. The amount of short-term investments is based upon a target established by the plan sponsor, but the actual amount of short-term investments on any given business day will vary with the amount of cash awaiting investment and with participant activity in the fund (contributions, redemptions, exchanges, withdrawals, etc.) The value of your investment will vary depending on the performance of the company, the overall stock market, and the performance and amount of short-term investments held by the fund, less any expenses accrued against the fund. Investing in a nondiversified single stock fund involves more risk than investing in a diversified fund. Unit price and return will vary.

Who may want to invest:

- Someone whose investment portfolio can withstand the higher risk of investment in a single stock.
- Someone who wants to own part of the company they work for and share in the gains or losses of its stock.

You have the right to direct Fidelity Management Trust Company, ("The Trustee") concerning shareholder rights, such as the right to vote or tender, for shares attributable to the units of USEC Stock Fund credited to your account. The Trustee will hold your decision with respect to the exercise of shareholder rights in confidence, except to the extent required by law. In addition, USEC will not review information concerning any individual participant's purchase, holding or sale of USEC Stock Fund, unless required to fulfill its fiduciary obligations, or by applicable law. The plan fiduciary responsible for monitoring compliance with the confidentiality procedures is: United States Enrichment Corporation, 5600 Hobbs Road, Paducah, KY 42002-1410.

INVESTMENT OPTION DESCRIPTIONS (continued)

Fidelity Freedom Income Fund®
Fidelity Freedom 2000 Fund®
Fidelity Freedom 2005 Fund®
Fidelity Freedom 2010 Fund®
Fidelity Freedom 2015 Fund®
Fidelity Freedom 2020 Fund®
Fidelity Freedom 2025 Fund®
Fidelity Freedom 2030 Fund®
Fidelity Freedom 2035 Fund®
Fidelity Freedom 2040 Fund®
Fidelity Freedom 2045 Fund®
Fidelity Freedom 2050 Fund®

What they are: The Fidelity Freedom Funds are investment options that allow the investor to select the fund that best matches his or her expected retirement year. The Fidelity Freedom Funds invest in a diversified portfolio of other Fidelity mutual funds to provide moderate asset allocation. They are designed for investors who want a simple yet diversified approach to investing for their retirement. The allocation strategy for the underlying equity, fixed-income, and short-term mutual funds is based on the number of years until the Freedom funds reach their target retirement dates. Each Freedom fund with a target retirement date will gradually adopt a more conservative asset allocation as it approaches its target retirement date. Therefore, each fund's target asset allocation percentages will change over time to become more conservative, by gradually reducing allocations to equity funds and increasing allocations to fixed-income and short-term funds. The Fidelity Freedom Income Fund®, designed for those already in retirement, emphasizes fixed-income and short-term mutual funds and seeks to maintain a stable asset allocation from year to year.

Goal: The Fidelity Freedom funds with target retirement dates seek to provide high total returns until the target retirement date. Thereafter, each fund's goal will be to seek high current income and, as a secondary objective, capital appreciation. The Freedom Income Fund seeks high current income and, secondarily, capital appreciation.

What they invest in: Each Freedom fund invests in a diversified portfolio of Fidelity equity, fixed-income, and short-term mutual funds. Fidelity Freedom 2050, with the longest time horizon, invests primarily in equity mutual funds to take advantage of potentially greater growth opportunities. The asset mix of each Freedom fund with a target retirement date (Freedom 2000, 2005, 2010, 2015, 2020, 2025, 2030, 2035, 2040, 2045, and 2050) will gradually become more conservative over time so investors can stay with the same fund before and during retirement. After reaching the target retirement date, these Freedom funds continue to be managed more conservatively for 10 to 15 more years until their asset mix is approximately the same as Freedom Income Fund. Ultimately, after notifying the funds' investors, the funds will merge into the Freedom Income Fund. The Freedom Income Fund, designed for those already retired, is invested more conservatively, with a larger percentage in fixed-income and short-term funds and has a smaller percentage of equity mutual funds. The funds' manager must invest in the group of underlying funds named in the prospectus, and will aim for the projected target asset allocation percentages announced to investors in the funds' annual and semiannual reports. Freedom funds with target retirement dates may invest in domestic and foreign equity funds, high yield and investment grade fixed-income funds, and short-term funds. The Freedom Income Fund invests in domestic equity funds, investment grade fixed-income funds, high yield bond funds and short-term funds. These funds are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities. Share price and return of each Freedom fund will vary. The percentages represent anticipated target asset allocation at September 30, 2009. Total allocations may sometimes be over or under 100% due to rounding. However, like all investments, they involve risk and principal in the funds is not guaranteed at any time, including the fund's target date. It is possible to lose money by investing in these funds.

INVESTMENT OPTION DESCRIPTIONS (continued)

Fidelity Freedom Income Fund®

Fund Code: 00369

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks to provide high current income and, as a secondary objective, some capital appreciation for those already in retirement.

What it invests in: Primarily invests approximately 35% in investment grade fixed income funds, 5% in high yield fixed income funds, 40% in short-term mutual funds and 20% in domestic equity funds. Share price and return will vary.

Who may want to invest:

- Someone who is already in retirement.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2000 Fund®

Fund Code: 00370

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 21% in domestic equity funds, 33% in investment grade fixed income funds, 5% in high yield fixed-income funds and 40% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2005 Fund®

Fund Code: 01312

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 38% in domestic equity funds, 8% in international equity funds, 33% in investment grade fixed income funds, 5% in high yield fixed income funds and 17% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and money market short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

INVESTMENT OPTION DESCRIPTIONS (continued)

Fidelity Freedom 2010 Fund®

Fund Code: 00371

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 40% in domestic equity funds, 10% in international equity funds, 35% in investment grade fixed income funds, 5% in high yield fixed income funds and 11% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2015 Fund®

Fund Code: 01313

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 42% in domestic equity funds, 10% in international equity funds, 34% in investment grade fixed income funds, 5% in high yield fixed income funds, and 9% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2020 Fund®

Fund Code: 00372

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 51% in domestic equity funds, 13% in international equity funds, 27% in investment grade fixed income funds, 7% in high yield fixed income funds, and 2% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

INVESTMENT OPTION DESCRIPTIONS (continued)

Fidelity Freedom 2025 Fund®

Fund Code: 01314

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 56% in domestic equity funds, 14% in international equity funds, 23% in investment grade fixed income funds, and 8% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of fixed-income and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2030 Fund®

Fund Code: 00373

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 62% in domestic equity funds, 16% in international equity funds, 15% in investment grade fixed income funds and 8% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2035 Fund®

Fund Code: 01315

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 66% in domestic equity funds, 17% in international equity funds, 10% in investment grade fixed income funds and 8% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

INVESTMENT OPTION DESCRIPTIONS (continued)

Fidelity Freedom 2040 Fund®

Fund Code: 00718

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 67% in domestic equity funds, 17% in international equity funds, 7% in investment grade fixed income funds and 9% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2045 Fund®

Fund Code: 01617

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 68% in domestic equity funds, 17% in international equity funds, 5% in investment grade fixed income funds and 10% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

Fidelity Freedom 2050 Fund®

Fund Code: 01618

Category: Life Cycle Funds

What It Is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 70% in domestic equity funds, 20% in international equity funds, 1% in investment grade fixed income funds and 10% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®.

COMPARATIVE HISTORICAL PERFORMANCE

The following chart sets forth the historical performance of each of the investment fund options available under the Savings Program:

Understanding investment performance: As you review this update, please remember that the performance data stated represents past performance, which does not guarantee future results. Investment return and principal value of an investment will fluctuate; therefore, you may have a gain or loss when you sell your shares. Current performance may be higher or lower than the performance stated. To learn more or to obtain the most recent month-end performance, call Fidelity or visit www.401k.com (log in, choose plan, select “Investment Choices & Research”, and then select investment option).

Fund Name	Average Annual Total Return*				Inception Date	Short-term Trading Fee (% / days)	Expense Ratio
	1 Year	5 Year	10 Year	Life of Fund			
Managed Income Portfolio II - Class 2	2.36%	3.78%	N/A	N/A	01/31/01	N/A	N/A
Fidelity U.S. Bond Index Fund	10.02%	4.60%	6.05%	7.13%	03/08/90	N/A	0.38%
American Funds® Investment Company of America® - Class R5	-3.04%	2.18%	N/A	2.84%	05/15/02	N/A	0.35%
Davis New York Venture Fund, Inc. - Class Y	-6.28%	1.85%	3.22%	7.18%	10/02/96	N/A	0.59%
Spartan® U.S. Equity Index Fund - Investor Class	-6.86%	0.98%	-0.24%	8.95%	02/17/88	N/A	0.10%
American Funds® The Growth Fund of America® - Class R5	-1.99%	3.89%	N/A	4.31%	05/15/02	N/A	0.37%
Fidelity <i>Contrafund</i> ®	-4.22%	5.07%	4.11%	12.14%	05/17/67	N/A	0.95%
Fidelity Growth Company Fund - Class K**	0.92%	5.71%	2.17%	12.39%	01/17/83	N/A	0.81%
Goldman Sachs Mid Cap Value Fund - Institutional Class	-3.98%	4.07%	9.61%	10.37%	08/01/95	N/A	0.76%
Spartan® Extended Market Index Fund - Investor Class	-4.10%	4.01%	3.74%	4.38%	11/05/97	0.75/90	0.10%
Morgan Stanley Institutional Fund Trust: Mid Cap Growth Portfolio - Class I Shares	12.38%	8.00%	3.54%	12.64%	03/30/90	N/A	0.67%
Royce Pennsylvania Mutual Fund - Investment Class	-3.33%	4.50%	9.90%	N/A	12/12/62	N/A	0.91%
American Funds® New Perspective Fund® - Class R5	5.00%	7.40%	N/A	7.13%	05/15/02	N/A	0.49%
Fidelity Diversified International Fund - Class K**	-2.00%	5.89%	6.42%	9.16%	12/27/91	1.00/30	0.88%
USEC Stock Fund	12.11%	12.89%	-6.36%	-7.50%	07/06/99	N/A	0.00%
Fidelity Freedom Income Fund®	5.25%	3.39%	3.83%	4.96%	10/17/96	N/A	0.48%
Fidelity Freedom 2000 Fund®	4.51%	3.35%	3.70%	5.63%	10/17/96	N/A	0.49%
Fidelity Freedom 2005 Fund®	3.42%	3.34%	N/A	3.61%	11/06/03	N/A	0.63%
Fidelity Freedom 2010 Fund®	3.67%	3.46%	3.58%	6.31%	10/17/96	N/A	0.64%
Fidelity Freedom 2015 Fund®	3.24%	3.81%	N/A	4.10%	11/06/03	N/A	0.67%
Fidelity Freedom 2020 Fund®	1.48%	3.51%	2.92%	6.21%	10/17/96	N/A	0.72%
Fidelity Freedom 2025 Fund®	0.93%	3.45%	N/A	3.85%	11/06/03	N/A	0.74%
Fidelity Freedom 2030 Fund®	-1.24%	2.98%	2.13%	5.69%	10/17/96	N/A	0.76%
Fidelity Freedom 2035 Fund®	-1.65%	2.89%	N/A	3.46%	11/06/03	N/A	0.78%
Fidelity Freedom 2040 Fund®	-2.25%	2.85%	N/A	-0.76%	09/06/00	N/A	0.79%
Fidelity Freedom 2045 Fund®	-2.29%	N/A	N/A	-2.60%	06/01/06	N/A	0.80%
Fidelity Freedom 2050 Fund®	-3.03%	N/A	N/A	-3.12%	06/01/06	N/A	0.82%

Total returns are historical and include change in share value and reinvestment of dividends and capital gains, if any. Cumulative total returns are reported as of the period indicated. Life of Fund figures are reported as of the inception date to the period indicated. These figures do not include the effect of sales charges, if any, as these charges are waived for contributions made through your company's employee benefit plans. If sales charges were included, returns would have been lower.

*For the period ending September 30, 2009.

**Fidelity Diversified International Fund, Fidelity Growth Company Fund: Initial offering of the retirement (K) class took place on May 9, 2008.

Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

For a mutual fund, the expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund and stated as a percent of the fund's total net assets. Where the investment option is not a mutual fund, the figure displayed in the expense ratio field is intended to reflect similar information. However, it may have been calculated using methodologies that differ from those used for mutual funds. Mutual fund data has been drawn from the most recent prospectus. For non-mutual fund investment options, the information has been provided by the trustee or plan sponsor. When no ratio is shown for these options it is due to the fact that none was available. Nevertheless, there may be fees and expenses associated with the investment option.

Fidelity U.S. Bond Index Fund: Fidelity is temporarily reimbursing a portion of the fund's expenses. Absent such reimbursement, returns would have been lower.

Morningstar, Inc., provided data on the non-Fidelity mutual funds. Although the data is gathered from reliable sources, accuracy and completeness cannot be guaranteed by Morningstar.

INVESTMENT CATEGORIES

The Savings Program provides investment options to diversify your retirement portfolio. These options include both active and passive investment approaches. Active fund managers attempt to achieve superior returns for their funds through security selection. Passive fund managers attempt to achieve the risk/return characteristics of an index such as the S&P 500. Note that the investment styles of some funds can and do fluctuate from year-to-year.

Asset Class	Investment Style	Investment Options
Managed Income	Stable Value	Managed Income Portfolio II - Class 2
Bond	Bond - Passive	Fidelity U.S. Bond Index Fund
Domestic Equities	Large Value	MFS Value Fund - R4
	Large Blend	American Funds® Investment Company of America® - Class R5 Davis New York Venture Fund, Inc. - Class Y Spartan® U.S. Equity Index Fund - Investor Class
	Large Growth	American Funds® The Growth Fund of America® - Class R5 Fidelity <i>Contrafund</i> ® - Class K Fidelity Growth Company Fund - Class K
	Mid Value Mid Blend Mid Growth	Goldman Sachs Mid Cap Value Fund - Institutional Class Spartan® Extended Market Index Fund - Investor Class Morgan Stanley Institutional Fund Trust: Mid Cap Growth Portfolio - Class I Shares
	Small Blend	Royce Pennsylvania Mutual Fund - Investment Class
International/Global	International Large Growth	American Funds® New Perspective Fund® - Class R5 Fidelity Diversified International Fund - Class K
Company Stock	Company Stock	USEC Stock Fund
Life Cycle Funds	Blended	Fidelity Freedom Income Fund®
		Fidelity Freedom 2000 Fund®
		Fidelity Freedom 2005 Fund®
		Fidelity Freedom 2010 Fund®
		Fidelity Freedom 2015 Fund®
		Fidelity Freedom 2020 Fund®
		Fidelity Freedom 2025 Fund®
		Fidelity Freedom 2030 Fund®
		Fidelity Freedom 2035 Fund®
		Fidelity Freedom 2040 Fund®
Fidelity Freedom 2045 Fund®		
Fidelity Freedom 2050 Fund®		

You are not permitted to make a direct exchange from USEC Stable Value Fund to Fidelity Freedom Income Fund® (considered “competing funds”). Before exchanging from USEC Stable Value Fund, you must first exchange to a “noncompeting” fund for 90 days. While these requirements may seem restrictive, they are typically imposed by issuers such as insurance companies, banks, or other approved financial institutions, as a condition for issuing investment contracts to retirement plans.

Before investing in any mutual fund, please carefully consider the investment objectives, risks, charges and expenses. For this and other information, call or write Fidelity for a free prospectus. Read it carefully before you invest.

Fidelity Brokerage Services LLC, Member NYSE, SIPC, 300 Puritan Way, Marlborough, MA 01752

527665.2.0

LOANS FROM YOUR ACCOUNT

Although the Savings Program is meant to help you save for the future, you have access to your funds today through loans and withdrawals.

You may borrow money from a portion of your vested account balance and pay back the loan through payroll deduction. You will repay loan amounts, plus interest, back to your Savings Program account. You will not be taxed on the money you borrow from your account provided you repay the loan as required, and any interest that you pay is credited to your account.

There are two types of loans available to employees: general and residential. General loans are available for any reason. Residential loans are for the purchase or building of your primary residence. You may only have one general loan and one residential loan outstanding at any one time. You must wait at least 30 days after a loan is repaid before taking another loan of the same type.

LOAN AMOUNTS

The maximum amount available for a loan (when added to your current outstanding loan balance) is the lesser of:

- 50% of your vested account balance at the time of the loan
- or*
- \$50,000 minus the excess of your highest outstanding loan balance during the previous 12 months over the current outstanding loan balance of those loans.

Your account balance is based on the market value of the funds at the time the loan is requested. The minimum loan amount is \$1,000 and the repayment amount must be at least \$10 per paycheck.

Loans are in the form of cash only. For information about the maximum loan amount available to you or to model a loan to determine payments, call the Information Line or log onto Fidelity NetBenefits.

LOAN FEE

There is a one-time, non-refundable \$50 loan processing fee. This fee will be deducted from your account balance after the loan has been granted, and will be taken from your most conservative investment fund (as determined by Fidelity).

INTEREST RATE

The loan interest rate used is the Prime Rate, as published in The Wall Street Journal on the first business day of the month in which the loan is requested, plus 1%. The rate in effect when you take a loan is the rate you will pay for the term of your loan. Under current federal income tax law, none of the interest on a loan from the Savings Program is tax deductible.

LOAN FUNDING

If a loan is approved, a loan account is set up in your name. The loan amount is taken from your different types of savings in this order:

- **First** from your before-tax accounts, starting with Company matching contributions followed by your basic contributions, then supplemental contributions.
- **Second** from your after-tax accounts, starting with any Company matching contributions, then your basic and supplemental contributions.
- **Third** from any rollover contributions.

By funding your loan in this order, you are, in essence, borrowing money that is not otherwise generally available for withdrawal and leaving money in your account that can be withdrawn.

The loan amount is then transferred proportionally from the investment funds in which you have elected to invest your different types of savings.

TAKING A LOAN

FOR A GENERAL LOAN:	FOR A RESIDENTIAL LOAN:
<p>1) Call the Information Line or log onto NetBenefits to find out the maximum loan amount available to you and the current interest rates.</p> <p>2) Select the loan amount and terms that best suit your needs.</p> <p>3) You will be mailed a check and loan disclosure statement to your address on record with payroll, generally within 3-5 business days. The check and the loan disclosure statement constitute your legal notification of your loan responsibilities. Your endorsement indicates your acceptance of those responsibilities and your promise to repay the loan within the agreed-upon period.</p>	<p>1) You can request a residential loan package, which will include a promissory note, through either the Information Line or NetBenefits</p> <p>2) Sign and return the application along with any other paperwork to your Human Resources office within 60 days of the date on the note.</p> <p>3) You will be mailed a check and loan disclosure statement to your address on record with payroll, generally within 3-5 business days after your loan is approved. The check and the loan disclosure statement constitute your notification of your loan responsibilities. Your endorsement indicates your acceptance of those responsibilities and your promise to repay the loan within the agreed upon period.</p>

REPAYING YOUR LOAN

Repayment on loans will be automatically deducted from your paychecks. General loans must be repaid within 5 years and residential loans within 15 years. The minimum loan repayment period is six months.

As you repay your loan, your savings will be restored in the reverse order from which your loan was taken, starting with rollover contributions followed by after-tax supplemental and basic contributions and the Company matching contributions. Your repayments will be invested in the same Savings Program funds you have chosen for your current contributions.

You may pay off your outstanding loan at any time prior to maturity by sending a certified check to Fidelity Investments for the payoff amount. Loans must be paid off in full – no partial payments are allowed. You may call the Information Line or log onto NetBenefits to find out payoff amounts.

If you terminate employment, you may:

- Call the Information Line and obtain the information needed to pay the loan off in full and mail in the payment,

- Continue to make loan payments utilizing the ACH loan payment method for the payment to automatically be deducted from your checking or savings account,
- Continue making loan payments utilizing the coupon option to mail in loan payments with a coupon each month, or
- Elect to take no action and Fidelity Investments will mail you a default notice informing you that your loan will default after a prescribed time. The outstanding loan balance will be treated and taxed as a distribution to you.

If you take a long term leave of absence or are on long term disability, you must continue to make repayments directly to Fidelity Investments. You will receive coupons with which to continue your monthly payments. Once you begin repaying your loan using a coupon book, you must continue using that method of repayment, even if you return to work and to the regular payroll.

Any payments missed because of a short term absence will automatically be deducted from your paycheck when you return to work.

LOAN DEFAULT

Your loan will default if you:

- Fall more than 90 days behind on any scheduled loan repayment amount,
or
- Do not repay your loan by the end of the term of the loan.

If your loan defaults, the outstanding balance of your loan will be treated as a taxable distribution when the default occurs. Your defaulted loan will be subject to IRS distribution rules, such as the 10% penalty if you are under age 59½. You will remain obligated for any unpaid balance on

a loan that is in default. Thus, if you do not repay your loan, the amount payable to you from the Savings Program will be reduced by the outstanding balance on the loan.

You may not take out a new loan while you have a loan that is in default.

CHANGE IN PAYROLL FREQUENCY

If your pay period changes from weekly to bi-weekly or monthly or vice versa, the repayment of the remaining principal loan balance will be adjusted for the new payroll frequency. You will receive notice of the new payroll deduction amount.

WITHDRAWALS WHILE YOU ARE EMPLOYED

The Savings Program also allows you to take a withdrawal of your after-tax contributions from your account, but pre-retirement withdrawals are discouraged because they generally defeat the Savings Program’s primary goal of providing retirement income. A withdrawal must be at least \$200 (or your account balance if less) and only one withdrawal may be made on any day.

You will be mailed a check generally within 3-5 business days after your withdrawal is approved.

WITHDRAWAL OF AFTER-TAX CONTRIBUTIONS

You may withdraw your after-tax basic contributions, adjusted for investment earnings and losses, at any time and may continue

afterwards to make after-tax basic contributions. You may also withdraw the matching contributions related to after-tax contributions that have been in your account at least 24 months. However, for those after-tax basic contributions in the plan less than 24 months, the Savings Program will impose a penalty for a withdrawal by suspending Company matching contributions (if any) on your after-tax basic contributions for a period following the withdrawal. The length of this suspension period, if any, will depend on the date of your last after-tax basic withdrawal or, if you have never made a withdrawal, the date you first began making after-tax basic contributions.

The example below explains this in more detail.

<p>If you previously made a withdrawal of your after-tax basic contributions, and the time since that withdrawal is...</p> <p>Less than 24 months</p> <p>At least 24 months</p>	<p>...then the Company matching contribution on your after-tax basic contribution will be suspended for:</p> <p>3 months</p> <p>No suspension</p>
<p>If you have never made a withdrawal of your after-tax basic contributions, and the time since you first made after-tax basic contributions is...</p> <p>Less than 24 months</p> <p>At least 24 months</p>	<p>...then the Company matching contributions on your after-tax basic contributions will be suspended for:</p> <p>3 months</p> <p>No suspension</p>

SUPPLEMENTAL CONTRIBUTIONS

You may also withdraw any amount of your after-tax supplemental contributions at any time and may continue afterwards to make after-tax supplemental contributions. You may not withdraw any investment earnings on these supplemental contributions.

However, the Savings Program may impose a penalty for a withdrawal by suspending Company matching contributions on your after-tax basic contribution for a period following the withdrawal. The length of this suspension period, if any, will depend on the date of your last supplemental withdrawal or, if you have never made a withdrawal, the date you first began making after-tax supplemental contributions. For example:

<p>If you previously made a withdrawal of your after-tax contributions, and the time since that withdrawal is...</p> <p>Less than 12 months</p> <p>At least 12 months</p>	<p>...then the Company matching contributions on your after-tax basic contributions will be suspended for:</p> <p>3 months</p> <p>No suspension</p>
<p>If you have never made a withdrawal of your after-tax supplemental contributions, and the time since you first made after-tax supplemental contributions is:</p> <p>Less than 12 months</p> <p>At least 12 months</p>	<p>...then the Company matching contributions on your after-tax basic contributions will be suspended for:</p> <p>3 months</p> <p>No suspension</p>

TAXATION OF AFTER-TAX WITHDRAWALS

Your after-tax contributions to the Savings Program made before January 1, 1987 can be withdrawn without any tax. When you request a withdrawal, the first money paid out will be these pre-January 1, 1987 contributions (if any).

Withdrawals of after-tax contributions are subject to partial taxation, because withdrawal of after-tax contributions is assumed to be made up of both contributions and earnings. To avoid this taxation, you can roll over the taxable portion of your withdrawal to an IRA or other eligible retirement plan.

WITHDRAWALS OF BEFORE-TAX CONTRIBUTIONS

It is important to remember that withdrawals of your before-tax contributions are restricted by the Internal Revenue Code while you are working.

Withdrawals Before Age 59½

Because the emphasis is on long-term savings, the government limits withdrawals before age 59½ to your before-tax contributions upon proof of financial hardship. You may not withdraw Company matching contributions and post-1988 investment earnings on before-tax savings while you are working until age 59½.

To qualify for a hardship withdrawal, you must have a documented “immediate and heavy” financial need which cannot be met by “other reasonably available resources.” Immediate and heavy financial need means:

- Expenses for the repair of damage to your principal residence that qualifies as a casualty deduction
- Purchase of your principal residence (but not mortgage payments)
- Tuition payments for a year of post-secondary education for you, your spouse,

children, dependents, or individual you have designated as the beneficiary of all or a portion of your Savings Program account

- Medical expenses not covered by insurance for you, your spouse, dependent, or individual you have designated as the beneficiary of all or a portion of your Savings Program account
- Expenses to prevent eviction from or foreclosure on your principal residence
- Funeral expenses of a family member or individual you have designated as the beneficiary of all or a portion of your Savings Program account

Other reasonably available resources include after-tax contributions and Savings Program loans. You must request a maximum withdrawal of after-tax savings and the maximum loan amount available to you before you request a hardship withdrawal. The amount of your hardship withdrawal from your before-tax savings is limited to your own contributions – up to the amount needed to satisfy your financial need.

If you make a hardship withdrawal, your Savings Program participation will be suspended for 6 months. In addition, the maximum before-tax contribution you can make during the calendar year in which the suspension ends will

be reduced by the amount of your before-tax contributions in the year of the hardship withdrawal.

You may call the Information Line or log onto NetBenefits for a hardship withdrawal request form. Hardship withdrawals must be approved by the Plan Administrator.

Withdrawals After Age 59½

When you reach age 59½, you may withdraw your before-tax contributions, Company matching contributions and any investment earnings at any time for any reason.

You can request a withdrawal by calling the Information Line or through NetBenefits.

WITHDRAWAL OF ROLLOVER CONTRIBUTIONS

You may withdraw your rollover contributions, as adjusted for investment earnings and losses, at any time for any reason without incurring a penalty under the Savings Program. However, if the rollover contributions were before-tax when initially made, they will be subject to taxation under the Internal Revenue Code.

To request a withdrawal of your rollover contributions, call the Information Line or log onto NetBenefits.

PROGRAM PAYOUTS

You are eligible to receive the full value of your Savings Program account when you leave the Company:

- If you have reached age 50 or greater with 10 years of Service Credit,
 - Because you are totally and permanently disabled, as determined by the Plan Administrator in its sole discretion,
 - After completing three years of credited service,
 - After reaching Normal Retirement Age (65 years of age),
- or*
- Your beneficiary will receive the full value of your Savings Program if you die while you are an employee of the Company.

If you leave the Company with greater than two years of service but less than three years of service, you will be eligible to receive 50% of any Company matching contributions, adjusted for investment gains or losses.

If you voluntarily resign or are discharged for cause before becoming fully vested in any Company matching contributions, you will forfeit the non-vested Company matching contributions, adjusted for investment gains and losses. Forfeitures will be used as future Company matching contributions for other participants.

If you die before your entire vested account balance is paid to you, the vested balance will be paid to your beneficiary. If you die while employed, your beneficiary will receive the full value of your account, not just the vested portion.

TIMING OF PAYOUTS

When you leave the Company, you may request an immediate payout or choose to defer

payment. If you choose to defer payment, your savings will be invested in the Savings Program funds as you direct.

In any event, the Savings Program payouts will begin no later than April 1st of the year following the year that you reach age 70½ or terminate employment, whichever is later. However, if you are a 5% owner of the Company, you must begin receiving a minimum distribution by April 1st of the calendar year following the calendar year in which you reach age 70½, even if you are still employed.

PAYOUT METHODS

If you terminate employment (other than by death) before you (1) have reached age 65, (2) have reached age 50 with 10 years of Service Credit, (3) are Disabled, or (4) are eligible for total and permanent disability benefits under a Company long-term disability plan, and decide to receive your Savings Program account, you will receive a lump sum payment.

If you die while employed, your beneficiary may receive the full amount of your Savings Program account balance in a lump sum. If you had not (1) reached age 65, or (2) age 50 with 10 years of Service Credit at the time of your death, your spousal beneficiary may elect a lump sum payment or monthly installment payments over a five-year period. Your spousal beneficiary may also choose to defer payment.

If you terminate employment when you (1) have reached age 65, (2) have reached age 50 with 10 years of Service Credit, (3) are Disabled, or (4) are eligible for total and permanent disability benefits under a Company long-term disability plan, you may elect to receive:

- A single lump sum payment,
- A series of partial payments,
- Monthly installment payments of your account value over a fixed period of 10, 15

or 20 years (as long as this method meets IRS minimum distribution requirements), with monthly recalculations based on market value and the remaining payment period,

or

- Monthly installment payments over a period equal to your life expectancy or the joint life expectancy of you and your spouse, with monthly recalculations based on market value and the remaining payment period. Life expectancies are recalculated each year.

If your savings are invested in the USEC Stock Fund, you may elect to receive a lump sum payment of your account in the form of securities in this fund to the extent your savings

are invested in this fund. All other funds must be liquidated and paid out in cash.

ELECTING A PAYOUT METHOD
If you leave the Company, Fidelity Investments will send you a letter describing your payout options. If you are eligible for installment payments, you will also receive the applicable forms. You may make your payout election over the phone by calling the Information Line or over the Internet through NetBenefits.

TAXATION AND WITHDRAWALS OF FINAL PAYOUTS

In general, your before-tax contributions, Company matching contributions and investment earnings are taxable when you receive them. The actual tax treatment will depend on your age at the time of receipt. You can find more information about tax treatment of Savings Program distributions in the “Special Tax Information Notice,” which is available by calling the Information Line or through NetBenefits.

BEFORE AGE 59½

If your payment is received before age 59½, you will pay a 10% penalty tax in addition to ordinary income tax on the taxable portion of the payment, including a hardship withdrawal unless you qualify for one of the exceptions to the 10% penalty listed in the “Special Tax Information Notice.” You can avoid the income and penalty tax if you roll the taxable portion of your payment over into an IRA or other eligible retirement plan

Beneficiaries are never subject to the 10% tax penalty, regardless of your age at death.

AGE 59½ OR LATER

If you make a withdrawal or receive a Savings Program distribution after age 59½, you will not have to pay the 10% penalty.

To be sure you are using your benefits to their full advantage, you should check with a tax advisor regarding the specific requirements for using these and other forms of favorable treatment that may apply to your payout. USEC cannot give you tax advice.

ROLLOVERS AND WITHHOLDING

Withdrawals and lump sum distributions of your before-tax contributions and Company matching contributions, as adjusted for investment earnings and losses, can be rolled over to an IRA or other eligible retirement plan. Required distributions to employees who must begin receiving benefits because they have reached age 70½, distributions made on account of hardship, distributions of after-tax contributions and those paid out in installments are not eligible for such a rollover.

You can roll over all or a portion of your eligible plan payouts either directly or indirectly to an IRA or other eligible retirement plan. With a direct rollover, Fidelity Investments will send you a check payable to the trustee of the eligible IRA or plan you designate. If you elect a direct rollover, no federal tax withholding will apply to your rollover amount. The portion that is not rolled over will be subject to mandatory 20% tax withholding.

If you want to roll over your eligible payout yourself – an indirect rollover – there are some important facts to keep in mind:

- Mandatory 20% tax withholding will apply
- Your rollover must be made within 60 days of the day you receive your payout
- Any portion of your payout not rolled over will be subject to income and penalty taxes (if applicable).

Other withholding rules apply to distributions that are not eligible for a rollover. You will be provided with information on those rules prior to the distribution.

SEVERANCE FROM SERVICE AND REEMPLOYMENT

Severance from service is important because it determines when your Credited Service ends for purposes of Savings Program vesting. Severance from service occurs:

- The day you quit, retire, are discharged or die;
- On your first day of absence due to layoff;
- One year after your first day of absence with leave, or, if earlier, the first day after the final day of leave if you fail to return to work.

If you were not vested as of your date of severance, your prior Credited Service will be restored if you are reemployed more than one year after your date of severance, provided you

have one year of service after the period of severance and the length of your severance is less than five years.

If you were laid off and the layoff lasts less than three years, you can receive service credit for the period of service prior to the layoff. If the absence is less than three months, you'll be treated as having a continuous period of service. No company service credit will be given for a period of severance lasting more than three months.

If an employee has two or more periods of severance, his employment will be aggregated on the assumption that 365 days equals one full year of employment.

TRUSTEE

Fidelity Management Trust Company
82 Devonshire Street
Boston, Massachusetts 02109

EMPLOYER IDENTIFICATION

The employer identification number assigned to USEC Inc. by the Internal Revenue Service is 52-2107911.

OTHER IMPORTANT INFORMATION

CHANGE OF ADDRESS

It is important that you notify the Company of any change in your address while you are a participant in the Savings Program so you will

be assured of receiving Company communications about the Savings Program. If you are retired, log onto NetBenefits to change your address or call the Information Line for a change form.

VOTING YOUR SHARES

Except for the USEC Stock Fund, the investment manager for each fund will decide how to exercise any voting rights applicable to stock held in that particular fund.

If you invest in the USEC Stock Fund you will have the opportunity to direct the Trustee to vote your share of the stock in that fund. From time to time, you will receive proxy materials asking for your vote on selected issues.

INVESTMENT FEES AND EXPENSES

The Savings Program investment options have administrative and investment management fees associated with them which, in effect, reduce the investment fund's return. The administrative fees are associated with services performed by the Trustee and record keeper. The Savings Program passes through the Trustee fees to fund participants on a proportional basis. The fees go to the Trustee, Fidelity Management Trust Company, to cover the cost of administering the fund. To find out about the fees associated with a specific fund being offered by the plan, log onto NetBenefits, call the Information Line or call your local Human Resources Department. Also, the funds describe the fees in the fund prospectuses, available from these same sources.

The administrative fees paid by the fund may also be reduced if the fees for shareholder or other services (such as 12b-1 fees) paid by these mutual funds to the Trustee exceed certain limits.

RESPONSIBILITY FOR INVESTMENT DECISIONS

You choose how to invest your money in the Savings Program. The Savings Program Trustee will follow your investment directions without reviewing your investment decisions.

The Company, the Trustee, the Benefit Plan Administrative and Investment Committees and the other Savings Program administrators are not responsible or liable for the investment choices you make or investment losses that are the direct and necessary result of your investment choices.

This is because the Savings Program is intended to satisfy the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and section 2550.404c-1 of the Code of Federal Regulations. Nothing contained in this document is intended to constitute investment advice.

CALL THE INFORMATION LINE OR LOG ON TO NET BENEFITS FOR ...

- | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none">• Financial information – prospectuses and fund fact sheets.• Investment performance – past and current investment performance of each fund.• Account value – value of each investment fund within your personal account. |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

CONFIDENTIALITY OF INVESTMENT DIRECTIONS

Your investment directions for all Savings Program funds are administered by Fidelity Investments. Fidelity handles all purchases and sales in the name of the Savings Program without identifying individuals, so your transactions remain confidential.

Fidelity is also responsible for distribution to Savings Program participants proxy and other materials generally provided to USEC shareholders. In addition, voting directions relating to USEC stock held in the Savings Program are returned to Fidelity (or its agents).

As a result of these procedures, any information about your purchase, holding, sale and voting of USEC stock is kept confidential by Fidelity.

The Benefit Plan Administrative and Investment Committees are responsible for monitoring compliance with the procedures that ensure confidentiality. You may direct questions regarding the Savings Program to:

USEC Inc.
C/O Director, Human Resources
6903 Rockledge Drive, Suite 400
Bethesda, MD 20817

YOUR OTHER BENEFITS

Before-tax savings under the Savings Program reduce your taxable income – that is, they are not reported as taxable income on your W-2 earnings statement. However, they are included in determining your Social Security taxes and benefits.

Saving with before-tax dollars has no effect on your other pay-related benefits – such as life insurance, disability coverage and retirement income. These benefits provide financial protection and security based on your full basic rate of pay.

DOCUMENTS INCORPORATED BY REFERENCE

USEC is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance with that Act files reports and other information with the Securities and Exchange Commission. Copies of these documents are available, without charge, upon oral or written request.

RESTRICTIONS ON SALE

It is contemplated that the prospectus of which this document is a part will be used for reoffers and resales within the Savings Program, as well as for any such reoffers or resales outside of the Savings Program. Accordingly, participants may generally freely sell securities acquired under the Savings Program; however, prohibitions against insider trading could limit the time and manner that a participant may transfer into or out of the USEC Inc. Stock Fund. In addition to the restrictions against insider trading, “affiliates” of USEC Inc. as defined in Rule 405 of the Securities Act of 1933, are subject to additional restrictions on reoffers or resales of common stock acquired pursuant to a distribution from the Savings Program. Specifically, affiliates are required to make resales pursuant to a registration statement filed for that purpose or pursuant to a valid exemption from registration under the Securities Act of 1933. Finally, Executive Officers of USEC Inc. are subject to additional restrictions under Section 16 of the Securities Exchange Act

of 1934 (restrictions on short-swing profits). See “Your Investment Options” - “Special Note for Executive Officers”.

PLAN FUNDING AND EXPENSES

The Savings Program is funded by participants who designate a part of their eligible earnings to be contributed on their behalf and by the Company through Company matching contributions. The assets of the Savings Program are held in a trust fund maintained by the Trustee. All Savings Program administrative and investment management fees are paid by the Program’s investment funds.

TAX TREATMENT

USEC Inc. intends to operate the Savings Program so that it will qualify under Sections 401(a) and 401(k) of the Internal Revenue Code. Accordingly, before-tax contributions and Company matching contributions will be deductible for federal income tax purposes, and the earnings of the trust fund, which holds the Savings Program assets, will not be taxable to the trust fund or the Company.

MILITARY SERVICE

If you return to work for the Company after a period of military service, you will be eligible to make pre-tax (including catch-up) contributions, and to receive the corresponding matching contributions, in accordance with the Uniformed Services Employment and Reemployment Rights Act of 1994 (“USERRA”), provided your military service is “qualified military service” under USERRA and you have reported back to work within the prescribed time period under USERRA. Please contact human resources if you expect to be absent from work on account of military service.

PLAN IDENTIFICATION NUMBER

The Plan Identification Number is 001.

SAVINGS PROGRAM SPONSOR AND ADMINISTRATOR

USEC Inc. is the sponsor of the Savings Program. USEC Inc. is also the Plan Administrator. You can reach the Plan Administrator at:

USEC Inc.
Employee Benefits Plan
Administrative Committee
6903 Rockledge Drive, Suite 400
Bethesda, MD 20817
(301) 564-3200

In carrying out its responsibilities under the Savings Program, the Plan Administrator has the exclusive responsibility and full discretionary

authority to control the operation and administration of the Savings Program, including, but not limited to, the power to interpret the terms of the Savings Program, to determine eligibility for entitlement to Savings Program benefits and to resolve all interpretive, equitable and other questions that arise in the operation and administration of the Savings Program. All actions or determinations of the Plan Administrator are final, conclusive and binding on all persons.

The Plan Administrator is the agent of service for legal process. Service of legal process may also be made on the Trustee.

SAVINGS PROGRAM TERMINATION AND AMENDMENT

USEC Inc. expects and intends to continue the Savings Program in your benefits program indefinitely but reserves its right to terminate the Savings Program, in whole or in part, without notice. USEC Inc. also reserves its right to amend the Savings Program at any time.

USEC Inc. may also increase or decrease its contributions or the participants' contributions to the Savings Program.

USEC Inc.'s decision to terminate or amend the Savings Program may be due to changes in federal or state laws governing pension or welfare benefits, the requirements of the Internal Revenue Code or ERISA, or any other reason.

A change may transfer Savings Program assets and debts to another Savings Program or split a Savings Program into two or more parts. If USEC Inc. does terminate or amend the Savings Program, it may decide to set up a different Savings Program providing similar or identical benefits.

If the Savings Program is terminated while you are an employee of the Company, you will have a vested right to the value of your Savings Program account. Once your Savings Program account value has been determined, you have a right to take a withdrawal from the Savings Program as prescribed by law.

SPECIAL SAVINGS PROGRAM PROVISIONS

There are a few special provisions that apply to the Savings Program.

MAXIMUM BENEFITS

Federal tax laws impose certain limitations on the benefits and contributions under qualified retirement plans. These limitations generally apply only to highly compensated employees. You will be notified if these limitations apply to you. More information is available at your local Human Resource office.

TOP-HEAVY PROVISIONS

Under current tax law, the Savings Program is required to contain provisions that apply in the event that a significant portion of the Savings Program's benefits are payable to highly-compensated employees. These provisions – called “top-heavy” rules – provide for accelerated vesting of Savings Program benefits and certain minimum benefit accruals in the event the Savings Program becomes top-heavy. The Savings Program is not top-heavy now. Therefore, the top-heavy rules are not likely to affect your benefits under the Savings Program.

A more detailed explanation of these provisions will be provided if and when this Savings Program becomes top-heavy.

LOSS OF BENEFIT

Other than failing to meet the vesting requirement for the Savings Program, there are no Savings Program provisions that would cause you to forfeit the vested portion of your Savings Program benefit. Under the Savings Program, you are always 100% vested in your own contributions and their earnings and you become 50% vested in Company matching contributions and earnings after two years and 100% vested after three years of credited service.

Remember however, that the investment choices you make will affect your Savings Program balance.

ASSETS UPON TERMINATION

If the Savings Program terminates, participants' accounts will be distributed after Savings Program expenses are paid. The Trustee will make account distributions as instructed by the Plan Administrator.

ASSIGNMENT OR ALIENATION OF BENEFITS

Except as required by applicable law, benefits provided under the Savings Program are not subject to assignment, alienation, attachment, lien, garnishment, levy, pledge, bankruptcy, execution or any other form of transfer.

QUALIFIED DOMESTIC RELATIONS ORDER

A qualified domestic relations order (QDRO) is a legal judgment, decree or order that recognizes the rights of another individual under the Savings Program with respect to a child or other dependent support, alimony or marital property rights.

In the event of a QDRO, benefits under the Savings Program may be payable to someone other than your designated beneficiary to satisfy a legal obligation you may have to a spouse, former spouse, child or other dependent. Your Savings Program benefits will be reduced by the benefits payable under a QDRO to someone else. There are specific requirements that a domestic relations order must meet to be recognized by the Company as a QDRO and specific procedures regarding the amount and timing of payments. If you are affected by such an order, you will be notified by the Plan Administrator.

CLAIMING BENEFITS

To apply for a Savings Program payout, you should call the Information Line at 1-800-835-5095 or log onto NetBenefits. Your beneficiaries should contact your local Human Resource office.

If you elect a lump sum payout, you will be mailed the payout generally within 3-5 business days. If you elect to receive installment payments, you will receive a form to complete. Installment payments generally will be mailed on the second business day of each month. You may also choose to have your payment made through electronic funds transfer (EFT).

If you elect to receive securities rather than cash from any balance in your USEC Stock Fund account, you will receive a stock certificate or shares will be reregistered in an account in your name individually, generally within two weeks after your request.

Your application for benefits under the Savings Program is a claim for benefits. If you believe you are entitled to receive a distribution of benefits under the Savings Program, but you do not receive all or part of these benefits, you or your beneficiary must notify the Plan Administrator in writing of a claim for unpaid benefits under the Plan. If your claim is denied, you are entitled to a full review of your claim by the Plan Administrator. The steps in the review process are outlined below.

If your claim for benefits is denied, either in whole or in part, you will normally receive, within 90 days (45 days for a disability claim) after your completed claim is received by the Plan Administrator, either a written notification of the denial or a notification that an extension of time is required to review the claim (however, this extension of time, if required, will not exceed 90 days for a pension claim or 60 days for a disability claim). The notice of the denial explains:

- The reason(s) for the denial;

- The Savings Program provisions on which it is based,
- Any additional material or information needed to make the claim acceptable and the reason it is necessary; and
- The procedure for requesting a review, including your right to bring an action under section 502 of ERISA if you appeal and your appeal is denied.

In the case of a disability claim, the notice of denial will also:

- State whether an internal rule, guideline, protocol, or other similar criterion that was relied upon in the denial and explain that you may request (free of charge) a copy of such rule, guideline, protocol, or other criterion; and
- State that, if the denial is based on medical necessity, experimental treatment, or other similar exclusion or limit, that you may request (free of charge) an explanation of the scientific or clinical judgment for the denial applying the terms of the Savings Program to your medical circumstances.

Within 60 days (180 days for a disability claim) after receiving a denial notice you or your authorized representative may:

- Submit a written request to the Plan Administrator for a review of the denial;
- Examine relevant documents, records or other information; and submit written comments and other information regarding your claim to the Plan Administrator.

A decision on the denial normally will be made within 60 days (45 days for a disability claim) after your request for a review is received. If additional time is needed, and you are informed within the first 60 days (45 days for a disability claim), a decision will be made within 120 days (90 days for a disability claim). You will

receive a copy of the decision, in writing, explaining:

- The specific reason(s) for the decision;
- The Savings Program provision on which it is based;
- That you are entitled to receive, upon request and free of charge, copies of all information relevant to the claim; and
- Your right to bring an action under section 502 of ERISA.

In the case of a disability claim, the decision will also:

- State whether an internal rule, guideline, protocol, or other similar criterion was relied upon in the decision and explain that you may request (free of charge) a copy of such rule, guideline, protocol, or other criterion; and
- State that, if the denial is based on medical necessity, experimental treatment, or other similar exclusion or limit, that you may request (free of charge) an explanation of the scientific or clinical judgment for the decision applying the terms of the Savings Program to your medical circumstances.

YOUR RIGHTS UNDER THE EMPLOYEE RETIREMENT INCOME SECURITY ACT (ERISA)

As a participant in the Savings Program you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all Savings Program participants shall be entitled to:

- Receive information about your Savings Program and benefits.
- Examine, without charge, at the Plan Administrator's office and at other specified locations, such as worksites and union halls, all documents governing the Savings Program, including insurance contracts and collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by the Savings Program with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefit Security Administration.
- Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Savings Program, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated summary plan description. The administrator may make a reasonable charge for the copies.
- Receive a summary of the Savings Program's annual financial report. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report.
- Obtain a statement telling you your current account balance and whether you have a vested right to receive a benefit at normal retirement age. If you do not have a vested right to a benefit, the statement will tell you how many more years you have to work to earn a vested right. This statement must be

given in writing and is not required to be given more than once every twelve months. The Savings Program must provide the statement free of charge.

PRUDENT ACTIONS BY PLAN FIDUCIARIES

In addition to creating rights for Savings Program participants ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your Savings Program, called “fiduciaries” of the Savings Program, have a duty to do so prudently and in the interest of you and other Savings Program participants and beneficiaries. No one, including your employer, your union, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a benefit or exercising your rights under ERISA.

ENFORCE YOUR RIGHTS

If your claim for a pension benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of Savings Program documents or the latest annual report from the Savings Program and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the administrator. If you have a claim for benefits which is denied or ignored, in whole or in part, you may file suit in a state or Federal court. In addition, if you disagree with the Savings Program’s decision or lack thereof concerning the qualified status of a domestic relations order or a medical child support order, you may file suit in Federal court. If it should happen that Savings Program fiduciaries misuse the Savings Program’s money, or if you are discriminated

against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

ASSISTANCE WITH YOUR QUESTIONS

If you have any questions about the Savings Program you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefit Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, DC 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

SAVINGS PLAN DOCUMENTS

Complete details of the Savings Program can be found in the official Savings Program document and trust agreement which legally govern the operation of the Savings Program. All statements made in this Summary Plan Description (SPD) are subject to the provisions and terms of those documents. Copies of those documents as well as the latest annual reports of Savings Program operations and descriptions as filed with the Internal Revenue Service and the U.S. Department of Labor are available for your review anytime during normal working hours in the office of the Plan Administrator. Upon written request to the Plan Administrator, copies of any of these documents will be furnished to a Savings Program participant or beneficiary, generally within 30 days, at a nominal charge. In addition, once each year you will receive a copy of the summary annual report of the

Savings Program's financial activities at no charge (through e-mail, if available).

In the event of a conflict between the official plan documents and the summary in this SPD, the plan documents are controlling.

CERTAIN OTHER INFORMATION

This Prospectus/Summary Plan Description incorporates by reference the documents that have been incorporated by reference in Item 3 of Part II of USEC Inc.'s registration statement on Form S-8 for USEC shares available under the Savings Program (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on or before the date of this Prospectus/Summary Plan Description. All documents filed by USEC or the Savings Program with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 and prior to the filing of a post-effective amendment to the Registration Statement which indicates that all securities offered thereunder have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein. Any statements contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which is also incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Copies of any or all of these documents, excluding exhibits not specifically incorporated by reference in such documents, will be provided upon request without charge to a participant.

A copy of USEC's most recent annual report to stockholders has been delivered or is being delivered with this Prospectus/Summary Plan Description. USEC will also provide without charge to participants all other stockholder communications and other reports furnished to stockholders of USEC on a continuing basis. All written or oral requests for documents or information should be directed to USEC Inc., Two Democracy Center, 6903 Rockledge Drive, Suite 400, Bethesda, Maryland 20817; (301) 564-3200; Attention: Investor Relations.

You should rely only on the information contained in this Prospectus/Summary Plan Description or any supplement and the official Savings Program document and trust agreement. USEC has not authorized anyone else to provide you with any information that is different.

This Prospectus is not an offer to sell nor is it seeking an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted. Neither the delivery of this Prospectus/Summary Plan Description nor any shares made available hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of USEC since the date hereof.

GLOSSARY

Sometimes, to describe a benefit plan accurately, some technical terms must be used. This glossary contains brief definitions to help you understand the terms used throughout this Summary Plan Description.

After-Tax Contributions

Contributions to the Savings Program on which you have already paid the applicable payroll taxes.

Basic Contributions

Those contributions from 1% to 5% (or 6% for Enhanced Match Eligible Employees) of your eligible earnings that are eligible for company matching. These may be made on a before-tax or after-tax basis.

Beneficiary

The person, organization or trust that is named to receive any Savings Program benefits payable on account of the participant's death.

Company

USEC Inc., the United States Enrichment Corporation and any successor in interest to those companies.

Credited Service

All the time you work for the Company, from your first hour of service until you sever from service. Credited Service is used for vesting purposes.

Designated Beneficiary

Any individual designated by a Participant as Beneficiary of the Participant.

Disability

A participant's total physical or mental inability, resulting from bodily injury or disease to perform any work for compensation or profit in any occupation for which the Participant is judged to be qualified. See the Plan Document for additional information.

Election

A designation that is made on a form or by other means by a participant directing that the Savings Program take action in the participant's name.

Eligible Earnings

The participant's regular, base salary for such payroll period, or if the participant is paid by the hour, his or her pay for regularly scheduled hours during that payroll period, before any reduction for contributions to this Plan and any other pre-tax contributions, determined by dividing the participant's straight-time earnings (including shift premiums and hourly cost-of-living adjustments but excluding overtime) by the participant's straight-time hours and multiplying the result times the participant's schedule hours. Eligible earnings also include the cash portion of any continuing bonuses (but excluding any one-time bonuses). In any event, eligible earnings shall not exceed the IRC limit (\$245,000 for 2010) as adjusted for cost-of-living. For SPFFPA supervisors, eligible earnings also include two-thirds of physical fitness incentive fitness pay. For SPFFPA Local 66 and SPFFPA Local 111 Employees, eligible earnings also include two-thirds of physical fitness incentive pay provided to security police officers covered by the collective bargaining agreement between the Company and the SPFFPA Local 66 and SPFFPA Local 111. For USW Local 689 Employees, Overtime Enhanced Savings Program earnings also include overtime pay.

Enhanced Match Eligible Employee

You are an Enhanced Match Eligible Employee if you are:

- an employee who (1) is classified by the Company as an ACP Employee, (2) is not eligible to participate in the Employees' Retirement Plan of USEC Inc. (the "USEC Inc. Pension Plan"), and (3) is not eligible to earn Service Credit under the Pension Plan;
- an employee who (1) is covered by a collective bargaining agreement between United States Enrichment Corporation and

the SPFPA Local 66 or SPFPA Local 111, (2) is not eligible to participate in the USEC Pension Plan, and (3) is not eligible to earn Service Credit under the USEC Pension Plan;

- a salaried employee who (1) is hired or rehired on or after September 1, 2008, and (2) not eligible to participate in the USEC Pension Plan.
- an employee who was otherwise eligible to participate in the Pension Plan or the USEC Pension Plan and elected to cease participation in order to become an Enhanced Match Eligible Employee.

You are an Overtime Enhanced Match Eligible Employee if you are:

- an employee who (1) was hired on or after March 15, 2010 and is covered by a collective bargaining agreement between United States Enrichment Corporation and the USW Local 689 (2) is not eligible to participate in the USEC Pension Plan, and (3) is not eligible to earn Service Credit under the USEC Pension Plan.

ERISA

The Employee Retirement Income Security Act of 1974, as amended.

Matching Contributions

Contributions made by the employer into a participant's account according to the formula.

Normal Retirement

Retirement at age 65.

Participant

Any eligible employee who is not excluded from Savings Program participation shall participate in the Savings Program immediately upon becoming eligible on the day he or she completes an hour of service as an eligible employee

Plan

The USEC Savings Program.

Plan Year

The calendar year.

Qualified Domestic Relations Order

A Qualified Domestic Relations Order (QDRO) is a legal judgment, decree or order that recognizes the rights of another individual or individuals with respect to child or other dependent support, alimony or marital property rights, to some portion of the participant's account.

Rollover Contribution

Distributions from another employer's qualified plan that you deposit into your Savings Program account.

Service Credit

The total elapsed time between the date you begin employment with the Company and your last day at work. Service Credit is used for establishing participant vesting.

Straight-Time Earnings

Your basic rate of pay, including executive compensation, shift premium and COLA, but not including overtime.

Supplemental Contributions

Those contributions in excess of the basic contributions up to an additional 45% (44% for Enhanced Match Eligible Employees) of eligible earnings, on a before-tax and/or after-tax basis, which are not eligible for Company matching contributions.

Termination of Employment

A Participant's ceasing to be employed by the Employer and all Affiliates for any reason.

Trust Agreement

An agreement between the Company and the Trustee that is maintained as part of this Savings Program.

Trust Fund

A fund established by the Trustee in accordance with the Trust Agreement to hold assets of this Savings Program.

Trustee

The person or persons acting from time to time as the trustee for the Trust Fund under the Trust Agreement.

Valuation Date

Each day that the New York Stock Exchange and the Trustee are open for business and each other day chosen by the Company.

Vesting

Ownership interest in your Savings Program account. Once vested, you have an irrevocable right to your account balances.
