

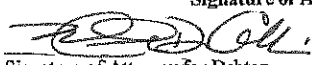
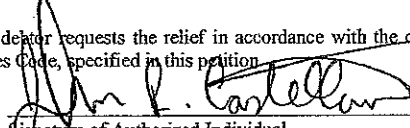
UNITED STATES BANKRUPTCY COURT District of Delaware		VOLUNTARY PETITION										
Name of Debtor (if individual, enter Last, First, Middle): USEC Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):										
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): USEC		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):										
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 52-2107911		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):										
Street Address of Debtor (No. and Street, City, and State): 6903 Rockledge Drive, Suite 400 Bethesda, MD ZIP CODE 20817		Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE										
County of Residence or of the Principal Place of Business: Montgomery County		County of Residence or of the Principal Place of Business:										
Mailing Address of Debtor (if different from street address): ZIP CODE		Mailing Address of Joint Debtor (if different from street address): ZIP CODE										
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE												
<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state the type of entity below.)</p> <hr/> <p style="text-align: center;">Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13</p> <hr/> <p style="text-align: center;">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>										
<p>Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>		<p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>).</p> <p>Check all applicable boxes:</p> <p><input checked="" type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>										
<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>		<p>THIS SPACE IS FOR COURT USE ONLY</p>										
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input checked="" type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>			<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 Million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>			<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 Million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 Million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input checked="" type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 Million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): USEC Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: N/A	Case Number: N/A	Date Filed: N/A	
District: N/A	Relationship: N/A	Judge: N/A	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p style="text-align: center;">(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor’s affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor’s residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

B1 (Official Form 1) (04/13)

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): USEC Inc.</p>		
Signatures			
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>X _____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>		
<p style="text-align: center;">Signature of Attorney*</p> <p>X  Signature of Attorney for Debtor</p> <p>Date: March 5, 2014</p> <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;"> <p>D. J. Baker Rosalie Walker Gray Adam S. Ravin LATHAM & WATKINS LLP 885 Third Avenue New York, New York 10022 Telephone: (212) 906-1200 Facsimile: (212) 751-4864</p> </td> <td style="width:50%; border: none;"> <p>Mark D. Collins Michael J. Merchant RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701</p> </td> </tr> </table> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p>D. J. Baker Rosalie Walker Gray Adam S. Ravin LATHAM & WATKINS LLP 885 Third Avenue New York, New York 10022 Telephone: (212) 906-1200 Facsimile: (212) 751-4864</p>	<p>Mark D. Collins Michael J. Merchant RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p>D. J. Baker Rosalie Walker Gray Adam S. Ravin LATHAM & WATKINS LLP 885 Third Avenue New York, New York 10022 Telephone: (212) 906-1200 Facsimile: (212) 751-4864</p>	<p>Mark D. Collins Michael J. Merchant RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701</p>		
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual</p> <p>John R. Castellano Chief Restructuring Officer</p> <p>Date: March 5, 2014</p>			

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	X	
In re:	:	Chapter 11
	:	
USEC INC.,	:	Case No. 14-_____ (____)
	:	
Debtor.	:	Tax I.D. No. 52-2107911
-----	X	

EXHIBIT "A" TO VOLUNTARY PETITION

1. The debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 1-14287.
2. The following non-consolidated, un-audited financial data is the latest available information and refers to the condition of the Debtor as of December 31, 2013, unless otherwise indicated.

a. Total assets	<u>\$70 million</u>	
b. Total liabilities (including debts listed in 2.c., below)	<u>\$1.07 billion</u>	
c. Debt securities held by more than 500 holders:		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	<u>\$ N/A</u>	<u>N/A</u>
d. Number of shares of preferred stock	85,903 (approx.)	2
e. Number of shares of common stock	4,948,135	30,000 (approx.)

Comments, if any:

The Debtor has debt securities in the form of convertible notes, in the principal amount of \$530 million, believed to be held by approximately 42 record holders.

The total obligation on account of convertible preferred stock is approximately \$113.9 million.

The number of shares of common stock, preferred stock and the approximate number of holders thereof are as of December 31, 2013. The approximate number of holders of common stock includes all beneficial holders. The approximate number of holders of preferred stock includes only record holders.

3. Brief description of debtor's business:

USEC Inc. is a publicly-traded holding company and global energy company which, through its non-debtor subsidiaries, (i) is a leading supplier of low enriched uranium ("LEU") for commercial nuclear power plants and (ii) is engaged in an effort to deploy for future production of LEU and national defense purposes what is believed to be the world's most advanced uranium enrichment technology, known as the American Centrifuge. The activities of USEC Inc. and its non-debtor subsidiaries are heavily regulated by the United States Department of Energy and the Nuclear Regulatory Commission.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor, based on publicly available information as of December 31, 2013:

Common Stock:

<i>Name</i>	<i>Holdings</i>
Blackrock, Inc.	321,003
Dimensional Fund Advisors	246,933

Preferred Stock:

<i>Name</i>	<i>Holdings</i>
Babcock & Wilcox Investment Company	50%
Toshiba America Nuclear Energy Corporation	50%

**CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF USEC INC.**

I, the undersigned, do hereby certify that the Board of Directors of USEC Inc. (the "**Corporation**") duly adopted the following resolutions at a meeting held on March 4, 2014, and that such resolutions have not been repealed or amended and remain in full force and effect:

WHEREAS, the Board of Directors having previously authorized the Corporation to pursue a prearranged restructuring of its financial obligations (the "**Restructuring**"), and having previously approved the proposed terms of such Restructuring as evidenced by the plan support agreement entered into by the Corporation with the holders of approximately 65% in principal amount of its convertible note debt (the "**Noteholders Plan Support Agreement**") and the plan support agreements entered into by the Corporation with holders of its preferred stock interests (the "**Preferred Investors Plan Support Agreements**" and, together with the Noteholders Plan Support Agreement, the "**Plan Support Agreements**"); and the Board of Directors having determined that the material conditions to proceeding with the Restructuring as set forth in the Plan Support Agreements have been satisfied or waived and no other impediments to proceeding with the Restructuring exist;

NOW THEREFORE BE IT RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Corporation, its creditors, stockholders, and other interested parties, that the Corporation seek relief under the provisions of Chapter 11, Title 11 of the United States Code (the "**Bankruptcy Code**"); and be it further

RESOLVED, that each "**Authorized Officer**" (as defined below) shall be, and hereby is, authorized and directed on behalf of the Corporation to commence a case under Chapter 11 of the Bankruptcy Code (the "**Chapter 11 Case**") by executing, verifying and delivering a voluntary petition in the name of the Corporation under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") in such form and at such time as the Authorized Officer executing said petition shall determine; and be it further

RESOLVED, that each Authorized Officer shall be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to take all actions necessary or appropriate for the Corporation to obtain post-petition secured financing from its subsidiary United States Enrichment Corporation ("**Enrichment Corp**") according to the terms negotiated by such Authorized Officer, including under a debtor-in-possession credit agreement; to grant liens, on behalf of the Corporation, on and/or pledge such assets of the Corporation as such Authorized Officer may deem appropriate to secure such financing; and to effectuate the foregoing by entering into such agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (collectively, the "**Credit Documents**") as may be deemed necessary or appropriate by the Authorized Officer; and be it further

RESOLVED, that the Corporation be, and it hereby is, authorized to seek approval to apply the prepetition cash collateral of Enrichment Corp to pay down the prepetition secured debt owed by the Corporation to Enrichment Corp, if and to the extent required by Enrichment Corp to obtain debtor-in-possession financing; and be it further

RESOLVED, that the Corporation is authorized, to the extent applicable, to seek authority from the Bankruptcy Court to assume the Plan Support Agreements entered into in connection with the Chapter 11 Case and to enter into, and/or seek assumption of, any agreements, documents or instruments related thereto; and be it further

RESOLVED, that the Corporation is authorized to file with the Bankruptcy Court the prearranged plan of reorganization (the "**Plan**") and the associated implementing documents that have been or will be negotiated in accordance with the terms of the Plan Support Agreements; and, unless otherwise directed by the Board of Directors in view of future developments or otherwise in the exercise of its fiduciary duties, each Authorized Officer is authorized to take such action as may be necessary to proceed to obtain approval from the Bankruptcy Court of the disclosure statement associated with the Plan, to conduct a solicitation of votes on the Plan as may be authorized by the Bankruptcy Court, to seek confirmation of the Plan by the Bankruptcy Court, to make the confirmed Plan effective in accordance with its terms, and to perform all of the Corporation's obligations under the effective Plan and the associated implementing documents; and be it further

RESOLVED, that each Authorized Officer be, and hereby is, authorized, directed and empowered, with full power of delegation, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all Credit Documents, the Plan, and all documents necessary to implement the Plan; and to take any and all actions which the Authorized Officer deems necessary or appropriate in connection with the Chapter 11 Case; and be it further

RESOLVED, that each Authorized Officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to employ and retain the law firms of Latham & Watkins LLP, Richards, Layton & Finger, P.A. and Vinson & Elkins LLP to act as attorneys, Lazard Frères & Co. LLC to act as financial advisors, and AP Services, LLC to provide interim management services for the Corporation in connection with the Chapter 11 Case; and be it further

RESOLVED, that each Authorized Officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to employ and retain such further legal, restructuring, financial, accounting and bankruptcy services firms (together with the foregoing identified firms, the "**Professionals**") as may be deemed necessary or appropriate by the Authorized Officer to assist the Corporation in carrying

out its responsibilities in the Chapter 11 Case and achieving a successful reorganization; and be it further

RESOLVED, that each Authorized Officer be, and hereby is, authorized, with full power of delegation, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and be it further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer of the Corporation or any of the Professionals in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and be it further

RESOLVED, that any and all actions, whether previously or subsequently taken by any Authorized Officer or any other person authorized to act by an Authorized Officer, which are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and be it further

RESOLVED, that for the purposes of these resolutions, the term “**Authorized Officer**” shall mean and include John K. Welch, the President and Chief Executive Officer, John C. Barpoulis, Senior Vice President and Chief Financial Officer, Peter B. Saba, Senior Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary, Stephen S. Greene, Vice President, Finance and Treasurer, or John R. Castellano, Chief Restructuring Officer.

IN WITNESS WHEREOF, I have executed this Certificate as of March 5, 2014.



Peter B. Saba
Senior Vice President, General Counsel, Chief
Compliance Officer & Corporate Secretary

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

----- X
In re: : Chapter 11
: :
USEC INC., : Case No. 14-_____ (_____)
: :
Debtor. : Tax I.D. No. 52-2107911
----- X

**LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 20 largest unsecured claims against the above-captioned Debtor. The list has been prepared from the unaudited books and records of the Debtor. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtor’s chapter 11 case. The list does not include (i) persons that come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date. The failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s right to contest the validity, priority and/or amount of any such claim.

<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number, facsimile number, email address, and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted, to the extent available</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim (if secured, also state value of security)</i>
CSC Trust Company of Delaware 2711 Centerville Road, Suite 220 Wilmington, DE 19808	Attn: Alan R. Halpern Address: Same as Column 1 Tel: N/A Fax: (302) 636-8666 Email: csctrust@cscinfo.com	Unsecured Debt		\$536,733,607
G E Betz Four Rivers District, 5509 Belmont Ave., Suite 4 Downers Grove, IL 60515	Attn: Richard Petersen Address: Same as Column 1 Tel: (866) 439-8272 Fax: (800) 268-3607 Email: richard.petersen@ge.com	Trade Debt		\$74,299
Williams Jensen PLLC 701 Eighth Street NW Suite 500 Washington, DC 20001	Attn: Patrick J. Pettey Address: Same as Column 1 Tel: (202) 659-8201 Fax: (202) 659-5249 Email: pjpettey@wms-jen.com	Consultant Fees		\$30,000
Bluewater Strategies LLC 400 N. Capital Street NW Suite 475 Washington, DC 20001	Attn: Maggie Burgess Address: Same as Column 1 Tel: N/A Fax: (202) 589-1516 Email: mburgess@bwstrategies.com	Consultant Fees		\$20,000
Mercury Public Affairs LLC 437 Madison Avenue 9 th Floor New York, NY 10022	Attn: Kieran Mahoney Address: Same as Column 1 Tel: (212) 681-1380 Fax: (212) 681-1381 Email: kmahoney@mercuryllc.com	Consultant Fees		\$15,000
OB-C Group LLC 1350 Eye Street NW Suite 690 Washington, DC 20005	Attn: Tom Keating Address: Same as Column 1 Tel: (202) 898-4746 Fax: (202) 898-4756 Email: tkeating@ob-cgroup.com	Consultant Fees		\$15,000

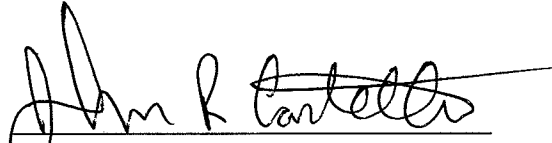
The Grossman Group LLC 525 2 nd Street NE Washington, D.C. 20002	Attn: Lawrence Grossman Address: Same as Column 1 Tel: (202) 624-8447 Fax: N/A Email: larry@grossmanllc.com	Consultant Fees		\$10,000
Compass Consulting Group LLC 400 N. Capital Street NW Suite 585 Washington, D.C. 20001	Attn: Ted Hollingsworth Address: Same as Column 1 Tel: (202) 624-8447 Fax: N/A Email: ted@compassconsulting.us	Consultant Fees		\$10,000
G A Kraut Co Inc. 485 Madison Avenue 4 th Floor New York, NY 10022	Attn: D. Baskin Address: Same as Column 1 Tel: (212) 696-5600 Fax: (212) 685-2413 Email: dbaskin@gakraut.com	Consultant Fees		\$9,883
CQ Roll Call Inc. 77 K Street NE 8 th Floor Washington, D.C. 20002	Attn: Joseph Covington Address: Same as Column 1 Tel: (800) 432-2250 Fax: (202) 315-3660 Email: contracts@cq.com	Consultant Fees		\$9,570
Marriott Business Services P.O. Box 402642 Atlanta, GA 30384	Attn: Karen Johnson Address: Same as Column 1 Tel: (866) 435-7624 (x4146) Fax: (240) 215-2053 Email: karen.johnson@marriott.com	Trade Debt		\$8,232
MKS Instruments Inc. 3350 Scott Blvd Building 4 Santa Clara, CA 95054	Attn: Diana Rosado Address: Same as Column 1 Tel: (978) 645-5500 Fax: (978) 557-5100 Email: Diana_Rosado@mksinst.com	Trade Debt		\$7,738
City Electric Supply Co. P.O. Box 16707 Greensboro, NC 27416	Attn: R. Conner Address: Same as Column 1 Tel: (336) 808-0538 Fax: N/A Email: rconner@ces-us.net	Trade Debt		\$6,972
VAT Inc. 500 West Cummings Park Woburn, MA 01801	Attn: Joyce Mackiewicz Address: Same as Column 1 Tel: (781) 935-1446 Fax: (781) 935-3940 Email: joycem@vatvalve.com	Trade Debt		\$6,428

C3 Energy LLC 1465 Woodbury Avenue Suite 818 Portsmouth, NH 03801	Attn: Ed Chapman Address: Same as Column 1 Tel: (714) 969-0371 Fax: N/A Email: echapman@c3energylc.com	Consultant Fees		\$5,000
Edison Electric Institute 701 Pennsylvania Avenue NW Washington, D.C. 20004	Attn: Jennifer Asher Address: Same as Column 1 Tel: (202) 508-5517 Fax: N/A Email: jasher@eei.org	Trade Organization		\$4,000
REA Parts Inc. 620 Reliability Circle Knoxville, TN 37932	Attn: Myron Carter Address: Same as Column 1 Tel: (865) 675-4822 Fax: (865) 675-4843 Email: myron.carter@reahvac.com	Trade Debt		\$3,143
Pike County Chamber of Commerce 12455 S R 104 P.O. Box 107 Waverly, OH 45690	Attn: Shirley Bandy Address: Same as Column 1 Tel: (740) 947-7715 Fax: (740) 947-7716 Email: pikechamber@yahoo.com	Trade Organization		\$2,500
Kelsan Inc. 5109 National Drive Knoxville, TN 37914	Attn: S. Stapleton Address: Same as Column 1 Tel: (865) 525-7132 Fax: (865) 637-5053 Email: sstapleton@kelsan.biz	Trade Debt		\$2,343
Glockner Oil Co Inc. 4407 U.S. Route 23 Piketon, OH 45661	Attn: D. Green Address: Same as Column 1 Tel: (740) 289-2979 Fax: (614) 497-1247 Email: dgreen@glockner.com	Trade Debt		\$2,342

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have read the foregoing list and it is true and correct to the best of my knowledge, information and belief.

Dated: March 5, 2014
Wilmington, Delaware



John R. Castellano
Chief Restructuring Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

----- X
 In re: : Chapter 11
 :
 USEC INC., : Case No. 14- _____ (____)
 :
 Debtor. : Tax I.D. No. 52-2107911
 ----- X

LIST OF ALL CREDITORS

A list of the Debtor's creditors in accordance with Fed. R. Bankr. P. 1007(a)(1) will be separately transmitted to the Clerk of the Court.

The list has been prepared from the books and records of the Debtor. The list contains only those creditors whose names and addresses were maintained in the Debtor's database or were otherwise readily ascertainable by the Debtor prior to the commencement of this case.

Certain of the creditors listed may not hold outstanding claims against the Debtor as of the commencement date and, therefore, may not be creditors for purposes of this case. By submitting the list, the Debtor in no way waives or prejudices its right to dispute the extent, validity or enforceability of the claims, if any, held by parties identified therein.

The information presented in the list shall not constitute an admission by, nor is it binding upon, the Debtor.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the transmitted list and it is true and correct to the best of my knowledge, information and belief.

Dated: March 5, 2014
Wilmington, Delaware



 John R. Castellano
 Chief Restructuring Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

----- X
 In re: : Chapter 11
 :
 USEC INC., : Case No. 14-_____ (____)
 :
 Debtor. : Tax I.D. No. 52-2107911
 ----- X

STATEMENT OF CORPORATE OWNERSHIP

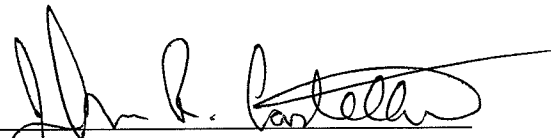
Following is the list of corporations which own ten percent or more of a class of the Debtor's equity interests. The list is prepared in accordance with Fed. R. Bankr. P. 1007(a)(1) and Fed. R. Bankr. P. 7007.1 for filing in this chapter 11 case.

Holder	Kind of Interest	Percentage of Ownership
Babcock & Wilcox Investment Company	Preferred Stock	50%
Toshiba America Nuclear Energy Corporation	Preferred Stock	50%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have read the foregoing statement and it is true and correct to the best of my knowledge, information and belief.

Dated: March 5, 2014
 Wilmington, Delaware



 John R. Castellano
 Chief Restructuring Officer