

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Centrus Energy Corp.		52-2107911	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Steven Wingfield	301-564-3354		
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
6903 Rockledge Drive, Suite 400		Bethesda, MD 20817	
<b>8</b> Date of action		<b>9</b> Classification and description	
September 30, 2014		New Class A Common Stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
15643U104		LEU	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **See attached.**

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **See attached.**

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **See attached.**

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached.

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**18** Can any resulting loss be recognized? ▶ See attached.

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached.

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**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ John C. Barpoulis Date ▶ 14 Nov. 2014

Print your name ▶ John C. Barpoulis Title ▶ CFO & SVP

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Centrus Energy Corp.**  
**Attachment to Form 8937**  
**Report of Organization Actions Affecting Basis of Securities**

**Disclaimer:** The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any shareholder's or note holder's specific circumstances. Shareholders and note holders are urged to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

**Centrus Energy Corp.**  
**Attachment to Form 8937**  
**Report of Organization Actions Affecting Basis of Securities**

**Form 8937, Part II, Line 14**

On March 5, 2014, USEC Inc. filed a voluntary petition for relief (the "Bankruptcy Filing") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On September 5, 2014, the Bankruptcy Court entered an order approving and confirming the Plan. On September 30, 2014 (the "Effective Date"), the Company satisfied the conditions of the Plan and the Plan became effective. On the Effective Date, USEC Inc.'s name was changed to Centrus Energy Corp. ("Centrus" or the "Company").

Pursuant to the Plan, all shares of USEC Inc.'s common stock, \$0.10 par value per share (the "Old Common Stock"), all shares of its Series B-1 12.75% convertible preferred stock, par value \$1.00 per share (the "Old Preferred Stock"), and all of its 3% convertible senior notes due October 1, 2014 (the "Old Notes") that were issued and outstanding immediately prior to the Effective Date were cancelled. On the Effective Date, the Company issued new Class A common stock, \$0.10 par value per share (the "New Class A Common Stock"), new Class B common stock, \$0.10 par value per share (the "New Class B Common Stock") and new 8% PIK toggle notes (the "New Notes"). In addition, pursuant to the Plan, the Company made a cash payment of approximately \$15.86 million to former holders of the Old Notes.

Specifically, on the Effective Date, the Company issued the following:

- (i) 7,113,600 shares of New Class A Common Stock and \$200 million of New Notes, on a pro-rata basis, to former holders of the Old Notes in exchange for the Old Notes,
- (ii) 1,436,400 shares of New Class B Common Stock and \$40.38 million of New Notes on a pro-rata basis to former holders of the Old Preferred Stock in exchange for the Old Preferred Stock, and
- (iii) 450,000 shares of New Class A Common Stock, on a pro-rata basis, to former holders of the Old Common Stock in exchange for the Old Common Stock.

See Disclosure Statement with Respect to Plan of Reorganization of USEC Inc. filed with the Bankruptcy Court on July 11, 2014 for further details, which can be found at [http://www.loganandco.com/noticesandpleadings/USC/USC\\_NP\\_00144344\\_c5dd273853d55270201c4e8098ce6f46.pdf](http://www.loganandco.com/noticesandpleadings/USC/USC_NP_00144344_c5dd273853d55270201c4e8098ce6f46.pdf)

The reorganization, approved by the Bankruptcy Court on September 5, 2014, is described in the Plan of Reorganization of USEC Inc. (the "Plan"), which can be found at [http://www.sec.gov/Archives/edgar/data/1065059/000106505914000062/exhibit2\\_1.htm](http://www.sec.gov/Archives/edgar/data/1065059/000106505914000062/exhibit2_1.htm)

## **Form 8937, Part II, Line 15**

To the extent that the reorganization is treated as a recapitalization for U.S. federal income tax purposes and the Old Notes, New Notes and Old Preferred Stock constitute securities for U.S. federal income tax purposes, no gain or loss should be recognized on any of the exchanges that occurred on the Effective Date.

For a former holder of the Old Notes, to the extent the New Notes constitute securities for U.S. federal income tax purposes, the initial basis in the New Notes and New Class A Common Stock should be equal to the adjusted basis in the Old Notes immediately prior to the exchange, decreased by any cash payment (except to the extent the cash payment is for accrued interest). Such adjusted basis should be allocated between the New Notes and the New Class A Common Stock in proportion to their fair market values as of the Effective Date. The adjusted basis allocated to the New Class A Common Shares is then divided by the number of shares received to determine the per-share basis in the New Class A Common Stock. The holding period of the New Notes and New Class A Common Stock should include the holding period for the Old Notes. The tax basis and holding period would generally be required to be calculated separately for each block of Old Notes exchanged.

For a former holder of the Old Preferred Stock, to the extent the New Notes constitute securities for U.S. federal income tax purposes, the initial basis in the New Notes and New Class B Common Stock should be equal to the adjusted basis in the Old Preferred Stock immediately prior to the exchange. Such adjusted basis should be allocated between the New Notes and the New Class B Common Stock in proportion to their fair market values as of the Effective Date. The adjusted basis allocated to the New Class B Common Shares is then divided by the number of shares received to determine the per-share basis in the New Class B Common Stock. The holding period of the New Notes and New Class B Common Stock should include the holding period for the Old Preferred Stock.

For a former holder of the Old Common Stock, the initial basis in the New Class A Common Stock should be equal to the adjusted basis in the Old Common Stock immediately prior to the exchange. The holding period of the New Class A Common Stock should include the holding period for the Old Common Stock. The tax basis and holding period would generally be required to be calculated separately for each block of Old Common Stock exchanged.

Holders of New Class A Common Stock, New Class B Common Stock and New Notes should consult their tax advisors, based on their particular circumstances, to determine their initial basis and holding period in their new holdings as well as the character of any gain.

## **Form 8937, Part II, Line 16**

To the extent the New Notes constitute securities for U.S. federal income tax purposes, former holders of Old Notes and Old Preferred Stock should allocate their adjusted basis in their former holdings immediately before the exchange between the New Notes and the New Class A or New Class B Common Stock. Section 358 of the Code, and the regulations thereunder, require the

allocation of the adjusted basis be done in proportion to the fair market values (“FMV”) as of the Effective Date.

#### Fair Market Value:

New Common Stock-For common stock, U.S. federal income tax law does not specify how to determine the FMV. For the New Class A and New Class B Common Stock, we believe that one appropriate approach is to use the average of the high and low prices on the first trading day of the New Class A Common Stock as the FMV. The New Class B Common Stock is presumed to have a similar FMV as the New Class A Common Stock because the New Class B Common Stock can be converted to New Class A Common Stock by simply notifying the transfer agent to effect such action. The average of the high and low prices on the first day of trading (the Effective Date) was \$10.70. You are not bound to use this approach and may use another reasonable approach. You should consult your tax advisor to determine what measure of FMV is appropriate for the common stock.

New Notes-In the case of the New Notes, because they are publicly traded as described under Reg. §1.1273-2(f), under the rule in Reg. §1.1273-2(b)(1), the issue price of the New Notes is the FMV of the New Notes. Under Reg. §1.1273-2(f)(5), the FMV of the New Notes is presumed to be equal to the sales price or quoted price. In accordance with Reg. §1.1273-2(f)(5), the Company used trading prices within the first three days of the issue date to determine the issue price (FMV), for U.S. federal income tax purposes, as \$564.92 per \$1,000 of face value.

Holders of New Class A Common Stock, New Class B Common Stock and New Notes should consult their tax advisors, based on their particular circumstances, to determine their basis in their new holdings.

### **Form 8937, Part II, Line 17**

The tax treatment is based on the following Internal Revenue Code sections and subsections:

354(a)  
356  
358  
368(a)(1)(E)  
1036

### **Form 8937, Part II, Line 18**

To the extent the reorganization is treated as a recapitalization, no loss can be recognized.

### **Form 8937, Part II, Line 19**

The reportable tax year is 2014.