



[Top of the Form](#)

**Item 1.01 Entry into a Material Definitive Agreement.**

USEC Inc. ("USEC" or the "Company"), through its wholly owned subsidiary, United States Enrichment Corporation, is the U.S. government's executive agent in connection with a government-to-government non-proliferation agreement between the United States and the Russian Federation. Under the agreement, USEC has been designated by the U.S. government to order the separative work unit ("SWU") component of low enriched uranium ("LEU") derived from dismantled Soviet nuclear weapons. This program is referred to as the Megatons to Megawatts program. USEC implements the Megatons to Megawatts program under a commercial agreement (the "Russian Contract") with a Russian government entity known as OAO Technobexport ("TENEX").

On February 13, 2009, United States Enrichment Corporation and TENEX entered into an amendment (the "Amendment") to the Russian Contract to revise the pricing methodology for the purchase of the SWU component of LEU ordered by USEC under the Russian Contract for delivery in calendar years 2010 through 2013. The Russian Contract expires in 2013. The current pricing methodology uses a discount from an index of international and U.S. price points, including both long-term and spot prices. The new pricing methodology is intended to enhance the stability of future pricing for both parties through a formula that combines a different mix of price points and other pricing elements. Under the Amendment, USEC expects that the total amount paid to the Russian Federation for the SWU component of the LEU delivered to USEC and its predecessor under the Russian Contract over the 20 year term of the contract will substantially exceed \$8 billion by the time the contract is completed in 2013. Approval of both the U.S. government and the government of the Russian Federation is required for the Amendment to become effective.

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[Top of the Form](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*February 20, 2009*

USEC Inc.

By: */s/ John C. Barpoulis*

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*Name: John C. Barpoulis  
Title: Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)*