



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM U-3A-2/A-2**

File No. 69-302

Statement by Holding Company Claiming  
Exemption under Rule U-3A-2 from the  
Provisions of the Public Utility Holding  
Company Act of 1935

**FPL GROUP, INC.**

Filed on June 26, 2002

FPL Group, Inc. hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. FPL Group, Inc. (FPL Group), the claimant, is a Florida corporation, organized in 1984, with its principal executive offices at 700 Universe Boulevard, Juno Beach, Florida 33408. FPL Group's business is the holding of all the outstanding capital stock of its subsidiaries. For information regarding FPL Group's subsidiaries, other than any exempt wholesale generator (EWG), as of December 31, 2001, see Appendix 1.
2. The claimant's only subsidiary public utility company is Florida Power & Light Company (FPL), a Florida corporation, which is an electric utility. At December 31, 2001, FPL and the claimant had the following generating facilities:

| Facility                           | Location              | No. of Units | Fuel                | Net Capability (mw) <sup>(a)</sup> |
|------------------------------------|-----------------------|--------------|---------------------|------------------------------------|
| FPL:                               |                       |              |                     |                                    |
| Steam turbines:                    |                       |              |                     |                                    |
| Cape Canaveral                     | Cocoa, FL             | 2            | Oil/Gas             | 806                                |
| Cutler                             | Miami, FL             | 2            | Gas                 | 213                                |
| Manatee                            | Parrish, FL           | 2            | Oil                 | 1,619                              |
| Martin                             | Indiantown, FL        | 2            | Oil/Gas             | 1,613                              |
| Port Everglades                    | Port Everglades, FL   | 4            | Oil/Gas             | 1,240                              |
| Riviera                            | Riviera Beach, FL     | 2            | Oil/Gas             | 567                                |
| St. Johns River Power Park (SJRPP) | Jacksonville, FL      | 2            | Coal/Petroleum Coke | 254 <sup>(b)</sup>                 |
| St. Lucie                          | Hutchinson Island, FL | 2            | Nuclear             | 1,553 <sup>(c)</sup>               |
| Sanford                            | Lake Monroe, FL       | 2            | Oil/Gas             | 523                                |
| Scherer                            | Monroe County, GA     | 1            | Coal                | 658 <sup>(d)</sup>                 |
| Turkey Point                       | Florida City, FL      | 2            | Oil/Gas             | 800                                |
|                                    |                       | 2            | Nuclear             | 1,386                              |
| Combined-cycle:                    |                       |              |                     |                                    |
| Fort Myers                         | Fort Myers, FL        | 1            | Gas                 | 894 <sup>(e)</sup>                 |
| Lauderdale                         | Dania, FL             | 2            | Gas/Oil             | 854                                |
| Martin                             | Indiantown, FL        | 3            | Gas                 | 1,233                              |
| Putnam                             | Palatka, FL           | 2            | Gas/Oil             | 498                                |
| Combustion turbines:               |                       |              |                     |                                    |
| Fort Myers                         | Fort Myers, FL        | 12           | Oil                 | 636                                |
| Lauderdale                         | Dania, FL             | 24           | Oil/Gas             | 840                                |
| Port Everglades                    | Port Everglades, FL   | 12           | Oil/Gas             | 420                                |
| Diesel units:                      |                       |              |                     |                                    |
| Turkey Point                       | Florida City, FL      | 5            | Oil                 | 12                                 |
| TOTAL                              |                       |              |                     | <u>16,619</u>                      |

<sup>(a)</sup> Represents FPL's net ownership interest in plant capacity. After including the 1,101 mw FPL expects to add by mid-2002, FPL's expected net warm weather peaking capability for the summer of 2002 is approximately 17,720 mw.

<sup>(b)</sup> Represents FPL's 20% ownership interest in each of SJRPP Units Nos. 1 and 2, which are jointly owned with the Jacksonville Electric Authority (JEA).

<sup>(c)</sup> Excludes Orlando Utilities Commission's and the Florida Municipal Power Agency's combined share of approximately 15% of St. Lucie Unit No. 2.

<sup>(d)</sup> Represents FPL's approximately 76% ownership of Scherer Unit No. 4, which is jointly owned with the JEA.

<sup>(e)</sup> Represents six gas-combustion turbines in simple-cycle operation as part of a repowering project. Plant is expected to be in combined-cycle operation by June 2002.

**Transmission and Distribution.** At December 31, 2001, FPL owned and operated 505 substations and the following electric transmission and distribution lines:

| Nominal Voltage | Overhead Lines Pole Miles | Trench and Submarine Cable Miles |
|-----------------|---------------------------|----------------------------------|
| 500 kv          | 1,107 <sup>(a)</sup>      | -                                |
| 230 kv          | 2,304                     | 31                               |
| 138 kv          | 1,448                     | 50                               |
| 115 kv          | 671                       | -                                |
| 69 kv           | 164                       | 14                               |
| Less than 69kv  | <u>40,458</u>             | <u>22,779</u>                    |
| Total           | <u>46,152</u>             | <u>22,874</u>                    |

<sup>(a)</sup> Includes approximately 75 miles owned jointly with the JEA.

### 3. Florida Power & Light Company

#### Total kwh of Electric Energy Sold & Purchased Year Ended December 31, 2001

| <u>State</u>   | <u>kwh<br/>Sold</u>   | <u>Revenue<br/>\$</u>   | <u>kwh<br/>Purchased</u> | <u>Purchased<br/>\$</u> |
|--|-----------------------|-------------------------|--------------------------|-------------------------|
| Arkansas   | -                     | -                       | 5,619,000                | \$ 175,588              |
| Ohio   | -                     | -                       | 873,000                  | 24,126                  |
| North Carolina   | -                     | -                       | 4,988,000                | 168,817                 |
| Georgia  | 347,014,000           | \$ 19,320,355           | 8,745,180,000            | 179,402,914             |
| South Carolina   | -                     | -                       | 9,486,000                | 382,034                 |
| Tennessee  | -                     | -                       | 24,668,000               | 1,067,643               |
| Total electric energy sold at wholesale<br>or purchased outside the State of<br>Florida or at the State line | 347,014,000           | 19,320,355              | <u>8,790,814,000</u>     | <u>\$ 181,221,122</u>   |
| Florida  | <u>93,140,984,633</u> | <u>7,344,770,778</u>    |                          |                         |
| Total electric energy sold (at retail or<br>wholesale)   | <u>93,487,998,633</u> | <u>\$ 7,364,091,133</u> |                          |                         |

#### Total MMBtu's of Gas Sold & Purchased Year Ended December 31, 2001

| <u>State</u>   | <u>MMBtu's<br/>Sold</u> | <u>Revenue<br/>\$</u> | <u>MMBtu's<br/>Purchased</u> | <u>Purchased<br/>\$</u> |
|--|-------------------------|-----------------------|------------------------------|-------------------------|
| Alabama  | 3,512,037               | \$ 14,065,657         | 33,031,383                   | \$ 103,100,384          |
| Louisiana  | 9,222,294               | 37,211,679            | 184,252,528                  | 746,057,951             |
| Mississippi  | 15,000                  | 63,000                | 16,308,535                   | 53,435,556              |
| Texas  | -                       | -                     | 1,251,177                    | 3,359,933               |
| Total gas sold at wholesale or<br>purchased outside the State of Florida | 12,749,331              | 51,340,335            | <u>234,843,623</u>           | <u>\$ 905,953,824</u>   |
| Florida  | <u>3,093,060</u>        | <u>18,596,342</u>     |                              |                         |
| Total gas sold at wholesale  | <u>15,842,391</u>       | <u>\$ 69,936,677</u>  |                              |                         |

FPL had no natural or manufactured gas distributed at retail and no electric energy distributed at retail outside of Florida.

4. FPL Group has the following interests in EWG's:

Doswell Limited Partnership (Doswell) is located in Ashland, Virginia. The business address of Doswell is 10098 Old Ridge Road, Ashland, VA 23005. Doswell has two facilities, a 708 megawatt gas-fired combined cycle plant and a 171 megawatt gas-fired simple cycle plant, which sells 100% of its power to Virginia Electric and Power Company. At December 31, 2001, ESI LP, Inc. and Doswell I, Inc. collectively owned 100% of the partnership interests in Doswell, an EWG, and ESI Doswell GP, Inc. owns 100% of Doswell I, Inc. ESI Energy, LLC (ESI Energy) is the parent of ESI LP, Inc. and ESI Doswell GP, Inc. ESI Energy is a wholly-owned subsidiary of FPL Energy, LLC (FPL Energy) which is wholly-owned by FPL Group Capital Inc (FPL Group Capital), a wholly-owned subsidiary of FPL Group. Commitments in connection with an expansion project at Doswell were approximately \$500 thousand at December 31, 2001. FPL Energy had outstanding letters of credit and guarantees of approximately \$22.3 million at December 31, 2001 for obligations under purchase and sale of power and fuel agreements. Senior secured bonds issued by an affiliate of Doswell are unconditionally guaranteed by Doswell. Fees for management and administrative services in 2001 totaled \$331,099. FPL Group Capital has provided a guarantee, in lieu of posting cash or other security, to satisfy Doswell's obligation to fund a major maintenance account and debt service reserve. Under a separate agreement between FPL Group and FPL Group Capital, FPL Group has guaranteed the payment obligations of FPL Group Capital under certain of its "Debt," which is defined so as to include the FPL Group Capital guarantee.

Capitalization and earnings during the reporting period were:

|                                       |                |
|---------------------------------------|----------------|
| Total equity                          | \$ 30,314,399  |
| Total debt obligations (intercompany) | \$ 413,950,000 |
| Net income                            | \$ 46,628,970  |
| FPL Group's equity in net income      | \$ 46,628,970  |

Hawkeye Power Partners, LLC (Hawkeye, A/K/A Cerro Gordo), is located in Ventura, Iowa. The business address of Hawkeye is 10586 Balsam Avenue, Ventura, IA 50482. The facility is a 42 megawatt wind plant which sells 100% of its power to Interstate Power Company. At December 31, 2001, ESI Hawkeye Power, LLC owned 100% of Hawkeye, an EWG. ESI Energy is the parent of the entity that has an interest in Hawkeye. ESI Energy is a wholly-owned subsidiary of FPL Energy which is wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group. Fees for management and administrative services in 2001 totaled \$165,081.

Capitalization and earnings during the reporting period were:

|                                  |               |
|----------------------------------|---------------|
| Total equity                     | \$ 39,541,611 |
| Total debt obligations           | \$ 0          |
| Net income                       | \$ 1,705,960  |
| FPL Group's equity in net income | \$ 1,705,960  |

Gray County Wind Energy, LLC (Gray County) is located in Montezuma, Kansas. The business address of Gray County is 100 W. Mexitili, Montezuma, Kansas 67867. The facility is a 112 megawatt wind plant which sells 100% of its power to Utilicorp United, Inc. At December 31, 2001, FPL Energy Gray County Wind, LLC owned 100% of Gray County, an EWG. ESI Energy is the parent of the entity that has an interest in Gray County. ESI Energy is a wholly-owned subsidiary of FPL Energy which is wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group. FPL Energy has an outstanding letter of credit of approximately \$73.5 million at December 31, 2001 for obligations under turbine and tower purchase agreements. Fees for management and administrative services in 2001 totaled \$17,000.

Capitalization and earnings during the reporting period were:

|                                  |               |
|----------------------------------|---------------|
| Total equity                     | \$ 99,144,609 |
| Total debt obligations           | \$ 0          |
| Net income                       | \$ 154,747    |
| FPL Group's equity in net income | \$ 154,747    |

Lake Benton Power Partners II, LLC (Lake Benton) is located in Ruthton, Minnesota. The business address of Lake Benton is 150 Evans Street, Box F, Ruthton, MN 56170. The facility is a 104 megawatt wind plant which sells 100% of its power to Northern States Power. At December 31, 2001, FPL Energy Lake Benton Acquisitions, LLC owned 100% of Lake Benton, an EWG. ESI Energy is the parent of the entity that has an interest in Lake Benton. ESI Energy is a wholly-owned subsidiary of FPL Energy which is wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group. FPL Energy has outstanding letters of credit of approximately \$10.8 million at December 31, 2001 for obligations under purchase and sale of power agreements. Fees for management and administrative services in 2001 totaled \$100,000.

Capitalization and earnings during the reporting period were:

|                                |                |
|--------------------------------|----------------|
| Total equity                   | \$ 111,035,373 |
| Total debt obligations         | \$ 0           |
| Net loss                       | \$ (933,239)   |
| FPL Group's equity in net loss | \$ (933,239)   |

Lamar Power Partners, LP (Lamar) and its wholly-owned subsidiary Intexco I, LP are located in Paris, Texas. The business address of Lamar is P.O. Box 520, Paris, TX 75461. The facility is a 1000 megawatt natural gas-fired combined-cycle facility which sells its power to a variety of facilities as well as to the market. At December 31, 2001, FPL Energy Paris GP, Inc., and FPL Energy Paris LP, LLC collectively owned 99% of Lamar, an EWG. ESI Energy is the parent of the entities that have an interest in Lamar. ESI Energy is a wholly-owned subsidiary of FPL Energy which is wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group. FPL Energy has outstanding letters of credit of approximately \$5 million at December 31, 2001 for obligations under purchase and sale of power and fuel agreements and other payments subject to certain contingencies.

Capitalization and earnings during the reporting period were:

|                                  |                |
|----------------------------------|----------------|
| Total equity                     | \$ 442,468,061 |
| Total debt obligations           | \$ 0           |
| Net income                       | \$ 44,959,649  |
| FPL Group's equity in net income | \$ 44,510,053  |

West Texas Wind Energy Partners, LP (West Texas Wind, A/K/A Southwest Mesa) is located in McCamey, Texas. The business address of West Texas Wind is P.O. Box 547, McCamey, TX 79752. The facility is a 75 megawatt wind plant which sells 100% of its power to Central and Southwest Services, Inc. At December 31, 2001, ESI West Texas Energy, Inc., and ESI West Texas Energy LP, LLC collectively owned 100% of West Texas Wind, an EWG. ESI Energy is the parent of the entities that have an interest in West Texas Wind. ESI Energy is a wholly owned subsidiary of FPL Energy which is wholly owned by FPL Group Capital, a wholly owned subsidiary of FPL Group. FPL Group Capital has guaranteed \$3 million at December 31, 2001 for obligations under purchase and sale of power agreements and other payments subject to certain contingencies. Under a separate agreement between FPL Group and FPL Group Capital, FPL Group has guaranteed the payment obligations of FPL Group Capital under certain of its "Debt," which is defined so as to include the FPL Group Capital guarantee. Fees for management and administrative services in 2001 totaled \$165,054.

Capitalization and earnings during the reporting period were:

|                                       |                |
|---------------------------------------|----------------|
| Total equity                          | \$ 26,688,655  |
| Total debt obligations (intercompany) | \$ 40,096,000  |
| Net loss                              | \$ (2,534,169) |
| FPL Group's equity in net income      | \$ (2,534,169) |

FPL Energy Maine, Inc. (FPLE Maine) holds a portfolio of hydro and fossil facilities located throughout the state of Maine, of which 1,120 megawatts qualify for EWG status. The business address of FPLE Maine is 100 Middle Street, Portland, ME 04101. Power is sold either to the ISO New England power market or to third parties via power sales contracts. At December 31, 2001, FPLE Maine owned 100% of FPL Energy Maine Hydro, LLC, FPL Energy Wyman, LLC, FPL Energy Mason, LLC and FPL Energy Cape, LLC, and 61.7831% of FPL Energy Wyman IV, LLC, all of which are EWGs. FPLE Maine is 100% owned by FPL Energy, which is a wholly-owned subsidiary of FPL Group Capital, a wholly-owned subsidiary of FPL Group.

Capitalization and earnings during the reporting period were:

|                                  |                |
|----------------------------------|----------------|
| Total equity                     | \$ 516,019,842 |
| Total debt obligations           | \$ 0           |
| Net income                       | \$ 53,448,765  |
| FPL Group's equity in net income | \$ 53,448,765  |

FPL Energy MH50, LP (MH50), is located in Marcus Hook, PA. The business address of MH50 is P.O. Box 426, Delaware Avenue & Green Street, Marcus Hook, PA 19061. The facility is a 50 megawatt gas-fired simple cycle plant which sells 100% of its power to the PJM power market. At December 31, 2001, FPL Energy MH50, GP LLC and FPL Energy MH50, LP LLC each owned partnership interests in MH50, an EWG. These interests in the aggregate equal 100%. ESI Energy is the parent of the entities that own MH50. ESI Energy is a wholly-owned subsidiary of FPL Energy which is wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group.

Capitalization and earnings during the reporting period were:

|                                  |               |
|----------------------------------|---------------|
| Total equity                     | \$ 15,119,519 |
| Total debt obligations           | \$ 0          |
| Net income                       | \$ 1,410,933  |
| FPL Group's equity in net income | \$ 1,410,933  |

ESI Vansycle Partners, LP (Vansycle), is a 25 megawatt wind plant located in Helix, Oregon, which sells 100% of its power to Portland General Electric Company. The business address of Vansycle is P.O. Box 310, Helix, OR 97835. At December 31, 2001, ESI Vansycle GP, Inc. (ESI GP) and ESI Vansycle LP, Inc. (ESI LP) own 1% and 99%, respectively, of Vansycle, an EWG. ESI GP and ESI LP are wholly-owned subsidiaries of ESI Energy. ESI Energy is a wholly-owned subsidiary of FPL Energy, which is wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group. FPL Energy has guaranteed \$500,000 for site remediation at the Vansycle plant. Fees for management and administrative services in 2001 totaled \$78,792.

Capitalization and earnings during the reporting period were:

|                                  |               |
|----------------------------------|---------------|
| Total equity                     | \$ 24,524,075 |
| Total debt obligations           | \$ 0          |
| Net income                       | \$ 904,201    |
| FPL Group's equity in net income | \$ 904,201    |

FPL Energy Vansycle LLC (Stateline), is a 263 megawatt wind plant located in Umatilla County, Oregon and Walla Walla County, Washington, which sells 100% of its power to PacifiCorp Power Marketing, Inc. The business address of Stateline is P.O. Box 409, Touchet, WA 99360. At December 31, 2001, ESI Energy owns 100% of Stateline, an EWG. ESI Energy is a wholly-owned subsidiary of FPL Energy, which is a wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group. FPL Group Capital has an outstanding letter of credit of approximately \$1.5 million at December 31, 2001. Under a separate agreement between FPL Group and FPL Group Capital, FPL Group has guaranteed the payment obligations of FPL Group Capital under certain of its "Debt," which is defined so as to include the FPL Group Capital letter of credit.

Capitalization and earnings during the reporting period were:

|                                |                |
|--------------------------------|----------------|
| Total equity                   | \$ 203,234,493 |
| Total debt obligations         | \$ 0           |
| Net loss                       | \$ (262,624)   |
| FPL Group's equity in net loss | \$ (262,624)   |

Badger Windpower, LLC (Badger, A/K/A Montfort), is located in Montfort, Wisconsin. The business address of Badger is 3145 Anderson Lane, Montfort, WI 53569. The facility is a 30 megawatt wind plant which sells 85% of its power to Wisconsin Electric - Wisconsin Gas, a subsidiary of Wisconsin Energy Corporation, and 15% of its power to Alliant Energy-Wisconsin Power and Light. At December 31, 2001, Badger Windpower Holdings, LLC owned 100% of Badger, an EWG. ESI Energy is the parent of the entity that has an interest in Badger. ESI Energy is a wholly-owned subsidiary of FPL Energy which is wholly-owned by FPL Group Capital, a wholly-owned subsidiary of FPL Group. ESI Energy has guaranteed \$1.0 million for restoration of county roads to prior condition.

Capitalization and earnings during the reporting period were:

|                                  |               |
|----------------------------------|---------------|
| Total equity                     | \$ 30,022,627 |
| Total debt obligations           | \$ 0          |
| Net income                       | \$ 852,191    |
| FPL Group's equity in net income | \$ 852,191    |

FPL Energy Pecos Wind I, LP (Pecos I) and FPL Energy Pecos Wind II, LP (Pecos II), are located in McCamey, Texas. The business address of Pecos I and II is P.O. Box 547, McCamey, TX 79752. Each of the facilities is an 80 megawatt wind plant which sells 100% of its power to TXU Electric Company. At December 31, 2001, FPL Energy Pecos Wind I GP, LLC, and FPL Energy Pecos Wind I LP, LLC, collectively owned 100% of Pecos I, an EWG. At December 31, 2001, FPL Energy Pecos Wind

II GP, LLC, and FPL Energy Pecos Wind II LP, LLC, collectively owned 100% of Pecos II, an EWG. ESI Energy is the parent of the entities that have an interest in Pecos I and II. ESI Energy is a wholly owned subsidiary of FPL Energy which is wholly owned by FPL Group Capital, a wholly owned subsidiary of FPL Group. FPL Group Capital has issued letters of credit of \$2.5 million at December 31, 2001 for obligations under purchase and sale of power agreements. Under a separate agreement between FPL Group and FPL Group Capital, FPL Group has guaranteed the payment obligations of FPL Group Capital under certain of its "Debt," which is defined so as to include the FPL Group Capital letters of credit. Fees for management and administrative services in 2001 totaled \$150,000.

Capitalization and earnings during the reporting period were:

|                                |                |
|--------------------------------|----------------|
| Total equity                   | \$ 128,121,578 |
| Total debt obligations         | \$ 0           |
| Net loss                       | \$ (1,087,316) |
| FPL Group's equity in net loss | \$ (1,087,316) |

FPL Energy Upton Wind I, LP (Upton I), FPL Energy Upton Wind II, LP (Upton II), FPL Energy Upton Wind III, LP (Upton III), and FPL Energy Upton Wind IV, LP (Upton IV), are located in Upton County, Texas. The business address of Upton I, II, III and IV is P.O. Box 547, McCamey, TX 79752. Upton I is a 79.3 megawatt wind plant which sells 100% of its power to Austin Energy. Upton II is a 79.3 megawatt wind plant which sells 100% of its power to Reliant Energy Renewables, Inc. Upton III is a 79.3 megawatt wind plant which sells 100% of its power to Reliant Energy Renewables, Inc. Upton IV is a 40.3 megawatt wind plant which sells 100% of its power to Reliant Energy Renewables, Inc. At December 31, 2001, FPL Energy Upton Wind I GP, LLC, and FPL Energy Upton Wind I LP, LLC, collectively owned 100% of Upton I, an EWG. At December 31, 2001, FPL Energy Upton Wind II GP, LLC, and FPL Energy Upton Wind II LP, LLC, collectively owned 100% of Upton II, an EWG. At December 31, 2001, FPL Energy Upton Wind III GP, LLC, and FPL Energy Upton Wind III LP, LLC, collectively owned 100% of Upton III, an EWG. At December 31, 2001, FPL Energy Upton Wind IV GP, LLC, and FPL Energy Upton Wind IV LP, LLC, collectively owned 100% of Upton IV, an EWG. ESI Energy is the parent of the entities that have interests in Upton I, II, III and IV. ESI Energy is a wholly owned subsidiary of FPL Energy which is wholly owned by FPL Group Capital, a wholly owned subsidiary of FPL Group. FPL Energy has guaranteed \$10.8 million at December 31, 2001 for obligations under the Engineering, Procurement and Construction Agreement (EPC). Upton I and FPL Group Capital have issued a letter of credit for \$50 million at December 31, 2001 with RES (Construction) L.P. for obligations under the EPC regarding wind turbines. Under a separate agreement between FPL Group and FPL Group Capital, FPL Group has guaranteed the payment obligations of FPL Group Capital under certain of its "Debt," which is defined so as to include the FPL Group Capital letter of credit.

Capitalization and earnings during the reporting period were:

|                                |                |
|--------------------------------|----------------|
| Total equity                   | \$ 257,493,653 |
| Total debt obligations         | \$ 0           |
| Net loss                       | \$ (1,406,080) |
| FPL Group's equity in net loss | \$ (1,406,080) |

Claimant has caused this statement to be duly executed on its behalf by its authorized officer this 26th day of June, 2002.

FPL Group, Inc.

K. MICHAEL DAVIS

K. Michael Davis  
Controller and Chief Accounting Officer  
(Principal Accounting Officer)

(Corporate Seal)

Attest:

D. P. COYLE

D. P. Coyle, General Counsel and Secretary

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

K. Michael Davis  
Controller and Chief Accounting Officer  
FPL Group, Inc.  
700 Universe Boulevard  
Juno Beach, FL 33408



## APPENDIX 1

### SUBSIDIARIES OF FPL GROUP, INC. December 31, 2001

| Name  | Jurisdiction<br>of<br>Incorporation | Location       | Nature of Business  |
|---|-------------------------------------|----------------|---|
| FPL GROUP CAPITAL INC                             | Florida                             | Juno Beach, FL | Holds the stock of and provides the funding for the operating companies other than FPL. |
| *Alandco Inc.                                     | Florida                             | Juno Beach, FL | Holds real estate investments.  |
| **Alandco I, Inc.                                 | Florida                             | Juno Beach, FL | Holds real estate investments.  |
| **Alandco/Cascade, Inc.                           | Florida                             | Juno Beach, FL | Holds real estate investments.  |
| *CAS Investments, Inc.                            | Delaware                            | Wilmington, DE | Owns investment securities.   |
| *FPL Energy Services, Inc.                        | Florida                             | Miami, FL      | Formed to provide ongoing services to implement energy programs.                        |
| **EDMpro.com, Inc.                                | Delaware                            | Juno Beach, FL | Data management company.  |
| *FPL Energy, LLC                                  | Delaware                            | Juno Beach, FL | Participates in energy market and clean fuel generation.                                |
| **BAC Investment Corp.                            | Delaware                            | Wilmington, DE | Manages intangible assets.  |
| **ESI Energy, LLC                                 | Delaware                            | Juno Beach, FL | Participates in energy market and clean fuel generation.                                |
| ***Alpha Joshua (Prime), Inc.                     | California                          | Juno Beach, FL | Inactive.   |
| ***Alpha Mariah (Prime), Inc.                     | California                          | Juno Beach, FL | Inactive.   |
| ***Arkansas EcoEnergy Center, LLC                 | Delaware                            | Juno Beach, FL | Inactive.   |
| ***Badger Windpower Holdings, LLC                 | Delaware                            | Juno Beach, FL | Holding company.  |
| ***Beta Mariah (Prime), Inc.                      | California                          | Juno Beach, FL | Inactive.   |
| ***Beta Willow (Prime), Inc.                      | California                          | Juno Beach, FL | Inactive.   |
| ***Big Sandy Acquisitions, LLC                    | Delaware                            | Juno Beach, FL | Inactive.   |
| ***Blythe Energy Acquisitions, LLC                | Delaware                            | Juno Beach, FL | Inactive.   |
| ****FPL Energy Blythe, LLC                        | Delaware                            | Juno Beach, FL | Inactive.   |
| *****Blythe Energy, LLC                           | Delaware                            | Juno Beach, FL | Inactive.   |
| ***Boulevard Associates, LLC                      | Delaware                            | Juno Beach, FL | Formed to acquire land options.   |
| ***Calhoun Power Company II Transmission Co., LLC | Delaware                            | Juno Beach, FL | Inactive.   |
| ***Calhoun Power Company II, LLC                  | Delaware                            | Juno Beach, FL | Formed to develop gas fired project.  |
| ***Coosa River Development Company, LLC           | Delaware                            | Juno Beach, FL | Inactive.   |
| ****Coosa River Transmission Company, LLC         | Delaware                            | Juno Beach, FL | Inactive.   |
| ***ESI Altamont Acquisitions, Inc.                | Florida                             | Juno Beach, FL | Participates in a wind power project.   |
| ***ESI Antilles LP, Inc.                          | Florida                             | Juno Beach, FL | Inactive.   |
| ***ESI Antilles, Inc.                             | Florida                             | Juno Beach, FL | Inactive.   |
| ***ESI Australia II, Inc.                         | Delaware                            | Juno Beach, FL | Inactive.   |
| ***ESI Bay Area GP, Inc.                          | Florida                             | Juno Beach, FL | Participates in a wind power project.   |
| ***ESI Bay Area, Inc.                             | Florida                             | Juno Beach, FL | Participates in a wind power project.   |
| ***ESI Brady, Inc.                                | Florida                             | Juno Beach, FL | Participated in a geothermal project.   |
| ***ESI California Holdings, Inc.                  | California                          | Juno Beach, FL | Holding company.  |
| ****CH Ormesa LP, Inc.                            | Florida                             | Juno Beach, FL | Participates in a geothermal project.   |
| ****CH Ormesa, Inc.                               | Florida                             | Juno Beach, FL | Participates in a geothermal project.   |
| ****CH POSDEF LP, Inc.                            | Florida                             | Juno Beach, FL | Participates in a coal project.   |
| ****ACME POSDEF Partners, L.P.                    | Florida                             | Juno Beach, FL | Participates in a coal project.   |
| ****CH POSDEF, Inc.                               | Florida                             | Juno Beach, FL | Participates in a coal project.   |
| ****ESI Sky River, Inc.                           | Florida                             | Juno Beach, FL | Participates in a wind power project.   |
| ***ESI Calistoga GP, Inc.                         | Florida                             | Juno Beach, FL | Inactive.   |
| ***ESI Calistoga LP, Inc.                         | Florida                             | Juno Beach, FL | Inactive.   |
| ***ESI Cherokee GP, Inc.                          | Florida                             | Juno Beach, FL | Participates in a combined cycle natural gas project.                                   |
| ***ESI Cherokee Holdings, Inc.                    | Florida                             | Juno Beach, FL | Participates in a combined cycle natural gas project.                                   |
| ****Cherokee County Cogeneration Corp.            | Delaware                            | Juno Beach, FL | Participates in a combined cycle natural gas project.                                   |
| ***ESI Cherokee MGP, Inc.                         | Florida                             | Juno Beach, FL | Participates in a combined cycle natural gas project.                                   |
| ***ESI Cherokee LP, Inc.                          | Florida                             | Juno Beach, FL | Participates in a combined cycle natural gas project.                                   |
| ****ESI Cherokee County, LP                       | Delaware                            | Juno Beach, FL | Participates in a combined cycle natural gas project.                                   |
| ***ESI Chesapeake Power, Inc.                     | Florida                             | Juno Beach, FL | Inactive.   |
| ***ESI Dixie Valley LP, Inc.                      | Florida                             | Juno Beach, FL | Inactive.   |
| ***ESI Dixie Valley, Inc.                         | Florida                             | Juno Beach, FL | Inactive.   |
| ***ESI Doswell GP, Inc.                           | Florida                             | Juno Beach, FL | Participates in combined cycle natural gas project.                                     |

| <b>Name</b>                                       | <b>Jurisdiction<br/>of<br/>Incorporation</b> | <b>Location</b> | <b>Nature of Business</b>                                   |
|---|--|-----------------|---|
| ****Doswell I, Inc.                               | Florida                                      | Juno Beach, FL  | Participates in combined cycle natural gas project.         |
| ***ESI Double "C", Inc.                           | Florida                                      | Juno Beach, FL  | Participates in a natural gas project.                      |
| ***ESI Ebensburg, Inc.                            | Florida                                      | Juno Beach, FL  | Participates in a coal-fired project.                       |
| ***ESI Geothermal, Inc.                           | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Hawkeye Power, LLC                         | Florida                                      | Juno Beach, FL  | Participates in a wind project.                             |
| ***ESI Jonesboro, Inc.                            | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Kern Front, Inc.                           | Florida                                      | Juno Beach, FL  | Participates in a natural gas project.                      |
| ***ESI LP, Inc.                                   | Florida                                      | Juno Beach, FL  | Formed to invest in partnerships.                           |
| ****ESI Ebensburg, LLC                            | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ****ESI Ebensburg GP, Inc.                        | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ****ESI Ebensburg LP, Inc.                        | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ****ESI Montgomery County, LLC                    | Florida                                      | Juno Beach, FL  | Participates in a waste-to-energy project.                  |
| ****ESI Montgomery County GP, Inc.                | Florida                                      | Juno Beach, FL  | Participates in a waste-to-energy project.                  |
| ****ESI Montgomery County LP, Inc.                | Florida                                      | Juno Beach, FL  | Participates in a waste-to-energy project.                  |
| ***ESI Lake Benton Holdings, Inc.                 | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Mojave, Inc.                               | Florida                                      | Juno Beach, FL  | Participates in a wind power project.                       |
| ****ESI Mojave LLC                                | Delaware                                     | Juno Beach, FL  | Participates in a wind power project.                       |
| ***ESI Multitrade LP, Inc.                        | Florida                                      | Juno Beach, FL  | Participates in a wood-burning electric generating project. |
| ***ESI New Bedford LLC                            | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***ESI New Jersey Energy GP, Inc.                 | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Northeast Energy Acquisition Funding, Inc. | Florida                                      | Juno Beach, FL  | Formed to acquire generation assets.                        |
| ***ESI Northeast Energy Funding, Inc.             | Florida                                      | Juno Beach, FL  | A funding corporation.                                      |
| ***ESI Northeast Energy GP, Inc.                  | Florida                                      | Juno Beach, FL  | Participate in combined cycle natural gas project.          |
| ***ESI Northeast Energy LP, Inc.                  | Florida                                      | Juno Beach, FL  | Participate in combined cycle natural gas project.          |
| ***ESI Northeast Fuel Management, Inc.            | Florida                                      | Juno Beach, FL  | Provides fuel management services.                          |
| ***ESI Ormesa Debt Holdings LLC                   | Delaware                                     | Juno Beach, FL  | Formed to acquire partnership interest.                     |
| ***ESI Ormesa Equity Holdings LLC                 | Delaware                                     | Juno Beach, FL  | Participates in a geothermal project.                       |
| ***ESI Ormesa Holdings I LLC                      | Delaware                                     | Juno Beach, FL  | Participates in a geothermal project.                       |
| ***ESI Ormesa Holdings, Inc.                      | Florida                                      | Juno Beach, FL  | Formed to acquire partnership interest.                     |
| ***ESI Ormesa IE Equity, Inc.                     | Florida                                      | Juno Beach, FL  | Participates in a geothermal project.                       |
| ***ESI Ormesa IE Resource LLC                     | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Ormesa IH Equity LLC                       | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***ESI Ormesa IH Resource LLC                     | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***ESI Philippines, Inc.                          | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Pittsylvania, Inc.                         | Florida                                      | Juno Beach, FL  | Participates in a wood-burning electric generating project. |
| ***ESI Prairie Winds GP, L.L.C.                   | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***ESI Prairie Winds LP, L.L.C.                   | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***ESI SEMASS Corp. LP, Inc.                      | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Sierra, Inc.                               | Florida                                      | Juno Beach, FL  | Participates in a natural gas project.                      |
| ***ESI Silverado Delaware, LLC                    | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ****ESI Silverado Holdings, LLC                   | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***ESI Steamboat, Inc.                            | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI Tehachapi Acquisitions, Inc.               | Florida                                      | Juno Beach, FL  | Participates in wind power projects.                        |
| ***ESI Vansycle GP, Inc.                          | Florida                                      | Juno Beach, FL  | Participates in a wind power project.                       |
| ***ESI Vansycle LP, Inc.                          | Florida                                      | Juno Beach, FL  | Participates in a wind power project.                       |
| ***ESI Victory, Inc.                              | Florida                                      | Juno Beach, FL  | Participates in a wind power project.                       |
| ***ESI WTE Development, Inc.                      | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI West Enfield, Inc.                         | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***ESI West Texas Energy LP, LLC                  | Delaware                                     | Juno Beach, FL  | Participates in a wind power project.                       |
| ***ESI West Texas Energy, Inc.                    | Florida                                      | Juno Beach, FL  | Participates in a wind power project.                       |
| ***FPL Energy Altamont Acquisitions LLC           | Delaware                                     | Santa Rosa, CA  | Inactive.   |
| ***FPL Energy Bastrop GP, Inc.                    | Florida                                      | Juno Beach, FL  | Participates in a gas fired project.                        |
| ***FPL Energy Bastrop LP, LLC                     | Delaware                                     | Juno Beach, FL  | Participates in a gas fired project.                        |
| ***FPL Energy Bayswater, LLC                      | Delaware                                     | Juno Beach, FL  | Holding company.  |
| ****Bayswater Peaking Facility, LLC               | Delaware                                     | Juno Beach, FL  | Formed to construct and own a gas peaking power facility.   |
| ***FPL Energy Bellingham, Inc.                    | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***FPL Energy Bellingham, LLC                     | Florida                                      | Juno Beach, FL  | Inactive.   |
| ***FPL Energy Blue Mountain, LLC                  | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***FPL Energy Cal Hydro, LLC                      | Delaware                                     | Juno Beach, FL  | Inactive.   |
| ***FPL Energy Calhoun I, LLC                      | Delaware                                     | Juno Beach, FL  | Participates in a gas fired project.                        |
| ****Calhoun Power Company I, LLC                  | Delaware                                     | Juno Beach, FL  | Participates in a gas fired project.                        |
| ***FPL Energy California Wind, LLC                | Delaware                                     | Juno Beach, FL  | Inactive.   |

| <b>Name</b>                                      | <b>Jurisdiction<br/>of<br/>Incorporation</b> | <b>Location</b> | <b>Nature of Business</b>  |
|--|--|-----------------|--|
| ****ESI Cannon Acquisitions LLC                  | Delaware                                     | Juno Beach, FL  | Participates in a wind power project.  |
| *****Ridgetop Power Corporation                  | California                                   | Juno Beach, FL  | Operates a wind power project.   |
| ****FPL Energy Pacific Crest Partner, LLC        | Delaware                                     | Juno Beach, FL  | Participates in a wind power project.  |
| ***FPL Energy Coldwater Creek, LLC               | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Doswell Holdings, Inc.             | Florida                                      | Juno Beach, FL  | Manages intangible assets.   |
| ****Doswell Funding Corporation                  | Florida                                      | Juno Beach, FL  | Inactive.  |
| ****UFG Holdings, Inc.                           | Delaware                                     | Wilmington, DE  | Manages intangible assets.   |
| ***FPL Energy East Mesa LLC                      | Delaware                                     | Juno Beach, FL  | Participates in geothermal project.  |
| ***FPL Energy Everett LLC                        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Northwest Power Company, LLC                 | Washington                                   | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Forney, Inc.                       | Florida                                      | Juno Beach, FL  | Develop combined-cycle natural gas project.                                    |
| ***FPL Energy Forney, LLC                        | Delaware                                     | Juno Beach, FL  | Develop combined-cycle natural gas project.                                    |
| ***FPLE Forney LP                                | Delaware                                     | Juno Beach, FL  | Develop combined-cycle natural gas project.                                    |
| ***FPLE Forney Pipeline, LP                      | Delaware                                     | Juno Beach, FL  | Develop combined-cycle natural gas project.                                    |
| ***FPL Energy GRP 91-2, LLC                      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy GRP 92, LLC                        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Geo East Mesa Partners, Inc.       | Florida                                      | Juno Beach, FL  | Participates in geothermal project.  |
| ***FPL Energy Geysers Holdings I, LLC            | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Geysers Holdings II, LLC           | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Gray County Wind, LLC              | Delaware                                     | Juno Beach, FL  | Holding company.   |
| ***FPL Energy Great Plains Wind, LLC             | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Hancock County Wind Farm, LLC      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Hancock County Wind, LLC           | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Illinois Wind Holdings, LLC        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Island End GP, LLC                 | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Island End LP, LLC                 | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Joshua Falls, LLC                  | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Kelley, LLC                        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Kentucky Holdings, LLC             | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Summer Shade Development Company, LLC        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Summer Shade Transmission Company, LLC      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Lake Benton Acquisitions, LLC      | Delaware                                     | Juno Beach, FL  | Participate in a wind project.   |
| ***FPL Energy Linfield LP, LLC                   | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****FPL Energy Linfield GP, LLC                  | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Livermore, LLC                     | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Louisiana Holdings, Inc.           | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Red River Energy Development, LLC            | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy MH50 GP, LLC                       | Delaware                                     | Juno Beach, FL  | Participates in combined-cycle natural gas project.                            |
| ***FPL Energy MH50 LP, LLC                       | Delaware                                     | Juno Beach, FL  | Participates in combined-cycle natural gas project.                            |
| ***FPL Energy Marcus Hook LLC                    | Delaware                                     | Juno Beach, FL  | Develop combined-cycle natural gas project.                                    |
| ***FPL Energy Marcus Hook LP                     | Delaware                                     | Juno Beach, FL  | Develop combined-cycle natural gas project.                                    |
| ****FPL Energy MH700, LLC                        | Delaware                                     | Juno Beach, FL  | Develop combined-cycle natural gas project.                                    |
| ***FPL Energy Mississippi Holdings, LLC          | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****FPLE Red Bay Development, LLC                | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****New Albany Energy Development Company, LLC   | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****New Albany Energy Transmission Company, LLC | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Red Hill Development Company LLC             | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Eastview Transmission Company, LLC          | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Sandersville Transmission Company, LLC      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Union Development Company, LLC               | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Union Transmission Company, LLC             | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Mojave, LLC                        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Mojave Operating Services, LLC     | Delaware                                     | Juno Beach, FL  | Provides operating and maintenance services for wind projects.                 |
| ***FPL Energy Morwind, LLC                       | Delaware                                     | Juno Beach, FL  | Participates in wind farm.   |
| ***FPL Energy New Mexico Wind Holdings, LLC      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****FPL Energy New Mexico Wind, LLC              | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy North Carolina Holdings, LLC       | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Mountain Creek Development Company, LLC      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Mountain Creek Transmission Company, LLC    | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Oklahoma Wind Holdings, LLC        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****FPL Energy Oklahoma Wind, LLC                | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Operating Services, Inc.           | Florida                                      | Juno Beach, FL  | Provides operating and maintenance services and fuel procurement for projects. |

| <b>Name</b>  | <b>Jurisdiction<br/>of<br/>Incorporation</b> | <b>Location</b> | <b>Nature of Business</b>  |
|--|--|-----------------|--|
| ***FPL Energy Brady Power Services, Inc.           | Florida                                      | Juno Beach, FL  | Provides operating and maintenance services and fuel procurement for projects. |
| ****FPL Energy CO2 Operations, Inc.                | Florida                                      | Juno Beach, FL  | Provides operating and maintenance services and fuel procurement for projects. |
| ***FPL Energy Calistoga Power Services, Inc.       | Florida                                      | Juno Beach, FL  | Inactive.  |
| ****FPL Energy Doswell Power Services, Inc.        | Florida                                      | Juno Beach, FL  | Provides operating and maintenance services and fuel procurement for projects. |
| ****FPL Energy Virginia Power Services, Inc.       | Florida                                      | Juno Beach, FL  | Provides operating and maintenance services and fuel procurement for projects. |
| ***FPL Energy PRG, LLC                             | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Paris GP, Inc.                       | Delaware                                     | Juno Beach, FL  | Participates in a natural gas project.   |
| ***FPL Energy Paris LP, LLC                        | Delaware                                     | Juno Beach, FL  | Participates in a natural gas project.   |
| ***Intexco I LP, LLC                               | Delaware                                     | Juno Beach, FL  | Participates in a natural gas project.   |
| ***Intexco I LP                                    | Delaware                                     | Juno Beach, FL  | Participates in a natural gas project.   |
| ***FPL Energy Pecos Wind I GP, LLC                 | Delaware                                     | Juno Beach, FL  | Participates in a wind project.  |
| ***FPL Energy Pecos Wind I LP, LLC                 | Delaware                                     | Juno Beach, FL  | Participates in a wind project.  |
| ***FPL Energy Pecos Wind II GP, LLC                | Delaware                                     | Juno Beach, FL  | Participates in a wind project.  |
| ***FPL Energy Pecos Wind II LP, LLC                | Delaware                                     | Juno Beach, FL  | Participates in a wind project.  |
| ***FPL Energy Sacramento Power, LLC                | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Solar Funding Corp.                  | Florida                                      | Juno Beach, FL  | Holding company.   |
| ***FPL Energy South Carolina Holdings, LLC         | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Cherokee Falls Development Company, LLC        | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Cherokee Falls Power Development Company, LLC | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****FPL Energy Anderson, LLC                       | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Tennessee Holdings, LLC              | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Flint Valley Energy Development Company, LLC   | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Flint Valley Energy Transmission Company, LLC | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Milan Development Company, LLC                 | Delaware                                     | Juno Beach, FL  | Inactive.  |
| *****Milan Transmission Company, LLC               | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Terra, LLC                           | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Upton Wind I GP, LLC                 | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Upton Wind I LP, LLC                 | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Upton Wind II GP, LLC                | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Upton Wind II LP, LLC                | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Upton Wind III GP, LLC               | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Upton Wind III LP, LLC               | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Upton Wind IV GP, LLC                | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Upton Wind IV LP, LLC                | Delaware                                     | Juno Beach, FL  | Participant in wind farm.  |
| ***FPL Energy Valley Power, LLC                    | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Virginia Holdings, Inc.              | Florida                                      | Juno Beach, FL  | Holding company.   |
| ****FPL Energy Virginia Funding Corporation        | Delaware                                     | Wilmington, DE  | Services debt.   |
| ***FPL Energy Western Development, LLC             | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Westside Power, LLC                  | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy White Oak, LLC                       | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****White Oak Power Company, LLC                   | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Windridge Acquisitions, LLC          | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Windridge LLC                                  | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPL Energy Wisconsin Holdings, LLC              | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****FPL Energy Wisconsin Wind, LLC                 | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Great Plains Wind, LLC                     | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Pecos Leasing GP, LLC                      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Pecos Leasing LP, LLC                      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Rhode Island State Energy GP, Inc.         | Florida                                      | Juno Beach, FL  | Participates in a natural gas project.   |
| ***FPLE Rhode Island State Energy LP, LLC          | Delaware                                     | Juno Beach, FL  | Participates in a natural gas project.   |
| ***FPLE Rhode Island State Energy, L.P.            | Delaware                                     | Juno Beach, FL  | Development of a natural gas project.  |
| ***FPLE Sunrise Energy Center LLC                  | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Sunrise Energy Center LLC                      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Texas Wind I, LLC                          | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Texas Wind Partners I, LLC                     | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Texas Wind II, LLC                         | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ****Texas Wind Partners II, LLC                    | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Upton Leasing GP, LLC                      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***FPLE Upton Leasing LP, LLC                      | Delaware                                     | Juno Beach, FL  | Inactive.  |
| ***Harper Lake Acquisitions, Inc.                  | Florida                                      | Juno Beach, FL  | Inactive.  |

| <b>Name</b>  | <b>Jurisdiction<br/>of<br/>Incorporation</b> | <b>Location</b>        | <b>Nature of Business</b>  |
|--|--|------------------------|--|
| ***Harper Lake Holdings, Inc.                        | Florida                                      | Juno Beach, FL         | Inactive.  |
| ***Harper Lake Management, Inc.                      | Florida                                      | Juno Beach, FL         | Inactive.  |
| ***High Desert Land Acquisition LLC                  | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***High Winds Holdings, LLC                          | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ****High Winds, LLC                                  | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***Hyperion IX, Inc.                                 | Florida                                      | Juno Beach, FL         | Participates in a solar electric generating system.              |
| ****HLC IX Company                                   | California                                   | Juno Beach, FL         | Participates in a solar electric generating system.              |
| ***Hyperion VIII, Inc.                               | Florida                                      | Juno Beach, FL         | Participates in a solar electric generating system.              |
| ****Harper Lake Company VIII                         | California                                   | Juno Beach, FL         | Participates in a solar electric generating system.              |
| ***KM Acquisitions, LLC                              | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ****KM Acquisitions X GP, LLC                        | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ****KM Acquisitions XI GP, LLC                       | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ****KM Acquisitions XII GP, LLC                      | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ****KM Acquisitions XIII GP, LLC                     | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***LET Holdings, LLC                                 | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***MES Financial Corp.                               | Delaware                                     | Wilmington, DE         | Manages intangible assets.                                       |
| ***Midway Power, LLC                                 | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***NG Acquisition L.L.C.                             | Florida                                      | Juno Beach, FL         | Inactive.  |
| ****Nevada Geothermal Holdings L.L.C.                | Florida                                      | Juno Beach, FL         | Inactive.  |
| ***Northern Cross Investments, Inc.                  | Delaware                                     | Wilmington, DE         | Manages intangible assets.                                       |
| ***Northern Great Plains Wind, LLC                   | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***Oconee River Development Company, LLC             | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ****Oconee River Transmission Company, LLC           | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***Opal Holdings, LLC                                | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***Pacific Power Investments, Inc.                   | Delaware                                     | Wilmington, DE         | Manages intangible assets.                                       |
| ***Philadelphia Refinery Generation, LLC             | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***Southern Sierra Power, LLC                        | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***Sullivan Street Investments, Inc.                 | Delaware                                     | Wilmington, DE         | Manages intangible assets.                                       |
| ***Timber Creek Power Company, LLC                   | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ****Chaplin's Acreage Transmission Company, LLC      | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***Tower Associates, LLC                             | Delaware                                     | Juno Beach, FL         | Inactive.  |
| **FPL Energy East Mesa Holdings LLC                  | Delaware                                     | Juno Beach, FL         | Participates in a geothermal project.                            |
| **FPL Energy Maine, Inc.                             | Delaware                                     | Juno Beach, FL         | Participates in generation assets.                               |
| ***FPL Energy Maine Holdings, LLC                    | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***FPL Energy Maine Operating Services LLC           | Delaware                                     | Juno Beach, FL         | Provides operating and maintenance services for a power company. |
| ***FPL Energy Spruce Point LLC                       | Delaware                                     | Juno Beach, FL         | Provider of services for fossil and hydro generation facilities. |
| **FPL Energy Power Marketing, Inc.                   | Florida                                      | Juno Beach, FL         | Provides retail marketing services.                              |
| **FPL Energy Project Management, Inc.                | Florida                                      | Juno Beach, FL         | Provides employee services.                                      |
| ***Blythe Project Management, LLC                    | Delaware                                     | Juno Beach, FL         | Construction agent for a gas-fired merchant facility.            |
| **FPL Group International, Inc.                      | Florida                                      | Juno Beach, FL         | Formed to invest in international power projects.                |
| ***FPL Energy Brazil I, LLC                          | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***FPL Energy Brazil II, LLC                         | Delaware                                     | Juno Beach, FL         | Inactive.  |
| ***FPL Group Argentina, Inc.                         | Florida                                      | Juno Beach, FL         | Inactive.  |
| ***FPL Group International South America II, Inc.    | Florida                                      | Juno Beach, FL         | Inactive.  |
| ****FPL Group International Brazil (Cayman) I, Inc.  | Cayman                                       | Cayman Islands, B.W.I. | Inactive.  |
| ****FPL Group International Brazil (Cayman) II, Inc. | Cayman                                       | Cayman Islands, B.W.I. | Inactive.  |
| ***FPL Group International South America, Inc.       | Florida                                      | Juno Beach, FL         | Inactive.  |
| ****FPL Group International Brazil (Cayman) I, Inc.  | Cayman                                       | Cayman Islands, B.W.I. | Inactive.  |
| ****FPL Group International Brazil (Cayman) II, Inc. | Cayman                                       | Cayman Islands, B.W.I. | Inactive.  |
| ***FPL Mamonal, Inc.                                 | Florida                                      | Juno Beach, FL         | Inactive.  |
| ***FPL-I TPP, Inc.                                   | Florida                                      | Juno Beach, FL         | Inactive.  |
| ***Karahya Bodas Investment Corp.                    | Cayman                                       | Cayman Islands, B.W.I. | Formed to participate in a geothermal project in Indonesia.      |
| **Square Lake Holdings, Inc.                         | Delaware                                     | Wilmington, DE         | Manages intangible assets.                                       |
| *FPL FiberNet, LLC                                   | Delaware                                     | Miami, FL              | Exempt telecommunications company.                               |
| *FPL Group Holdings 1, Inc.                          | Florida                                      | Juno Beach, FL         | Inactive.  |
| *FPL Group Holdings 2, Inc.                          | Florida                                      | Juno Beach, FL         | Inactive.  |
| *FPL Holdings Inc                                    | Florida                                      | Juno Beach, FL         | Holds certain fixed assets used by FPL Group.                    |
| **Colonial Penn Capital Holdings, Inc.               | Delaware                                     | Juno Beach, FL         | Holds the stock of Bay Loan and Investment Bank.                 |

| <b>Name</b>                          | <b>Jurisdiction<br/>of<br/>Incorporation</b> | <b>Location</b>           | <b>Nature of Business</b>  |
|--------------------------------------|--|---------------------------|--|
| *FPL Investments Inc                 | Florida                                      | Juno Beach, FL            | Manages a leveraged lease portfolio.   |
| *HJT Holdings, Inc.                  | Delaware                                     | Wilmington, DE            | Manages intangible assets.   |
| **SRM Investments, L.P.              | Delaware                                     | Wilmington, DE            | Manages intangible assets.   |
| ***EMB Investments, Inc.             | Delaware                                     | Wilmington, DE            | Manages intangible assets.   |
| *LCR Holdings, Inc.                  | Delaware                                     | Wilmington, DE            | Manages intangible assets.   |
| *Palms Insurance Company, Limited    | Cayman                                       | Cayman Islands,<br>B.W.I. | Operates as a captive insurance company primarily engaged in reinsuring liability insurance coverage for FPL Group, Inc. and its subsidiaries.             |
| *Praxis Group, Inc.                  | Delaware                                     | Miami, FL                 | Holds certain immaterial assets and liabilities, but no longer actively in business.   |
| *QualTec Professional Services, Inc. | Florida                                      | Juno Beach, FL            | Inactive.  |
| *Turner Foods Corporation            | Florida                                      | Punta Gorda, FL           | Holding company.   |
| *West Boca Security, Inc.            | Delaware                                     | Wilmington, DE            | Holds note receivable.   |
| FPL GROUP FOUNDATION, INC.           | Florida                                      | Juno Beach, FL            | Formed to become a nonprofit corporation for charitable purposes.  |
| FLORIDA POWER & LIGHT COMPANY        | Florida                                      | Juno Beach, FL            | Electric utility company.  |
| *FPL Enersys, Inc.                   | Florida                                      | Juno Beach, FL            | Formed to pursue opportunities for development or acquisition of energy systems.   |
| **FPL Energy Services II, Inc.       | Florida                                      | Juno Beach, FL            | Inactive.  |
| *FPL Historical Museum, Inc.         | Florida                                      | Juno Beach, FL            | A not-for-profit corporation formed to collect and preserve tangible objects that help interpret or describe the history of Florida Power & Light Company. |
| *KPB Financial Corp.                 | Delaware                                     | Wilmington, DE            | Formed to manage intangible assets.  |
| WCB HOLDING CORP.                    | Delaware                                     | Juno Beach, FL            | Inactive.  |