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FPL GROUP INC
Form 11-K
June 28, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-8841

FPL Energy Operating Services, Inc.
Employee Thrift Plan
(Full title of the plan)

FPL GROUP, INC.
(Name of issuer of the securities held pursuant to the plan)

700 Universe Boulevard
Juno Beach, Florida 33408
(Address of principal executive office)

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INDEPENDENT AUDITORS' REPORT

EMPLOYEE BENEFITS COMMITTEE OF THE BOARD OF DIRECTORS OF FPL GROUP, INC.:

We have audited the accompanying statements of net assets available for benefits of the FPL Energy Operating Services, Inc. Employee Thrift Plan (the "Plan") as of December 31, 2000 and 1999, and the related statement of changes in net assets available for benefits for the year ended December 31, 2000. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2000 and 1999, and the changes in net assets available for benefits for the year ended December 31, 2000, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2000 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2000 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

DELOITTE & TOUCHE LLP

Certified Public Accountants
Miami, Florida
June 22, 2001

FPL ENERGY OPERATING SERVICES, INC.
EMPLOYEE THRIFT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

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D
2000

ASSETS

Receivables:

| | |
|--|----|
| Employer contributions | \$ |
| Participant contributions | |
| Accrued interest receivable - Leveraged ESOP | |

Total receivables

General investments, at fair value 8,674,1

Employer securities, at fair value:

| | |
|--|---------|
| Employer securities held by the Plan | 1,445,0 |
| Leveraged ESOP employer securities | 2,956,4 |

Total employer securities 4,401,4

Total assets 13,075,6

LIABILITIES

| | |
|--|---------|
| Interest payable - Leveraged ESOP Account | 5,4 |
| Other liabilities | |
| Acquisition indebtedness of Leveraged ESOP | 1,671,9 |

Total liabilities 1,677,3

NET ASSETS AVAILABLE FOR BENEFITS \$11,398,2

The accompanying Notes to Financial Statements are an integral part of these statements.

FPL ENERGY OPERATING SERVICES, INC.
EMPLOYEE THRIFT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year End

INCOME

Contributions:

| | |
|---|----------|
| Received from employer | \$ 193,1 |
| Received from Members | 1,358,3 |
| Noncash contributions (from employer) | 488,7 |
| Total contributions | |

Earnings on investments:

Interest:

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| | |
|---|---------|
| Interest-bearing cash | 24,1 |
| Other loans (Member loans) | 46,2 |
| Total interest | |
| Common stock dividends | |
| Net appreciation (depreciation) in fair value of investments: | |
| Employer securities | 425,9 |
| Master trusts | 21,4 |
| Registered investment companies | (330,5 |
| Total net appreciation in fair value of investments..... | |
| Total income | |
| EXPENSES | |
| Benefit payments to Members or beneficiaries | |
| Administrative expenses | |
| Total expenses | |
| NET LOSS | |
| TRANSFERS | |
| Transfers to the Plan - net | 118,8 |
| Effect of current year Leveraged ESOP activity | 1,279,0 |
| Total transfers to the Plan | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 1999 | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2000 | |

The accompanying Notes to Financial Statements are an integral part of these statements.

FPL ENERGY OPERATING SERVICES, INC.
EMPLOYEE THRIFT PLAN
NOTES TO FINANCIAL STATEMENTS
For the year ended December 31, 2000

1. Description of the Plan and Significant Accounting Policies

The Plan

The following description of the FPL Energy Operating Services, Inc. Employee Thrift Plan (Plan) provides only general information. Participating employees (Members) should refer to the Summary Plan Description in their employee handbook for a more complete description of the Plan. In April 2000, assets of the Plan were transferred from Fleet Bank of Connecticut to Fidelity Management Trust Company (Trustee) who administers the trust (Trust) established under the Plan, the FPL Group Employee Thrift Plan (Group Plan) and the Employee Thrift and Retirement Savings Plan for Bargaining Unit Employees of Florida Power & Light Company (FPL Bargaining Plan).

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Securities Act of 1974, as amended (ERISA). Participation in the Plan is voluntary. Employees are eligible to participate in the Plan on the first day of the month coincident with the

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completion of one full month of service with FPL Energy Operating Services, Inc. (Company) or on the first day of any payroll period thereafter. The Plan includes a cash or deferred compensation arrangement (Tax Saver Option) permitted by Section 401(k) of the Internal Revenue Code of 1986, as amended (Code). The Tax Saver Option permits a Member to elect to defer federal income taxes on all or a portion of their contributions (Tax Saver Contributions) until they are distributed from the Plan. Tax Saver Contributions were limited in 2000 to a maximum of \$10,500 per Member and may be increased or decreased in future years for cost-of-living adjustments.

Effective April 2000, the Plan was designated as an Employee Stock Ownership Plan and includes leveraged employee stock ownership plan (Leveraged ESOP) provisions. The Leveraged ESOP is a stock bonus plan within the meaning of Treasury Regulation Section 1.401-1(b)(1)(iii) that is qualified under Section 401(a) of the Code and is designed to invest primarily in common stock of FPL Group, Inc. (Common Stock). The Trust purchased Common Stock from FPL Group, Inc. (FPL Group) using the proceeds of a loan (Acquisition Indebtedness) from FPL Group Capital Inc (FPL Group Capital), a subsidiary of FPL Group (see Note 3). The Common Stock acquired by the Trust is initially held in a separate account (Leveraged ESOP Account). As the Acquisition Indebtedness (including interest) is repaid, each Member's account is allocated its portion of Common Stock released from the Leveraged ESOP Account.

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, Members will become 100 percent vested in their accounts.

Contributions, Loans and Withdrawals

The Plan provides for basic contributions by eligible employees in whole percentages from 1% to 7% of their base compensation (Earnings), which is matched in part by the Company with shares of Common Stock. For basic Tax Saver Contributions or contributions made on an after-tax basis, the Company match is 100% on the first 3% of a Member's Earnings, 50% on the next 3% and 25% on the last 1%. The Plan also provides for supplemental contributions by Members to be made in whole percentages from 1% to 9% of their Earnings, bringing the total maximum contributions to 16%. Supplemental contributions are not matched by the Company. Contributions are subject to certain limitations.

The value of a Member's contributions (including all income, gains and losses) is at all times 100% vested. Company contributions vest at a rate of 20% each year and are fully vested upon a Member attaining five years of service as a Member of the Plan. An employee may also receive vesting credit for prior years of service as a member of the Group Plan or FPL Bargaining Plan.

The Plan's investment options include fourteen core funds, as well as a wide variety of mutual funds. The core funds are comprised of eleven "mix your own" investment options and three "pre-mixed" investment strategies. The "mix your own" investment options include various mutual funds, a separately managed portfolio of short- and long-term investment contracts, a small-capitalization equity index fund and Common Stock. The "pre-mixed" investment strategy options are made up of different allocations of investment options providing various combinations of stocks and fixed income investments.

The Plan allows Members, at any time, to change their contribution percentage, to change their investment option allocation for future contributions or to transfer their account balance attributable to Member

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contributions from one investment option to another. At year end, the number of Members contributing to the Plan was 412. Company contributions are primarily made from Common Stock shares released from the Leveraged ESOP Account. Forfeitures of non-vested Company contributions due to termination of Plan participation are used to reduce the amount of future Company contributions to the Plan or may be applied to administrative expenses. A Member who has attained at least the age of fifty and completed five years of service while a Member will be permitted to transfer all or any portion of Company contributions made to his or her account and any earnings thereon to one or more of the other investment options. Any future Company contributions will continue to be invested in Common Stock.

A Member may borrow from his or her account a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the vested value of the Member's account, whichever is less. The loans are secured by the balance in the Members' account and bear interest at annual rates ranging from 7% to 11.75%, which are commensurate with prevailing rates as determined annually by the Plan administrator.

Withdrawals by Members from certain of their accounts during their employment are permitted with certain penalties and restrictions. The penalties limit a Member's contributions to the Plan for varying periods following a withdrawal.

Transfers to (from) the Plan generally represent net transfers between the Plan and either the Group Plan or the FPL Bargaining Plan. The majority of transfers arise as a result of Members transferring their employment between the Company and other FPL Group subsidiaries.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting. Investment income and interest income on loans to Members is recognized when earned. Contributions by Members and Company contributions are accrued on the basis of amounts withheld through payroll deductions. Distributions to Members are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, except insurance and financial institution investment contracts which are stated at contract value (see Investment Contracts below). Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Common Stock is valued at its quoted market price. Loans to Members are valued at cost, which approximates fair value.

Purchases and sales of investment securities are recorded on the trade date. Gains or losses on sales of investment securities are determined using the carrying amount of the securities. The carrying amounts of securities held in Member accounts are adjusted daily; securities held in the Leveraged ESOP Account (see Note 2) are adjusted annually. Unrealized appreciation or depreciation is recorded to recognize changes in market value.

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Investment Contracts

The Plan has entered into investment contracts with various insurance companies and financial institutions. The contracts are fully benefit responsive and are included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses). There are no reserves against contract values for credit risk of the contract issuer or otherwise. At December 31, 2000, the contract value and fair value of investment contracts was \$419,000 and \$421,000, respectively. For the year end December 31, 2000, the average yield for the portfolio of investment contracts was 6.23% and the crediting interest rate was 6.10%. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than zero. See Note 8.

2. Employee Stock Ownership Plan Account Allocation

The assets, liabilities and net income of the Leveraged ESOP Account are not considered plan assets but are for the joint benefit of the Plan (commencing in April 2000), the FPL Bargaining Plan and the Group Plan. The Leveraged ESOP Account is allocated for financial reporting purposes based on each plan's relative net assets. The Plan's allocation of Common Stock held in the Leveraged ESOP Account (employer securities), Acquisition Indebtedness and interest payable have been reflected in the Statements of Net Assets Available for Benefits, but are not available for, or the obligation of, Plan Members. The employer securities will be released from the Leveraged ESOP Account and allocated to accounts of Members under the Plan in satisfaction of part or all of the Company's matching contribution obligation under the Plan as the Acquisition Indebtedness is repaid (see Note 3). ESOP shares allocated to date are classified as employer securities held by the Plan on the Statements of Net Assets Available for Benefits. The Acquisition Indebtedness will be repaid from dividends on the shares acquired by the Leveraged ESOP Account, as well as from cash contributions from FPL Group. The net effect of a change in the allocation percentage from year to year is reported as a transfer to or from the Plan. The value of the shares allocated to accounts of members under the plans is not affected by these allocations.

Condensed financial statements of the Leveraged ESOP Account are presented below, indicating the allocations made to each plan. The effect of current year Leveraged ESOP activity on net assets is included in transfers to (from) the plan in the financial statements of each plan. Allocation of shares to the plans are presented as noncash contributions in the financial statements of each plan.

| | Total Leveraged ESOP Account | The Group Plan | The FP Bargain Pla |
|---------------------------------------|------------------------------------|-------------------|--------------------------|
| Allocation percentage | 100.0% | 70.6% | 28.9% |
| Accrued interest | \$ 4,090 | \$ 2,887 | \$ |
| Employer securities | 537,725,281 | 379,624,369 | 155,14 |
| Total assets | 537,729,371 | 379,627,256 | 155,14 |
| Interest payable | 982,242 | 693,445 | 28 |
| Acquisition indebtedness | 304,099,620 | 214,688,858 | 87,73 |
| Total liabilities | 305,081,862 | 215,382,303 | 88,02 |
| Net assets at December 31, 2000 | \$ 232,647,509 | \$ 164,244,953 | \$ 67,12 |

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| | | | |
|--|----------------|----------------|----------|
| Contributions received from employer | \$ 26,393,105 | | |
| Interest income | 13,022 | | |
| Dividends | 16,736,745 | | |
| Net appreciation in fair value of investments | 221,756,106 | | |
| Total income | 264,898,978 | | |
| Interest expense | 30,896,690 | | |
| Net income | 234,002,288 | \$ 165,201,403 | \$ 67,51 |
| Allocation of shares to plans | (22,142,047) | (15,487,431) | (6,16 |
| Transfers to (from) the plan | - | (206,610) | (27 |
| Effect of current year Leveraged ESOP | | | |
| activity on net assets | 211,860,241 | 149,507,362 | 61,07 |
| Net assets at December 31, 1999 | 20,787,268 | 14,737,591 | 6,04 |
| Net assets at December 31, 2000 | \$ 232,647,509 | \$ 164,244,953 | \$ 67,12 |

3. Acquisition Indebtedness

In December 1990, the Trust, which holds plan assets for the Plan, the FPL Bargaining Plan and the Group Plan, borrowed \$360 million from FPL Group Capital to purchase approximately 12.4 million shares of Common Stock. The Acquisition Indebtedness matures in 2019, bears interest at a fixed rate of 9.69% per year and is to be repaid using dividends received on both Common Stock held by the Leveraged ESOP Account and ESOP shares allocated to accounts of members under the plans, along with cash contributions from FPL Group. For those dividends on shares allocated to accounts of members under the plans used to repay the loan, additional shares, equal in value to those dividends, will be allocated to accounts of members under the plans. In 2000, dividends received from shares held by the ESOP and shares allocated to accounts of members under the plans totaled approximately \$16,737,000 and \$6,316,000, respectively. Cash contributed in 2000 by FPL Group for the debt service shortfall totaled approximately \$26,393,000.

The unallocated shares of Common Stock acquired with the proceeds of the Acquisition Indebtedness are collateral for the Acquisition Indebtedness. As principal payments are made, a percentage of Common Stock is released as collateral and becomes available to satisfy matching contributions, as well as to repay dividends on ESOP shares allocated to accounts of members under the plans for debt service. During 2000, 550,591 shares of Common Stock were released as collateral for the Acquisition Indebtedness. The scheduled principal repayments of the Acquisition Indebtedness for the next five years and thereafter are as follows: 2001 - \$3,883,000; 2002 - \$4,451,600; 2003 - \$5,023,600; 2004 - \$5,604,000; 2005 - \$6,200,000 and thereafter - \$278,937,420.

See Note 2 for information on the Plan's allocation percentage of the Acquisition Indebtedness.

4. Parties-In-Interest Transactions

Company contributions are primarily made in Common Stock released from the Leveraged ESOP Account or in cash which is used by the Trustee to purchase Common Stock. Such amounts are reported as noncash contributions (from employer) and contributions received from employer, respectively. Upon the transfer of assets to the Trustee in April 2000, all Company contributions were made in Common Stock released from the Leveraged ESOP Account. Prior to that, Company contributions were made in Common Stock purchased on the open market.

Dividend income earned by the Plan results from dividends on Common Stock.

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Dividends on shares held in the Leveraged ESOP Account were used to repay the Acquisition Indebtedness (see Note 3). Certain dividends on shares held in Members' accounts are reinvested in Common Stock for the benefit of its Members pursuant to FPL Group's Dividend Reinvestment and Common Share Purchase Plan in which the Trustee participates.

5. Investments

Investments that represent five percent or more of the Plan's net assets available for benefits are as follows:

December 31, 2000

| | | |
|--------------------------------------|-------------|---------------------------------------|
| Dreyfus Founders Worldwide Growth .. | \$1,473,735 | Aetna Money Market VP |
| Fidelity Fund | 755,203 | Aetna Balanced VP |
| Fidelity Equity-Income | 851,767 | Aetna Growth and Income VP..... |
| Fidelity Growth Company | 616,605 | Fidelity VIP Equity - Income |
| Fidelity Blue Chip Growth | 1,612,227 | Fidelity VIP Growth |
| FPL Group Company Stock Fund | 1,445,049 | Janus Aspen Series Worldwide Growth.. |
| Loans to Members | 833,222 | PPI MFS Emerging Equities |
| | | Loans to Members |

6. Income Taxes

The Plan has not yet received a determination letter, but the Plan sponsor believes that the Plan is qualified under Section 401(a) of the Code. In 2000, the Plan filed for a determination letter and is awaiting a favorable determination from the Internal Revenue Service. The Plan sponsor believes that the Trust established under the Plan will generally be exempt from federal income taxes under Section 501(a) of the Code; Company contributions paid to the Trust under the Plan will be allowable federal income tax deductions of the Company subject to the conditions and limitations of Section 404 of the Code; and the Plan will meet the requirements of Section 401(k) of the Code allowing Tax Saver Contributions to be exempt from federal income tax at the time such contributions are made, provided that in operation the Plan and Trust meet the applicable provisions of the Code. In addition, FPL Group will be able to claim an income tax deduction for dividends used to repay the Acquisition Indebtedness and for dividends distributed directly to Members.

Company contributions to the Plan on a Member's behalf, Member's Tax Saver Contributions, and the earnings thereon generally are not taxable to the Member until such Company contributions, Tax Saver Contributions, and earnings from investments are distributed or withdrawn. A loan from a Member's account generally will not represent a taxable distribution if the loan is repaid in a timely manner and does not exceed certain limitations.

7. Expenses

Certain fees such as annual account maintenance and investment management fees are paid by Plan Members. Trustee's fees and expenses are paid by FPL Energy, LLC (which may charge the Company) and, therefore, are not reflected in the financial statements.

8. Master Trusts

A summary of participating interest in and financial statements for the Master Trusts follow.

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| | |
|---|------|
| | Inte |
| | 20 |
| FPL MANAGED INCOME PORTFOLIO | |
| FPL Group Employee Thrift Plan | |
| EIN 59-0247775 | |
| PN 002 | 78. |
| Employee Thrift and Retirement Savings Plan for Bargaining Unit Employees of Florida Power & Light Company | |
| EIN 59-0247775 | |
| PN 003 | 21. |
| FPL Energy Operating Services, Inc. Employee Savings Plan | |
| EIN 65-0471798 | |
| PN 001 | 0. |
| CONSERVATIVE INVESTMENT STRATEGY | |
| FPL Group Employee Thrift Plan | |
| EIN 59-0247775 | |
| PN 002 | 80. |
| Employee Thrift and Retirement Savings Plan for Bargaining Unit Employees of Florida Power & Light Company | |
| EIN 59-0247775 | |
| PN 003 | 19. |
| FPL Energy Operating Services, Inc. Employee Savings Plan | |
| EIN 65-0471798 | |
| PN 001 | 0. |
| MODERATE GROWTH INVESTMENT STRATEGY | |
| FPL Group Employee Thrift Plan | |
| EIN 59-0247775 | |
| PN 002 | 74. |
| Employee Thrift and Retirement Savings Plan for Bargaining Unit Employees of Florida Power & Light Company | |
| EIN 59-0247775 | |
| PN 003 | 25. |
| FPL Energy Operating Services, Inc. Employee Savings Plan | |
| EIN 65-0471798 | |
| PN 001 | 0. |
| LONG-TERM GROWTH INVESTMENT STRATEGY | |
| FPL Group Employee Thrift Plan | |
| EIN 59-0247775 | |
| PN 002 | 71. |
| Employee Thrift and Retirement Savings Plan for Bargaining Unit Employees of Florida Power & Light Company | |
| EIN 59-0247775 | |
| PN 003 | 28. |
| FPL Energy Operating Services, Inc. Employee Savings Plan | |
| EIN 65-0471798 | |
| PN 001 | 0. |

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FPL MANAGED INCOME PORTFOLIO

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

| | De |
|--|-------------|
| | 2000 |
| ASSETS | |
| General investments: | |
| Value of unallocated insurance and financial institution contracts | \$221,262,1 |
| Total assets | 221,262,1 |
| LIABILITIES | |
| NET ASSETS AVAILABLE FOR BENEFITS | \$221,262,1 |

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | |
|--|--|
| INCOME | |
| Contributions received from Members | |
| Earnings on investments: | |
| Interest | |
| Total income | |
| EXPENSES | |
| Benefit payments to Members or beneficiaries | |
| Account maintenance fees | |
| Total expenses | |
| NET LOSS..... | |
| TRANSFERS | |
| Transfers into fund | |
| Transfers out of fund | |
| Net transfers | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 1999 | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2000 | |

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CONSERVATIVE INVESTMENT STRATEGY

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

| | |
|--|-----------|
| | 2000 |
| ASSETS | |
| Receivables: | |
| Income | \$ 84, |
| General investments: | |
| Value of unallocated insurance and financial institution contracts | 10,241, |
| Mutual funds | 9,312, |
| Total general investments | 19,553, |
| Total assets | 19,637, |
| LIABILITIES | |
| NET ASSETS AVAILABLE FOR BENEFITS | \$19,637, |

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | |
|---|--|
| INCOME | |
| Contributions received from Members | |
| Earnings on investments: | |
| Interest | |
| Dividends | |
| Net depreciation in fair value of investments | |
| Total income | |
| EXPENSES | |
| Benefit payments to Members or beneficiaries | |
| Account maintenance fees | |
| Total expenses | |
| NET LOSS | |

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TRANSFERS

| | |
|--|--|
| Transfers into fund | |
| Transfers out of fund | |
| Net transfers | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 1999 | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2000 | |

MODERATE GROWTH INVESTMENT STRATEGY

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

| | | |
|--|----|-----------|
| | | 2000 |
| ASSETS | | |
| Receivables: | | |
| Income | \$ | 271, |
| Other | | 58, |
| Total receivables | | 329, |
| General investments: | | |
| Value of unallocated insurance and financial institution contracts | | 23,131, |
| Mutual funds | | 63,199, |
| Total general investments | | 86,331, |
| Total assets | | 86,661, |
| LIABILITIES | | |
| NET ASSETS AVAILABLE FOR BENEFITS | | \$86,660, |

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

INCOME

| | |
|---|--|
| Contributions received from Members | |
| Earnings on investments: | |
| Interest | |
| Dividends | |
| Net depreciation in fair value of investments | |

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| | |
|--|--|
| Total income | |
| EXPENSES | |
| Benefit payments to Members or beneficiaries | |
| Account maintenance fees | |
| Total expenses | |
| NET LOSS | |
| TRANSFERS | |
| Transfers into fund | |
| Transfers out of fund | |
| Net transfers | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 1999 | |
| NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2000 | |

LONG-TERM GROWTH INVESTMENT STRATEGY

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

| | | |
|--|----|--------|
| | | 2000 |
| ASSETS | | |
| Receivables: | | |
| Income | \$ | 167 |
| Other | | 66 |
| Total receivables | | 233 |
| General investments: | | |
| Value of unallocated insurance and financial institution contracts | | 11,042 |
| Mutual funds | | 87,877 |
| Total general investments | | 98,920 |
| Total assets | | 99,153 |
| LIABILITIES | | 11 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ | 99,142 |

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

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INCOME

Contributions received from Members

Earnings on investments:

Interest

Dividends

Net depreciation in fair value of investments

Total loss

EXPENSES

Benefit payments to Members or beneficiaries

Account maintenance fees

Total expenses

NET LOSS

TRANSFERS

Transfers into fund

Transfers out of fund

Net transfers

NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 1999

NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2000

FORM 5500: Schedule H, 4i
Plan Year 2000
Plan # 001

FPL ENERGY OPERATING SERVICES, INC. - EIN 65-
FPL ENERGY OPERATING SERVICES, INC. EMPLOYEE THR
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES A

| FUND NAME | UNITS/SHARES 12/31/00 | PRICE 12/31/00 | HISTORICAL COST | MARK 12 |
|---------------------|--------------------------|-------------------|--------------------|------------|
| FIDELITY FUND | 23,052.60 | \$32.76 | \$922,136.92 | \$755 |
| FIDELITY PURITAN | 2.52 | \$18.83 | 47.83 | |
| FIDELITY GINNIE MAE | 17.48 | \$10.73 | 186.14 | |
| FIDELITY MAGELLAN | 269.15 | \$119.30 | 33,958.38 | 32 |
| FIDELITY EQUITY INC | 15,941.73 | \$53.43 | 829,880.24 | 851 |
| FIDELITY GROWTH CO | 8,632.30 | \$71.43 | 736,702.05 | 616 |
| FIDELITY INTER BOND | 3.48 | \$10.04 | 34.72 | |
| FIDELITY CAP & INC | 47.01 | \$7.73 | 401.38 | |
| FID INDEPENDENCE FD | 47.70 | \$22.01 | 1,215.12 | 1 |
| FIDELITY OTC PORT | 798.84 | \$41.05 | 50,413.72 | 32 |
| FIDELITY OVERSEAS | 2,709.84 | \$34.37 | 119,559.48 | 93 |
| FIDELITY EUROPE | 52.19 | \$29.77 | 1,841.71 | 1 |
| FIDELITY PAC BASIN | 16.39 | \$17.29 | 356.53 | |

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| | | | | |
|---|------------|---------|-----------------|----------|
| FIDELITY REAL ESTATE | 197.42 | \$18.50 | 3,617.54 | 3 |
| FIDELITY BALANCED | 22,824.15 | \$15.19 | 354,000.35 | 346 |
| FIDELITY INTL GR&INC | 7.91 | \$22.72 | 202.95 | |
| FIDELITY UTILITIES | 10.46 | \$16.09 | 212.00 | |
| FIDELITY BLUE CHIP | 31,287.15 | \$51.53 | 1,870,709.38 | 1,612 |
| FID ASSET MANAGER | 42.67 | \$16.82 | 775.81 | |
| FIDELITY DISC EQUITY | 200.89 | \$25.82 | 6,390.98 | 5 |
| FIDELITY AGGR GROWTH | 1,987.41 | \$36.17 | 104,780.74 | 71 |
| FIDELITY DIVERS INTL | 10,114.88 | \$21.94 | 246,685.48 | 221 |
| FIDELITY EXP & MULTI | 29.96 | \$16.88 | 615.35 | |
| FIDELITY TECHNOQUANT | 85.74 | \$13.61 | 1,370.84 | 1 |
| FIDELITY MID-CAP STK | 1,157.68 | \$26.06 | 30,228.02 | 30 |
| FID FREEDOM 2030 | 57.65 | \$15.00 | 976.67 | |
| FIDELITY INTL BOND | 2.15 | \$8.36 | 17.34 | |
| FIDELITY FIFTY | 255.30 | \$18.50 | 4,354.49 | 4 |
| FIDELITY RETIRE MMKT | 385,423.47 | \$1.00 | 385,423.47 | 385 |
| FIDELITY RET GOVT MM | 22,027.11 | \$1.00 | 22,027.11 | 22 |
| SPARTAN US EQ INDEX | 1,427.89 | \$46.81 | 75,810.82 | 66 |
| FIDELITY US BD INDEX | 21.96 | \$10.59 | 228.60 | |
| FPL MANAGED INCOME * | 535,773.10 | \$1.00 | 535,773.10 | 535 |
| BGI RUSSELL 2000 K | 281.64 | \$8.32 | 2,413.60 | 2 |
| DOMINI SOCIAL EQUITY | 413.54 | \$34.57 | 16,721.99 | 14 |
| INVESCO EQUITY INC | 11.98 | \$14.36 | 183.52 | |
| PIMCO TOT RETURN ADM | 13,118.00 | \$10.39 | 130,965.87 | 136 |
| BRANDYWINE FUND | 1,314.54 | \$29.39 | 44,749.78 | 38 |
| PBHG EMERGING GROWTH | 132.13 | \$23.74 | 4,830.91 | 3 |
| ARIEL PREMIER BOND | 3.46 | \$10.10 | 34.69 | |
| ALGER CAP APPRECIATN | 1,793.76 | \$15.48 | 35,029.01 | 27 |
| ALGER MID CAP GROWTH | 11,312.25 | \$15.85 | 192,262.52 | 179 |
| ALGER SMALL CAP RTM | 52.88 | \$20.80 | 1,282.94 | 1 |
| DREY FNDRS GROWTH F | 920.67 | \$14.03 | 19,140.92 | 12 |
| DREY FNDRS WW GRTH F | 93,928.30 | \$15.69 | 2,074,317.40 | 1,473 |
| FRANKLIN SM CAP GRTH | 198.81 | \$39.33 | 9,540.58 | 7 |
| PBHG GROWTH FUND | 94.69 | \$31.10 | 4,855.80 | 2 |
| INVESCO DYNAMICS | 42.51 | \$23.77 | 1,182.62 | 1 |
| INVESCO SM CO GROWTH | 516.28 | \$15.35 | 10,154.72 | 7 |
| INVESCO BL CHIP GRTH | 719.59 | \$5.15 | 5,876.63 | 3 |
| JANUS FLEX INCOME | 1,362.93 | \$9.14 | 12,241.65 | 12 |
| TEMPLETON FOREIGN A | 10.06 | \$10.34 | 100.44 | |
| DREY FNDRS DISCVRY F | 290.45 | \$34.75 | 13,444.38 | 10 |
| MAS MID CAP GRTH ADV | 1,241.64 | \$24.48 | 41,004.53 | 30 |
| MSI SM CO GROWTH B | 2,215.85 | \$10.68 | 30,665.62 | 23 |
| NB MANHATTAN TRUST | 2,573.86 | \$14.72 | 37,870.61 | 37 |
| PIMCO HIGH YIELD ADM | 5.69 | \$9.71 | 54.86 | |
| PIMCO LT US GOVT ADM | 794.24 | \$10.59 | 8,430.24 | 8 |
| STRONG GROWTH FUND | 2,819.32 | \$27.05 | 103,743.32 | 76 |
| STRONG ADV COM STK Z | 6.43 | \$20.16 | 131.51 | |
| STRONG LG CAP GROWTH | 30.04 | \$34.77 | 1,347.65 | 1 |
| TRP EQUITY INCOME | 4.26 | \$24.67 | 105.29 | |
| FPL CONS INV STRGY * | 48.21 | \$17.92 | 851.21 | |
| MODERATE GRWTH STRGY * | 49.87 | \$23.61 | 1,193.28 | 1 |
| LONG-TERM STRGY * | 943.26 | \$26.04 | 24,526.23 | 24 |
| FPL GROUP STOCK * | 42,618.20 | \$19.25 | 555,663.98 | 820 |
| FPL GROUP STK LESOP * | 32,476.29 | \$19.39 | 486,613.64 | 629 |
| LEVERAGED ESOP EMPLOYER SECURITIES * | 41,204.38 | \$71.75 | 1,194,926.91 | 2,956 |
| MEMBER LOAN BALANCES | | | | |
| (7.00% TO 11.75%; MATURING 2001-2005) | | | 833,222.09 | 833 |
| TOTAL ASSETS HELD FOR INVESTMENT PURPOSES | | | \$12,240,616.20 | \$13,075 |

*PARTY-IN-INTEREST

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Employee Benefits Plan Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: June 27, 2001

FPL Energy Operating Services, Inc.
Employee Thrift Plan
(Name of Plan)

By: JAMES K. PETERSON

James K. Peterson
Director, Human Resources Centers of Expertise

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Post-Effective Amendment No. 1 to Registration Statement No. 333-79305 on Form S-8 of FPL Group, Inc. of our report dated June 22, 2001, appearing in this Annual Report on Form 11-K of FPL Energy Operating Services, Inc. Employee Thrift Plan for the year ended December 31, 2000.

DELOITTE & TOUCHE LLP

Miami, Florida
June 27, 2001

