

(B) THE SPECIAL COUNSEL SHALL INVESTIGATE ALL ASPECTS OF THE PROPOSED MERGER BETWEEN FPL GROUP, INC. AND CONSTELLATION ENERGY GROUP, INC.

(C) (1) IN THIS SUBSECTION, "PARTY" INCLUDES AN AFFILIATE OF A PARTY TO THE PROPOSED MERGER.

(2) TO FACILITATE THE REVIEW OF THE PROPOSED MERGER, THE PARTIES TO THE PROPOSED MERGER AND AFFILIATES OF THE PARTIES SHALL PROVIDE THE FOLLOWING DETAILED INFORMATION TO THE SPECIAL COUNSEL:

(I) THE PARTIES' IDENTITY AND FINANCIAL ABILITY;

(II) THE BACKGROUND OF THE KEY PERSONNEL ASSOCIATED WITH THE PARTIES;

(III) THE SOURCE AND AMOUNTS OF FUNDS OR OTHER CONSIDERATION TO BE USED IN THE PROPOSED MERGER;

(IV) THE PARTIES' COMPLIANCE WITH FEDERAL LAW IN CARRYING OUT THE PROPOSED MERGER;

(V) WHETHER THE PARTIES OR THE KEY PERSONNEL ASSOCIATED WITH THE PARTIES HAVE VIOLATED ANY STATE OR FEDERAL STATUTES REGULATING THE ACTIVITIES OF PUBLIC SERVICE COMPANIES;

(VI) ALL DOCUMENTS RELATING TO THE TRANSACTION GIVING RISE TO THE PROPOSED MERGER;

(VII) THE PARTIES' EXPERIENCE IN OPERATING PUBLIC SERVICE COMPANIES PROVIDING ELECTRICITY;

(VIII) THE PARTIES' PLAN FOR OPERATING THE PUBLIC SERVICE COMPANY IN THE STATE;

(IX) HOW THE PROPOSED MERGER WILL SERVE THE CUSTOMERS OF THE PUBLIC SERVICE COMPANY OPERATING IN THE STATE IN THE PUBLIC INTEREST, CONVENIENCE, AND NECESSITY; AND

(X) ANY OTHER INFORMATION THAT THE SPECIAL COUNSEL MAY REQUEST.

(D) (1) THE SPECIAL COUNSEL PROMPTLY SHALL:

(I) EXAMINE AND INVESTIGATE THE INFORMATION PROVIDED UNDER SUBSECTION (C) OF THIS SECTION; AND

(II) UNDERTAKE ANY ACTIONS AND PROCEEDINGS NECESSARY OR CONVENIENT TO REVIEW THE PROPOSED MERGER AND MAKE RECOMMENDATIONS CONCERNING THE PROPOSED MERGER.

(2) THE SPECIAL COUNSEL SHALL CONSIDER THE FOLLOWING FACTORS IN CONSIDERING THE PROPOSED MERGER: