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May 19, 2008

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(LICENSED IN NEW YORK ONLY)

VIA HAND DELIVERY

Ms. Ann Cole
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Docket No. 080242
Town and Country Utilities Company;
Assignment of Membership Interest
Our File No. 40050.03

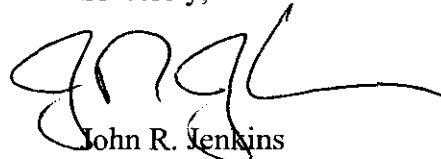
Dear Ms. Cole:

Enclosed for filing in the above referenced docket please find an original and seven (7) copies of Assignment of LLC Interests dated April 29, 2008 from Babcock Florida Company to MSKP Babcock Holdings.

Should you have any questions regarding this matter, please do not hesitate to call.

- CMP _____
- COM _____
- CTR _____
- ECR _____
- GCL 2 _____
- OPC _____
- RCA _____
- SCR _____ JRJ/kem
- SGA _____ Enclosures
- SEC _____ cc: Terry Holihen, Esq. (without enclosure)
- OTH _____ Michael Acosta, P.E. (without enclosure)

Sincerely,



John R. Jenkins
For the Firm

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ASSIGNMENT OF MEMBERSHIP INTEREST

FOR VALUE RECEIVED, the sufficiency of which is hereby acknowledged, BABCOCK FLORIDA COMPANY, a Florida corporation (the "Assignor") does hereby sell, transfer and assign to MSKP BABCOCK HOLDINGS, L.L.C., a Delaware limited liability company (the "Assignee"), all of the Assignor's right, title and interest in and to 100% of membership interests in MSKP TOWN AND COUNTRY UTILITY, LLC, a Delaware limited liability company (the "Company"), and does hereby grant to the Assignee the right to become a member of the Company in accordance with the certain Limited Liability Company Operating Agreement of the Company dated as of April 29, 2008.

Effective: April 29, 2008

BABCOCK FLORIDA COMPANY

By: 

Name: _____

Title: _____