

LAW OFFICES

ROSE, SUNDBSTROM & BENTLEY, LLP

2548 BLAIRSTONE PINES DRIVE  
TALLAHASSEE, FLORIDA 32301

ORIGINAL

FREDERICK L. ASCHAUER, JR.  
CHRIS H. BENTLEY, P.A.  
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WILLIAM E. SUNDBSTROM, P.A.  
DIANE D. TREMOR, P.A.  
JOHN L. WHARTON

(850) 877-6555  
FAX (850) 656-4029  
www.rsbatorneys.com

CENTRAL FLORIDA OFFICE  
SANLANDO CENTER  
2180 WEST STATE ROAD 434  
SUITE 2118  
LONGWOOD, FLORIDA 32779  
(407) 830-6331  
FAX (407) 830-8522

MARTIN S. FRIEDMAN, P.A.  
VALERIE L. LORD  
BRIAN J. STREET

September 7, 2006

VIA HAND DELIVERY

WAYNE L. SCHIEFELBEIN, OF COUNSEL  
ROBERT M. C. ROSE, (1924-2006)

Blanca S. Bayo, Director  
Commission Clerk & Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

RE: Town and Country Utilities Company  
Application for Transfer of Facilities to Governmental Authority  
Docket No. 060536  
Our File No. 40050.03

RECEIVED-FPSC  
06 SEP -7 AM 11:41  
COMMISSION  
CLERK

Dear Ms. Bayo:


- CMP \_\_\_\_\_
- COM \_\_\_\_\_
- CTR \_\_\_\_\_
- ECR \_\_\_\_\_
- GCL \_\_\_\_\_
- OPC \_\_\_\_\_
- RCA \_\_\_\_\_
- SCR \_\_\_\_\_
- SGA \_\_\_\_\_
- SEC   1
- OTH \_\_\_\_\_

Enclosed please find the following documents to be filed under the above referenced docket:

1. An original and two (2) copies of a First Amendment to Lease Agreement which includes the correct legal description as attached Exhibit "A." Please disregard prior copies.
2. An original and two (2) copies of the Assignment and Assumption of Lease.
3. An original and fifteen (15) copies of a late filed Exhibit "B" which reflects the correct description of remaining territory. Please disregard prior copies.

Should you have any questions regarding this matter, please feel free to call.

Sincerely

  
John R. Jenkins *bor*  
For the Firm

JRJ/jvm

Enclosures

cc: Chuck DeSanti w/o enclosures  
Terry Holihen, Esq. w/o enclosures

*Exhibit B*  
DOCUMENT NUMBER-DATE  
08192 SEP-7 0  
FPSC-COMMISSION CLERK

*Assign & Assump.*  
DOCUMENT NUMBER-DATE  
08191 SEP-7 0  
FPSC-COMMISSION CLERK

*1st Amend./Lease*  
DOCUMENT NUMBER-DATE  
08190 SEP-7 0  
FPSC-COMMISSION CLERK

**FIRST AMENDMENT TO LEASE AGREEMENT**

**THIS** First Amendment to Lease Agreement ("First Amendment"), made and entered into as of July 31, 2006, by and between Babcock Property Holdings L.L.C., a Delaware Limited Liability Company (hereinafter "Owner"), and Town and Country Utilities Company, a Florida Corporation, (hereinafter "Service Company").

**WHEREAS**, on May 17, 1999 Babcock Florida Company ("Babcock") and Service Company entered into a Lease Agreement whereby the Service Company leased certain well sites and well site production facilities from Babcock ("Lease"); and,

**WHEREAS**, on or about July 31, 2006, Babcock merged with MSKP III pursuant to that certain Merger Agreement dated as of July 1, 2005 by and between Babcock Florida Company and MSKP, III, Inc with Babcock as the surviving entity; and,

**WHEREAS**, immediately following the acquisition by merger Babcock sold approximately 73,400 acres of the Babcock ranch property to the State of Florida and Lee County for preservation purposes, and the remaining approximately 17,000 acres is now owned by Owner, a wholly owned subsidiary of Babcock; and,

**WHEREAS**, the parties wish to amend the Lease to recognize the sale of a portion of the ranch property to the State of Florida and Lee County which property includes certain well sites and well site production facilities which will no longer be subject to the Lease.

**NOW, THEREFORE**, in consideration of the sum of ten dollars (\$10.00), and the mutual undertakings and agreements set forth herein, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Property referenced in section 1.D. of the Lease is modified, and the land described in Exhibit "A" to the Lease is replaced by Exhibit "A" attached to this First Amendment.
2. Except as set forth herein all provisions of the Lease shall remain in full force and effect.

**IN WITNESS WHEREOF**, the parties have caused this First Amendment to Lease Agreement, with the named Exhibits attached, to be duly executed in several counterparts, each of which shall be considered an original copy for all purposes.

[Signatures on following pages]

DOCUMENT NUMBER-DATE

08190 SEP-7 08

FPSC-COMMISSION CLERK

Signed, Sealed and Delivered  
in the Presence of:

Jude De Marco  
Michael J. [Signature]

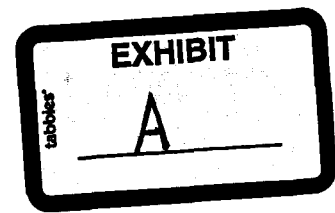
Babcock Property Holdings L.L.C.

By: [Signature]  
Sydney W. Kitson, Chairman and CEO

Jude De Marco  
Michael J. [Signature]

Town and Country Utilities Company

By: [Signature]  
Sydney W. Kitson, Chairman and CEO



## Area 6 Description

### CHARLOTTE COUNTY PARCEL:

A parcel of land lying within Sections 28, 29, 31 through 33, Township 41 South, Range 26 East, AND, Sections 4 through 10, Sections 15 through 17 and Sections 19 through 36, Township 42 South, Range 26 East, Charlotte County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 31, Township 42 South, Range 26 East and run S89°41'45"E, along the South line of said Section 31, a distance of 350.01 feet to the Point of Beginning of the parcel of land herein described; Thence along a line 300.00 feet East of, and parallel with, the East right-of-way line for State Road No. 31, the following courses and distances: N00°36'46"E a distance of 5336.09 feet, N00°26'10"E a distance of 5282.78 feet and N00°31'45"E a distance of 4197.65 feet; Thence S77°54'41"E a distance of 707.35 feet; Thence N81°38'00"E a distance of 5168.06 feet; Thence N82°12'01"E a distance of 711.51 feet; Thence N62°45'03"E a distance of 4638.50 feet; Thence N28°10'55"W a distance of 1272.65 feet; Thence N69°50'23"E a distance of 1104.32 feet; Thence S45°00'57"E a distance of 266.61 feet; Thence N71°59'01"E a distance of 448.55 feet; Thence N12°51'59"W a distance of 1862.42 feet; Thence N13°56'09"E a distance of 1953.99 feet; Thence N50°03'22"W a distance of 2565.68 feet; Thence S63°01'21"W a distance of 1215.04 feet; Thence N70°04'12"W a distance of 1843.56 feet; Thence N57°46'34"W a distance of 530.23 feet; Thence N24°01'11"W a distance of 975.16 feet; Thence N86°25'58"W a distance of 385.81 feet; Thence N38°10'48"W a distance of 551.49 feet; Thence S59°20'29"W a distance of 577.78 feet; Thence N73°15'18"W a distance of 661.18 feet; Thence N09°11'59"E a distance of 1325.91 feet; Thence N16°46'15"W a distance of 1740.31 feet; Thence N00°01'22"W a distance of 2084.14 feet; Thence N89°25'59"W a distance of 3804.51 feet to a point lying 300.00 feet East of the East right-of-way line for State Road No. 31; Thence along a line 300.00 feet East of, and parallel with, the East right-of-way line for State Road No. 31, the following courses and distances: N00°34'01"E a distance of 789.90 feet and N00°48'43"W a distance of 2979.88 feet; Thence N89°11'17"E a distance of 5661.25 feet; Thence N00°00'03"W a distance of 2799.47 feet; Thence N89°59'57"E a distance of 3566.96 feet; Thence S41°13'25"E a distance of 2825.30 feet; Thence S00°00'00"W a distance of 1967.31 feet; Thence S89°59'52"E a distance of 688.23 feet; Thence S00°00'29"E a distance of 324.64 feet; Thence S39°50'11"E a distance of 190.87 feet; Thence S00°00'03"E a distance of 1218.43 feet; Thence S89°51'42"E a distance of 67.91 feet; Thence S01°26'06"E a distance of 897.46 feet; Thence S74°19'19"E a distance of 1689.13 feet; Thence N79°06'55"E a distance of 475.22 feet; Thence S26°13'22"E a distance of 802.17 feet; Thence S19°47'08"E a distance of 527.22 feet; Thence S05°04'15"E a distance of 1832.85 feet; Thence S32°40'01"E a distance of 186.12 feet; Thence S13°05'30"W a distance of 201.97 feet; Thence

S07°19'37"E a distance of 171.40 feet; Thence S42°54'55"E a distance of 643.22 feet; Thence S25°12'33"E a distance of 261.14 feet; Thence S00°28'20"W a distance of 674.54 feet; Thence S03°43'40"W a distance of 687.25 feet; Thence S08°01'21"E a distance of 493.34 feet; Thence S19°48'25"E a distance of 366.26 feet; Thence N78°50'16"E a distance of 687.98 feet; Thence S13°36'57"E a distance of 2507.44 feet; Thence S52°37'55"W a distance of 867.79 feet; Thence S21°59'06"E a distance of 1739.24 feet; Thence S55°42'26"W a distance of 195.73 feet; Thence S22°47'49"W a distance of 5491.07 feet; Thence S05°03'05"W a distance of 533.38 feet; Thence S20°54'51"E a distance of 336.88 feet; Thence S80°06'18"E a distance of 334.86 feet; Thence N89°59'33"E a distance of 307.21 feet; Thence N62°56'46"E a distance of 516.44 feet; Thence N52°01'16"E a distance of 818.38 feet; Thence S42°01'35"E a distance of 1162.99 feet; Thence S39°20'59"E a distance of 1779.24 feet; Thence S04°14'12"W a distance of 1329.65 feet; Thence S51°39'36"E a distance of 782.57 feet; Thence N89°45'02"E a distance of 4154.67 feet; Thence N00°18'50"W a distance of 1309.98 feet; Thence S74°38'25"W a distance of 1635.76 feet; Thence N20°29'11"W a distance of 1376.98 feet; Thence N21°08'17"E a distance of 865.48 feet; Thence N69°00'57"E a distance of 1518.26 feet; Thence S49°18'31"E a distance of 2362.36 feet; Thence N72°42'44"E a distance of 1430.88 feet; Thence S70°02'41"E a distance of 1332.47 feet; Thence S30°17'33"E a distance of 1686.70 feet; Thence N83°12'47"E a distance of 1373.39 feet; Thence S66°40'38"E a distance of 200.63 feet; Thence S05°46'23"W a distance of 1058.61 feet; Thence S00°00'40"E a distance of 10185.99 feet to a point on the South line of Section 36, Township 42 South, Range 26 East; Thence N89°35'44"W a distance of 3430.81 feet to the Southwest corner of said Section 36; Thence N89°35'44"W a distance of 5294.84 feet to the Southeast corner of Section 34, Township 42 South, Range 26 East; Thence N89°35'44"W a distance of 5294.83 feet to the Southwest corner of said Section 34; Thence N89°37'16"W a distance of 5289.35 feet to the Southeast corner of Section 32, Township 42 South, Range 26 East; Thence N89°41'45"W a distance of 5306.31 feet to the Southwest corner of said Section 32; Thence N89°41'45"W, along the South line of Section 31, Township 42 South, Range 26 East, a distance of 4889.98 feet to the Point of Beginning. Containing 13,503.84 acres, more or less.

Bearings hereinabove mentioned are based on the South line of Section 31, Township 42 South, Range 26 East to bear S89°41'45"E. Dimensions and acreage is in Ground Values.

## LEE COUNTY PARCEL:

A parcel of land lying within Sections 1 through 7 and Section 9, Township 43 South, Range 26 East, Lee County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 31, Township 42 South, Range 26 East and run S89°41'45"E, along the South line of said Section 31, a distance of 350.01 feet to the Point of Beginning of the parcel of land herein described; Thence continue S89°41'45"E a distance of 4889.98 feet to the Northeast corner of Section 6, Township 43 South, Range 26 East; Thence S89°41'45"E a distance of 5306.31 feet to the Northeast corner of Section 5, Township 43 South, Range 26 East; Thence S89°37'16"E a distance of 5289.35 feet to the Northeast corner of Section 4, Township 43 South, Range 26 East; Thence S89°35'44"E a distance of 5294.83 feet to the Northeast corner of Section 3, Township 43 South, Range 26 East; Thence S89°35'44"E a distance of 5294.84 feet to the Northeast corner of Section 2, Township 43 South, Range 26 East; Thence S89°35'44"E, along the North line of Section 1, Township 43 South, Range 26 East, a distance of 155.77 feet; Thence S09°58'52"W a distance of 4668.17 feet; Thence S04°10'14"W a distance of 283.53 feet; Thence S03°53'19"E a distance of 515.34 feet to a point on the South line of Section 2, Township 43 South, Range 26 East (said point being 558.43 feet West of the Southeast corner of said Section 2); Thence N88°38'22"W a distance of 2084.17 feet to the South one-quarter corner of said Section 2; Thence N88°38'42"W a distance of 2642.18 feet to the Southwest corner of said Section 2; Thence N89°51'49"W a distance of 5300.33 feet to the Southwest corner of Section 3, Township 43 South, Range 26 East; Thence N89°51'54"W a distance of 2650.21 feet to the South one-quarter corner of Section 4, Township 43 South, Range 26 East; Thence S00°23'25"W a distance of 1330.71 feet to the Southwest corner of the North one-half of the Northeast one-quarter of Section 9, Township 43 South, Range 26 East; Thence S06°02'41"E a distance of 1338.42 feet to a point on the North line of the Southeast one-quarter of said Section 9 (said point being 150.00 feet East of the Northwest corner of the Southeast one-quarter of said Section 9); Thence S00°22'58"W, parallel with and 150.00 feet East of the West line of the Southeast one-quarter of said Section 9, a distance of 2611.68 feet to a point on the North right-of-way line of County Road No. 78; Thence along said right-of-way line the following courses and distances, N89°54'54"W a distance of 150.27 feet and N89°54'44"W a distance of 2649.07 feet to a point on the West line of said Section 9; Thence N00°22'31"E a distance of 2612.14 feet to the West one-quarter corner of said Section 9; Thence N00°21'56"E a distance of 2663.25 feet to the Southeast corner of Section 5, Township 43 South, Range 26 East; Thence N89°52'00"W a distance of 2666.82 feet to the South one-quarter corner of said Section 5; Thence N89°50'47"W a distance of 2667.54 feet to the Southwest corner of said Section 5; Thence S00°23'16"W, along the East line of Section 7, Township 43 South, Range 26 East, a distance of 5294.24 feet to a point on the North right-of-way line of County Road No. 78; Thence Westerly

along the curved right-of-way line, (said curve being curved concave to the North, having a delta angle of  $00^{\circ}53'52''$  and a radius of 11339.17 feet, with a chord bearing of  $N89^{\circ}19'12''W$  and a chord length of 177.69 feet) a distance of 177.69 feet to the end of the curve; Thence  $N88^{\circ}52'16''W$ , along said North right-of-way line, a distance of 4406.54 feet to the beginning of a curve to the right; Thence along the arc of the curved right-of-way line, (said curve being curved concave to the Northeast, having a delta angle of  $24^{\circ}26'20''$  and a radius of 522.96 feet, with a chord bearing of  $N76^{\circ}39'06''W$  and a chord length of 221.39 feet) a distance of 223.07 feet to a point that is 300.00 feet East of the East right-of-way line of State Road No. 31; Thence along a line 300.00 feet East of, and parallel with, the East right-of-way line for State Road No. 31, the following courses and distances,  $N00^{\circ}19'49''E$  a distance of 5249.36 feet,  $N00^{\circ}18'54''E$  a distance of 5312.90 feet and  $N00^{\circ}36'46''E$  a distance of 0.97 feet to the Point of Beginning. Containing 4085.77 acres, more or less.

Bearings hereinabove mentioned are based on the North line of Section 6, Township 43 South, Range 26 East to bear  $S89^{\circ}41'45''E$ . Dimensions and acreage is in Ground Values.

AND

A parcel of land lying within Sections 4, 8, 9 & 10, Township 42 South, Range 26 East, Charlotte County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 31, Township 42 South, Range 26 East and run  $S89^{\circ}41'45''E$ , along the South line of said Section 31, a distance of 350.01 feet; Thence along a line 300.00 feet East of, and parallel with, the East right-of-way line for State Road No. 31, the following courses and distances:  $N00^{\circ}36'46''E$  a distance of 5336.09 feet,  $N00^{\circ}26'10''E$  a distance of 5282.78 feet and  $N00^{\circ}31'45''E$  a distance of 4197.65 feet; Thence  $S77^{\circ}54'41''E$  a distance of 707.35 feet; Thence  $N81^{\circ}38'00''E$  a distance of 5168.06 feet; Thence  $N82^{\circ}12'01''E$  a distance of 711.51 feet; Thence  $N62^{\circ}45'03''E$  a distance of 4638.50 feet; Thence  $N28^{\circ}10'55''W$  a distance of 1272.65 feet; Thence  $N69^{\circ}50'23''E$  a distance of 1104.32 feet; Thence  $S45^{\circ}00'57''E$  a distance of 266.61 feet; Thence  $N71^{\circ}59'01''E$  a distance of 448.55 feet; Thence  $N12^{\circ}51'59''W$  a distance of 1862.42 feet; Thence  $N13^{\circ}56'09''E$  a distance of 1953.99 feet to the Point of Beginning of the parcel of land herein described; Thence  $N50^{\circ}03'22''W$  a distance of 2565.68 feet; Thence  $N16^{\circ}06'21''W$  a distance of 112.93 feet; Thence  $N55^{\circ}51'49''E$  a distance of 407.98 feet; Thence  $N07^{\circ}18'40''E$  a distance of 92.81 feet; Thence  $N59^{\circ}39'35''W$  a distance of 303.72 feet; Thence  $N25^{\circ}19'30''W$  a distance of 193.22 feet; Thence  $N06^{\circ}58'19''E$  a distance of 214.01 feet; Thence  $N32^{\circ}43'18''E$  a distance of 166.27 feet; Thence  $N47^{\circ}58'33''E$  a distance of 193.91 feet; Thence  $N19^{\circ}42'31''W$  a distance of 203.08 feet; Thence  $N00^{\circ}17'17''E$  a distance of 475.31 feet; Thence  $N81^{\circ}25'09''E$  a distance of 126.58 feet; Thence  $S73^{\circ}44'02''E$  a distance of 396.05 feet; Thence  $N81^{\circ}17'38''E$  a distance of 296.24 feet; Thence  $N71^{\circ}01'06''E$  a distance of 384.58

feet; Thence S68°56'49"E a distance of 749.00 feet; Thence S79°30'38"E a distance of 582.04 feet; Thence N83°32'12"E a distance of 356.49 feet; Thence N74°00'02"E a distance of 299.71 feet; Thence N05°19'34"E a distance of 1022.72 feet; Thence N64°11'27"E a distance of 243.96 feet; Thence S71°07'35"E a distance of 400.11 feet; Thence N81°41'37"E a distance of 1263.06 feet; Thence S07°19'37"E a distance of 171.40 feet; Thence S42°54'55"E a distance of 643.22 feet; Thence S25°12'33"E a distance of 261.14 feet; Thence S00°28'20"W a distance of 674.54 feet; Thence S03°43'40"W a distance of 687.25 feet; Thence S08°01'21"E a distance of 493.34 feet; Thence S19°48'25"E a distance of 366.26 feet; Thence S74°08'41"W a distance of 89.82 feet; Thence S12°32'01"W a distance of 248.66 feet; Thence S00°00'00"E a distance of 66.39 feet; Thence N88°10'57"W a distance of 130.84 feet; Thence N61°14'03"W a distance of 168.13 feet; Thence N53°45'35"W a distance of 270.23 feet; Thence N32°26'31"W a distance of 208.95 feet; Thence N02°18'52"W a distance of 205.56 feet; Thence N06°00'44"W a distance of 396.36 feet; Thence N47°18'30"W a distance of 73.43 feet; Thence S87°56'18"W a distance of 754.49 feet; Thence S11°43'23"E a distance of 572.09 feet; Thence S83°57'27"W a distance of 432.85 feet; Thence N69°09'26"W a distance of 226.56 feet; Thence N11°02'12"W a distance of 683.05 feet; Thence S71°52'39"W a distance of 867.08 feet; Thence S41°21'09"W a distance of 724.50 feet; Thence S32°33'19"W a distance of 330.66 feet; Thence S52°25'04"W a distance of 263.67 feet; Thence S76°22'12"W a distance of 363.38 feet; Thence S20°26'14"E a distance of 1069.45 feet to the Point of Beginning.

Containing 302.34 acres, more or less.

Bearings hereinabove mentioned are based on the North line of Section 6, Township 43 South, Range 26 East to bear S89°41'45"E. Dimensions and acreage is in Ground Values.

#### 300' STRIP:

The East 300.00 feet of the West 350.00 feet of Section 31, Township 41 South, Range 26 East, Charlotte County, Florida. Less the North 2,420.17 feet thereof.

AND,

The East 300.00 feet of the West 350.00 feet of Sections 6, 7, 18, 19, 30 and 31, Township 42 South, Range 26 East, Charlotte County, Florida.

AND,

The East 300.00 feet of the West 350.00 feet of Sections 6 and 7, Township 43 South, Range 26 East, Lee County, Florida.

Containing 366.2 acres, more or less.