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July 9, 2012

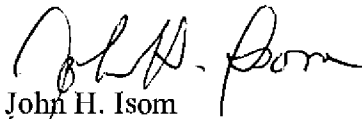
Rosemary Chiavetta
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

**RE: Application of PPL Electric Utilities Corporation For Approval of The Siting and Construction of the Blooming Grove - Jackson and Peckville - Jackson 138/69 kV Transmission Line in Monroe County, Pennsylvania, et al.
Docket Nos. A-2012-2304631, A-2012-2304648, A-2012-2304649 and A-2012-2304653**

Dear Secretary Chiavetta:

Enclosed please find the Prehearing Conference Memorandum of PPL Electric Utilities Corporation. Copies will be provided as indicated on the Certificate of Service.

Respectfully Submitted,



John H. Isom

JHI/skr

Enclosures

cc: Honorable Joel H. Cheskis
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing **Prehearing Conference Memorandum of PPL Electric Utilities Corporation** has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

VIA FIRST CLASS MAIL

Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Office of Small Business Advocate
300 North Second Street, Suite 1102
Harrisburg, PA 17101

Bureau of Investigation & Enforcement
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265

Pennsylvania Historical and
Museum Commission
Bureau for Historic Preservation
Commonwealth Keystone Building,
400 North Street, 2nd Floor
Harrisburg, PA 17120-0053
Attn: Mr. Douglas C. McLearn, Chief

Honorable Barry Schoch, P.E., Secretary
Pennsylvania Department of Transportation
c/o Office of Chief Counsel
Commonwealth Keystone Building
400 North Street, 9th Floor
Harrisburg, PA 17120
Attn: Andrew Gordon, Esquire

Pennsylvania Department of
Environmental Protection
Rachel Carson State Office Building
PO Box 2063
400 Market Street
Harrisburg, PA 17105-8767
Attn: Secretary's Office of Policy

Monroe County Commissioners
1 Quaker Plaza, Room 201
Stroudsburg, PA 18360-2141

Monroe County Planning Commission
1 Quaker Plaza, #106
Stroudsburg, PA 18360

Jackson Township Municipal Building
2162 Route 715
Reeders, PA 18352

Jackson Township Planning Commission
P.O. Box 213
Reeders, PA 18352

Pocono Township Board of Supervisors
PO Box 197
Tannersville, PA 18372

Pocono Township Planning Commission
PO Box 197
Tannersville, PA 18372

Michael F. Faherty, Esquire
225 Market Street, Suite 304
PO Box 1245
Harrisburg, PA 17108
(Iroquois Ridge Partners, LLP)

Pocono Manor Investors, LP
PO Box 38
Pocono Manor, PA 18349

C. Daniel Higgins
Higgins Law Offices
26 North Sixth Street
Stroudsburg, PA 18360
(Estate of Charles L. Vassallo)

U.S. Army Corps of Engineers
Philadelphia District Regulatory Branch
Wanamaker Building, 100 Penn Square East
Philadelphia, PA 19107-3390

US Fish and Wildlife Service
315 South Allen Street, Suite 322
State College, PA 16801-4850
Attn: Pam Shellenberger

PA Department of Conservation
and Natural Resources
Rachel Carson State office Building
PO Box 8767
400 Market Street
Harrisburg, PA 17105-8767
Attn: Rebecca Bowen

Stephen P. Smith, Esquire
Pennsylvania Game Commission
2001 Elmerton Avenue
Harrisburg, PA 17110-9797
*(Commonwealth of Pennsylvania &
Pennsylvania Game Commission)*

Bradley C. Bechtel, Esquire
Pennsylvania Game Commission
2001 Elmerton Avenue
Harrisburg, PA 17110-9797
*(Commonwealth of Pennsylvania &
Pennsylvania Game Commission)*

Pennsylvania Fish and Boat Commission
450 Robinson Lane
Bellefonte, PA 16823-9620
Attn: Kathy Gipe

Monroe County Conservation District
8050 Running Valley Road
Stroudsburg, PA 18360

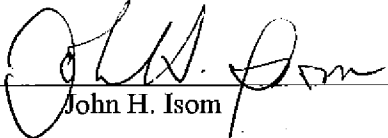
Jerzy Mackowaik
RR1 Box 115A
Scotrun, PA 18355

Howard L. Curtis et ux
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RR1 Box 115
Scotrun, PA 18355

Pocono Manor Investors
C/O Matzel Devel
PO Box 38
Pocono Manor, PA 18349

Paul Richard Frantz et al
RR1 Box 43
Scotrun, PA 18355

Date: July 9, 2012


John H. Isom

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of PPL Electric Utilities Corporation :
For Approval Of The Siting And Construction of :
the Blooming Grove - Jackson and Peckville - : Docket No. A-2012-2304631
Jackson 138/69 kV Transmission Line in Monroe :
County, Pennsylvania :

Application of PPL Electric Utilities Corporation :
For a Finding And Determination That The Service :
To Be Furnished By The Applicant Through Its :
Proposed Exercise Of The Power Of Eminent :
Domain to Acquire A Right-Of-Way And :
Easement Over And Across The Lands Of Pocono : Docket No. A-2012-2304648
Manor Investors, LP, In Pocono Township, Monroe :
County For The Proposed Blooming Grove - :
Jackson and Peckville - Jackson 138/69 kV :
Transmission Line Is Necessary Or Proper For The :
Service, Accommodation, Convenience Or Safety :
Of The Public :

Application of PPL Electric Utilities Corporation :
For a Finding And Determination That The Service :
To Be Furnished By The Applicant Through Its :
Proposed Exercise Of The Power Of Eminent :
Domain to Acquire A Right-Of-Way And :
Easement Over And Across The Lands Of Iroquois : Docket No. A-2012-2304649
Ridge Partners LLP In Pocono Township, Monroe :
County For The Proposed Blooming Grove - :
Jackson and Peckville - Jackson 138/69 kV :
Transmission Line Is Necessary Or Proper For The :
Service, Accommodation, Convenience Or Safety :
Of The Public :

Application of PPL Electric Utilities Corporation :
For a Finding And Determination That The Service :
To Be Furnished By The Applicant Through Its :
Proposed Exercise Of The Power Of Eminent :
Domain to Acquire A Right-Of-Way And :
Easement Over And Across The Lands Of The : Docket No. A-2012-2304653
Estate of Charles L. Vassallo In Pocono Township, :
Monroe County For The Proposed Blooming Grove :
- Jackson and Peckville - Jackson 138/69 kV :
Transmission Line Is Necessary Or Proper For The :
Service, Accommodation, Convenience Or Safety :
Of The Public :

**PREHEARING CONFERENCE MEMORANDUM OF
PPL ELECTRIC UTILITIES CORPORATION**

TO ADMINISTRATIVE LAW JUDGE JOEL H. CHESKIS:

PPL Electric Utilities Corporation (“PPL Electric” or the “Company”), by and through its attorneys, hereby files this Prehearing Memorandum in the above-captioned matter and states as follows:

I. SERVICE OF DOCUMENTS

1. PPL Electric requests that all documents be served on:

Jessica R. Rogers, Esquire
Post & Schell, P.C.
17 North Second Street
12th Floor
Harrisburg, PA 17101
Phone: 717-612-6018
Fax: 717-731-1985
E-mail: jrogers@postschell.com

PPL Electric agrees to receive service of documents electronically in this proceeding. Further, to the extent that materials are available electronically, it is requested that copies be served upon Paul E. Russell at perussell@pplweb.com, David B. MacGregor at dmacgregor@postschell.com, and John H. Isom at jisom@postschell.com.

2. PPL Electric’s attorneys are authorized to accept service on behalf of the Company in this proceeding. PPL Electric requests that the Pennsylvania Public Utility Commission (“Commission”) and all parties of record serve copies of all discovery requests and answers, correspondence, Commission Orders, and any other documents issued in this proceeding on its attorneys in Harrisburg, Pennsylvania.

II. PROCEDURAL HISTORY

3. On May 15, 2012, PPL Electric filed the above-captioned Siting Application and Condemnation Applications.

4. On May 25, 2012, the Commission's Secretary issued a Prehearing Notice regarding the above-captioned Applications. The Initial Prehearing Conference is scheduled to be held on July 12, 2012, at 10:00 a.m. before the Honorable Judge Joel H. Cheskis (the "ALJ").

5. On June 5, 2012, the ALJ issued a Prehearing Conference Order.

6. Prior to the Prehearing Conference, PPL Electric and the Estate of Charles L. Vassallo executed an agreement by which the Estate conveyed to PPL Electric a right-of-way and easement over and across its land. As a result, PPL Electric filed a petition to withdraw the Vassallo Condemnation Application on July 6, 2012.

7. Notices of appearance were received by the following parties: Michael F. Faherty on behalf of Iroquois Ridge Partners, LLP; and Bradley Bechtel and Stephen P. Smith on behalf of the Pennsylvania Game Commission.

III. SETTLEMENT

8. PPL Electric has been in ongoing negotiations with the property owners involved in the above-captioned Condemnation Applications. PPL Electric will continue to reach out to the parties in an effort to reach an agreement. At this point, however, it appears unlikely that a settlement will be reached with all of the parties.

IV. DISCOVERY

8. To date, the Company has not received any discovery requests. PPL Electric is willing to engage in formal and informal discovery.

9. The Company does not propose any special orders regarding discovery.

V. LITIGATION SCHEDULE

10. PPL Electric proposes the following schedule:

Filing by PPL Electric of Initial Testimony	May 15, 2012
Prehearing Conference	July 12
Other Parties' Direct	August 13
Rebuttal	September 14
Surrebuttal	October 5
Written Rejoinder	October 19
Hearings	October 24 and 25
Main Brief	November 30
Reply Brief	December 28

All dates are for in-hand delivery. Electronic mail for receipt and distribution of testimony and exhibits will satisfy in-hand service dates, with follow-up hard copies provided by first class mail.

VI. WITNESSES AND ISSUES

11. In support of its Applications, PPL Electric will offer testimony from the following witnesses on the following subject matters:

<u>Witnesses</u>	<u>Subjects</u>
1. Justin B. Wehr, Siting Coordinator PPL Electric Utilities Corporation Two North Ninth Street Allentown, PA 18101	Project overview. The process for siting and selection of the route for the Transmission Line, the properties to be condemned, public outreach, and corporate policies with regard to mitigation of impact.

<p>2. Barry Baker Department Manager – Environmental Services URS Corporation Two North Ninth Street Allentown, PA 18101</p>	<p>The siting methodology PPL Electric used in the selection of the route for the Project.</p>
<p>3. Alexandros Lousos Support Engineer PPL Electric Utilities Corporation Two North Ninth Street Allentown, PA 18101</p>	<p>The planning process, the need for the Transmission Line and the benefits of the Project to PPL Electric’s customers.</p>
<p>4. Danny Jarrah Supervising Engineer PPL Electric Utilities Corporation Two North Ninth Street Allentown, PA 18101</p>	<p>The design and safety features incorporated into the Project.</p>
<p>5. Diane Williams Senior Real Estate Specialist PPL Electric Utilities Corporation 39 Industrial Park Road Lake Ariel, PA 18436</p>	<p>The process for obtaining right-of-way for the Project.</p>

12. PPL Electric reserves the right to present testimony on additional issues and subject matters that may arise during the course of the proceeding.

VII. ISSUES

13. Issue 1: PPL Electric intends to demonstrate that the proposed siting and construction of the Blooming Grove – Jackson and Peckville – Jackson 138/69 kV Transmission Line in Monroe County, Pennsylvania is reasonably necessary in order for to resolve violations of PPL Electric’s Reliability Principles and Practices (“RP&P”) guidelines and to ensure reliable long-term electric service to customers in the area. On these bases, PPL Electric will request that the ALJ and the Commission approve the siting and construction of the proposed transmission line.

14. Issue 2: PPL Electric intends to demonstrate that the proposed route for the project was selected after public input and a detailed analysis, which included a comprehensive

environmental inventory, identification and analysis of alternative routes, and selection of the preferred route. PPL Electric identified and compared route alternatives based upon a detailed analysis of comments from the public, societal concerns, environmental impacts, engineering considerations and cost. PPL Electric intends to demonstrate that the preferred route for the Blooming Grove – Jackson and Peckville – Jackson 138/69 kV Transmission Line was selected over the alternative routes because it makes the best use of existing transmission line structures, existing transmission lines corridors, and existing rights-of-way, which will minimize environmental impacts, social impacts and cost.

15. Issue 3: PPL Electric intends to demonstrate that the service to be furnished through the proposed exercise of the power of eminent domain to acquire rights-of-way and easements for the construction, operation and maintenance of the proposed Blooming Grove – Jackson and Peckville – Jackson 138/69 kV Transmission Line over the lands identified in the Condemnation Applications is necessary for the service, accommodation, convenience, or safety of the public. The route of the proposed Blooming Grove – Jackson and Peckville – Jackson 138/69 kV Transmission Line crosses the tracts of land identified in the Condemnation Applications. The service to be furnished by PPL Electric through the proposed and related facilities is necessary or proper to resolve violations of the RP&P guidelines and to ensure reliable long-term electric service to customers within the area. On these bases, PPL Electric will request that the ALJ and the Commission approve PPL Electric's proposed exercise of the power of eminent domain to acquire rights-of-way for the proposed Blooming Grove – Jackson and Peckville – Jackson 138/69 kV Transmission Line over the lands identified in the Condemnation Applications.

VIII. EVIDENCE TO BE PRESENTED

16. On the issue of necessity, PPL Electric will present the testimony of Alexandros Lousos and Danny Jarrah.

17. On the siting process, PPL Electric will present the testimony of Justin Wehr, Barry Baker, and Diane Williams.

18. On the necessity and appropriateness of the condemnations, PPL Electric will present the testimony of Justin Wehr and Alexandros Lousos.

19. PPL Electric reserves the right to present testimony on additional issues and subject matters that may arise during the course of the proceeding.

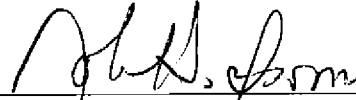
IX. CONSOLIDATION

20. PPL Electric supports the consolidation of the above-captioned proceedings for the purposes of hearing and decision, because they involve common questions of law and fact and because the applications all should be decided in a consistent manner.

X. PUBLIC INPUT

21. PPL Electric does not believe that there is any need for a public input hearing with regard to this Project. The Project is primarily being constructed in existing and maintained right-of-way. There is very little impact on the area, and the public has shown very little interest during the PPL Electric's community outreach events.

Respectfully submitted,



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Dated: July 9, 2011

Attorneys for PPL Electric Utilities Corporation