



Before the
Pennsylvania Public Utility Commission

**Application To Exercise The
Power Of Eminent Domain To Acquire A
Right-of-Way And Easement Over
A Certain Portion Of Lands Of**

**FR First Avenue Property
Holding, LP**

TESTIMONY AND EXHIBITS

Application Docket No. _____

Submitted by: PPL Electric Utilities Corp.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application Of PPL Electric Utilities :
Corporation Under 15 Pa.C.S. §1511(c) For A :
Finding And Determination That The Service :
To Be Furnished By The Applicant Through : Docket No. A-2012-_____
Its Proposed Exercise Of The Power Of :
Eminent Domain To Acquire A Certain :
Portion Of The Lands Of FR First Avenue :
Property Holding, LP In Covington Township, :
Lackawanna County, Pennsylvania For Siting :
And Construction Of Transmission Lines :
Associated With The Proposed Northeast- :
Reliability Project Is Necessary Or Proper For :
The Service, Accommodation, Convenience Or :
Safety Of The Public :

PPL ELECTRIC UTILITIES CORPORATION

STATEMENT NO. FR FIRST-1

TESTIMONY OF COLLEEN KESTER

1 Q. Please state your name and business address.

2 A. My name is Colleen Kester. My business address is 2 North Ninth Street, Allentown, PA
3 18101

4
5 Q. By whom are you employed and in what capacity?

6 A. I am employed by PPL Electric Utilities Corporation (“PPL Electric”) as Manager Land /
7 Land Rights Acquisition. In that position, I am responsible for managing all
8 Transmission Right of Way Assets for PPL Electric. I currently have a staff of 16 full
9 time and contract employees to support the right-of-way needs of PPL Electric.

10
11 Q. What is your educational background?

12 A. In 2011 I received a Masters in Business Administration from Kutztown University and
13 in 1996, I received a Bachelor of Science in Real Estate from Penn State University.

14
15 Q. Are you a member of any professional organizations?

16 A. Yes. I am currently a member of the International Right of Way Association (“IRWA”)
17 where I hold the SR/WA and RW-NAC Designations. The SR/WA designation stands
18 for Senior Member, International Right of Way Association. It is the highest professional
19 designation granted by the IRWA to members who have achieved professional status
20 through experience, education and examination. The SR/WA designation requires
21 training and examination in several major right of way disciplines. The SR/WA
22 designation indicates that the member has more than five years of right of way experience

1 plus formal training in a wide variety of right of way areas and that the individual has
2 successfully completed the required examination.

3
4 The R/W-NAC designation means that I have completed the International Right of Way
5 Association Right of Way Negotiation & Acquisition Certification Program. The
6 Certification indicates that the individual is a IRWA member in good standing involved
7 in one of six right of way professional disciplines who has a minimum of two years of
8 relevant right of way professional experience within the last 5 years and has met the
9 coursework and examination requirements. The coursework requirements consists of
10 both core courses and elective courses. The certification requires satisfactory completion
11 of the certification test administered by the IRWA.

12
13 Q. Please describe your background and employment history.

14 A. I have been employed by the PPL Electric Utilities in my current position for 13 months.

- 15 • From 2008 until I began my employment with PPL Electric, I was employed by
16 Buckeye Partners, L.P., in Breinigsville, Pennsylvania, first as Manager, Right of
17 Way, Permits and One Call and then in 2011 as Senior Manager, Right of Way,
18 Permits and One Call. In this position, I managed a staff of 13 responsible for system
19 wide right of way activities, vegetation maintenance, aerial patrol,
20 engineering/encroachment review and the One Call Department for 25 states, Puerto
21 Rico and the Bahamas. The system included 10,000 miles of pipeline, more than 100
22 refined petroleum products terminals and a natural gas storage facility. In addition,
23 we performed acquisition due diligence examinations for 1,000 miles of pipelines and

1 three terminals from ConocoPhillips in 2009, a petroleum products terminal in Puerto
2 Rico from Shell, 650 miles of pipeline and 33 terminals from BP North America in
3 2011 and approximately 200 miles of pipelines and two terminals from ExxonMobile
4 in 2011.

- 5 • From 2005 through part of 2008, I was employed by Buckeye Partners, L.P., as a
6 right-of-way agent. There, I managed corporate right of way responsibilities
7 including right of way acquisitions, leasing, permitting, acquisitions and dispositions
8 of contaminated residential properties in a five state area.
- 9 • From 2000 to 2005, I was a right of way specialist for Sunoco Logistics, L.P. in
10 Philadelphia and Sinking Springs, Pennsylvania. There, among other things, I
11 negotiated valve sites, easements, license, leases and secured permits for various
12 projects.
- 13 • From 1999 to 2000, I was a real estate appraiser for the Chester County Assessment
14 Office in West Chester, Pennsylvania.
- 15 • From 1998 to 1999, I worked as a fixed annuities specialist and senior customer
16 account representative for Firstrust Bank in Exton Pennsylvania.
- 17 • From 1992 to 1998, I worked as an assistant appraiser and property manager for
18 Commonwealth Appraisal Service in Scranton, Pennsylvania.

19
20 Q. What are your responsibilities in connection with the Northeast-Pocono Reliability
21 Project?

22 A. It is my department's responsibility to identify all property owners along the Preferred
23 Routes for the Northeast-Pocono Reliability Project. We review and determine adequacy

1 of easement rights in areas we plan to use existing rights-of-way, and identify any area
2 where we will require new or enhanced rights for the Preferred Routes. For the area
3 where we may need new or enhanced rights-of-way, we attempt to negotiate with these
4 property owners for the appropriate land rights needed. We also deliver to all property
5 owners affected by the Preferred Route, literature including but not limited to an EMF
6 brochure, compatible right-of-way uses, existing right-of-way documentation, pictures of
7 typical transmission line structures, and other information to help them fully understand
8 the project. The Right-of-Way Agent will meet with property owners as necessary to
9 answer questions, address concerns, and/or to resolve issues. The Right-of-Way Agent
10 provides the property owner with information on how he/she can be contacted at any
11 time, to answer questions or to address issues or concerns, should any arise. The Right-
12 of-Way Agent is a direct link for the property owner to communicate with PPL Electric.

13
14 Q. What are the subjects of your testimony?

15 A. I will describe the property of FR First Avenue Property Holding, LP in Covington
16 Township, Lackawanna County, Pennsylvania, and describe PPL Electric's proposed
17 right-of-way easement over said property.

18
19 Q. Please summarize the Northeast-Pocono Reliability Project.

20 A. The proposed Northeast-Pocono Reliability Project is contained in the "Application of
21 PPL Electric Utilities Corporation filed Pursuant to 52 Pa. Code Chapter 57, Subchapter
22 G, for Approval of the Siting and Construction of Transmission Lines Associated with
23 the Proposed West Pocono 230-69 kV Substation in Buck Township, Luzerne County

1 and the Proposed North Pocono 230-69 kV Substation in Covington Township,
2 Lackawanna County” (“Siting Application”), which PPL Electric is filing
3 contemporaneously with the Condemnation Application that is the subject of my
4 testimony. With the Siting Application, PPL Electric filed Attachments 1-16 and PPL
5 Electric Statement Nos. 1-6, which provide additional detailed information regarding the
6 Northeast-Pocono Reliability Project.

7
8 As explained in Attachment 2 to the Siting Application and PPL Electric Statement No.
9 2, the direct Testimony of Ms. Krizenoskas, to resolve reliability and planning violations
10 and to ensure reliable long-term service to customers in the Northeast Pocono region,
11 PPL Electric proposes to site and construct transmission line connections associated with
12 two new 230-69 kV transmission substations, the West Pocono 230-69 kV Substation and
13 North Pocono 230-69 kV Substation. The new Substations will be connected to the
14 existing 230 kV transmission systems by building an approximately 58-mile new 230 kV
15 transmission line. The new Substations will be connected to the existing 138/69 kV
16 transmission system by building approximately 11.3 miles of new 138/69 kV
17 transmission lines. PPL Electric’s line siting process and the selection of the routes for
18 the transmission lines associated with the Northeast-Pocono Reliability Project are
19 explained in Attachment 4 to the Siting Application and PPL Electric Statement No. 4,
20 the direct testimony of Mr. Baker.

1 Q. Does a portion of the proposed routes for the Northeast-Pocono Reliability Project cross
2 the property of FR First Avenue Property Holding, LP, which is the subject of this
3 proceeding?

4 A. Yes. The route does cross the property of FR First Avenue Property Holding, LP, as
5 described more fully below. PPL Electric has attempted to purchase a right-of-way and
6 easement over this tract of land for the Northeast-Pocono Reliability Project, but, to date,
7 has been unable to reach any agreement with the property owners.

8
9 Q. Have you and/or the Right-of-Way Agents working directly under your supervision been
10 to the property of FR First Avenue Property Holding, LP that is the subject of this
11 proceeding?

12 A. Yes, I personally visited the property, as well as a Right-of-Way Agent working directly
13 under my supervision.

14
15 Q. Please describe the property.

16 A. This industrial zoned property is approximately 19.67 acres, has no buildings or
17 dwellings, and contains the access road for the industrial development.

18
19 Q. Does PPL Electric's proposed right-of-way and easement over the property of FR First
20 Avenue Property Holding, LP contain any burial grounds or places of worship?

21 A. No, it does not.

22
23 Q. Please explain PPL Electric Exhibit No. CK-FR First-1.

- 1 A. PPL Electric Exhibit No. CK-FR First-1 is a copy of the Map of PPL Electric's Bulk
2 Power Transmission System, which shows the proposed Northeast-Pocono Reliability
3 Project.
4
- 5 Q. Please explain PPL Electric Exhibit No. CK-FR First-2.
- 6 A. PPL Electric Exhibit No. CK-FR First-2 is a copy of the metes-and-bounds description of
7 the property of FR First Avenue Property Holding, LP.
8
- 9 Q. Please explain PPL Electric Exhibit No. CK-FR First-3.
- 10 A. PPL Electric Exhibit No. CK-FR First-3 is a copy of the metes-and-bounds description of
11 the portion of the property of FR First Avenue Property Holding, LP over which PPL
12 Electric seeks a right-of-way and easement.
13
- 14 Q. Please explain PPL Electric Exhibit No. CK-FR First-4.
- 15 A. PPL Electric Exhibit No. CK-FR First-4 is a copy of the Plan showing the property of FR
16 First Avenue Property Holding, LP and the portion of the property over which PPL
17 Electric proposes to acquire a right-of-way and easement.
18
- 19 Q. Please explain PPL Electric Exhibit No. CK-FR First-5
- 20 A. PPL Electric Exhibit No. CK-FR First-5 is a copy of the resolutions of the Board of
21 Directors of PPL Electric authorizing the acquisition of a right-of-way and easement over
22 the portion of the land of FR First Avenue Property Holding, LP described in PPL
23 Electric Exhibit No. CK-FR First-3. Those resolutions remain in effect.

1
2 Q. In your opinion, is the service to be furnished through the condemnation of this property
3 necessary?

4 A. Yes. The service to be provided by PPL Electric through the proposed transmission lines
5 and related facilities is necessary or proper for the service, accommodation, convenience
6 or safety of the public for the reasons set forth in my testimony, in this Condemnation
7 Application, and in the Siting Application and supporting Attachments and testimony.

8
9 Q. Does this conclude your testimony at this time?

10 A. Yes, it does.

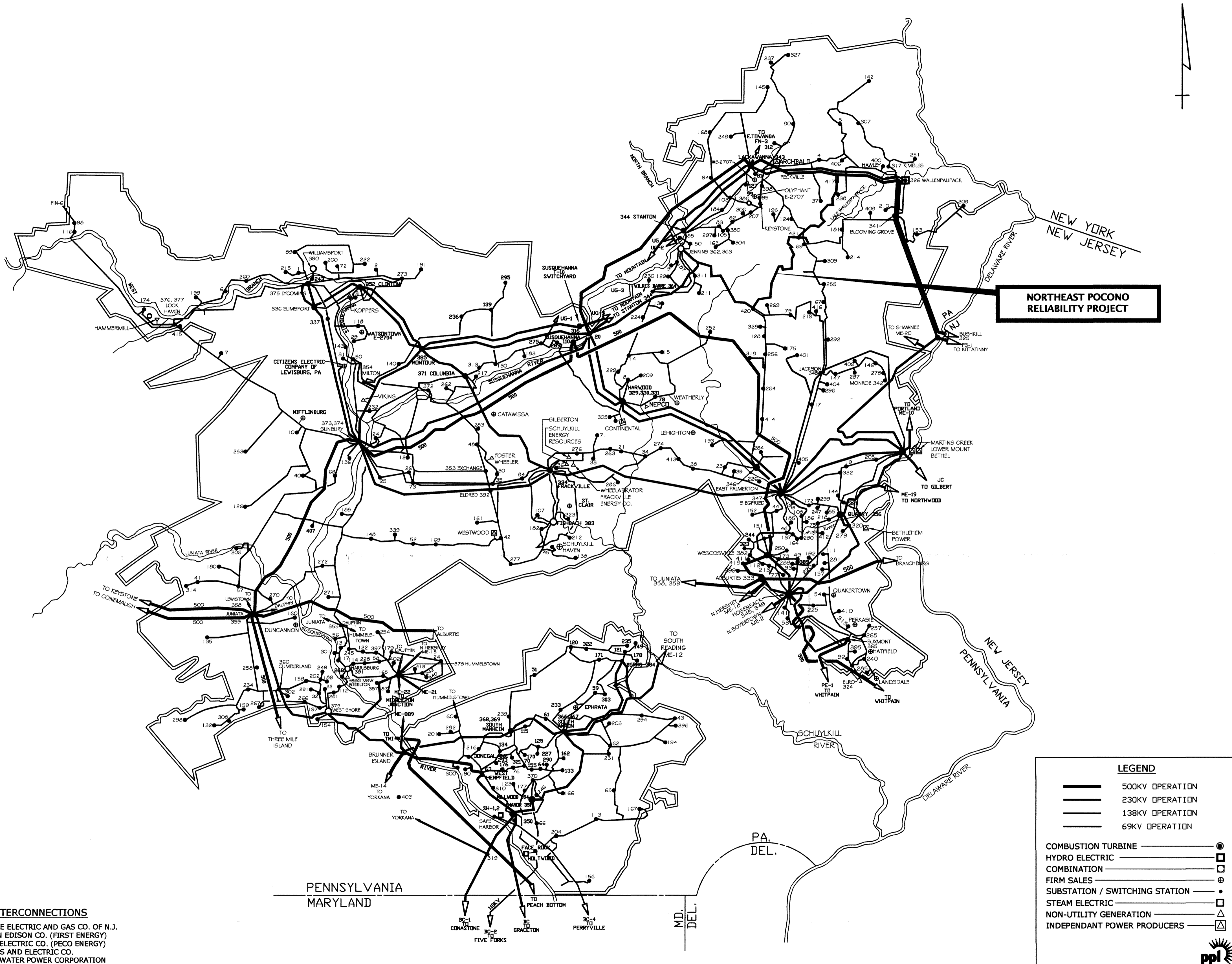
11

CK – FR First – 1

SUBSTATION LISTING

- | | | |
|------------------------|-------------------------|-------------------------------|
| 1. WEST WILLIAMSPORT | 136. SELINGSROVE | 271. HALIFAX |
| 2. FAIRFIELD | 137. SUNNER | 272. MILLERSBURG |
| 3. MONTGOMERY | 138. AUBURN | 273. MUNCY |
| 4. VARDEN | 139. ROHRSBURG | 274. HAUTO |
| 5. HONESDALE | 140. DERRY | 275. BERWICK |
| 6. JERSEY SHORE | 141. EAST GREENVILLE | 276. SHENANDOAH |
| 7. LOGANTON | 142. WEST DAMASCUS | 277. PINE GROVE |
| 8. VALMONT | 143. NEW COLUMBIA | 278. STROUDSBURG |
| 9. RIVER | 144. FARMERSVILLE | 279. FREEMANSBURG |
| 10. LIMESTONE | 145. GREENVILLE | 280. ALLENTOWN |
| 11. * | 146. NORTH STROUDSBURG | 281. BINGEN |
| 12. REED | 147. TANNERSVILLE | 282. RHEIMS |
| 13. WRIGHT | 148. ELIZABETHVILLE | 283. CLEVELAND |
| 14. ST. JOHNS | 149. WYOMISSING | 284. LITTLE GAP |
| 15. FREELAND | 150. EXETER | 285. ORVILLE |
| 16. * | 151. CRACKERSPORT | 286. TUSCARORA |
| 17. GILBERT | 152. SCHNECKSVILLE | 287. BARTONSVILLE |
| 18. * | 153. HEMLOCK | 288. ALTON PARK |
| 19. CHERRY HILL | 154. MT. ALLEN | 289. SALEM |
| 20. SUSQUEHANNA 230KV | 155. PRINCE | 290. NORTH BRIDGEPORT |
| 21. TAMANEND | 156. WAKEFIELD | 291. HAMPDEN |
| 22. SPORTING HILL | 157. COOPERSBURG | 292. CAMELSBACK |
| 23. PALMERTON | 158. WERTZVILLE | 293. SILVER SPRING |
| 24. HAMILTON | 159. WEST CARLISLE | 294. BRECKNOCK |
| 25. HUNTER | 160. BENVENUE | 295. BENTON |
| 26. FAIRVIEW | 161. HEGINS | 296. MCMICHAELS |
| 27. * | 162. LEOLA | 297. HUGHSTOWN |
| 28. * | 163. YATESVILLE | 298. NEWVILLE |
| 29. MONTOUR PUMP | 164. CENTRAL ALLENTOWN | 299. POINTE NORTH |
| 30. MT. CARMEL | 165. OBERLIN | 300. MARIETTA |
| 31. KELLY | 166. STRASBURG | 301. CENTER CITY |
| 32. SPORTING HILL | 167. ATGLEN | 302. NEW KINGSTOWN |
| 33. MAHANOY CITY | 168. BROOKSIDE | 303. REAMTOWN |
| 34. GREENWOOD | 169. WILLIAMSTOWN | 304. DUPONT |
| 35. MOWERY | 170. EAST PETERSBURG | 305. HUMBOLT |
| 36. ALTAMOUNT | 171. WERNERSVILLE | 306. CEDAR AVE. |
| 37. HAMLIN | 172. NORTH BETHLEHEM | 307. INDIAN ORCHARD |
| 38. ASHFIELD | 173. WEST ALLENTOWN | 308. NOTTINGHAM |
| 39. SOUTH SLATINGTON | 174. FLEMINGTON | 309. NORTH COOLBAUGH |
| 40. SOUTH MIDDLEBURG | 175. MECKESVILLE | 310. LETORT |
| 41. WALKER | 176. DONERVILLE | 311. EAST MOUNTAIN |
| 42. FRALLEY | 177. MILLERSVILLE | 312. JERMYN |
| 43. MORGANTOWN | 178. SHILLINGTON | 313. BLOOMSBURG |
| 44. EGYPT | 179. DUKE | 314. MIFFLINTOWN |
| 45. CRESSONA | 180. MCALLISTERVILLE | 315. RIDGE ROAD |
| 46. SOUTH WHITEHALL | 181. NEWFOUNDLAND | 316. SUSQUEHANNA |
| 47. * | 182. MARLIN | 317. KIMBLES |
| 48. BEAR GAP | 183. WEST BERWICK | 318. CHRISTMANS |
| 49. SALISBURY | 184. KEYSER AVENUE | 319. OTTER CREEK |
| 50. SOUTH MILTON | 185. MICKLEYS | 320. STEEL CITY |
| 51. HEIDELBERG | 186. EAST ALLENTOWN | 321. MCGOVERNSVILLE |
| 52. LYKENS | 187. PINE RIDGE | 322. ROBESONIA |
| 53. UPPER HANOVER | 188. DALMATIA | 323. SOUTH FOGELSVILLE |
| 54. RICHLAND | 189. PENNSBORO | 324. ELROY |
| 55. MACADA | 190. NORTH COLUMBIA | 325. BUSHKILL |
| 56. ROCKVILLE | 191. HUGHSVILLE | 326. WALLENPAUPACK |
| 57. THOMPSONTOWN | 192. SOUTH ALLENTOWN | 327. ELK MOUNTAIN |
| 58. PAXTON | 193. WEISSPORT | 328. JACK FROST |
| 59. COCALICO | 194. HONEYBROOK | 329. HARWOOD 230/69KV |
| 60. EAST ELIZABETHTOWN | 195. MOSCOW | 330. HARWOOD CTG |
| 61. WARWICK | 196. * | 331. HARWOOD 69/12KV |
| 62. EARL | 197. ROSSMOYNE | 332. NAZARETH |
| 63. HEMPFIELD | 198. NORTHAMPTON | 333. ALBURTIS |
| 64. EAST LANCASTER | 199. WOOLRICH | 334. FRACKVILLE |
| 65. KINZER | 200. FAXON | 335. * |
| 66. MT. NEBO | 201. ELIZABETHTOWN | 336. ELMSPORT |
| 67. MT. POCONO | 202. ENOLA | 337. ALLENWOOD |
| 68. PENNS | 203. TERRE HILL | 338. * |
| 69. GOULDSBORO | 204. BUCK | 339. GRATZ |
| 70. DILLERVILLE | 205. MT. BETHEL | 340. HOCKERSVILLE |
| 71. GIRARD MANOR | 206. RICHFIELD | 341. BLOOMING GROVE |
| 72. SCRANTON | 207. SCRANTON | 342. MONROE |
| 73. GOWEN CITY | 208. TWIN LAKES | 343. LACKAWANNA # |
| 74. * | 209. HARLEIGH | 344. STANTON |
| 75. ELLIOT HEIGHTS | 210. TAFTON | 345. JACKSON |
| 76. ROHRERSTOWN | 211. BEAR CREEK | 346. EAST PALMERTON |
| 77. MACUNGIE | 212. ORWIGSBURG | 347. SIEGFRIED |
| 78. EAST HAZLETON | 213. EAST TEXAS | 348. HOSENSACK 230/69KV |
| 79. WAGNERS | 214. CANDENSIS | 349. HOSENSACK 500KV |
| 80. EAST CARBONDALE | 215. LINDEN | 350. CONESTOGA |
| 81. EYON | 216. MT. JOY | 351. MANOR |
| 82. MINOOKA | 217. WEST BLOOMSBURG | 352. CLINTON |
| 83. OLD FORGE | 218. MINSI TRAIL | 353. EXCHANGE |
| 84. FOUNTAIN SPRINGS | 219. LAKE NAOMI | 354. MILTON |
| 85. SULLIVAN TRAIL | 220. LANARK | 355. DAUPHIN |
| 86. * | 221. * | 356. QUARRY SUB. |
| 87. SWATARA | 222. MONTGOMERYVILLE | 357. STEELTON |
| 88. * | 223. PORT CARBON | 358. JUNIATA 500/230KV |
| 89. HEPBURN | 224. BLYTHEBURN | 359. JUNIATA 230/69KV |
| 90. * | 225. MILFORD | 360. CUMBERLAND |
| 91. * | 226. TREICHLERS | 361. DONEGAL |
| 92. FRANCONIA | 227. ROSEVILLE | 362. JENKINS 230/69KV |
| 93. EMMAUS | 228. RUTHERFORD | 363. JENKINS CTG |
| 94. MORGAN | 229. HARTLAND | 364. WILKES-BARRE |
| 95. THROOP | 230. PARRISH | 365. BUXMONT |
| 96. * | 231. WEST NEW HOLLAND | 366. SOUTH AKRON 230/138/69KV |
| 97. * | 232. POINT | 367. SOUTH AKRON 69/12KV |
| 98. CHAPMAN | 233. LINCOLN | 368. SOUTH MANHEIM 69/12KV |
| 99. SUBURBAN | 234. MIDDLETON | 369. SOUTH MANHEIM 230/69KV |
| 100. * | 235. STATE HILL | 370. ENGLESLIDE |
| 101. * | 236. MILLVILLE | 371. COLUMBIA |
| 102. * | 237. TINKER | 372. DANVILLE |
| 103. PROVIDENCE | 238. LAKEVILLE | 373. SUNBURY |
| 104. * | 239. NORTH MANHEIM | 374. HUMMELS WHARF |
| 105. AVOCA | 240. HATFIELD | 375. LYCOMING |
| 106. * | 241. HERSHEY | 376. LOCK HAVEN CTG |
| 107. CASS | 242. SOUTH HERSHEY | 377. LOCK HAVEN 69/12KV |
| 108. CATASQUA | 243. SOUTH WILLIAMSPORT | 378. HUMMELSTOWN |
| 109. * | 244. FOGELSVILLE | 379. WEST SHORE |
| 110. SUSQUEHANNA 500KV | 245. WINDSOR | 380. MONTAGE |
| 111. SEIDERSVILLE | 246. WEST WILLOW | 381. SOUTH FARMERSVILLE |
| 112. ROSEMONT | 247. WESTGATE | 382. WESCOVILLE |
| 113. QUARRYVILLE | 248. EDELA | 383. FISHBACH |
| 114. LAWNTON | 249. SUMMERDALE | 384. BERKS |
| 115. LITITZ | 250. DORNEYVILLE | 385. MONTOUR |
| 116. RENOVIO | 251. BOHEMIA | 386. SUBURBAN YARD |
| 117. WALNUT | 252. WHITE HAVEN | 387. * |
| 118. WATSON | 253. LAURELTON | 388. * |
| 119. TREXLERTOWN | 254. LINGLESTOWN | 389. MACK |
| 120. LAVINO | 255. POCONO FARMS | 390. WILLIAMSPORT |
| 121. SPRING | 256. HICKORY RUN | 391. HARRISBURG |
| 122. COLONIAL PARK | 257. BLOOMING GLEN | 392. ELDRD |
| 123. WEST LANCASTER | 258. SHERMANDALE | 393. * |
| 124. MADISONVILLE | 259. * | 394. MILLWOOD |
| 125. NEFFSVILLE | 260. LARRYS CREEK | 395. TELFORD |
| 126. SEAVERTOWN | 261. SPANGLER MILLS | 396. TWIN VALLEY |
| 127. BELMONT | 262. EAST DANVILLE | 397. DEVONSHIRE |
| 128. LAKE HARMONY | 263. DELANO | 398. JESSUP |
| 129. GEORGETOWN | 264. CARBON | 399. SCHOENECK |
| 130. SCOTT | 265. SELLERSVILLE | 400. HAWLEY |
| 131. NORTH HARRISBURG | 266. MECHANICSBURG | 401. EFFORT MOUNTAIN |
| 132. MOUNT ROCK | 267. CARLISLE | 402. COPPERSTONE |
| 133. GREENLAND | 268. CEDAR | 403. RED FRONT |
| 134. LANDISVILLE | 269. ARROWHEAD | 404. APPENZELL |
| 135. GREEN PARK | 270. NEWPORT | |

* - SUBSTATIONS THAT HAVE BEEN RETIRED.
 ## - SITE OF THE EXISTING 230KV SUBSTATION AND PROPOSED 500KV SUBSTATION.



NORTHEAST POCONO RELIABILITY PROJECT

- LEGEND**
- 500KV OPERATION
 - 230KV OPERATION
 - 138KV OPERATION
 - 69KV OPERATION
 - COMBUSTION TURBINE
 - HYDRO ELECTRIC
 - COMBINATION
 - FIRM SALES
 - SUBSTATION / SWITCHING STATION
 - STEAM ELECTRIC
 - NON-UTILITY GENERATION
 - INDEPENDANT POWER PRODUCERS

INTERCONNECTIONS

PS PUBLIC SERVICE ELECTRIC AND GAS CO. OF N.J.
 ME METROPOLITAN EDISON CO. (FIRST ENERGY)
 PE PHILADELPHIA ELECTRIC CO. (PECO ENERGY)
 BC BALTIMORE GAS AND ELECTRIC CO.
 SH SAFE HARBOR WATER POWER CORPORATION
 UP THE UNITED GAS IMPROVEMENT CO. - LUZERNE ELECTRIC DIVISION
 PN PENNSYLVANIA ELECTRIC CO. (FIRST ENERGY)
 JC JERSEY CENTRAL POWER AND LIGHT CO. (FIRST ENERGY)

ACCT- 805201	PPL ELECTRIC UTILITIES	
SCALE- NO SCALE	ELECTRICAL SYSTEM MAP	
BY- CDW	Northeast Pocono Reliability Project	
REVIEWED	Acahela & Pocono Substations	
Confidential	APPROVED G. HAKUN III	DATE 17 July, 1985
AC	PPL DRAWING NO.	SHEET NO.
	D191830	1
		117

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After recording please return to:
Fidelity National Title Insurance Co
1853 William Penn Way, Suite 5
Lancaster, PA 17601

RE: 05-PAI-050914

SPECIAL WARRANTY DEED

FR LACKAWANNA PROPERTY HOLDING, LP,
a Delaware limited partnership,

Grantor

to

FR FIRST AVENUE PROPERTY HOLDING, LP,
a Delaware limited partnership,


Grantee

Premises:

First Avenue, First Avenue Extension and Legal Right of Way
on the Covington Industrial Park Subdivision Plan, Lots 4&5
Covington Township, Lackawanna County, Pennsylvania

PART OF 22703-010-008

The address of the within-named Grantee is:
FR First Avenue Property Holding, LP
c/o First Industrial Realty Trust, Inc.
311 South Wacker Drive, Suite 4000
Chicago, Illinois 60606



On Behalf of Grantee

LACKAWANNA COUNTY CERTIFIED PROPERTY IDENTIFICATION

Part of
MUNI: 72
PIN: 22703 010 008
USE: 4000 ASSESS VAL: 2186 876
DATE: 12/29/05 AFJ
10-0 CLERK

SPECIAL WARRANTY DEED

THIS INDENTURE is made as of the 31st day of March, 2005 between **FR LACKAWANNA PROPERTY HOLDING, LP**, a Delaware limited partnership (hereinafter called the "Grantor"), of the one part, and **FR FIRST AVENUE PROPERTY HOLDING, LP**, a Delaware limited partnership (hereinafter called the "Grantee"), of the other part.

WITNESSETH, that the Grantor, for and in consideration of the sum of **Ten Dollars (\$10.00)** lawful money of the United States of America, unto it well and truly paid by the Grantee, at or before the sealing and delivery hereof, the receipt whereof is hereby acknowledged, has granted, bargained and sold, aliened, enfeoffed, released and confirmed, and by these presents does grant, bargain and sell, alien, enfeoff, release and confirm unto the Grantee, its successors and assigns,

ALL THOSE CERTAIN lots or parcels of land situate in Covington Township, Lackawanna County, Commonwealth of Pennsylvania, bounded and described as set forth in the legal description attached to this Deed as Exhibit "A" and incorporated by reference.

UNDER AND SUBJECT to all easements and rights of way for utilities and quasi-utilities and matters of record.

TOGETHER with all and singular the improvements, ways, streets, alleys, driveways, passages, waters, water-courses, rights, liberties, privileges, hereditaments and appurtenances, whatsoever unto the hereby granted premises belonging, or in any wise appertaining, and the reversions and remainders, rents, issues, and profits thereof; and all the estate, right, title, interest, property, claim and demand whatsoever of it, the Grantor, in law, equity, or otherwise howsoever, of, in and to the same and every part thereof.

TO HAVE AND TO HOLD the said lot or piece of ground above described, hereditaments and premises hereby granted, or mentioned and intended so to be, with the appurtenances, unto the Grantee, its successors and assigns, to and for the only proper use and behoof of the Grantee, its successors and assigns forever.

UNDER AND SUBJECT, as aforesaid.

AND the Grantor, for itself and its successors and assigns, does covenant, promise and agree, to and with the Grantee, its successors and assigns, by these presents, that it, the Grantor, and its successors and assigns, all and singular the hereditaments and premises hereby granted or mentioned and intended so to be, with the appurtenances, unto the Grantee, its successors and assigns, against the Grantor and its successors and assigns, and against all and every person and persons whomsoever lawfully claiming or to claim the same or any part thereof, by, from or under it or any of them, shall and will, subject as aforesaid, **WARRANT** and forever **DEFEND**.

NOTICE: THIS DOCUMENT MAY NOT SELL, CONVEY, TRANSFER, INCLUDE OR INSURE THE TITLE TO THE COAL AND RIGHT OF SUPPORT UNDERNEATH THE SURFACE LAND DESCRIBED OR REFERRED TO HEREIN, AND THE OWNER OR OWNERS OF SUCH COAL MAY HAVE THE COMPLETE LEGAL RIGHT TO REMOVE ALL OF SUCH COAL AND, IN THAT CONNECTION, DAMAGE MAY RESULT TO THE SURFACE OF THE LAND AND ANY HOUSE, BUILDING OR OTHER STRUCTURE ON OR IN SUCH LAND. THE INCLUSION OF THIS NOTICE DOES NOT ENLARGE, RESTRICT OR MODIFY ANY LEGAL RIGHTS OR ESTATES OTHERWISE CREATED TRANSFERRED, EXCEPTED OR RESERVED BY THIS INSTRUMENT.

IN WITNESS WHEREOF, the Grantor has hereunto set its seal dated the day and year first above written.

**SIGNED AND DELIVERED
IN THE PRESENCE OF:**

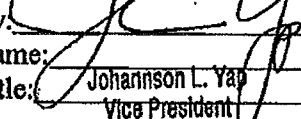
**FR LACKAWANNA PROPERTY HOLDING, LP, a
Delaware limited partnership**

By: FR Lackawanna General Partner, LP, its general partner

By: FR Lackawanna Second, LLC, its general partner

By: FR Lackawanna, LLC, its sole member

By: First Industrial Development Services,
Inc., its sole member

By: 
Name: _____
Title: Johannson L. Yap
Vice President

This document prepared by:
Michael R. Hall
Barack Ferrazzano Kirschbaum
Perlman & Nagelberg LLP
333 West Wacker Drive, Suite 2700
Chicago, Illinois 60606

After recording return to:
Rondi C. Simmons
Barack Ferrazzano Kirschbaum
Perlman & Nagelberg LLP
333 West Wacker Drive, Suite 2700
Chicago, Illinois 60606

NOTICE

PURSUANT TO 52 P.S. §1406.14, GRANTEE HEREBY ACKNOWLEDGES THAT (I) GRANTEE MAY NOT BE OBTAINING THE RIGHT OF PROTECTION AGAINST SUBSIDENCE RESULTING FROM COAL MINING OPERATIONS, AND (II) THE PURCHASED PROPERTY MAY BE PROTECTED FROM DAMAGE DUE TO MINE SUBSIDENCE BY A PRIVATE CONTRACT WITH THE OWNERS OF THE ECONOMIC INTERESTS IN THE COAL.

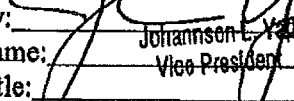
**FR FIRST AVENUE PROPERTY HOLDING, LP, a
Delaware limited partnership**

By: FR First Avenue General Partner, LP, its general
partner

By: FR First Avenue Second, LLC, its general
partner

By: FR First Avenue, LLC, its sole member

By: First Industrial Development Services,
Inc., its sole member

By: 
Name: Johannson, V. J.
Title: Vice President

STATE OF ILLINOIS

:
:
:

SS

COUNTY OF COOK

On this 31st day of March, 2005, before me a Notary Public in and for the State of ILLINOIS, the undersigned officer, personally appeared Sananm L. Yap Vice President, who acknowledged himself to be the Vice President of First Industrial Development Services, Inc., sole member of FR First Avenue, LLC, sole member of FR First Avenue Second, LLC, general partner of FR First Avenue General Partner, LP, general partner of **FR First Avenue Property Holding, LP**, a Delaware limited partnership, and that he as such officer of such general partner, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as such officer of the general partner.

In Witness Whereof, I hereunto set my hand and official seal.

OFFICIAL SEAL
LAURA G. DURKIN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11-15-2005

Laura G. Durkin [SEAL]
Notary Public

My Commission Expires:

11-15-2005

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 31st day of March, 2005, before me a Notary Public in and for the State of Illinois, the undersigned officer, personally appeared Johannson L. Yap, who acknowledged himself to be the Executive Vice President of First Industrial Development Services, Inc., sole member of FR Lackawanna, LLC, sole member of FR Lackawanna Second, LLC, general partner of FR Lackawanna General Partner, LP, general partner of FR Lackawanna Property Holding, LP, a Delaware limited partnership, and that he as such officer of such general partner, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as such officer of the general partner.

In Witness Whereof, I hereunto set my hand and official seal.

Lisa Marie Anderson [SEAL]
Notary Public

My Commission Expires:

11/6/06

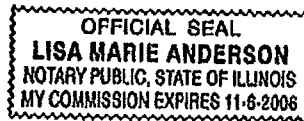


EXHIBIT "A"

LEGAL DESCRIPTION

PARCEL ONE:

**First Avenue-to be offered for dedication to the Township of Covington
Covington Industrial Park
Township of Covington, County of Lackawanna
Commonwealth of Pennsylvania**

*APL #190
2270301000805*

ALL THAT CERTAIN right of way to be dedicated to the Township of Covington, known as First Avenue as shown on Covington Industrial Park Subdivision Plan, Lots 4&5, recorded in Plan Book 6AMO Page 4772, situated on the north proposed legal right of way line of S.R. 0435, known as Lackawanna Trail, in the Township of Covington, County of Lackawanna and Commonwealth of Pennsylvania, bounded and described as to wit:

BEGINNING at a point on the north legal right-of-way line of S.R. 0435, known as Lackawanna Trail and in line with lands of Linda M. Johnson; Thence along said lands of Linda M. Johnson, North 36 -10'-07" East, a distance of 11.75 feet to a point in line with a proposed Legal right of way line for S.R. 0435, known as Lackawanna Trail; Thence along said proposed legal right of way line for S.R. 0435, known as Lackawanna Trail on the following two (2) courses and distances, viz: (1) South 22 -07'-12" East, a distance of 189.94 feet to a point; (2) on a curve to the right having a radius of 1677.02 feet, an arc length of 14.67 feet, a tangent of 7.33 feet with a chord bearing of South 21 -52'-11" East, a chord distance of 14.67 feet and a delta angle of 00 -30'-04" to a point intersecting with the west right of way line of First Avenue and the true point of beginning; Thence along said west right of way line of First Avenue on the following eight (8) courses and distances, viz: (1) on a curve to the left having a radius of 50.00 feet, an arc length of 75.73 feet, a tangent of 47.27 feet with a chord bearing of South 65 -00'-33" East, a chord distance of 68.70 feet and a delta angle of 86 -46'-49" to a point; (2) North 71 -36'-03" East, a distance of 243.09 feet to a point; (3) North 75 -24'-53" East, a distance of 36.45 feet to a point; (4) on a curve to the left having a radius of 709.44 feet, an arc length of 208.25 feet, a tangent of 104.88 feet with a chord bearing of North 67 -10'-30" East, a chord distance of 207.50 feet and a delta angle of 16 -49'-07" to a point; (5) on a curve to the left having a radius of 720.00 feet, an arc length of 248.63 feet, a tangent of 125.57 feet with a chord bearing of North 44 -56'-50" East, a chord distance of 247.40 feet and a delta angle of 19 -47'-08" to a point; (6) North 35 -03'-16" East, a distance of 84.21 feet to a point; (7) on a curve to the left having a radius of 40.00 feet, an arc length of 31.82 feet, a tangent of 16.80 feet with a chord bearing of North 12 -16'-05" East, a chord distance of 30.98 feet and a delta angle of 45 -34'-23" to a point; (8) on a Cul-De-Sac to the right having a radius of 60.00 feet, an arc length of 283.94 feet, with a chord bearing of South 54 -56'-44" East, a chord distance of 84.00 feet and a delta angle of 271 -08'-46" to a point in line with the east right of way line of First Avenue; Thence along said First Avenue east right of way line on the following seven (7) courses and distances, viz: (1) on a curve to the left having a radius of 40.0 feet, an arc length of 31.82 feet, a tangent of

16.80 feet with a chord bearing of South 57 -50'-27" West, a chord distance of 30.98 feet and a delta angle of 45 -34'-23" to a point; (2) South 35 -03'-16" West, a distance of 84.21 feet to a point; (3) on a curve to the right having a radius of 780.0 feet, an arc length of 269.40 feet, a tangent of 136.06 feet with a chord bearing of South 44 -56'-56" West, a chord distance of 268.06 feet and a delta angle of 19 -47'-21" to a point; (4) on a curve to the right having a radius of 787.27 feet, an arc length of 230.01 feet, a tangent of 115.83 feet with a chord bearing of South 59 -35'-18" West, a chord distance of 229.19 feet and a delta angle of 16 -44'-21" to a point; (5) South 67 -47'-12" West, a distance of 36.42 feet to a point; (6) South 71 -36'-03" West, a distance of 243.09 feet to a point; (7)) on a curve to the left having a radius of 50.00 feet, an arc length of 75.73 feet, a tangent of 47.27 feet with a chord bearing of South 28 -12'-38" West, a chord distance of 68.70 feet and a delta angle of 86 -46'-49" to a point in line with the aforesaid proposed legal right of way line for S.R. 0435, known as Lackawanna Trail; Thence along said proposed legal right of way line for S.R. 0435, known as Lackawanna Trail on a curve to the left having a radius of 1677.02 feet, an arc length of 188.48 feet, a tangent of 94.34 feet with a chord bearing of North 18 -23'-57" West, a chord distance of 188.38 feet and a delta angle of 06 -26'-22" to a point, to the point of beginning.

Containing 1.85 Acres.

Subject to ingress and egress to all lots fronting along the described right of way. Also rights granted to utilities in and crossing said right of way.

PARCEL TWO:

RIGHT-OF-WAY for FIRST AVENUE EXTENSION

(from existing cul-de-sac to proposed cul-de-sac)
Covington Industrial Park
Township of Covington, County of Lackawanna
Commonwealth of Pennsylvania

ALL THAT CERTAIN lot, parcel, Right-of-Way for FIRST AVENUE EXTENSION as shown on Covington Industrial Park Subdivision Plan, Lots 4&5, recorded in Plan Book 6AMO, Page 4772 situated in the Township of Covington, County of Lackawanna and Commonwealth of Pennsylvania, bounded and described as to wit:

BEGINNING at a point on the east right-of-way of First Avenue and the southwest corner of the First Avenue Extension right of way herein described; Thence along said First Avenue Extension east right of way line and lands of the Maytag and Caterpillar facility, Lots 4 and a portion of Lot 5, North 35 -03'-16" East, a distance of 4034.89 feet to a point in line with a proposed Cul-De-Sac; Thence along lands of FR Covington Property Holding, LP on the following three (3) courses and distances, viz: (1) along said proposed Cul-De-Sac with a curve to the left having a radius of 111.00 feet, an arc length of 514.82 feet, with a chord bearing of North 82 -11'-04" West; a chord distance of 162.70 feet and a delta angle of 265 -44'-23" to a point in line with a curve to the right; (2) along said curve to the right having a

EXHIBIT "A"

ATTACHMENT TO REALTY TRANSFER TAX STATEMENT OF VALUE

This transfer is a transfer of real estate without consideration, and in accordance with Pennsylvania Transfer Tax Realty Regulation 91.135, the value of the real estate for transfer tax purposes is its computed value calculated by multiplying the current assessed value of the real estate by the common level ratio factor ("CLR") for Lackawanna County (5.21).

<u>PARCEL</u>	<u>ASSESSMENT</u>	<u>LOCATION</u>
Part of *22703-010-008	\$ 395.00*	First Avenue to be offered for dedication to Covington Township (1.85 acres)
Part of *22703-010-008	\$ 1,359.00*	Right of Way for First Avenue Extension (6.36 acres)
Part of *22703-010-008	\$ 30.00*	Legal Right of Way To be offered for dedication to PENNDOT (0.14 acres)
TOTAL ASSESSMENT	\$ 1,784.00	
x COMMON LEVEL RATIO FACTOR	5.21	
TOTAL COMPUTED VALUE	<u>\$ 9,294.64</u>	

COMPUTATION OF TRANSFER TAX:

Commonwealth: 1% x \$9,294.62 = 92.95

Local: 1% x \$9,294.62 = 92.95

*This parcel number originally covered 724.885 acres of land of which 8.35 acres were subdivided from the total acreage pursuant to a Subdivision Plan filed on January 18, 2005 in Map Book 6-A at page 4772.

The original assessed value of the original 724.885 acres was \$154,876.00. The per-acre assessment was calculated by dividing the total assessment by the total acreage (\$154,876/724.885) resulting in the amount per acre (\$213.65).

The amount per acre (\$213.65) was multiplied by the total acreage of each lot to obtain the assessment for each lot (rounded to the nearest dollar).

radius of 64.00 feet, an arc length of 95.77 feet, a tangent of 59.41 feet with a chord bearing of North 07 -48'-56" West; a chord distance of 87.08 feet and a delta angle of 85 -44'-23" to a point in line with the west right of way line of said First Avenue Extension; (3) along said west right of way line of First Avenue Extension, South 35 -03'-16" West, a distance of 3860.37 feet to a point in line with First Avenue; Thence along said First Avenue on a curve to the right having a radius of 60.0 feet, an arc length of 62.83 feet, a tangent of 34.64 feet with a chord bearing of North 54 -56'-44" West, a chord distance of 60.00 feet and a delta angle of 60 -00'-00" to a point, the point of beginning.

Containing approximately 6.36 Acres.

Subject to ingress and egress to all lots fronting along the described right of way. Also rights granted to utilities in and crossing said right of way.

PARCEL THREE:

Legal Right of Way-to be offered for dedication to PENNDOT
Covington Industrial Park
Township of Covington, County of Lackawanna
Commonwealth of Pennsylvania

ALL THAT CERTAIN right of way to be dedicated to PENNDOT, as shown on Covington Industrial Park Subdivision Plan, Lots 4&5, recorded in Plan Book 6AMO Page 4772, situated on the north legal right of way line of S.R. 0435, known as Lackawanna Trail, in the Township of Covington, County of Lackawanna and Commonwealth of Pennsylvania, bounded and described as to wit:

BEGINNING at a point on the north legal right-of-way line of S.R. 0435, known as Lackawanna Trail and in line with lands of Linda M. Johnson;

Thence along said lands of Linda M. Johnson, North 36 -10'-07" East, a distance of 11.75 feet to a point in line with a proposed Legal right of way line for S.R. 0435, known as Lackawanna Trail; Thence along said proposed legal right of way and proposed First Avenue on the following three courses and distances, viz: (1) South 22 -07'-13" East, a distance of 189.94 feet to a point; (2) on a curve to the right having a radius of 1677.02 feet, an arc length of 217.82 feet, a tangent of 109.06 feet with a chord bearing of South 18 -23'-57" East, a chord distance of 217.66 feet and a delta angle of 07 -26'-30" to a point; (3) South 14 -40'-42" East, a distance of 201.73 feet to a point; Thence along lands of Big Bass Lake, Inc., South 75 -18'-46" West, a distance of 10.00 feet to a point in line with the aforesaid legal right of way line of S.R.435; Thence along said legal right of way of S.R.0435 on the following three courses and distances, viz: (1) North 14 -40'-42" East, a distance of 201.74 feet to a point; (2) on a curve to the left having a radius of 1667.02 feet, an arc length of 216.52 feet, a tangent of 108.41 feet with a chord bearing of North 18 -23'-57" West, a chord

distance of 216.36 feet and a delta angle of 07°-26'-30" to a point; (3) North 22°-07'-12" West, a distance of 183.77 feet to a point, the point of beginning.

Containing 6,057 Square Feet or 0.14 Acres.

Subject to ingress and egress to all lots fronting along the described right of way. Also rights granted to utilities in and crossing said right of way



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
BUREAU OF INDIVIDUAL TAXES
DEPT. 280603
HARRISBURG, PA 17128-0603

2005 11126

REALTY TRANSFER TAX STATEMENT OF VALUE

See Reverse for Instructions

RECORDER'S USE ONLY

State Tax Paid	\$ 92.95
Book Number	
Page Number	
Date Recorded	5-2-05

Complete each section and file in duplicate with Recorder of Deeds when (1) the full value/consideration is not set forth in the deed, (2) when the deed is without consideration, or by gift, or (3) a tax exemption is claimed. A Statement of Value is not required if the transfer is wholly exempt from tax based on: (1) family relationship or (2) public utility easement. If more space is needed, attach additional sheet(s).

A. CORRESPONDENT - All inquiries may be directed to the following person:

Name F. Michael Wysocki, Esquire (Counsel for Grantor)		Telephone Number: (215) 972-7169	
Street Address Centre Square West, 1500 Market Street, 38th Floor		City Philadelphia	State PA
		Zip Code 19102	

B. TRANSFER DATA

Grantor(s)/Lessor(s) FR Lackawanna Property Holding, LP		Date of Acceptance of Document	
Street Address c/o First Industrial Realty Trust, 311 S. Wacker Dr., Ste. 4000		Grantee(s)/Lessee(s) FR First Avenue Property Holding, LP	
City Chicago		Street Address c/o First Industrial Realty Trust, 311 S. Wacker Dr., Ste. 4000	
State IL	Zip Code 60606	City Chicago	State IL
		Zip Code 60606	

C. PROPERTY LOCATION

Street Address See Attached		City, Township, Borough Covington Township	
County Lackawanna	School District North Pocono	Tax Parcel Number Part of 22703-010-008	

D. VALUATION DATA

1. Actual Cash Consideration 10.00	2. Other Consideration + 0.00	3. Total Consideration = 10.00
4. County Assessed Value 1,784.00 (See Exhibit "A")	5. Common Level Ratio Factor X 5.21	6. Fair Market Value = 9,294.64

E. EXEMPTION DATA

1a. Amount of Exemption Claimed 0.00	1b. Percentage of Interest Conveyed 100%
---	---

2. Check Appropriate Box Below for Exemption Claimed

- Will or intestate succession _____ (Name of Decedent) _____ (Estate File Number)
- Transfer to Industrial Development Agency.
- Transfer to a trust. (Attach complete copy of trust agreement identifying all beneficiaries.)
- Transfer between principal and agent. (Attach complete copy of agency/straw party agreement.)
- Transfers to the Commonwealth, the United States and instrumentalities by gift, dedication, condemnation or in lieu of condemnation. (If condemnation or in lieu of condemnation, attach copy of resolution.)
- Transfer from mortgagor to a holder of a mortgage in default. Mortgage Book Number _____, Page Number _____
- Corrective or confirmatory deed. (Attach complete copy of the prior deed being corrected or confirmed.)
- Statutory corporate consolidation, merger or division. (Attach copy of articles.)
- Other (Please explain exemption claimed, if other than listed above.) _____

Under penalties of law, I declare that I have examined this Statement, including accompanying information, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of Correspondent or Responsible Party 	Date 03/15/2005
---	--------------------

FAILURE TO COMPLETE THIS FORM PROPERLY OR ATTACH APPLICABLE DOCUMENTATION MAY RESULT IN THE RECORDER'S REFUSAL TO RECORD THE DEED.

Notes:

The following PINs were voided and combined into PIN #22703-010-008** on June 10, 2004:
22003-010-001, 22003-010-00101, 22003-010-00103, 22701-010-001, 22701-010-008, 22701-010-009
and 22703-010-00701. The Gaul Parcel, PIN # 23301-700-001, retains its own number, although it is
assessed together with PIN # 22703-010-008, under one common assessment.

**This parcel number is currently assessed at \$2,186,876.00 which consists of values for both land
(\$154,876) and improvements (\$2,032,000). However, the parcel being conveyed under this Deed is land
only and does not include the improvements. The land consisting of the improvements is now known as
Lot 4, which was created by a Subdivision Plan recorded on January 18, 2005 in Map Book 6-A, page
4772. Therefore, transfer tax is being paid on land only.

CK – FR First – 3

**RIGHT-OF-WAY TO BE CONDEMNED
OVER PROPERTY OF
FR FIRST AVENUE PROPERTY HOLDING, LP**

Beginning at a point, said point being located at the intersection of the Southerly Right-of-Way line of a proposed electric line in the Northerly division line of lands of FR First Avenue Property Holding,LP (Instrument # 200511126) and lands now or formerly of ART Mortgage Borrower Propco 2010-5, LLC. (Instrument # 201103019). Said point being located parallel to and at a distance of seventy-five feet (75') perpendicular from the centerline of proposed electric line.

Thence along said dividing line, North thirty-five degrees four minutes thirty-four seconds East (N 35°04'34" E) for a distance of one thousand nine hundred eleven and seventy-five one hundredths feet (1,911.75') more or less, to a point in the Easterly Right-of-Way line of a proposed electric line.

Thence through lands of FR First Avenue Property Holding,LP, running parallel to and at a distance of seventy-five feet (75') perpendicular from the centerline of proposed electric line, the following three (3) courses and distances: 1. South fifty-four degrees fifty-five minutes thirty-five seconds East (S 54°55'35" E) fifty-two and forty-eight one hundredths feet (52.48') more or less to a point. 2. South thirty-five degrees eighteen minutes fourteen seconds West (S 35°18'14" W) one thousand eight hundred twenty-nine and thirty-five one hundredths feet (1,829.35') more or less, to a point. 3. South sixty-three degrees forty-nine minutes forty-one seconds West (S 63°49'41" W) ninety-four and zero one hundredths feet (94.00') more or less to a point. **The Point of Beginning.**

Said Easement containing two and nine one hundredths Acres (2.09+/- Acs.) more or less as shown on PPL drawing No. A393209 prepared by PPL Electric Utilities entitled "PLAN SHOWING ELECTRIC LINE RIGHT-OF-WAY TO BE CONDEMNED OVER PROPERTY OF FR FIRST AVENUE PROPERTYHOLDING, LP".

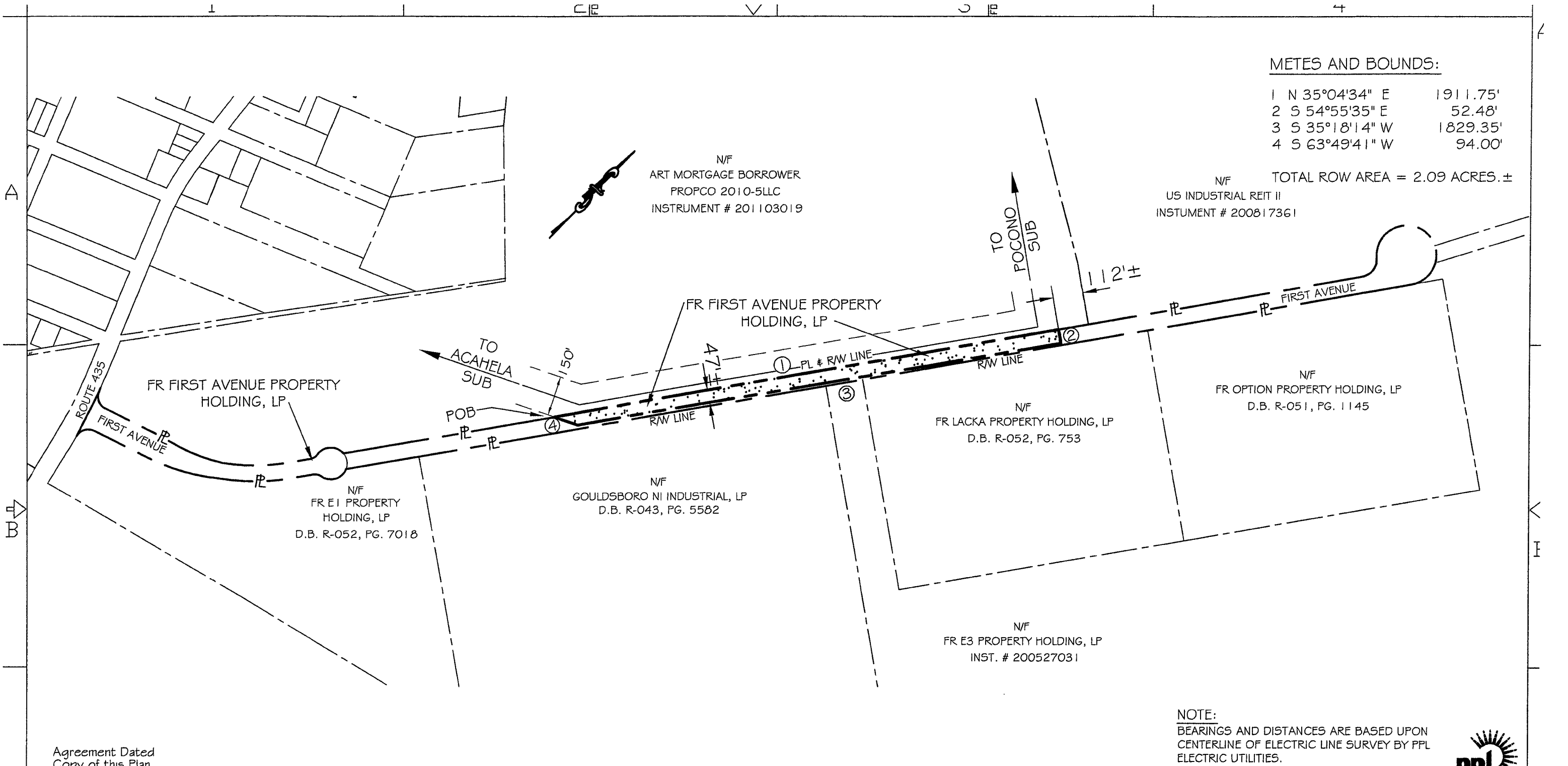
Bearings and distances described are based upon the centerline of the proposed electric line as surveyed by PPL Electric Utilities.

CK – FR First – 4

METES AND BOUNDS:

- 1 N 35°04'34" E 1911.75'
- 2 S 54°55'35" E 52.48'
- 3 S 35°18'14" W 1829.35'
- 4 S 63°49'41" W 94.00'

N/F TOTAL ROW AREA = 2.09 ACRES. ±
 US INDUSTRIAL REIT II
 INSTRUMENT # 200817361



NOTE:
 BEARINGS AND DISTANCES ARE BASED UPON
 CENTERLINE OF ELECTRIC LINE SURVEY BY PPL
 ELECTRIC UTILITIES.



Agreement Dated _____
 Copy of this Plan _____
 Received By _____
 Date _____

NOTE: FOR EXACT LOCATION OF
 RW AND/OR FACILITIES WITHIN THE
 RW CONTACT THE LOCAL PPL
 ELECTRIC UTILITIES CORPORATION
 OFFICE.

ACCT- 10015370		ACAPELA-POCONO LINE	
SCALE- NONE			
BY- RRC		PLAN SHOWING ELECTRIC LINE RIGHT OF WAY TO BE CONDEMNED	
REVIEWED <i>RJK 11/21/12</i>		FR FIRST AVENUE PROPERTY HOLDING, LP	
		INSTRUMENT #200511126	
		COVINGTON TWP. LACKAWANNA CO., PA.	
APPROVED <i>Brian K. [Signature]</i>		DATE <i>11/21/2012</i>	PPL ELECTRIC UTILITIES
PPL DRAWING NO. B393209		SHEET NO. 1	
AC	CAD ID	REV. 0	

91A

NO.	DATE	ACCT.	REVISION	BY	REVIEWED	APPROVED

PPL ELECTRIC U 687107

CK – FR First – 5

I, ELIZABETH STEVENS DUANE, the duly elected and acting Secretary of PPL Electric Utilities Corporation, do hereby CERTIFY that the following is a true and correct copy of certain resolutions duly adopted by the Board of Directors of the Company by a Unanimous Written Consent, dated December 14, 2012, and that said resolutions have not been altered, amended or repealed and are in full force and effect:

* * * * *

WHEREAS, FR First Avenue Property Holding, LP is the owner of certain property in Covington Township, Lackawanna County, as more particularly described in Exhibit O and identified as Parcel 91A; and

* * * * *

WHEREAS, the construction by the Company of 58 miles of new 230 kV transmission line associated with the proposed West Pocono 230 – 69 kV Substation in Buck Township, Luzerne County and the proposed North Pocono 230 – 69 kV Substation in Covington Township, Lackawanna County and approximately 4.4 miles of new 138 - 69 kV transmission lines to connect existing local lines into the new West Pocono 230-69 kV Substation in Tobyhanna Township, Monroe County, ("Northeast Pocono Reliability Project") on, over, across or under the lands described in Exhibit . . . O . . . (the "Lands"), is necessary for the supply of light, heat and power to the public; and

WHEREAS, the Company has endeavored to agree but has not reached agreement with the landowners or their representatives upon the proper compensation, terms and conditions for the damage that will be done or is likely to be done to or sustained by them; and

WHEREAS, the Company is authorized by law to condemn and appropriate the properties necessary for such purposes; and

WHEREAS, Board of Directors approval is a necessary legal condition for the Company to appropriate the required rights-of-way for the Lands.

NOW THEREFORE, BE IT RESOLVED, That it is necessary to condemn and appropriate rights-of-way and easements

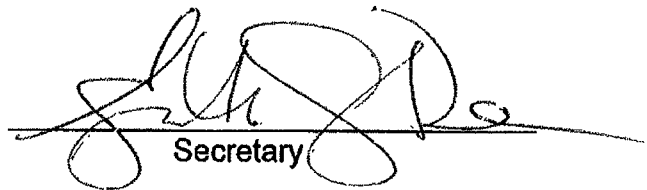
on, over, across or under the Lands to the extent required for rights-of-way to be presently used for the overhead or underground construction, operation and maintenance of the new 230 kV transmission lines associated with the Northeast Pocono Reliability Project, for the transmission and/or distribution of electric light, heat and power, or any of them, including such poles, wires, conduits, cables, manholes, and all other facilities, fixtures and apparatus as may be necessary for the proper and efficient construction, operation and maintenance of such line; and further

RESOLVED, That the Company shall and hereby does condemn and appropriate rights-of-way and easements ("Easement Area") to the extent necessary for the rights-of-way described above on, over, across or under the Lands owned or reputed to be owned by the above-named property owners, such rights-of-way being more fully described in Exhibit . . . O . . . and being necessary for the Company's corporate uses for the construction, operation, renewal, replacement, relocation, addition to, and maintenance of the facilities constituting the overhead or underground transmission line, including poles, wires, conduits, cables, manholes and all other necessary appurtenances for the transmission or distribution of electricity ("Electric Facilities"), on, over, across or under the rights-of-way described in Exhibit . . . O . . . , together with: (1) the right of ingress and egress to, from, upon, and over the subject properties to access the Easement Area and Electric Facilities at all times for the construction, operation, maintenance, replacement, and reconstruction of the Electric Facilities and for any of the purpose aforesaid; (2) the right to cut down, trim, remove, and to keep cut down and trimmed by mechanical means or otherwise, any and all trees, brush, or other undergrowth now or hereafter growing on or within the Easement Area, as well as the right to cut down, trim, and remove any and all trees adjoining or outside of the Easement Area which in the judgment of PPL Electric, its successors, assigns, and lessees may at any time interfere with the construction, reconstruction, maintenance, or operation of the Electric Facilities or menace the same, and in connection with the aforementioned rights, the right to remove, if necessary, the root systems of such trees, brush, or other undergrowth and to treat such brush and undergrowth with herbicides labeled to allow their use for the removal and control of vegetation; and (3) a prohibition against any buildings, swimming pools, or other improvements or structures whatsoever being built, constructed, or placed within the Easement Area, as well as any inflammable or explosive materials being stored within

the Easement Area, as well as the right of the Company to remove any buildings, structures, or other improvements from the Easement Area; and further

RESOLVED, That the proper officers of the Company are hereby authorized and directed to execute such bonds and/or other paper, to take such action and to bring such proceedings on behalf of the Company as may be necessary or advisable in the exercise of the power of eminent domain to condemn and appropriate such rights-of-way and easements or fee simple title and to enter upon, use and occupy any of the Lands for the purposes described in the above resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company this the 27th day of December, 2012.


Secretary