



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**

**Art Mortgage Borrower
Propco 2010-5 LLC**

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 Art Mortgage :
Borrower Propco 2010-5 LLC In Covington :
Township, Luzerne 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. ART MORTGAGE-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 Firsttrust 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 Art Mortgage Borrower Propco 2010-5 LLC 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 Art Mortgage Borrower Propco 2010-5 LLC, which is the subject of this
3 proceeding?

4 A. Yes. The route does cross the property of Art Mortgage Borrower Propco 2010-5 LLC,
5 as described more fully below. PPL Electric has attempted to purchase a right-of-way
6 and easement over this tract of land for the Northeast-Pocono Reliability Project, but, to
7 date, 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 Art Mortgage Borrower Propco 2010-5 LLC that is the subject of this
11 proceeding?

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

14
15 Q. Please describe the property.

16 A. This industrial zoned property is 76 acres. The property is fully developed with one
17 industrial building.

18
19 Q. Are there any dwellings on this property?

20 A. No. Although there are industrial buildings located on the property, there are no
21 residential dwellings on this property.

22

1 Q. Does PPL Electric's proposed right-of-way and easement over the property of Art
2 Mortgage Borrower Propco 2010-5 LLC contain any burial grounds or places of
3 worship?

4 A. No, it does not.

5
6 Q. Please explain PPL Electric Exhibit No. CK-Art Mortgage-1.

7 A. PPL Electric Exhibit No. CK-Art Mortgage-1 is a copy of the Map of PPL Electric's
8 Bulk Power Transmission System, which shows the proposed Northeast-Pocono
9 Reliability Project.

10

11 Q. Please explain PPL Electric Exhibit No. CK-Art Mortgage-2.

12 A. PPL Electric Exhibit No. CK-Art Mortgage-2 is a copy of the metes-and-bounds
13 description of the property of Art Mortgage Borrower Propco 2010-5 LLC.

14

15 Q. Please explain PPL Electric Exhibit No. CK-Art Mortgage-3.

16 A. PPL Electric Exhibit No. CK-Art Mortgage-3 is a copy of the metes-and-bounds
17 description of the portion of the property of Art Mortgage Borrower Propco 2010-5 LLC
18 over which PPL Electric seeks a right-of-way and easement.

19

20 Q. Please explain PPL Electric Exhibit No. CK-Art Mortgage-4.

21 A. PPL Electric Exhibit No. CK-Art Mortgage-4 is a copy of the Plan showing the property
22 of Art Mortgage Borrower Propco 2010-5 LLC and the portion of the property over
23 which PPL Electric proposes to acquire a right-of-way and easement.

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Q. Please explain PPL Electric Exhibit No. CK-Art Mortgage-5

A. PPL Electric Exhibit No. CK-Art Mortgage-5 is a copy of the resolutions of the Board of Directors of PPL Electric authorizing the acquisition of a right-of-way and easement over the portion of the land of Art Mortgage Borrower Propco 2010-5 LLC described in PPL Electric Exhibit No. CK-Art Mortgage-3. Those resolutions remain in effect.

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

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

Q. Does this conclude your testimony at this time?

A. Yes, it does.

CK – Art Mortgage – 1

CK – Art Mortgage – 2

Prepared by:

Kate Cregor
Munger, Tolles & Olson LLP
355 S. Grand Avenue, 35th Floor
Los Angeles, CA, 90071

Record and Return to:

c/o Americold Logistics, LLC
10 Glenlake Parkway,
South Tower, Suite 800
Atlanta, Georgia 30328
Attn: General Counsel

Parcel ID #: 22703-010-00802

LACKAWANNA COUNTY
Certified Property Identification
MUNI: 72

FEB 7 - 2011
PIN: 22703 010 00802
USE: 4000 ASSESS VAL: 2579.260
CLERK: AM
1020

SPECIAL WARRANTY DEED

*dated as of November 26, 2010,
THIS SPECIAL WARRANTY DEED ("DEED") is effective as of the 15 day of December,
2010, but executed on the date set forth on the acknowledgment page,

BETWEEN

Versacold Logistics, LLC, a Delaware limited liability company, having an address of 91 First Avenue, Covington Township, Pennsylvania 18424 (hereinafter called the "GRANTOR"),

AND

ART Mortgage Borrower Propco 2010 - 5 LLC, a Delaware limited liability company, having an address of c/o Americold Logistics, LLC, 10 Glenlake Parkway, South Tower, Suite 800, Atlanta, Georgia 30328 (hereinafter called the "GRANTEE"),

WITNESSETH, that the Grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) lawful money of the United States of America and other good and valuable consideration, 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, released and confirmed, and by these presents does grant, bargain and sell, release and confirm unto the Grantee, its successors and assigns, all of that certain plot, piece and parcel of land situate in the Township of Covington, County of Lackawanna, Commonwealth of Pennsylvania, as fully described in Exhibit A attached hereto and made a part hereof.

BEING commonly known as 91 First Avenue, Covington Township,
Pennsylvania 18424.

BEING the premises conveyed unto Versacold Logistics, LLC, a Delaware limited liability company, by Deed from FR/CAL Gouldsboro Property Holding, LP, a Delaware

limited liability company, dated December 28, 2005 and recorded on January 10, 2006 in the Office of the Register of Deeds of Lackawanna County in Deed Book 1961 at Page 945.

Together with all and singular the buildings and 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 way appertaining thereto, and the reversions and remainders, rents, issues, and profits thereof, and all the estate, right, title, interest, property, claim and demand whatsoever of the Grantor, in law, equity, or otherwise including all inchoate rights, including without limitation inchoate rights of adverse possession, howsoever, of, in, and to the same and every part thereof.

To have and to hold the lot(s) or piece(s) of ground above described, with the buildings and improvements thereon erected, 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.

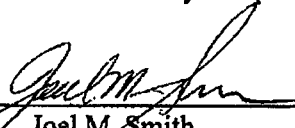
And the Grantor, for itself, its successors and assigns, does covenant, promise and agree, to and with the Grantee, its successors and assigns, by these presents, that it, the Grantor, its successors and assigns, all and singular the hereditaments and premises hereby granted or mentioned and intended so to be, with the appurtenances, unto the Grantee, its successors and assigns, against it, 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 him, her, it, them, or any of them, shall and will, **Warrant and forever Defend.**

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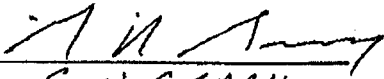
(Signature Page Follows)

In Witness Whereof, the Grantor has duly executed this Deed on the date first above written.

VERSACOLD LOGISTICS, LLC,
a Delaware limited liability company

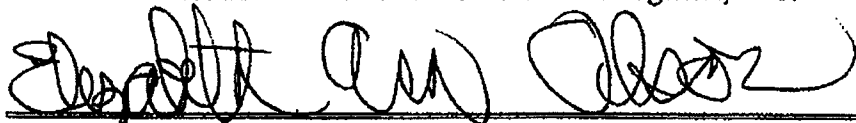
By: 
Name: Joel M. Smith
Title: Executive Vice President and Chief
Financial Officer

WITNESS:

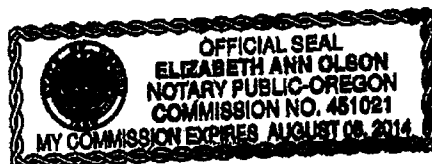

Name: G. N. GEARY

State of OREGON
County of CLACKAMAS

This instrument was acknowledged before me on November 26, 2010 by Joel M. Smith
as Executive Vice President & C.F.O of Versacold Logistics, LLC.



Notary Public – State of Oregon



The address of the above-named Grantee is:

c/o Americold Logistics, LLC
10 Glenlake Parkway,
South Tower, Suite 800
Atlanta, Georgia 30328
Attn: General Counsel

By: Michael Delaney
Name: Michael Delaney
Title: President of Grantee

EXHIBIT A

RECORDED DESCRIPTION:

ALL THAT CERTAIN Lot 6A on the North proposed legal right-of-way line of S.R. 0435, known as Lackawanna Trail as shown on the Project Infniti Subdivision Plan for the Covington Industrial Park, in Plan Book 6AM Page 5156, SITUATED in the Township of Covington, County of Lackawanna and Commonwealth of Pennsylvania, bounded and described as follows 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 degrees 10 minutes 07 seconds 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 and the true point of beginning; thence along said lands of Linda M. Johnson and others various adjoining, North 36 degrees 10 minutes 07 seconds East, a distance of 1457.89 feet to a steel pin found in a stone row and in line with a 30 foot wide sanitary sewer easement; thence along said 30 foot wide sanitary sewer easement and various adjoining, North 45 degrees 43 minutes 54 seconds West, a distance of 577.18 feet to a point; thence continuing along same North 39 degrees 26 minutes 06 seconds West, a distance of 484.67 feet to a steel rebar found; thence crossing said 30 foot wide sanitary sewer easement along various adjoining, North 35 degrees 22 minutes 38 seconds East, a distance of 1208.54 feet to a steel pin found; thence along various adjoining, North 34 degrees 41 minutes 26 seconds East, a distance of 577.94 feet to a steel pin to be set in line with residual Lot 6; thence along said Lot 6 on the following two (2) courses and distances, viz: (1) South 59 degrees 34 minutes 57 seconds East, a distance of 1339.68 feet to a steel pin to be set; (2) South 54 degrees 56 minutes 44 seconds East, a distance of 230.71 feet to a concrete monument to be set in line with the West right-of-way line of First Avenue Extension; thence along said West right-of-way of First Avenue Extension, South 35 degrees 03 minutes 16 seconds West, a distance of 2823.23 feet to a point in line with First Avenue; thence along said First Avenue on the following eight (8) courses and distances, viz: (1) on a curve to the left having a radius of 60.0 feet, an arc length of 110.56 feet, a tangent of 79.01 feet with a chord bearing of South 42 degrees 16 minutes 05 seconds West, a chord distance of 95.57 feet and a delta angle of 105 degrees 34 minutes 23 seconds to a point; (2) on a curve to the right 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 12 degrees 16 minutes 05 seconds West, a chord distance of 30.98 feet and a delta angle of 45 degrees 34 minutes 23 seconds to a point; (3) South 35 degrees 03 minutes 16 seconds West, a distance of 84.21 feet to a point; (4) on a curve to the right having a radius of 720.0 feet, an arc length of 248.63 feet, a tangent of 125.57 feet with a chord bearing of South 44 degrees 56 minutes 50 seconds West, a chord distance of 247.40 feet and a delta angle of 19 degrees 47 minutes 08 seconds to a point; (5) on a curve to the right 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 South 67 degrees 10 minutes 30 seconds West, a chord distance of 207.50 feet and a delta angle of 16 degrees 49 minutes 07 seconds to a point; (6) South 75 degrees 24 minutes 53 seconds West, a distance of 36.45 feet to a point; (7) South 71 degrees 36 minutes 03 seconds West, a distance of 243.09 feet to a point; (8) on a curve to the right 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 North 65 degrees 00 minutes 33 seconds West, a chord distance of 68.70 feet and a delta angle of 86 degrees 46 minutes 49 seconds 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 the following two (2) courses and distances, viz: (1) on a curve to the left having a radius of 1677.02 feet, an arc length of 14.67 feet and a delta angle of 00 degrees 30 minutes 04 seconds to a point; (2) North 22 degrees 07 minutes 12 seconds West, a distance of 189.94 feet to a point, the point of beginning.

CONTAINING 89.83 acres, more or less.

BEING No. 91 FIRST AVENUE.

Tax ID / Parcel No. 22703-010-00802

Being the same premises which FR/CAL Gouldsboro Holding, LP, a Delaware limited partnership by Deed dated 12-28-2006 and recorded 1-20-2006 in Lackawanna County in Instrument Number 200600735 conveyed unto Versacold Logistics, LLC, a Delaware limited liability company, in fee.

SAID PROPERTY IS ALSO DESCRIBED AS FOLLOWS:

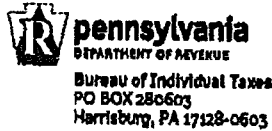
SURVEYED DESCRIPTION:

ALL THAT CERTAIN Lot 6A on the North existing (PaDOT completed widening and intersection) right-of-way line of S.R. 0435, known as Lackawanna Trail as shown on the Project Infiniti Subdivision Plan for the Covington Industrial Park, in Plan Book 6AM Page 6156, SITUATED in the Township of Covington, County of Lackawanna and Commonwealth of Pennsylvania, bounded and described as follows 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 and other various land adjoiners, North 36 degrees 10 minutes 07 seconds East, a distance of 1457.89 feet to a steel pin found in a stone pile and in line with a 30 foot wide sanitary sewer easement; thence along said 30 foot wide Sanitary Sewer Easement along various adjoiners, North 45 degrees 43 minutes 54 seconds West, a distance of 577.18 feet to a steel pin found; thence continuing along same North 39 degrees 26 minutes 06 seconds West, a distance of 484.67 feet to a steel rebar found; thence crossing said 30 foot wide sanitary sewer easement along various land adjoiners, North 45 degrees 43 minutes 54 seconds West, a distance of 577.18 feet to a steel pin found; thence continuing along same North 39 degrees 26 minutes 06 seconds West, a distance of 484.67 feet to a steel rebar found; thence crossing said 30 foot wide sanitary sewer easement along various land adjoiners, North 35 degrees 22 minutes 38 seconds East, a distance of 1208.54 feet to a steel pin found; thence along various adjoiners, North 34 degrees 41 minutes 26 seconds East, a distance of 577.94 feet to a steel pin set; thence along Lot 6 on the following two (2) courses and distances, viz: (1) South 59 degrees 34 minutes 57 seconds East, a distance of 1339.68 feet to a steel pin set; (2) South 54 degrees 56 minutes 44 seconds East, a distance of 230.71 feet to a monument set in line with the West Existing right of way line of said First Avenue Extension; (3) on the west right of way line of First Avenue Extension, South 35 degrees 03 minutes 16 seconds West, a distance of 2823.23 feet to a point in line with First Avenue; thence along said First Avenue on the following eight (8) courses and

distances, viz: (1) on a curve to the left having a radius of 60.0 feet, an arc length of 110.56 feet, a tangent of 79.01 feet with a chord bearing of South 42 degrees 16 minutes 05 seconds West, a chord distance of 95.57 feet and a delta angle of 105 degrees 34 minutes 23 seconds to a point; (2) on a curve to the right 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 12 degrees 16 minutes 05 seconds West, a chord distance of 30.98 feet and a delta angle of 45 degrees 34 minutes 23 seconds to a point; (3) South 35 degrees 03 minutes 16 seconds West, a distance of 84.21 feet to a point; (4) on a curve to the right having a radius of 720.0 feet, an arc length of 248.63 feet, a tangent of 125.57 feet with a chord bearing of South 44 degrees 56 minutes 50 seconds West, a chord distance of 247.40 feet and a delta angle of 19 degrees 47 minutes 08 seconds to a point; (5) on a curve to the right 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 South 67 degrees 10 minutes 30 seconds West, a chord distance of 207.50 feet and a delta angle of 16 degrees 49 minutes 07 seconds to a point; (6) South 75 degrees 24 minutes 53 seconds West, a distance of 36.45 feet to a point; (7) South 71 degrees 36 minutes 03 seconds West, a distance of 243.09 feet to a point; (8) on a curve to the right 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 North 65 degrees 00 minutes 33 seconds West, a chord distance of 68.70 feet and a delta angle of 86 degrees 46 minutes 49 seconds to a point in line with the aforesaid existing legal right-of-way line for S.R. 0435, known as Lackawanna Trail; thence along said existing legal right-of-way line for S.R. 0435, known as Lackawanna Trail on the following two (2) courses and distances, viz: (1) on a curve to the left having a radius of 1677.02 feet, an arc length of 14.67 feet, a tangent of 7.33 feet with chord bearing of North 21 degrees 52 minutes 11 seconds West, a chord distance of 14.67 feet and a delta angle of 00 degrees 30 minutes 04 seconds to a point; (2) North 22 degrees 07 minutes 12 seconds West, a distance of 189.94 feet to a point, the point of beginning.

CONTAINING 89.83 acres, more or less.



REALTY TRANSFER TAX STATEMENT OF VALUE

See reverse for instructions.

RECORDER'S USE ONLY	
State Tax Paid	\$ 313,900.00
Book Number	
Page Number	Sheet # 201103019
Date Recorded	2-8-11

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) 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 family relationship or public utility easement. If more space is needed, attach additional sheets.

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

Name Kate A. Cregor - Munger, Tolles & Olson LLP		Telephone Number: (213) 593-5224	
Mailing Address 355 South Grand Avenue, 35th Floor	City Los Angeles	State CA	ZIP Code 90071

B. TRANSFER DATA

Grantor(s)/Lessor(s) Versacold Logistics, LLC		
Mailing Address 91 First Avenue		
City Township of Covington	State PA	ZIP Code 18424

C. Date of Acceptance of Document 10-25-10

Grantee(s)/Lessee(s) ART Mortgage Borrower Propco 2010 - 5 LLC		
Mailing Address 10 Glenlake Parkway, South Tower, Suite 800		
City Atlanta	State GA	ZIP Code 30328

D. REAL ESTATE LOCATION

Street Address 91 First Avenue		City, Township, Borough Township of Covington	
County Lackawanna County	School District North Pocono	Tax Parcel Number 22703-010-00802	

E. VALUATION DATA - WAS TRANSACTION PART OF AN ASSIGNMENT OR RELOCATION? Y N

1. Actual Cash Consideration \$ 31,390.00	2. Other Consideration +	3. Total Consideration \$ 31,390.00
4. County Assessed Value \$ 2,579,260.00	5. Common Level Ratio Factor x 5.88	6. Fair Market Value = \$ 15,166,048.80

F. EXEMPTION DATA

1a. Amount of Exemption Claimed N/A 0	1b. Percentage of Grantor's Interest in Real Estate 100%	1c. Percentage of Grantor's Interest Conveyed 100%
---	--	--

Check Appropriate Box Below for Exemption Claimed.

- Will or intestate succession. _____ (Name of Decedent) _____ (Estate File Number)
- Transfer to a trust. (Attach complete copy of trust agreement identifying all beneficiaries.)
- Transfer from a trust. Date of transfer into the trust _____
If trust was amended attach a copy of original and amended trust.
- Transfer between principal and agent/straw party. (Attach complete copy of agency/straw party agreement.)
- Transfers to the commonwealth, the U.S. 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. (Attach copy of mortgage and note/assignment.)
- Corrective or confirmatory deed. (Attach complete copy of the deed to be corrected or confirmed.)
- Statutory corporate consolidation, merger or division. (Attach copy of articles.)
- Other (Please explain exemption claimed.) _____

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 12-15-10
---	-------------------------

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

CK – Art Mortgage – 3

**RIGHT-OF-WAY TO BE CONDEMNED
OVER PROPERTY OF
ART MORTGAGE BORROWER PROPCO 2010-5,
LLC**

Beginning at a point, said point being located at the intersection of the proposed centerline of electric line in the Westerly division line of lands of ART Mortgage Borrower Propco 2010-5, LLC. (Instrument # 201103019), Said point being in the Easterly Right-of-Way line of State Route 435.

Thence along said Right-of-Way Line of SR 435, North twenty-two degrees eight minutes five seconds West (N 22°08'05" W) for a distance of eighty-eight and forty-six one hundredths feet (88.46') to a point.

Thence through lands of ART Mortgage Borrower Propco 2010-5, LLC. , running parallel to and at a distance of seventy-five feet (75') perpendicular from the centerline of proposed electric line, the following five (5) courses and distances: **1.** North thirty-five degrees fifty minutes forty-six seconds East (N 35°50'46" E) nine hundred fifteen and twenty-nine one hundredths feet (915.29') more or less to a point. **2.** North sixty-three degrees forty-nine minutes forty-one seconds East (N 63°49'41" E) eight hundred seventy-nine and eighty-three one hundredths feet (879.83') more or less to a point. **3.** North thirty-five degrees eighteen minutes fourteen seconds East (N 35°18'14" E) one thousand six hundred forty and sixty-two one hundredths feet (1,640.62') more or less to a point. **4.** North fifty-four degrees fifty-five minutes thirty-five seconds West (N 54°55'35" W) one thousand four hundred thirty-nine and sixteen one hundredths feet (1,439.16') more or less to a point. **5.** North thirty-four degrees twenty-three minutes forty-one seconds East (N 34°23'41" E) one hundred fifty-three and thirty-six one hundredths feet (153.36') more or less to a point in the Easterly division line of lands of ART Mortgage Borrower Propco 2010-5, LLC. and lands now or formerly of US Industrial REIT II (Instrument # 200817361).

Thence along said division line, crossing the proposed centerline of electric line at a distance of seventy-five and eighteen one-hundredths feet (75.18') more or less, South fifty-nine degrees thirty-four minutes twenty-three seconds East (S 59°34'23" E) one hundred fifty and thirty-six one hundredths feet (150.36') more or less, to a point.

Thence through lands of ART Mortgage Borrower Propco 2010-5, LLC., running parallel to and at a distance of seventy-five feet (75') perpendicular from the centerline of proposed electric line, the following two (2) courses and distances: **1.** South thirty-four degrees twenty-three minutes forty-one seconds West (S 34°23'41" W) fifteen and fifty-three one hundredths feet (15.53') more or less to a point. **2.** South fifty-four degrees fifty-five minutes thirty-five seconds East (S 54°55'35" E) one thousand three hundred eighty-nine and five one hundredths feet (1,389.05') more or less to a point in the Southerly division line of lands of ART Mortgage Borrower Propco 2010-5, LLC. and lands now or formerly of FR First Avenue Property Holding, LP (Instrument # 200511126

Thence along said dividing line, South thirty-five degrees four minutes thirty-four seconds West (S 35°04'34" W) one thousand nine hundred eleven and seventy-five one hundredths feet (1,911.75') more or less to a point.

Thence through lands of ART Mortgage Borrower Propco 2010-5, LLC., running parallel to and at a distance of seventy-five feet (75') perpendicular from the centerline of proposed electric line, the following two (2) courses and distances: **1.** South sixty-three degrees forty-nine minutes forty-one seconds West (S 63°49'41" W) seven hundred eighty-six and fifty-eight one hundredths feet (786.58') more or less to a point. **2.** South thirty-five degrees fifty minutes forty-six seconds West (S 35°50'46" W) nine hundred seventy-one and seventy-eight one hundredths feet (971.78') more or less to a point in the Easterly Right-of-Way line of State Route 435.

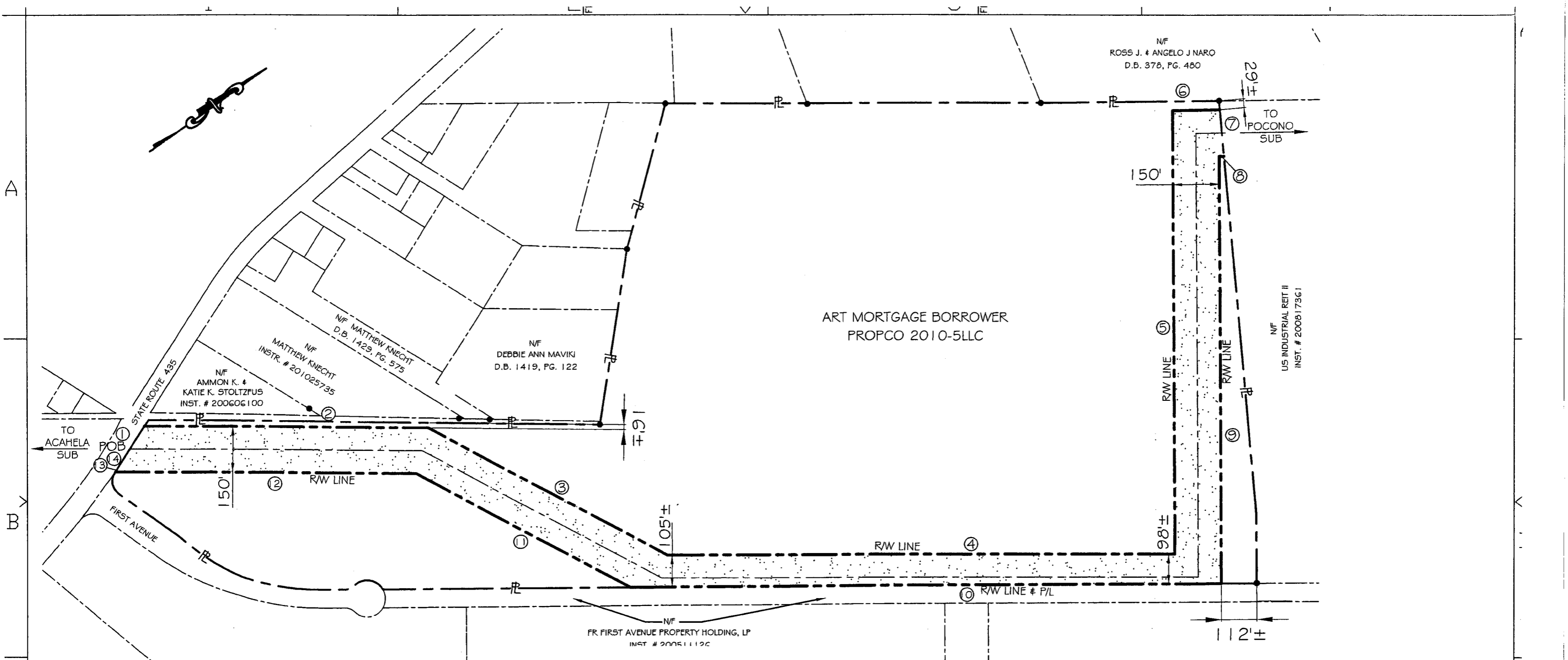
Thence along said Right-of-Way Line of SR 435, the following two (2) courses and distances: **1.** North twenty-one degrees fifty-three minutes four seconds West (N 21°53'04" W) ten and ninety-four one hundredths feet (10.94') to a point. **2.** North twenty-two degrees eight minutes five seconds West (N 22°08'05" W) seventy-seven and fifty-five one hundredths feet (77.55') to a point. **The Point of Beginning.**

Said Easement containing fifteen and forty-one one hundredths Acres (15.41+/- Acs.) more or less as shown on PPL drawing No. B393215 prepared by PPL Electric Utilities entitled "PLAN SHOWING ELECTRIC LINE RIGHT-OF-WAY TO BE CONDEMNED OVER PROPERTY OF ART MORTGAGE BORROWER PROPCO 2010-5, LLC".

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

CK – Art Mortgage – 4

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METES AND BOUNDS		METES AND BOUNDS		METES AND BOUNDS	
1	N 22° 08' 05" W 88.46'	6	N 34° 23' 41" E 153.36'	11	S 63° 49' 41" W 786.58'
2	N 35° 50' 46" E 915.29'	7	S 59° 34' 23" E 150.36'	12	S 35° 50' 46" W 971.78'
3	N 63° 49' 41" E 879.83'	8	S 34° 23' 41" W 15.53'	13	N 21° 53' 04" W 10.94'
4	N 35° 18' 14" E 1,640.62'	9	S 54° 55' 35" E 1,389.05'	14	N 22° 08' 05" W 77.55'
5	N 54° 55' 35" W 1,439.16'	10	S 35° 04' 34" W 1,911.75'		

TOTAL ROW AREA ≈ 15.41 ACS. ±

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



91 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.

LEGEND:
STONES (hexagon symbol)
IRON PIPE (circle with dot symbol)
RE-BAR (solid dot symbol)

ACCT- 10015370
SCALE- NONE
BY- mg
REVIEWED RSK 11/31/12

ACAHELA - POCONO LINE
PLAN SHOWING ELECTRIC LINE RIGHT OF WAY TO BE CONDEMNED
OVER PROPERTY OF ART MORTGAGE BORROWER PROPCO 2010-5 LLC
INSTRUMENT #201103019
COVINGTON TOWNSHIP LACKAWANNA CO., PA.

APPROVED *[Signature]* DATE 11/21/12
PPL ELECTRIC UTILITIES

NO.	DATE	ACCT.	REVISION	BY	REVIEWED	APPROVED	CAD ID

AC PPL DRAWING NO. **B393215** SHEET NO. **1** REV. **0**

PPL ELECTRIC UTILITIES 10/10

00100 LOCATION CODES PLAN & PROFILE FACILITY MAP SORTS

CK – Art Mortgage – 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, Art Mortgage Borrower Propco 2010-5 LLC is the owner of certain property in Covington Township, Lackawanna County, as more particularly described in Exhibit N and identified as Parcel 91; 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 . . . N . . . (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

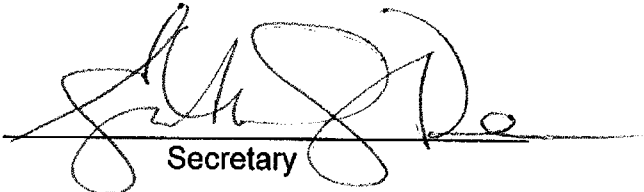
on, over, across or under the Lands to the extent required for rights-of-way to be presently used for the overhead or underground construction, operation and maintenance of the new 230 kV transmission lines associated with the Northeast Pocono Reliability Project, for the transmission and/or distribution 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 . . . N . . . 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 . . . N . . . , 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 27th day of December, 2012.


Secretary