



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**

NLMS, Inc.

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 NLMS, Inc. In :
Clifton 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. NLMS-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 NLMS, Inc. in Clifton Township, Lackawanna County,
16 Pennsylvania, and describe PPL Electric's proposed right-of-way easement over said
17 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.

21
22 Q. Does a portion of the proposed routes for the Northeast-Pocono Reliability Project cross
23 the property of NLMS, Inc., which is the subject of this proceeding?

1 A. Yes. The route does cross the property of NLMS, Inc., as described more fully below.
2 PPL Electric has attempted to purchase a right-of-way and easement over this tract of
3 land for the Northeast-Pocono Reliability Project, but, to date, has been unable to reach
4 any agreement with the property owners.

5
6 Q. Have you and/or the Right-of-Way Agents working directly under your supervision been
7 to the property of NLMS, Inc. that is the subject of this proceeding?

8 A. Yes, a Right-of-Way Agent working directly under my supervision has visited the
9 property.

10
11 Q. Please describe the property.

12 A. This residentially zoned property is approximately 100 acres, level, and has no buildings
13 or dwellings.

14
15 Q. Does PPL Electric's proposed right-of-way and easement over the property of NLMS,
16 Inc. contain any burial grounds or places of worship?

17 A. No, it does not.

18
19 Q. Please explain PPL Electric Exhibit No. CK-NLMS-1.

20 A. PPL Electric Exhibit No. CK-NLMS-1 is a copy of the Map of PPL Electric's Bulk
21 Power Transmission System, which shows the proposed Northeast-Pocono Reliability
22 Project.

23

1 Q. Please explain PPL Electric Exhibit No. CK-NLMS-2.

2 A. PPL Electric Exhibit No. CK-NLMS-2 is a copy of the metes-and-bounds description of
3 the property of NLMS, Inc.

4

5 Q. Please explain PPL Electric Exhibit No. CK-NLMS-3.

6 A. PPL Electric Exhibit No. CK-NLMS-3 is a copy of the metes-and-bounds description of
7 the portion of the property of NLMS, Inc. over which PPL Electric seeks a right-of-way
8 and easement.

9

10 Q. Please explain PPL Electric Exhibit No. CK-NLMS-4.

11 A. PPL Electric Exhibit No. CK-NLMS-4 is a copy of the Plan showing the property of
12 NLMS, Inc. and the portion of the property over which PPL Electric proposes to acquire
13 a right-of-way and easement.

14

15 Q. Please explain PPL Electric Exhibit No. CK-NLMS-5

16 A. PPL Electric Exhibit No. CK-NLMS-5 is a copy of the resolutions of the Board of
17 Directors of PPL Electric authorizing the acquisition of a right-of-way and easement over
18 the portion of the land of NLMS, Inc. described in PPL Electric Exhibit No. CK-NLMS-
19 3. Those resolutions remain in effect.

20

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

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

5

6 Q. Does this conclude your testimony at this time?

7 A. Yes, it does.

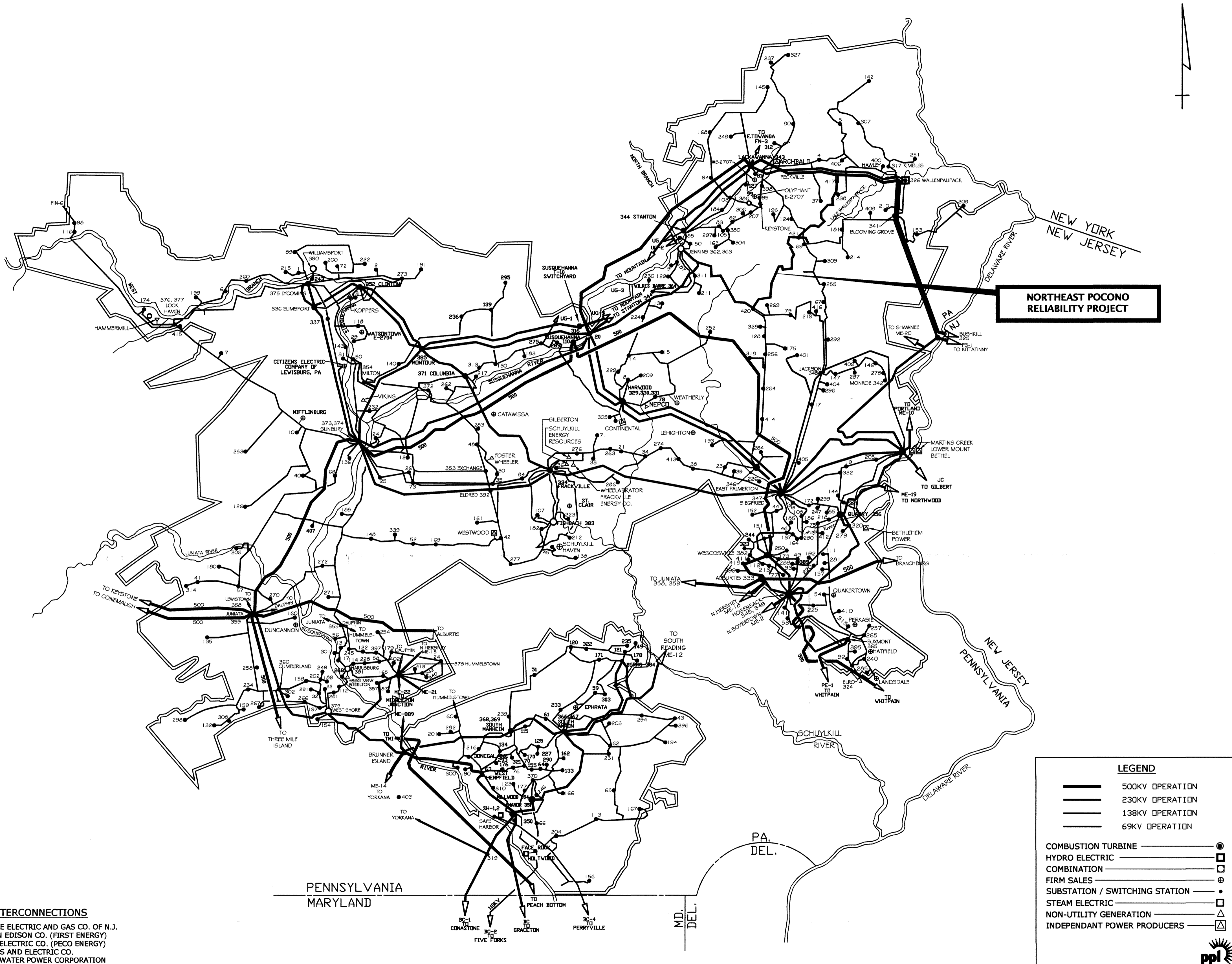
8

CK – NLMS – 1

SUBSTATION LISTING

- | | | | |
|------------------------|-------------------------|-------------------------------|----------------------------|
| 1. WEST WILLIAMSPORT | 136. SELINGSROVE | 271. HALIFAX | 405. BLUE MOUNTAIN |
| 2. FAIRFIELD | 137. SUNNER | 272. MILLERSBURG | 406. DAPPERS 69/12KV |
| 3. MONTGOMERY | 138. AUBURN | 273. MUNCY | 407. MEISERSVILLE |
| 4. VARDEN | 139. ROHRSBURG | 274. HAUTO | 408. LEDGEDALE |
| 5. HONESDALE | 140. DERRY | 275. BERWICK | 409. EAST TANNERSVILLE |
| 6. JERSEY SHORE | 141. EAST GREENVILLE | 276. SHENANDOAH | 410. TRUMBIAUVILLE |
| 7. LOGANTON | 142. WEST DAMASCUS | 277. PINE GROVE | 411. WEST TREXLETTOWN |
| 8. VALMONT | 143. NEW COLUMBIA | 278. STROUDSBURG | 412. FOUNTAIN HILL |
| 9. RIVER | 144. FARMERSVILLE | 279. FREEMANSBURG | 413. LANSFORD |
| 10. LIMESTONE | 145. GREENVILLE | 280. ALLENTOWN | 414. BELTZVILLE |
| 11. * | 146. NORTH STROUDSBURG | 281. BINGEN | 415. LOCK HAVEN SWITCHYARD |
| 12. REED | 147. TANNERSVILLE | 282. RHEIMS | 416. LONG POND |
| 13. WRIGHT | 148. ELIZABETHVILLE | 283. CLEVELAND | 417. PAUPACK |
| 14. ST. JOHNS | 149. WYOMISSING | 284. LITTLE GAP | 418. BREININGSVILLE |
| 15. FREELAND | 150. EXETER | 285. ORVILLE | 419. WEST HERSHEY |
| 16. * | 151. CRACKERSPORT | 286. TUSCARORA | 420. ACAHELA |
| 17. GILBERT | 152. SCHNECKSVILLE | 287. BARTONSVILLE | 421. POCONO |
| 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. T. O. SW. YARD | |
| 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. WILKENSAPACK | |
| 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. TREXLETTOWN | 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. ELDRID | |
| 123. WEST LANCASTER | 258. SHERMANDALE | 393. * | |
| 124. MADISONVILLE | 259. * | 394. MILLWOOD | |
| 125. NEFFSVILLE | 260. LARRYS CREEK | 395. TELFORD | |
| 126. BEAVERTOWN | 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

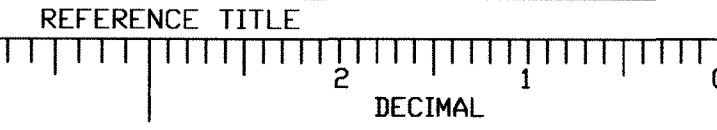
INTERCONNECTIONS

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, 1995
AC	PPL DRAWING NO.	SHEET NO.
	D191830	1
		117

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PPL E.U. FORM 4877 (7/95)



NUMBER	DATE	ACCT.	REFERENCE TITLE	BY	REVIEWED	APPROVED	CAD I.D.
114	7/9/12	161707	DEPICT LOCATION SOUTH AKRON #1 & #2 138KV	mg			JBW
117	2/7/12	10016301	ADDED Northeast Pocono Reliability Project and Acahela & Pocono Substations	mg			JBW
116	02/21	10013788	DEPICT LOCATION OF ST. JOHNS - FREELAND 138/69 KV LINE PROJECT LOCATION	mg			KBK
115	10/5/12	10019015	DEPICT LOCATION OF STEEL CITY - QUARRY #1 & #2 230KV LINE RELOCATION	mg			JBW

#6000 LOCATION CODES PLAN & PROFILE NO. TRANSMISSION MAP NO. SORTS

CK – NLMS – 2

Robert P. Browning, Esq.
Oliver, Price & Rhodes
220 Penn Avenue, Suite 300
Scranton, Pennsylvania 18503

Deed In Lieu

Made the 29th day of August, in the year of our Lord two thousand eight (2008)

Between MD/RF DEVELOPERS, INC., a Pennsylvania business corporation, with offices at Clarks Summit, County of Lackawanna and Commonwealth of Pennsylvania, parties of the first part, hereinafter called GRANTOR

AND

NLMS, INC., a Pennsylvania business corporation, with offices in Clarks Summit, Lackawanna County, Pennsylvania, party of the second part, hereinafter called GRANTEE

Witnesseth, that in consideration of ONE DOLLAR (\$1.00) in hand paid, the receipt whereof is hereby acknowledged, the Grantor does hereby grant and convey to the said Grantee, its Successors and Assigns,

All that certain piece or parcel of unimproved land, situate at State Route 435 and Keystone Road, Gouldsboro (Clifton Township), Lackawanna County, Pennsylvania more particularly described on Exhibit "A," attached hereto and made a part hereof.

Together with all and singular the building, improvements, ways, streets, alleys, passages, waters, water-courses, rights, liberties, privileges, hereditaments and appurtenances whatsoever thereunto 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 the said Grantor, in law, equity, or otherwise howsoever, of, in, and to the same and every part thereof.

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 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.

LACKAWANNA COUNTY
CERTIFIED PROPERTY IDENTIFICATION

MUN: 50
PIN: 23802 010 012
USE: 2009 ASSES VAL: 600
DATE: 8/29/08 AW
/000 CLERK

Being the same premises mortgaged by Grantor herein to Community Bank & Trust Co., by mortgage dated June 8, 2007, and duly recorded in Lackawanna County as Instrument No. 200716807, which Mortgage has been assigned to Grantee herein by Assignment of even date herewith, intended to be recorded immediately prior to this Deed in Lieu.

THIS IS A DEED IN LIEU OF FORECLOSURE, GIVEN IN LIEU OF THE FORECLOSURE OF THE MORTGAGE GIVEN BY GRANTOR TO COMMUNITY BANK & TRUST CO. DATED JUNE 8, 2007 AND RECORDED IN LACKAWANNA COUNTY AS INSTRUMENT NO. 200716807, AND ASSIGNED BY COMMUNITY BANK & TRUST CO. TO NLMS, INC. BY ASSIGNMENT DATED AUGUST 29, 2008, AND RECORDED IMMEDIATELY PRIOR TO THIS DEED IN LIEU (THE "MORTGAGE"). THIS DEED IN LIEU SHALL NOT MERGE WITH THE MORTGAGE, AND THE MORTGAGE SHALL REMAIN A LIEN AGAINST THE PREMISES HEREBY CONVEYED.

And the said Grantor Will Warrant Generally the property hereby conveyed.

In Witness Whereof, Grantor has caused the due execution hereof the day and year first above written.

ATTEST:

[Signature] (Corp)
Secretary (Seal)

) MD/RF DEVELOPERS, INC.
)
)
)

By: [Signature]
President

Commonwealth of Pennsylvania :
: ss.:
County of Lackawanna :

On this, 29th day of August, 2006, before me personally appeared Richard C. Florey, Jr., who acknowledged himself to be the President of MD/RF Developers, Inc., a corporation, and that he as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

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

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Robert P. Browning, Notary Public
South Abington Twp., Lackawanna County
My Commission Expires July 13, 2011
Member, Pennsylvania Association of Notaries

[Signature]
Notary Public

I Hereby Certify, that the precise residence of the Grantee is 1170 Winola Road, Clarks Summit, Pennsylvania 18411.

[Signature]
Attorney for Grantee

ALL that certain lot, piece or parcel of land situate in Clifton Township, County of Lackawanna and Commonwealth of Pennsylvania, bounded and described as follows:

BEGINNING at a corner lying along the westerly side of State Road #435 common to lands of Frieda Elkins and to lands of Sarah Ann Wesko (the Grantor):

THENCE along the westerly side of State Road #435 in a South 4°46'13" East direction for a distance of 85.76 feet to a corner;

THENCE along the westerly side of Keystone Road (T-306) for the following ten (10) courses and distances: South 19°25'59" West for a distance of 243.62 feet to a corner, then in a South 25°05'47" West direction for a distance of 144.33 feet to a corner, then in a South 28°05'43" West direction for a distance of 106.97 feet to a corner, then in a South 28°48'23" West direction for a distance of 137.30 feet to a corner, then in a South 23°29'43" West direction for a distance of 70.91 feet to a corner, then in a South 17°22'54" West direction for a distance of 63.93 feet to a corner, then in a South 05°31'04" West direction for a distance of 115.34 feet to a corner, then in a South 04°56'26" East direction for a distance of 101.22 feet to a corner, then in a South 08°52'47" East direction for a distance of 296.29 feet to a corner, then in a South 11°22'53" East direction for a distance of 184.18 feet to a found rebar corner;

THENCE along lands of Keystone Training and Rehab in a North 86°16'37" West direction for a distance of 795.38 feet to a tree corner;

THENCE continuing along lands on Keystone Training and Rehab in a South 79°26'13" West direction for a distance of 1355.33 feet to an iron pin corner;

THENCE along interstate #380 with a curve turning to the right with an arc length of 478.51', with a radius of 5941.27', with a chord bearing of North 26°33'41" West, with a chord length of 478.38'.

THENCE continuing along interstate #380 in a North 24°26'33" West direction for a distance of 160.12 feet to a point of curvature corner;

THENCE continuing along interstate #380 with a curve turning to the right with an arc length of 1781.39', with a radius of 15162.32', with a chord bearing of North 20°53'18" West, with a chord length of 1780.37' to a found rebar corner;

THENCE along the center of a grassy lane for the following fourteen (14) courses and distances North 80°38'02" East direction for a distance of 91.38 feet to a corner, then in a South 72°26'18" East direction for a distance of 93.11 feet to a corner, then in a South 80°17'36" East direction for a distance of 127.64 feet to a corner, then in a South 72°58'00" East direction for a distance of 546.13 feet to a corner; then in a South 70°58'00" East direction for a distance of 291.00 feet to a corner; then in a South 80°08'00" East direction for a distance of 168.30 feet to a corner; then in a South 73°05'00" East direction for a distance of 189.90 feet to a corner; then in a South 67°31'00" East direction for a distance of 145.50 feet to a corner; then in a South 63°45'00" East direction for a distance of 78.40 feet to a corner; then in a South 70°27'00" East direction for a distance of 244.50 feet to a corner; then in a South 69°42'00" East direction for a distance of 190.50 feet to a corner; then in a South 81°14'00" East direction for a distance of 162.50 feet to a corner; then in a North 89°27'00" East direction for a distance of 102.70 feet to a corner; then in a North 78°37'00" East direction for a distance of 19.50 feet to a corner;

THENCE along lands of Frieda Elkins in a South 13°14'00" East direction for a distance of 143.92 feet to a corner;

THENCE continuing along lands of Frieda Elkins in a North 76°46'00" East direction for a distance of 905.71 feet to the point of beginning.

SAID parcel being subject all easements, restrictions, rights-of-way, covenants, reservations or conditions contained in the chain of title or granted herein contains approximately 99.74 acres.

Being a part of PARCEL NO. 1, the second thereof, and a part of PARCEL NO. 2 conveyed to Sarah Ann Wesko, a/k/a Sally Ann Wesko, by Deed of Michael J. Wesko, dated August 19, 2002 and recorded in Lackawanna County Record Book 794, Page 860.

PIN: 23802-010-012.

Attached to and made a part of the Deed in Lieu of Foreclosure given by
MD/RF Developers, Inc. to NLMS, Inc. dated August 29, 2008.
Exhibit "A"



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
BUREAU OF INDIVIDUAL TAXES
PO BOX 280603
HARRISBURG PA 17128-0603

REALTY TRANSFER TAX STATEMENT OF VALUE

See Reverse for Instructions

RECORDER'S USE ONLY

State Tax Paid _____
Book Number _____
Page Number 200821851
Date Recorded 8-29-08

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: Patrick J. Lavelle, Esquire Telephone Number: (570) 586-7730
Street Address: 1000 South State Street City: Clarks Summit State: PA Zip Code: 18411

B. TRANSFER DATA

Date of Acceptance of Document

Grantor(s)/Lessor(s): MD/RF Developers, Inc. Grantee(s)/Lessee(s): NLMS, Inc.
Street Address: 1734 N. Washington Avenue Street Address: 1170 Winola Road
City: Scranton State: PA Zip Code: 18509 City: Clarks Summit State: PA Zip Code: 18411

C. PROPERTY LOCATION

Street Address: Off State Route 6 City, Township, Borough: Clifton Township
County: Lackawanna School District: North Pocono Tax Parcel Number: 23802-010-012

D. VALUATION DATA

1. Actual Cash Consideration 1.00	2. Other Consideration + 0.00	3. Total Consideration = 1.00
4. County Assessed Value 600.00	5. Common Level Ratio Factor X 6.67	6. Fair Market Value = 4,002.00

E. EXEMPTION DATA

1a. Amount of Exemption Claimed: 100.00 1b. Percentage of Interest Conveyed: 100

2. Check Appropriate Box Below for Exemption Claimed

- Will or intestate succession
- Transfer to Industrial Development Agency. (Name of Decedent) _____ (Estate File Number) _____
- 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 200716807, 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: Patrick J. Lavelle Date: 8-29-08

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

CK – NLMS – 3

**RIGHT-OF-WAY TO BE CONDEMNED
OVER PROPERTY OF
NLMS, INC.**

Beginning at a point, said point being located at the intersection of the proposed centerline of electric line, in the Northerly division line of lands of NLMS, Inc. (Instr. # 200821851), and lands now or formerly of B & B Fuel, LLC (Instr. # 201001440).

Thence along said dividing line, South seventy-five degrees forty-two minutes sixteen seconds East (S 75°42'16" E) eighty-six and ninety-nine one hundredths feet (86.99') more or less to a point.

Thence through lands of NLMS, Inc., 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 sixteen degrees eight minutes forty-three seconds East (S 16°08'43" E) one thousand four hundred eighty-nine and forty-seven one hundredths feet (1,489.47') more or less to a point. **2.** South sixteen degrees twenty-one minutes thirty-seven seconds West (S 16°21'37" W) six hundred fifty and eighty-six one hundredths feet (650.86') more or less to a point in the Northerly Right-of-Way line of Interstate Route 380.

Thence along said Right-of-Way line, crossing the proposed centerline of electric line at a distance of one hundred four and thirty-six one-hundredths feet (104.36') more or less, on a curve to the Right, having a Radius of five thousand nine hundred forty-one and twenty-seven one hundredths feet (5,941.27'), An Arc length of two hundred ten and fifty-five one hundredths feet (210.55') Subtended by a Chord bearing North twenty-nine degrees four minutes twenty-seven seconds West (N 29°04'27" W) two hundred ten and fifty-four one hundredths feet (210.54') more or less to a point.

Thence through lands of NLMS, Inc., running parallel to and at a distance of seventy-five (75') perpendicular from the centerline of proposed electric line, The following two (2) courses and distances: **1.** North sixteen degrees twenty-one minutes thirty-seven seconds East (N 16°21'37" E) four hundred fifty-nine and thirty-nine one hundredths feet (459.39') more or less to a point. **2.** North sixteen degrees eight minutes forty-three seconds West (N 16°08'43" W) one thousand five hundred thirty-three and eighty-nine one hundredths feet (1,533.89') more or less to a point in the aforesaid Northerly dividing line of lands of NLMS, Inc., and lands now or formerly of B & B Fuel, LLC .

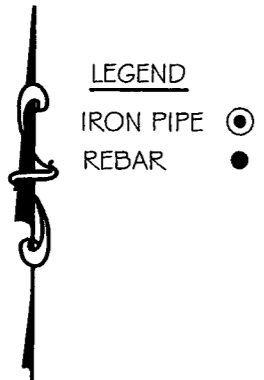
Thence along said dividing line, South seventy-five degrees forty-two minutes sixteen seconds East (S 75°42'16" E) eighty-six and ninety-nine one hundredths feet (86.99') more or less to a point. **The Point of Beginning.**

Said Easement containing seven and twelve one hundredth Acres (7.12+/- Acs.) more or less as shown on PPL drawing No. B393210 prepared by PPL Electric Utilities entitled "PLAN SHOWING ELECTRIC LINE RIGHT-OF-WAY TO BE CONDEMNED OVER PROPERTY OF NLMS, Inc."

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

CK – NLMS – 4

1 2 3 4



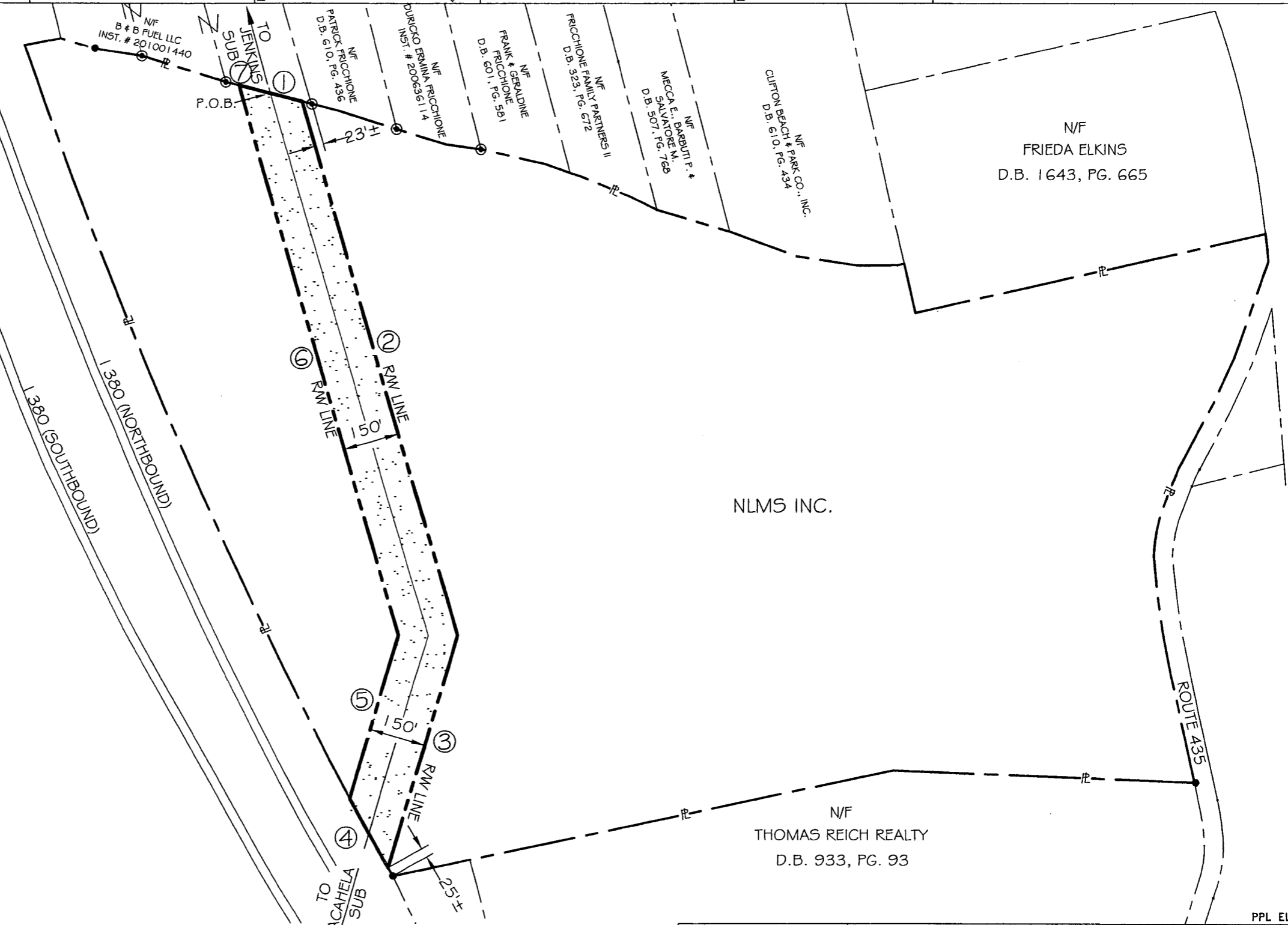
METES AND BOUNDS
 1 S 75°42'16" E 86.99'
 2 S 16°08'43" E 1489.47'
 3 S 16°21'37" W 650.86'
 4 R=5941.26' A=210.55'
 CHRD BRG N 29°04'27" W 210.54'
 5 N 16°21'37" E 459.39'
 6 N 16°08'43" W 1533.89'
 7 S 75°42'16" E 86.99'
 TOTAL ROW AREA = 7.12 ACS. ±

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 _____

86

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



ACCT- 10015370	ACAHELA-POCONO LINE	
SCALE- NONE	PLAN SHOWING ELECTRIC LINE RIGHT OF WAY TO BE CONDEMNED	
BY- RRC	NLMS, INC.	
REVIEWED <i>MJS 10/19/2012</i>	INST. #200821851	
	CLIFTON TOWNSHIP	LACKAWANNA CO., PA.
	APPROVED <i>Brian K. Patton</i>	DATE 10/19/2012
	PPL ELECTRIC UTILITIES	
AC	PPL DRAWING NO. B393210	SHEET NO. 1
CAD ID		REV. 0

NO.	DATE	ACCT.	REVISION	BY	REVIEWED	APPROVED

00100 LOCATION CODES PLAN & PROFILE FACILITY MAP SORTS

PPL ELECTRIC UTILITIES

PC CAD

CK – NLMS – 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, NLMS, Inc. is the owner of certain property in Clifton Township, Lackawanna County, as more particularly described in Exhibit L and identified as Parcel 86; 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 . . . L . . . (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

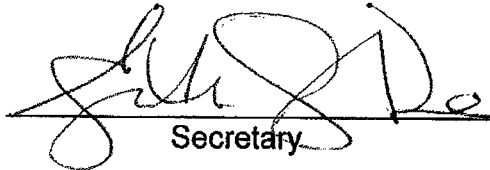
rights-of-way to be presently used for the overhead or underground construction, operation and maintenance of the new 230 kV transmission lines associated with the Northeast Pocono Reliability Project, for the transmission and/or distribution of electric light, heat and power, or any of them, including 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 . . . L . . . 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 . . . L . . . , 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