



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**

US Industrial Reit II

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 US Industrial Reit II :
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. US INDUSTRIAL-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 US Industrial Reit II (“US Industrial”) 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
24 and the Proposed North Pocono 230-69 kV Substation in Covington Township,

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

6
7 As explained in Attachment 2 to the Siting Application and PPL Electric Statement No.
8 2, the direct Testimony of Ms. Krizenoskas, to resolve reliability and planning violations
9 and to ensure reliable long-term service to customers in the Northeast Pocono region,
10 PPL Electric proposes to site and construct transmission line connections associated with
11 two new 230-69 kV transmission substations, the West Pocono 230-69 kV Substation and
12 North Pocono 230-69 kV Substation. The new Substations will be connected to the
13 existing 230 kV transmission systems by building an approximately 58-mile new 230 kV
14 transmission line. The new Substations will be connected to the existing 138/69 kV
15 transmission system by building approximately 11.3 miles of new 138/69 kV
16 transmission lines. PPL Electric’s line siting process and the selection of the routes for
17 the transmission lines associated with the Northeast-Pocono Reliability Project are
18 explained in Attachment 4 to the Siting Application and PPL Electric Statement No. 4,
19 the direct testimony of Mr. Baker.

20
21 Q. Does a portion of the proposed routes for the Northeast-Pocono Reliability Project cross
22 the property of US Industrial, which is the subject of this proceeding?

1 A. Yes. The route does cross the property of US Industrial, 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 US Industrial that is the subject of this proceeding?

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

10

11 Q. Please describe the property.

12 A. This industrial zoned property is approximately 76.24 acres, level, and fully developed
13 with one industrial building.

14

15 Q. Are there any dwellings located on the property?

16 A. No. Although there is an industrial building located on the property, there are not
17 residential dwellings located on the property.

18

19 Q. Does PPL Electric's proposed right-of-way and easement over the property of US
20 Industrial contain any burial grounds or places of worship?

21 A. No, it does not.

22

23 Q. Please explain PPL Electric Exhibit No. CK-US Industrial-1.

1 A. PPL Electric Exhibit No. CK-US Industrial-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-US Industrial-2.

6 A. PPL Electric Exhibit No. CK-US Industrial-2 is a copy of the metes-and-bounds
7 description of the property of US Industrial.

8
9 Q. Please explain PPL Electric Exhibit No. CK-US Industrial-3.

10 A. PPL Electric Exhibit No. CK-US Industrial-3 is a copy of the metes-and-bounds
11 description of the portion of the property of US Industrial over which PPL Electric seeks
12 a right-of-way and easement.

13
14 Q. Please explain PPL Electric Exhibit No. CK-US Industrial-4.

15 A. PPL Electric Exhibit II and the portion of the property over which PPL Electric proposes
16 to acquire a right-of-way and easement.

17
18 Q. Please explain PPL Electric Exhibit No. CK-US Industrial-5

19 A. PPL Electric Exhibit No. CK-US Industrial-5 is a copy of the resolutions of the Board of
20 Directors of PPL Electric authorizing the acquisition of a right-of-way and easement over
21 the portion of the land of US Industrial described in PPL Electric Exhibit No. CK-US
22 Industrial-3. Those resolutions remain in effect.

23

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

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

7

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

9 A. Yes, it does.

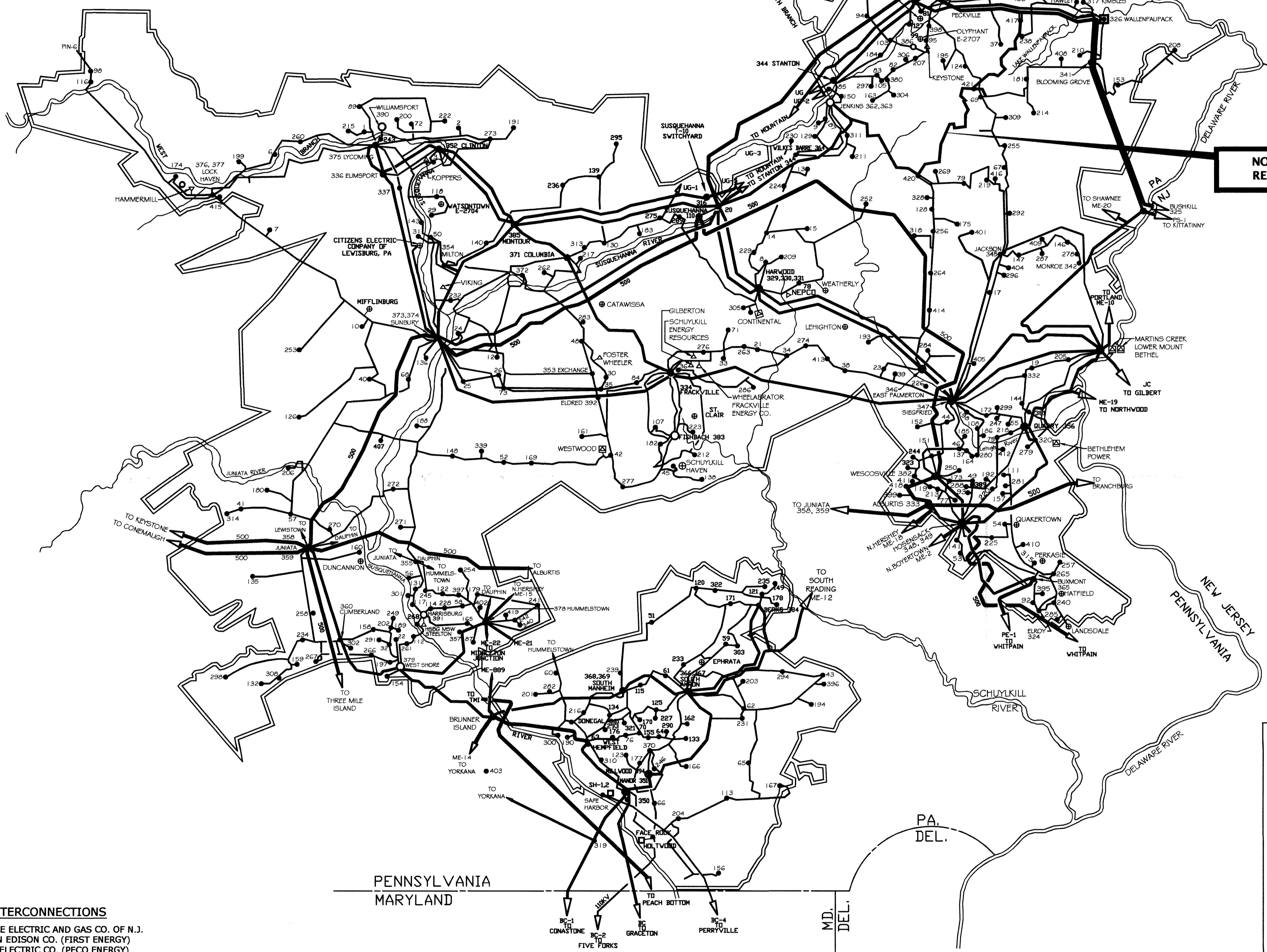
10

CK – US Industrial - 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. ORVILLA | 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. 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. 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. ELIMSPORT | |
| 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. 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 |

CK – US Industrial - 2

SPECIAL WARRANTY DEED

THIS INDENTURE is dated ^{\$ 4/24/2008 effective} this 30th day of June, 2008, between **FR/CAL GOULDSBORO PROPERTY HOLDING, LP**, a Delaware partnership (hereinafter called the "Grantor"), of the one part, and **US INDUSTRIAL REIT II**, a Texas real estate investment trust (hereinafter called the "Grantee"), of the other part.

WITNESSETH, that the Grantor, for and in consideration of the sum of One Dollar (\$1.00) 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, release and confirm unto the Grantee, its successors and assigns,

ALL THAT CERTAIN lot or parcel of land situate in 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 those certain permitted exceptions set forth on **Exhibit B** and incorporated by reference.

TOGETHER with all and singular the improvements, ways, streets, alleys, beneficial easements, 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**.

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/CAL GOULDSBORO PROPERTY
HOLDING, LP**, a Delaware limited
partnership

Witness

By: FR/Cal Gouldsboro General Partner,
LP, a Delaware limited partnership, its general
partner

Witness

By: FR/Cal Gouldsboro Second, LLC, a
Delaware limited liability company, its general
partner

By: FR/Cal Gouldsboro, LLC, a Delaware
limited liability company, its sole member

By: FirstCal Industrial, LLC, a Delaware
limited liability company, its sole member

By: FR FirstCal, LLC, a Delaware limited
liability company, its managing member

By: First Industrial Investment, Inc., a
Maryland corporation, its sole member

By: _____

Name: _____

Its: _____

The address of the within-named Grantee is:

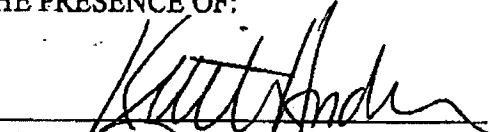
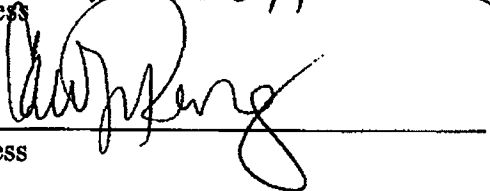
US Industrial REIT II
c/o USAA Real Estate Company
9830 Colonnade Boulevard, Suite 600
San Antonio, Texas 78230-2239
Attn: Bruce Petersen



On Behalf of Grantee

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:

Witness 
Witness 

FR/CAL GOULDSBORO PROPERTY HOLDING, LP, a Delaware limited partnership

By: FR/Cal Gouldsboro General Partner, LP, a Delaware limited partnership, its general partner

By: FR/Cal Gouldsboro Second, LLC, a Delaware limited liability company, its general partner

By: FR/Cal Gouldsboro, LLC, a Delaware limited liability company, its sole member

By: FirstCal Industrial, LLC, a Delaware limited liability company, its sole member

By: FR FirstCal, LLC, a Delaware limited liability company, its managing member


By: First Industrial Investment, Inc., a Maryland corporation, its sole member

By: 

Name: **Laura Bukiet**
Its: **Authorized Signatory**

The address of the within-named Grantee is:

US Industrial REIT II
c/o USAA Real Estate Company
9830 Colonnade Boulevard, Suite 600
San Antonio, Texas 78230-2239
Attn: Bruce Petersen


On Behalf of Grantee

STATE OF ILLINOIS

:
: SS

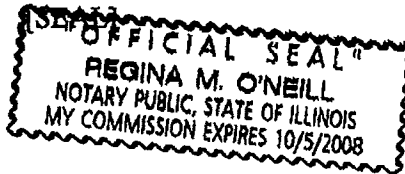
COUNTY OF COOK

On this 21st day of June, 2008, before me a Notary Public in and for the State of Illinois, the undersigned officer, personally appeared Laura Bukiet, the Authorized Signatory of First Industrial Investment, Inc., a Maryland corporation and the sole member of FR FirstCal, LLC, a Delaware limited liability company, the managing member of FirstCal Industrial, LLC, a Delaware limited liability company, the sole member of FR/Cal Gouldsboro, LLC, a Delaware limited liability company, the sole member of FR/Cal Gouldsboro Second, LLC, a Delaware limited liability company, the general partner of FR/Cal Gouldsboro General Partner, LP, a Delaware limited partnership, the general partner of FR/Cal Gouldsboro Property Holding, LP, a Delaware limited partnership, known to be (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and that he executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership.

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

Regina M. O'Neill
Notary Public

My Commission Expires 10/5/08



P.O.
LACKAWANNA COUNTY
CERTIFIED PROPERTY IDENTIFICATION
MUNI: 72
PIN: 22703 010 008
USE: _____ ASSESS VAL: _____
DATE: 7 14 of 10 CLERK

P.O.
LACKAWANNA COUNTY
CERTIFIED PROPERTY IDENTIFICATION
MUNI: 72
PIN: 22703 010 00804
USE: _____ ASSESS VAL: _____
DATE: 7 14 of 10 CLERK
200

Exhibit A

PARCEL 1 - FEE PARCEL:

ALL THAT CERTAIN parcel of land situate in the Township of Covington, County of Lackawanna, and in the State of Pennsylvania, to wit.

Beginning at an iron pin along the westerly right-of-way line of First Avenue Extension being the northeasterly corner of Lot 6A of and the southerly corner of Lot 7 described herein;

Thence, containing along lands of Lot 6A North fifty-four degrees, fifty-six minutes, forty-four seconds, West (N54°56'44"W), a distance of two hundred thirty and seventy-one one hundredths feet (230.71') to an iron pin;

Thence, continuing along the same, North fifty-nine degrees, thirty-four minutes, fifty seven seconds, West (N59°34'57"W), a distance of one thousand three hundred thirty-nine and sixty-eight one-hundredths feet (1339.68') to an iron pin found in line of lands now or formerly of Angelo and Ross Naro;

Thence, continuing along line of lands now or formerly of Angelo and Ross Naro and Lands now or formerly Edwin and Jean Quinn, North thirty-four degrees, forty-one minutes, twenty-six seconds, East (N34°41'26"E), a distance of six hundred twenty-eight and forty-three one-hundredths feet (628.43') to an iron pin found.

Thence, continuing along line of lands now or formerly Edwin and Jean Quinn, North fifty-three degrees, fifty-three minutes, forty seconds, West (N53°53'40"W), a distance of fifty-four and sixty-seven one -hundredths feet (54.67') to an iron pin.

Thence, through lands of Lot 6 and Lot E-2, North thirty-four degrees, forty-one minutes, twenty-six seconds East (N34°41'26"E), a distance of one thousand five hundred eighty and twenty-six one-hundredths feet (1580.26') to an iron pin;

Thence, continuing through lands of said Lot E-2, South fifty-three degrees, fifty-three minutes, forty seconds East (S53°53'40"E), a distance of one thousand four hundred sixty-seven and zero one-hundredths feet (1467.00') to an iron pin;

Thence, through and along lands of Lot E-2, South twenty-seven degrees, twenty minutes, thirteen seconds, West (S27°20'13"W), a distance of seven hundred fifty-nine and sixty-seven one-hundredths feet (759.67') to an iron pin along the arc of a curve on a cul-de-sac of First Avenue Extension;

Thence, continuing along the arc of a curve to the left, a distance of three hundred twenty-five and forty-nine one-hundredths feet (325.49'), with a radius of one hundred eleven and no one-hundredths feet (111.00'), a chord distance of two hundred twenty and seventy-nine one-hundredths feet (220.79') and a chord bearing of South thirty-three degrees, nineteen minutes, sixteen seconds, West (S33°19'16"W), to an iron pin at a point of reverse curvature;

Thence, along the arc of a curve to the right, a distance of ninety-five and seventy-seven one-hundredths feet (95.77'), with a radius of sixty-four and no one-hundredths feet (64.00'), a chord distance of eighty-seven and eight one-hundredths feet (87.08') and a chord bearing of South seven degrees, forty-eight minutes, fifty-six seconds, East (S07°48'56"E), to an iron pin;

Thence, continuing along First Avenue Extension, South thirty-five degrees, three minutes, sixteen seconds West (S35°03'16"W), a distance of one thousand thirty-seven and fourteen one-hundredths feet (1037.14') to the place of BEGINNING.

Containing 3,321,014.40 Square feet or 76.24 acres of land.

PARCEL 2 – Easements

Appurtenant easement rights, including without limitation easements for drainage, sanitary sewer, "green area", fire protection/water facilities and vehicular and pedestrian ingress and egress over First Avenue, a private road, as set forth in that certain Declaration of Protective Covenants and Restrictions of Covington Industrial Park by FR Covington Property Holding LP dated 6/25/2002 and recorded in Deed Book 699, page 903.

BEING Tax Parcel 2270301000804

BEING the same premises which FR E2 Property Holding, LP, by Special Warranty Deed dated 05/18/2007 and recorded 06/07/2007 in Lackawanna County at Instrument No. 200715152, granted and conveyed unto FR/CAL Gouldsboro Property Holding, LP, a Delaware limited partnership, in fee.

AND BEING the same premises which FR/CAL Gouldsboro Property Holding, LP, a Delaware limited partnership, by Confirmatory Deed dated 05/18/2007 and recorded 06/07/2007 in Lackawanna County at Instrument No. 200715149, granted and conveyed unto FR/CAL Gouldsboro Property Holding, LP, a Delaware limited partnership, in fee.

Commonly known as 400 First Avenue, Gouldsboro, Pennsylvania.

Exhibit B

1. Real estate taxes for the current year and subsequent years, a lien not yet due and payable
2. Right of Sears Logistics Services, Inc., a Delaware corporation under Lease dated 2/9/2007, as amended 11/8/2007.
3. Coal and mining rights and all rights related thereto.

NOTICE: THIS DOCUMENT DOES NOT 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. (See 52 P.S. 1551)

4. Subject to all matters shown on the Plans recorded in the Recorder's Office of Lackawanna County, Pennsylvania in Plan Book 6A page 3599; Plan Book 6AM pages 3772, 4486-4487; Plan Book 6AMO page 4773; Plan Book 6AMO page 4943; Plan Book 6AM page 5156-5166 and Plan Book 6AM page 5676.
5. Declaration of Protective Covenants and Restrictions of Covington Industrial Park as set forth in Deed Book 699 page 903.
6. Designation of Successor Declarant and Transfer of Declarant Rights Under Declaration of Protective Covenants and Restrictions of Covington Industrial Park as set forth in Deed Book 840 page 147.
7. Designation of Successor Declarant and Transfer of Declarant Rights Under Declaration of Protective Covenants and Restrictions of Covington Industrial Park as set forth in Instrument No. 200517591 .
8. Right of way to PPL Electric Utilities Corporation recorded 7/13/2007 in Instrument Number 200718944.
9. Right of way to Verizon Pennsylvania Inc. recorded 8/14/2007 in Instrument Number 200722336.
10. Easement Agreement between FR/CAL Gouldsboro Property Holding, LP and FR E2 Property Holding, LP recorded _____ in Instrument Number _____.



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

**REALTY TRANSFER TAX
STATEMENT OF VALUE**

See Reverse for Instructions

| RECORDER'S USE ONLY | |
|---------------------|-------------------|
| State Tax Paid | 561,500.00 |
| Page Number | Sheet # 200817361 |
| Date Recorded | 7-15-08 |

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 Barack, Ferrazzano (Attn: Jill Littlejohn) | | Telephone Number: Area Code (312) 984-3100 | |
| Street Address 200 West Madison St., Suite 3900 | City Chicago | State IL | Zip Code 60606 |

B TRANSFER DATA

| | | | |
|--|-------------------|---|-------------|
| Grantor(s)/Lessor(s) FR/CAL Gouldsboro Property Holding, LP | | Date of Acceptance of Document | |
| Street Address 311 S. Wacker Drive, Suite 400 | | Grantee(s)/Lessee(s) US Industrial REIT II | |
| City Chicago | | Street Address 9830 Colonnade Blvd., Suite 600 | |
| State IL | Zip Code 60606 | City San Antonio | State TX |
| | | Zip Code 78230 | |

C PROPERTY LOCATION

| | | | |
|------------------------------------|---------------------------------|--------------------------------------|--|
| Street Address 400 First Avenue | | City, Township, Borough Covington | |
| County Lackawanna | School District North Pocono | Tax Parcel Number 2270301000804 | |

D VALUATION DATA

| | | | | |
|--|-----------------------------------|------|-----------------------------|------------------|
| 1. Actual Cash Consideration \$ 56,150,000.00 | 2. Other Consideration + | 0 | 3. Total Consideration = | \$ 56,150,000.00 |
| 4. County Assessed Value \$ 2,972,480.00 | 5. Common Level Ratio Factor x | 7.09 | 6. Fair Market Value = | \$ 21,074,883.20 |

E EXEMPTION DATA

| | |
|--|---|
| 1a. Amount of Exemption Claimed \$0 | 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 Jill Littlejohn, Esq. | Date June 27, 2008 |
|--|-----------------------|

CK – US Industrial - 3

**RIGHT-OF-WAY TO BE CONDEMNED
OVER PROPERTY OF
US INDUSTRIAL REIT II**

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 US Industrial Reit II (Instr.# 200817361) and lands now or formerly of ART Mortgage Borrower Propco 2010-5 LLC (Instr. # 201103019) .

Thence along said dividing line, North fifty-nine degrees thirty-nine minutes seventeen seconds West (S 59°39'17" W) seventy-five and nineteen one hundredths feet (75.19') more or less to a point.

Thence through lands of US Industrial Reit II , 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.** North thirty-four degrees twenty-three minutes forty-one seconds East (N 34°23'41" E) seven hundred three and forty-nine one hundredths feet (703.49') more or less to a point. **2.** North fifty-four degrees twenty-five minutes thirty-six seconds West (N 54°25'36" W) seventy-nine and fifty-four one hundredths feet (79.54') more or less to a point in the Northerly division line of lands of US Industrial Reit II and lands now or formerly of FR E2 Property Holding, LP(Instr. # 200830859).

Thence along said division line, crossing the proposed centerline of electric line at a distance of seventy-five and two one-hundredths feet (75.02') more or less, North thirty-four degrees twenty-nine minutes forty seconds East (N 34°29'40" E) one hundred fifty and three one hundredths feet (150.03') more or less to a point.

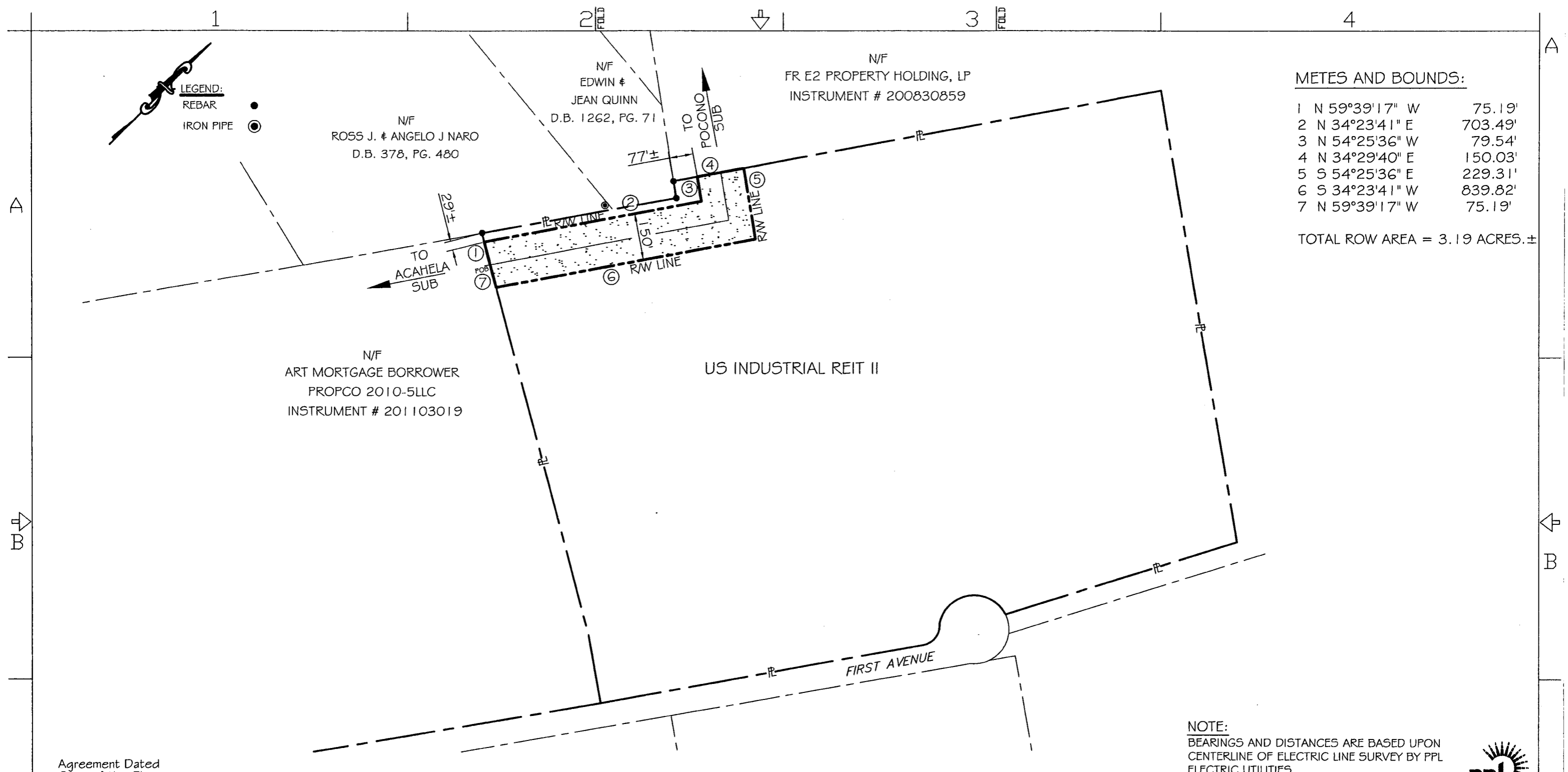
Thence through lands of US Industrial Reit II, running parallel to and at a distance of seventy-five (75') perpendicular from the centerline of proposed electric line, the following two (2) courses and distances: **1.** South fifty-four degrees twenty-five minutes thirty-six seconds East (S 54°25'36" E) two hundred twenty-nine and thirty-one one hundredths feet (229.31') more or less to a point. **2.** South thirty-four degrees twenty-three minutes forty-one seconds West (S 34°23'41" W) eight hundred thirty-nine and eighty-two one hundredths feet (839.82') more or less to a point in the aforesaid Westerly dividing line of lands of US Industrial Reit II and lands now or formerly of ART Mortgage Borrower Propco 2010-5 LLC.

Thence along said dividing line, North fifty-nine degrees thirty-nine minutes seventeen seconds West (N 59°39'17" W) seventy-five and nineteen one hundredths feet (75.19') more or less to a point. **The Point of Beginning.**

Said Easement containing three and nineteen one hundredth Acres (3.19+/- Acs.) more or less as shown on PPL drawing No. B393216 prepared by PPL Electric Utilities entitled "PLAN SHOWING ELECTRIC LINE RIGHT-OF-WAY TO BE CONDEMNED OVER PROPERTY OF US INDUSTRIAL REIT II".

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

CK – US Industrial - 4



METES AND BOUNDS:

| | | |
|---|---------------|---------|
| 1 | N 59°39'17" W | 75.19' |
| 2 | N 34°23'41" E | 703.49' |
| 3 | N 54°25'36" W | 79.54' |
| 4 | N 34°29'40" E | 150.03' |
| 5 | S 54°25'36" E | 229.31' |
| 6 | S 34°23'41" W | 839.82' |
| 7 | N 59°39'17" W | 75.19' |

TOTAL ROW AREA = 3.19 ACRES.±

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

92

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

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



| | | | | |
|----------------|---|------------------------------------|------------|------------------------|
| ACCT- 10015370 | ACAHELA-POCONO LINE PLAN SHOWING ELECTRIC LINE RIGHT OF WAY TO BE CONDEMNED US INDUSTRIAL REIT II INSTUMENT #200817361 | | | |
| SCALE- NONE | | | | |
| BY- RRC | REVIEWED | COVINGTON TWP. LACKAWANNA CO., PA. | | |
| | MTS 10/19/2012 | APPROVED | DATE | PPL ELECTRIC UTILITIES |
| | | <i>Frank Patten</i> | 10/19/2012 | |
| AC | PPL DRAWING NO. | SHEET NO. | REV. | |
| | B393216 | | 1 | 0 |

| NO. | DATE | ACCT. | REVISION | BY | REVIEWED | APPROVED |
|-----|------|-------|----------|----|----------|----------|
| | | | | | | |

PPL ELECTRIC UTILITIES

PPL CAD

CK – US Industrial - 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, US Industrial Reit II is the owner of certain property in Covington Township, Lackawanna County, as more particularly described in Exhibit P and identified as Parcel 92; 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 . . . P . . . (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

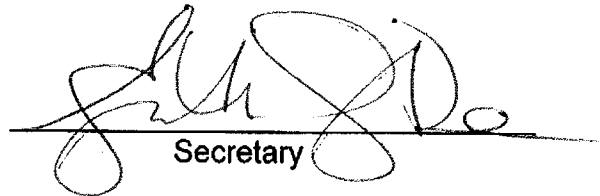
on, over, across or under the Lands to the extent required for rights-of-way to be presently used for the overhead or underground construction, operation and maintenance of the new 230 kV transmission lines associated with the Northeast Pocono Reliability Project, for the transmission and/or distribution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