



Before the
Pennsylvania Public Utility Commission

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

Fr E2 Property Holding LP

TESTIMONY AND EXHIBITS

Application Docket No. _____

Submitted by: PPL Electric Utilities Corp.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application Of PPL Electric Utilities :
Corporation Under 15 Pa.C.S. §1511(c) For A :
Finding And Determination That The Service :
To Be Furnished By The Applicant Through : Docket No. A-2012-_____
Its Proposed Exercise Of The Power Of :
Eminent Domain To Acquire A Certain :
Portion Of The Lands Of Fr E2 Property :
Holding LP In Covington Township, :
Lackawanna County, Pennsylvania For Siting :
And Construction Of Transmission Lines :
Associated With The Proposed Northeast- :
Reliability Project Is Necessary Or Proper For :
The Service, Accommodation, Convenience Or :
Safety Of The Public :

PPL ELECTRIC UTILITIES CORPORATION

STATEMENT NO. Fr E2-1

TESTIMONY OF COLLEEN KESTER

1 Q. Please state your name and business address.

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

4

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

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

10

11 Q. What is your educational background?

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

14

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

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

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

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

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

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

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

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

5 • From 2005 through part of 2008, I was employed by Buckeye Partners, L.P., as a
6 right-of-way agent. There, I managed corporate right of way responsibilities
7 including right of way acquisitions, leasing, permitting, acquisitions and dispositions
8 of contaminated residential properties in a five state area.

9 • From 2000 to 2005, I was a right of way specialist for Sunoco Logistics, L.P. in
10 Philadelphia and Sinking Springs, Pennsylvania. There, among other things, I
11 negotiated valve sites, easements, license, leases and secured permits for various
12 projects.

13 • From 1999 to 2000, I was a real estate appraiser for the Chester County Assessment
14 Office in West Chester, Pennsylvania.

15 • From 1998 to 1999, I worked as a fixed annuities specialist and senior customer
16 account representative for Firstrust Bank in Exton Pennsylvania.

17 • From 1992 to 1998, I worked as an assistant appraiser and property manager for
18 Commonwealth Appraisal Service in Scranton, Pennsylvania.

19

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

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

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

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

15 A. I will describe the property of Fr E2 Property Holding LP in Covington Township,
16 Lackawanna County, Pennsylvania, and describe PPL Electric's proposed right-of-way
17 easement over said property.

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

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

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

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

21
22 Q. Does a portion of the proposed routes for the Northeast-Pocono Reliability Project cross
23 the property of Fr E2 Property Holding LP which is the subject of this proceeding?

1 A. Yes. The route does cross the property of Fr E2 Property Holding LP, as described more
2 fully below. PPL Electric has attempted to purchase a right-of-way and easement over
3 this tract of land for the Northeast-Pocono Reliability Project, but, to date, has been
4 unable to reach 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 Fr E2 Property Holding LP that is the subject of this proceeding?

8 A. Yes, I personally visiting the property, as well as 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 262 acres, level to gradually sloping, and
13 fully developed with one building.

14

15 Q. Are there any dwellings on this property?

16 A. No. Although there is an industrial building located on the property, there are no
17 residential dwellings on this property.

18

19 Q. Does PPL Electric's proposed right-of-way and easement over the property of Fr E2
20 Property Holding LP contain any burial grounds or places of worship?

21 A. No, it does not.

22

23 Q. Please explain PPL Electric Exhibit No. CK-Fr E2-1.

1 A. PPL Electric Exhibit No. CK-Fr E2-1 is a copy of the Map of PPL Electric's Bulk Power
2 Transmission System, which shows the proposed Northeast-Pocono Reliability Project.

3

4 Q. Please explain PPL Electric Exhibit No. CK-Fr E2-2.

5 A. PPL Electric Exhibit No. CK-Fr E2-2 is a copy of the metes-and-bounds description of
6 the property of Fr E2 Property Holding LP.

7

8 Q. Please explain PPL Electric Exhibit No. CK-Fr E2-3.

9 A. PPL Electric Exhibit No. CK-Fr E2-3 is a copy of the metes-and-bounds description of
10 the portion of the property of Fr E2 Property Holding LP over which PPL Electric seeks a
11 right-of-way and easement.

12

13 Q. Please explain PPL Electric Exhibit No. CK-Fr E2-4.

14 A. PPL Electric Exhibit No. CK-Fr E2-4 is a copy of the Plan showing the property of Fr E2
15 Property Holding LP and the portion of the property over which PPL Electric proposes to
16 acquire a right-of-way and easement.

17

18 Q. Please explain PPL Electric Exhibit No. CK-Fr E2-5

19 A. PPL Electric Exhibit No. CK-Fr E2-5 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 Fr E2 Property Holding LP described in PPL Electric Exhibit
22 No. CK-Fr E2-3. 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.

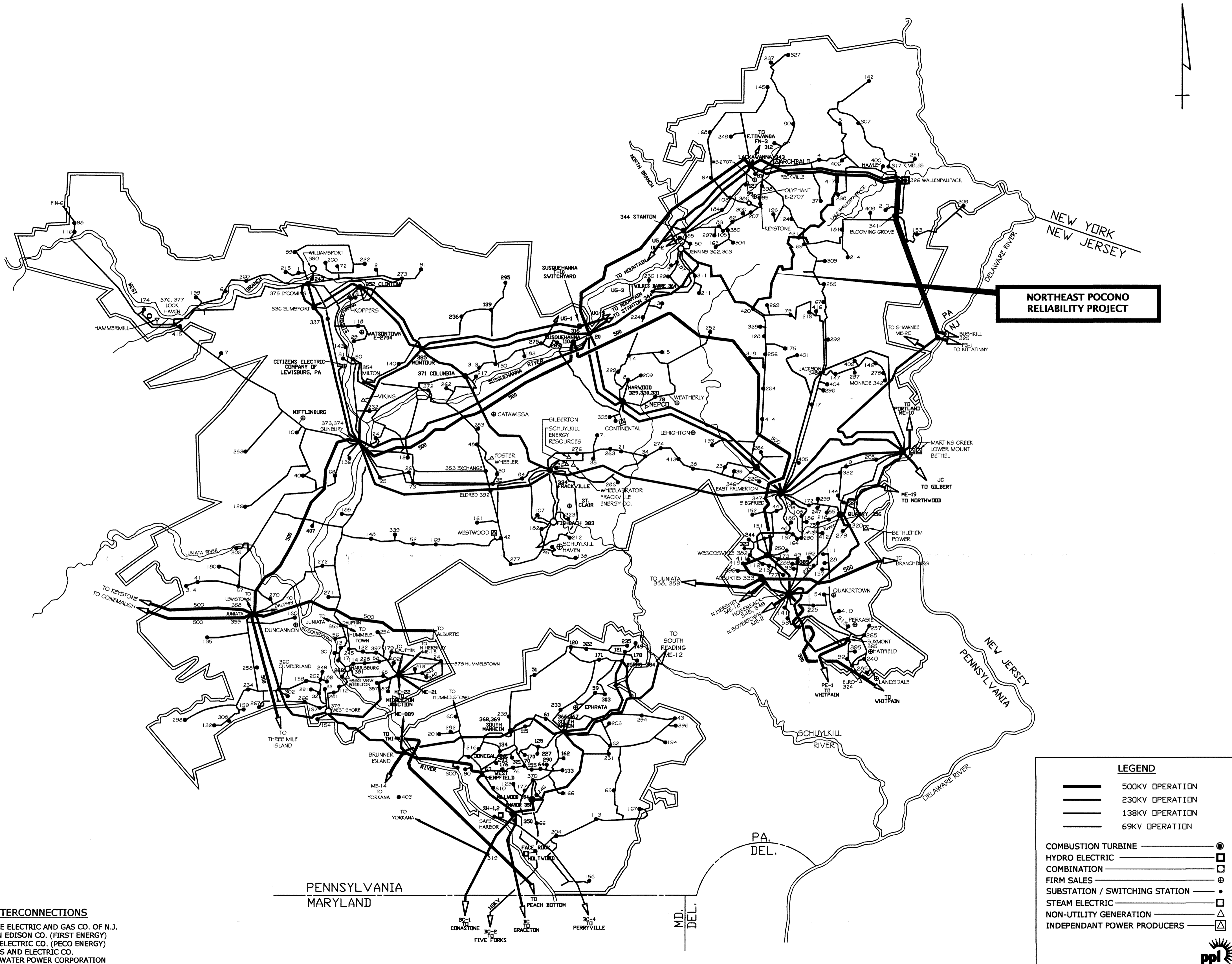
10

CK – Fr E2 – 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. MAHANAY 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. MCGOVERNVILLE | |
| 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. WILKEMPAUPACK | |
| 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. EMMANUS | 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

THIS DRAWING IS THE PROPERTY OF PPL ELECTRIC UTILITIES, AND CONTAINS PROPRIETARY AND CONFIDENTIAL INFORMATION WHICH MUST NOT BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, WITHOUT WRITTEN AUTHORIZATION FROM PPL ELECTRIC UTILITIES.

PPL E.U. FORM 4877 (7/85)

CK – Fr E2 – 2

**CORRECTIVE
CONFIRMATORY DEED**

FR E2 PROPERTY HOLDING, LP,
a Delaware limited partnership,

Grantor

to

FR E2 PROPERTY HOLDING, LP,
a Delaware limited partnership,

Grantee

Premises:

Lot "E2" on the Preliminary/Final Subdivision Plan for 1M SPEC BUILDING
COVINGTON INDUSTRIAL PARK, recorded as Instrument Number 200710387 in Plan
Book 6 AM, Page 5676, on April 24, 2007, Covington Township, Lackawanna County,
Pennsylvania

THIS DOCUMENT IS BEING RECORDED ONLY TO CORRECT A SCRIVENER'S
ERROR IN THE LEGAL DESCRIPTION ON EXHIBIT "A"

The address of the within-named Grantee is:

FR E2 Property Holding, LP
c/o First Industrial Realty Trust, Inc.
311 South Wacker Drive, Suite 4000
Chicago, Illinois 60606


On Behalf of Grantee

LAGAWANNA COUNTY
CERTIFIED PROPERTY IDENTIFICATION
MUNI: _____
PIN: _____
USE: _____ ASSESS VAL: _____
DATE: _____ CLERK: _____

CORRECTIVE
CONFIRMATORY DEED

THIS CORRECTIVE CONFIRMATORY DEED BETWEEN IDENTICAL PARTIES IS MADE WITHOUT CONSIDERATION AND IS BEING RECORDED SOLELY TO CORRECT A SCRIVENER'S ERROR IN CORRECTIVE DEED RECORDED ON JUNE 6, 2007 AS INSTRUMENT NUMBER 200715151 WHICH ORIGINAL CONFIRMATORY DEED WAS RECORDED SOLELY TO PLACE OF RECORD AND CONFIRM THE NEW LEGAL DESCRIPTION OF LOT E2 SHOWN ON THE PREVIOUSLY RECORDED PRELIMINARY/FINAL SUBDIVISION PLAN FOR 1 M SPEC BUILDING COVINGTON INDUSTRIAL PARK, RECORDED AS INSTRUMENT NO. 200710387 IN PLAN BOOK 6 AM, PAGE 5676 ON APRIL 24, 2007, COVINGTON TOWNSHIP, LACKAWANNA COUNTY, PENNSYLVANIA.

THIS INDENTURE is made as of the 18th day of May, 2007 between FR E2 PROPERTY HOLDING, LP, a Delaware limited partnership (hereinafter called the "Grantor"), of the one part, and FR E2 PROPERTY HOLDING, LP, a Delaware limited partnership (hereinafter called the "Grantee"), of the other part.

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

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

UNDER AND SUBJECT to those easements, covenants, conditions and matters of record.

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

TO HAVE AND TO HOLD the said lot or piece of ground above described, hereditaments and premises hereby granted, or mentioned and intended so to be, with the

appurtenances, unto the Grantee, its successors and assigns, to and for the only proper use and behoof of the Grantee, its successors and assigns forever.

UNDER AND SUBJECT, as aforesaid.

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

[The remainder of this page is intentionally left blank.]

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

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

SIGNED AND DELIVERED
IN THE PRESENCE OF:

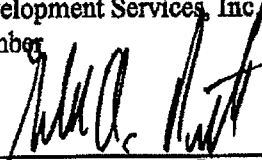
FR E2 PROPERTY HOLDING, LP, a Delaware limited partnership

By: FR E2 General Partner, LP, its general partner

By: FR E2 Second, LLC, its general partner

By: FR E2, LLC, its sole member

By: First Industrial Investment, Inc.,
formerly known as First Industrial
Development Services, Inc. its sole
member

By: 
Name: GERALD PIENTKA
Title: Authorized
Signature

This document prepared by:
Suzanne Bessette-Smith, Esq.
Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West Madison Street, Suite 3900
Chicago, Illinois 60606

After recording return to:
Laura G. Durkin, Paralegal
Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West Madison Street, Suite 3900
Chicago, Illinois 60606

NOTICE

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

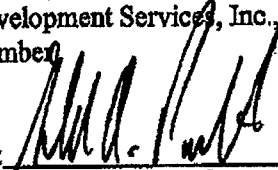
FR E2 PROPERTY HOLDING, LP, a Delaware limited partnership

By: FR E2 General Partner, LP, its general partner

By: FR E2 Second, LLC, its general partner

By: FR E2, LLC, its sole member

By: First Industrial Investment, Inc.,
formerly known as First Industrial
Development Services, Inc., its sole
member

By: 
Name: Gerald Pientka
Title: Authorized Signatory

LAGAWANNA COUNTY
CERTIFIED PROPERTY IDENTIFICATION

MUNI: 72
PIN: 22703 010 00809
USE: 4000 ASSESS VAS/ 38712
DATE: 12/26/08 AW
Law CLERK

STATE OF ILLINOIS)
)
) SS.
COUNTY OF COOK)

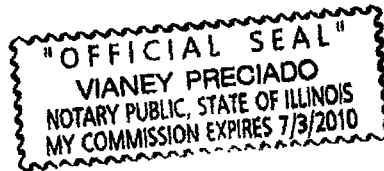
On this 3rd day of December 2008, before me a Notary Public in and for the State of Illinois, the undersigned officer, personally appeared Gerald Renta, who acknowledged himself to be the Authorized Signatory of First Industrial Investment, Inc., formerly known as First Industrial Development Services, Inc., sole member of FR E2, LLC, sole member of FR E2 Second, LLC, general partner of FR E2 General Partner, LP, the general partner of **FR E2 Property Holding, LP**, a Delaware limited partnership, and that he as such officer of such general partner, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as such officer of the general partner.

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

Vianey Preciado [SEAL]
Notary Public

My Commission Expires:

7/3/10



STATE OF ILLINOIS)
)
) SS.
COUNTY OF COOK)

On this 31st day of December 2008, before me a Notary Public in and for the State of Illinois, the undersigned officer, personally appeared Gerald Pientka who acknowledged himself to be the Authorized Signatory of First Industrial Investment, Inc., formerly known as First Industrial Development Services, Inc., sole member of FR E2, LLC, sole member of FR E2 Second, LLC, general partner of FR E2 General Partner, LP, the general partner of **FR E2 Property Holding, LP**, a Delaware limited partnership, and that he as such officer of such general partner, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as such officer of the general partner.

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

Vianey Preciado [SEAL]
Notary Public

My Commission Expires:

7/3/10

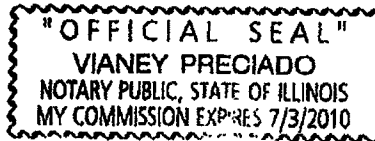


EXHIBIT "A"

LEGAL DESCRIPTION

Lot E-2

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 a point along the easterly right-of-way line of SR 0435,

Thence, continuing along the easterly right-of-way line of SR 0435, North one degree, twenty-three minutes, twelve seconds, East (N01°23'12"E), a distance of forty-one and seventy-six one-hundredths feet (41.76') to a point;

Thence, continuing along the same, North one degree, nine minutes, twenty-seven seconds, West (N01°09'27"W), a distance of fifty-two and fifty-three one-hundredths feet (52.53') to a point being the southwest corner of lands now or formerly of Garick W. Alt;

Thence, continuing along lands now or formerly of Garick W. Alt and lands now or formerly Pocal Industries, Inc, North thirty-nine degrees, twenty-nine minutes, fifty-eight seconds, East (N39°29'58"E), a distance of one thousand nine hundred nineteen and eleven one-hundredths feet (1919.11') to a concrete monument found;

Thence, along lands now or formerly Pocal Industries, Inc, North fifty-three degrees, fifty-seven minutes, thirty-four seconds, West (N53°57'34"W), a distance of one thousand thirty-seven and fifty-nine one-hundredths feet (1037.59') to an iron pin found, also being the southeast corner of lands now or formerly of Williams Garden Center Inc.;

Thence, continuing along said lands now or formerly of Williams Garden Center Inc, North thirty-five degrees, fifty-five minutes, twenty-seven seconds East (N35°55'27"E), a distance of two thousand two hundred forty-four and seventy-six one-hundredths feet (2244.76') to a concrete monument found in line of lands now or formerly Thomas H. & Margaret C. Groves;

Thence, continuing along lands now or formerly Thomas H. & Margaret C. Groves, South fifty-three degrees, twenty-one minutes, forty-seven seconds East (S53°21'47"E), a distance of one thousand thirty-four and forty-six one-hundredths feet (1034.46') to a concrete monument found, being the southeast corner of lands now or formerly Thomas H. & Margaret C. Groves and the southwest corner of lands now or formerly of Eagle Lake Corporation;

Thence, along lands now or formerly Eagle Lake Corporation, South fifty-four degrees, two minutes, fifty-seven seconds, East (S54°02'57"E), a distance of two thousand forty-two and forty-six one-hundredths feet (2042.46') to an iron pin found;

A-1

Thence, continuing along the same, South thirty-five degrees, fifty-two minutes, thirty seconds West (S35°52'30"W), a distance of two thousand two hundred twenty-four and eighty-three one-hundredths feet (2224.83') to a stone pile found;

Thence, continuing along the same, South fifty-four degrees, ten minutes, forty-five seconds, East (S54°10'45"E), a distance of one thousand three hundred seventy-nine and one one-hundredths feet (1379.01') to a point being the northwest corner of lands Lot E-3;

Thence, along Lot E-3, South twenty-seven degrees, twenty minutes, thirteen seconds, West (S27°20'13"W), a distance of one thousand one hundred twenty-six and eighty-one one-hundredths feet (1126.81') to a point along the arc of a curve at the cul-de-sac of First Avenue Extension;

Thence, continuing along the arc of a curve to the left around the cul-de-sac, a distance of sixty-three and thirty-nine one-hundredths feet (63.39'), with a radius of one hundred eleven and no one-hundredths feet (111.00'), a chord distance of sixty-two and fifty-three one-hundredths feet (62.53') and a chord bearing of North forty-six degrees, eighteen minutes, forty-seven seconds, West (N46°18'47"W), to an iron pin being in line of lands of Lot 7;

Thence, along Lot 7 and through lands of Lot E-2, North twenty-seven degrees, twenty minutes, thirteen seconds, East (N27°20'13"E), a distance of seven hundred fifty-nine and sixty-seven one-hundredths feet (759.67') to an iron pin;

Thence, through lands of Lot E-2, North fifty-three degrees, fifty-three minutes, forty seconds, West (N53°53'40"W), a distance of one thousand four hundred sixty-seven and no one-hundredths feet (1467.00') to an iron pin;

Thence, through lands of Lot E-2 and along Lot 7, South thirty-four degrees, forty-one minutes, twenty-six seconds West (S34°41'26"W), a distance of one thousand five hundred eighty and twenty-six one-hundredths feet (1580.26') to an iron pin in line of lands now or formerly of Edwin & Jean Quinn;

Thence, continuing along line of lands now or formerly of Edwin & Jean Quinn, lands now or formerly of Victor Ocetnik, and lands now or formerly of F&L Realty, Inc., North fifty-three degrees, fifty-three minutes, forty seconds West (N53°53'40"W), a distance of one thousand three hundred sixty-five and six one-hundredths feet (1365.06') to an iron pin found;

Thence, continuing along line of lands now or formerly of F&L Realty, Inc., North eighty-three degrees, forty-seven minutes, twenty-four seconds West (N83°47'24"W), a distance of six hundred five and thirty-four one-hundredths feet (605.34') to a point in the easterly right-of-way line of SR 0435;

Thence, continuing along the easterly right-of-way line of SR 0435, North one degree, twenty-three minutes, twelve seconds, East (N01°23'12"E), a distance of two hundred and seventy and ninety-two one-hundredths feet (270.92') to a point the place of beginning.

Containing 11,432,757.60 Square feet or 262.46 acres of land.

Being Part of Lot 6 and Part of Lot E-2 of the Covington Industrial Park as recorded in Instrument Number 200527034 and Instrument Number 200527027 respectively, and recorded on September 29, 2005, in the Lackawanna County Recorder of Deeds office.

Also being proposed Lot E-2 of the Covington Industrial Park as recorded in Instrument Number 200710387, in Plan Book 6 AM, Page 5676 on April 24, 2007, in the Lackawanna County Recorder of Deeds office.

Subject to easements, covenants and restrictions of record.



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

Inst # 200830859
RECORDER'S USE ONLY

State Tax Paid	-
Book Number	-
Page Number	-
Date Recorded	12.26.08

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	Telephone Number:		
LAURA DURKIN, Barack Ferrazzano Kirschbaum & Nagelberg LLP	(312) 629-5193		
Street Address	City	State	Zip Code
200 W. Madison St., #3900	Chicago	IL	60606

B. TRANSFER DATA

Date of Acceptance of Document

Grantor(s)/Lessor(s)	Grantee(s)/Lessee(s)				
FR E2 PROPERTY HOLDING, LP	FR E2 PROPERTY HOLDING, LP				
Street Address	Street Address				
311 S. WACKER DR., #4000	311 S. WACKER DR., #4000				
City	State	Zip Code	City	State	Zip Code
CHICAGO	IL	60606	CHICAGO	IL	60606

C. PROPERTY LOCATION

Street Address	City, Township, Borough	
600 & 650 First Avenue	Covington	
County	School District	Tax Parcel Number
Lackawanna	North Pocono	22703-010-00809

D. VALUATION DATA

1. Actual Cash Consideration	2. Other Consideration	3. Total Consideration
-0-	+ -0-	= -0-
4. County Assessed Value	5. Common Level Ratio Factor	6. Fair Market Value
\$524,920.00	X 6.67	= \$3,501,216.40

E. EXEMPTION DATA

1a. Amount of Exemption Claimed	1b. Percentage of Interest Conveyed
\$70,024.33	100%

2. Check Appropriate Box Below for Exemption Claimed

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

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

Signature of Correspondent or Responsible Party	Date
FR E2 PROPERTY HOLDING, LP See attached Signature Page	12/03/08

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

SIGNATURE PAGE OF GRANTOR

to

REALTY TRANSFER TAX STATEMENT OF VALUE

FR E2 PROPERTY HOLDING, LP, a Delaware limited partnership

By: FR E2 General Partner, LP, its general partner

By: FR E2 Second, LLC, its general partner

By: FR E2, LLC, its sole member

By: First Industrial Investment, Inc.,
formerly known as First Industrial
Development Services, Inc., its sole
member

By: 

Name: Gerald Pientler

Title: Authorized Signatory

CK – Fr E2 – 3

**RIGHT-OF-WAY TO BE CONDEMNED
OVER PROPERTY OF
FR E2 PROPERTY HOLDING, LP**

Beginning at a point, said point being located at the intersection of the proposed centerline of electric line, in the Easterly division line of lands of FR E2 Property Holding, LP(Instr. # 200830859) and lands now or formerly of, US Industrial REIT II (Instr. # 200817361).

Thence along said dividing line, South thirty-four degrees twenty-nine minutes forty seconds West (S 34°29'40" W) seventy-five and one one hundredths feet (75.01') more or less to a point.

Thence through lands of FR E2 Property Holding, LP, running parallel to and at a distance of seventy-five feet (75') perpendicular from the centerline of proposed electric line, the following three (3) courses and distances: **1.** North fifty-four degrees twenty-five minutes thirty-six seconds West (N 54°25'36" W) two thousand fifty-four and thirty-seven one hundredths feet (2,054.37') more or less to a point. **2.** North thirty-nine degrees thirty-two minutes fifty-five seconds East (N 39°32'55" E) one thousand eight hundred eighty-four and fifty-two one hundredths feet (1,884.52') more or less to a point. **3.** North five degrees eleven minutes thirty-five seconds West (N 05°11'35" W) one thousand six hundred forty-four and sixteen one hundredths feet (1,644.16') more or less, to a point in the Westerly division line of lands of FR E2 Property Holding, LP(Instr. # 200830859) and lands now or formerly of, Alexander F. Humen and Elsie M. Shaffer (DB 1601, PG. 785 Parcel 3).

Thence along said division line, crossing the proposed centerline of electric line at a distance of one hundred fourteen and five one-hundredths feet (114.05') more or less, North thirty-five degrees fifty-five minutes twenty-seven seconds East (N 35°55'27" E) two hundred twenty-eight and ten one hundredths feet (228.10') more or less to a point.

Thence through lands of FR E2 Property Holding, LP, running parallel to and at a distance of seventy-five feet (75') perpendicular from the centerline of proposed electric line, the following three (3) courses and distances: **1.** South five degrees eleven minutes thirty-five seconds East (S 05°11'35" E) one thousand eight hundred seventy-seven and seventy-four one hundredths feet (1,877.74') more or less to a point. **2.** South thirty-nine degrees thirty-two minutes fifty-five seconds West (S 39°32'55" W) one thousand seven hundred eighty-five and forty-seven one hundredths feet (1,785.47') more or less to a point. **3.** South fifty-four

degrees twenty-five minutes thirty-six seconds East (S 54°25'36" E) one thousand eight hundred ninety and seventy-six one hundredths feet (1,890.76') more or less, to a point in the aforesaid Easterly division line of lands of FR E2 Property Holding, LP and lands now or formerly of, US Industrial REIT II.

Thence along said dividing line, South thirty-four degrees twenty-nine minutes forty seconds West (S 34°29'40" W) seventy-five and one one hundredths feet (75.01') more or less, to a point. **The Point of Beginning.**

Said Easement containing nineteen and eighteen one hundredths Acres (19.18+/- Acs.) more or less as shown on PPL drawing No. B393217 prepared by PPL Electric Utilities entitled "PLAN SHOWING ELECTRIC LINE RIGHT-OF-WAY TO BE CONDEMNED OVER PROPERTY OF FR E2 PROPERTY HOLDING, LP".

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

CK – Fr E2 – 4

CK – Fr E2 – 5

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

* * * * *

WHEREAS, Fr E2 Property Holding LP is the owner of certain property in Covington Township, Lackawanna County, as more particularly described in Exhibit Q and identified as Parcel 93; 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 . . . Q . . . (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

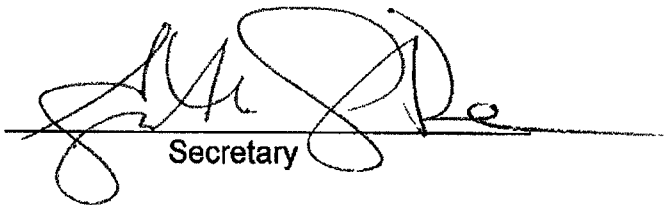
on, over, across or under the Lands to the extent required for rights-of-way to be presently used for the overhead or underground construction, operation and maintenance of the new 230 kV transmission lines associated with the Northeast Pocono Reliability Project, for the transmission and/or distribution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