



Elizabeth U. Witmer
Phone: (610) 251-5062
Fax: (610) 408-4400
ewitmer@saul.com
www.saul.com

March 5, 2013

VIA ELECTRONIC FILING

Rosemary Chiavetta, Esquire
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building, 2 North
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: FR First Avenue Property Holding, LP
Docket No. A-2012-2341123

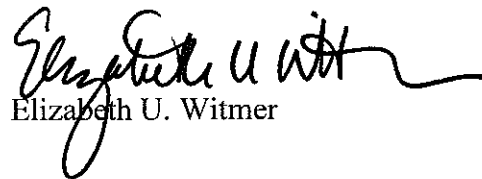
FR E2 Property Holding, LP
Docket No. A-2013-2341263

Dear Secretary Chiavetta:

Enclosed for filing in the above-referenced proceedings please find the Prehearing Memorandum of FR First Avenue Property Holding, LP and FR E2 Property Holding, LP.

Copies will be provided to the persons as indicated on the enclosed Certificate of Service.

Respectfully submitted,



Elizabeth U. Witmer

EUW/llg
Enclosures
cc(w/encls): Honorable David A. Salapa
PPL Electric Utilities Corporation
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of PPL Electric Utilities Corporation : A-2012-2340872
filed pursuant to 52 Pa. Code Chapter 57, :
Subchapter G, for approval of the siting and :
Construction of transmission lines associated :
with the Northeast-Pocono Reliability Project :
in portions of Luzerne, Lackawanna, Monroe, :
and Wayne Counties, Pennsylvania :
 :
 :
Petition of PPL Electric Utilities Corporation : P-2012-2340871
for a finding that a building to shelter control :
equipment at the North Pocono 230-69 kV :
Substation in Covington Township, :
Lackawanna County, Pennsylvania is :
reasonably necessary for the convenience :
or welfare of the public :
 :
 :
Petition of PPL Electric Utilities Corporation : P-2012-2341105
for a finding that a building to shelter control :
equipment at the West Pocono 230-69 kV :
Substation in Buck Township, Luzerne :
County, Pennsylvania is reasonably necessary :
for the convenience or welfare of the public :
 :
 :
Application of PPL Electric Utilities Corporation :
under 15 Pa.C.S. §1511© for a finding and :
determination that the service to be furnished by :
the applicant through its proposed exercise of the power of :
eminent domain to acquire a certain :
portion of the lands of the property owners listed :
below for sitings and construction of transmission :
lines associated with the proposed :
Northeast-Pocono Reliability Project in portions of :
Luzerne, Lackawanna, Monroe, and Wayne :
Counties, Pennsylvania is necessary or proper :
for the service, accommodation, convenience :
or safety of the public :
 :
 :
John C. Justice and Linda S. Justice : A-2012-2341107
 :
 :
Three Griffins Enterprises, Inc. : A-2012-2341114
 :
 :
 :
Margaret G. Arthur and Barbara A. Saurman : A-2012-2341115
Trustee of the Residuary Trust of :
James C. Arthur :
 :
 :
 :
 :

Anthony J. Lupas, Jr. and Lillian Lupas	:	A-2012-2341118
John Lupas and Judy Lupas,	:	
Grace Lupas, Eugene A. Bartoli and	:	
Robert J. Fankelli	:	
	:	
Ronald G. Sidovar and Gloria J. Sidovar	:	A-2012-2341120
	:	
FR First Avenue Property Holding, LP	:	A-2012-2341123
	:	
Transcontinental Gas Pipe Line Corporation	:	A-2013-2341208
	:	
William Petrouleas and Joanna Petrouleas	:	A-2013-2341209
	:	
Peter Palermo and Francine Palermo	:	A-2013-2341211
	:	
Christopher Maros and Melinda Maros	:	A-2013-2341213
	:	
Dianna L. Doss	:	A-2013-2341214
	:	
Donald Januszewski	:	A-2013-2341215
	:	
International Consolidated Investment Company	:	A-2013-2341216
	:	
Bradley D. Hummel	:	A-2013-2341220
	:	
Michael Palermo and Joanne Palermo	:	A-2013-2341221
	:	
Roberta Searfoss a/k/a Judy Searfoss Executrix of the Estate of Euylla Hughes a/k/a Eylla Hughes	:	A-2013-2341232
	:	
John F. and Veronica Iskra	:	A-2013-2341233
	:	
Michael A. Mitch and Sue K. Mitch	:	A-2013-2341234
	:	
Clifton Acres, Inc.	:	A-2013-2341236
	:	
Dietrich Hunting Club	:	A-2013-2341237
	:	
Art Borrower Propco 2010-5 LLC	:	A-2013-2341238
	:	
NLMS, Inc.	:	A-2013-2341239
	:	
US Industrial Reit II	:	A-2013-2341241
	:	
Ronald Solt	:	A-2013-2341249
	:	

Merel J. and Arlene J. Swingle	:	A-2013-2341250
	:	
Edward R. Schultz	:	A-2013-2341253
	:	
Donald W. Henderson and Louis Bellucci	:	A-2013-2341262
	:	
Fr E2 Property Holding LP	:	A-2013-2341263
	:	
Sylvester J. Coccia	:	A-2013-2341267
	:	
Lawrence Duda	:	A-2013-2341271
	:	
Mark M. Mack, J. Dean Mack and Heather K. Mack	:	A-2013-2341272
	:	
Blue Ridge Real Estate	:	A-2013-2341277
	:	
James L. and Michaelene J. Butler	:	A-2013-2344353
	:	
Susan Butler Reigeluth Living Trust	:	A-2013-2344604
	:	
Blueberry Mountain Realty, LLC	:	A-2013-2344605
	:	
Grumble Knot, LLC	:	A-2013-2344612
	:	
Pennsylvania Glacial Till, LLC	:	A-2013-2344616
	:	
Chris and Melinda Maros	:	
	:	
v.	:	C-2012-2305047
	:	
PPL Electric Utilities Corporation	:	
	:	
Joe and Vanessa Caparo	:	
	:	
v.	:	C-2012-2276713
	:	
PPL Electric Utilities Corporation	:	

**PREHEARING MEMORANDUM OF
FR E2 PROPERTY HOLDING, LP**

Pursuant to 52 Pa. Code § 5.222(d), FR E2 Property Holding, LP (“FR E2”) hereby submits this Prehearing Memorandum in the above-captioned proceedings. FR E2 intends to participate in this proceeding as an active party.

1. HISTORY OF THE PROCEEDINGS

On December 28, 2012, PPL Electric Utilities Corporation (PPL or Applicant) filed an Application at Docket No. A-2012-2340872 (the Siting Application) with the Pennsylvania Public Utility Commission (Commission) requesting authority to locate and construct the Pennsylvania portion of transmission lines associated with the proposed Northeast-Pocono Reliability Project (Northeast Pocono Line). PPL asserts that the Northeast Pocono Line is needed to resolve reliability and planning violations and to reinforce the 69 kV systems serving the Northeast Pocono region by bringing a new 230 kV supply source closer to the growing load centers. As part of the Application, PPL proposed three new transmission lines: (1) Jenkins-West Pocono Line; (2) West Pocono-North Pocono Line; and (3) North Pocono-Paupack Line.

Separately, also on December 28, 2012, PPL filed two Petitions (the Substation Petitions) at Docket Nos. P-2012-2340871 and P-2012-2341105 requesting that the Commission approve the construction of buildings to shelter control equipment associated with the West Pocono and North Pocono substations, respectively.

Also, PPL filed 37 separate Applications (the Eminent Domain Applications) relating to the proposed exercise of the power of eminent domain arising from the project. Specifically, the Application at Docket No. A-2013-2341263 seeks authorization to utilize eminent domain to take property rights regarding property owned by FR E2.

Notice of the Applications and Petitions were published in the *Pennsylvania Bulletin* at 43 Pa. B. 397 (January 19, 2013).

Prehearing Order #1 was issued by Administrative Law Judge David A. Salapa on

January 8, 2013 consolidated the Application and two Petitions for the purposes of discovery, litigation and discussion. Prehearing Order #2 granting the consolidation of the Eminent Domain Applications and was issued by Administrative Law Judge Salapa on January 29, 2013.

FR E2 filed its Petition to Intervene on February 27, 2013.

2. PETITION TO INTERVENE OF FR E2

FR E2 is an affected property owner whose rights will be adversely affected if the Commission grants PPL authority to locate, construct and operate the electric lines proposed in this action. FR E2 may be directly affected by the outcome of this proceeding and its interests are not adequately represented by existing participants. FR E2 therefore seeks intervention pursuant to 52 Pa. Code §5.72(a). In addition, pursuant to 52 Pa. Code §57.75(i)(3), as the owner of property which is the subject of the Eminent Domain Application at Docket No. A-2013-2341263, FR E2 has automatic standing to participate as a party with regard to the Application.

FR E2 respectfully request that its Petition to Intervene be granted and that FR E2 be granted full party status.

3. SERVICE ON FR E2

FR E2 is represented by the undersigned counsel who are authorized to accept service on behalf of FR E2 in this proceeding. FR E2 requests that the Commission and all parties of record serve copies of all documents electronically on its counsel of record, as well as by hard copy.

4. ANTICIPATED ISSUES AND SUB-ISSUES

FR E2's position in this proceeding is to ensure that PPL's proposed construction has no adverse impact on FR E2's property rights. Due to the early stages of the proceeding, FR E2 reserves the right to finalize its position after it has had an opportunity to further evaluate PPL's filings, conduct discovery and review additional information that will be provided, and to raise and/or address additional issues that may be identified by other parties.

5. PROPOSED WITNESSES

FR E2 is in the process of evaluating whether it will sponsor testimony in this proceeding. In the event FR E2 decides to sponsor testimony, it will inform the parties and Administrative Law Judge Salapa as soon as possible of the intended witness(es) and topic of testimony.

FR E2 further reserves the right to participate in this proceeding through the submission of discovery, cross-examination of the parties' witnesses, and the submission of briefs, reply briefs, exceptions and reply exceptions, if necessary.

6. PROPOSED SCHEDULE AND DISCOVERY RULES

FR E2 joins in OCA's request for an abbreviated caption.

FR E2 is willing to accept whatever schedule the other parties to this proceeding are willing to arrange, or Administrative Law Judge Salapa otherwise directs. FR E2 has reviewed and has no objection to the proposed schedule as set forth in Prehearing Order No. 1.


FR E2 requests that all parties of record serve copies of all discovery requests and answers electronically on its counsel of record as well as by hard copy.

7. POSSIBILITY OF SETTLEMENT

FR E2 generally believes that most, if not all, issues in this proceeding relevant to it are reasonably susceptible to mutual resolution and agrees to participate in any process designed to achieve that goal.

Respectfully submitted,

SAUL EWING LLP



Elizabeth U. Witmer, Esquire

PA Attorney ID No. 55808

Saul Ewing LLP

1200 Liberty Ridge Drive, Suite 200

Wayne, PA 19087-5569

(610) 251-5062

(610) 408-4400 (fax)

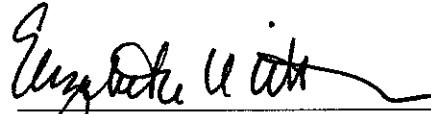
ewitmer@saul.com

Dated: March 5, 2013

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the Prehearing Memorandum of FR E2 Property Holding, LP has been served upon the following persons on the attached service list by First-Class Mail, postage prepaid, in accordance with the requirements of §1.54 (relating to service by a participant).

Dated: March 5, 2013



Elizabeth U. Witmer, Esquire
PA Attorney ID No. 55808
Saul Ewing LLP
1200 Liberty Ridge Drive, Suite 200
Wayne, PA 19087-5569
(610) 251-5062
(610) 408-4400 (fax)
ewitmer@saul.com

Pennsylvania Department of
Environmental Protection
P.O. Box 2063
Market Street State Office Building
Harrisburg, PA 17105-2063
Attn. Office of Field Operations

Honorable Barry J. Schoch, PE, Secretary
Pennsylvania Department of Transportation
Commonwealth Keystone Building
400 North Street, 9th Floor
Harrisburg, PA 17120
Attn. William J, Cressler, Chief Counsel

Pennsylvania Historical and
Museum Commission
Bureau for Historic Preservation
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120-0053
Attn. Mr. Douglas C. McLearn, Chief

Bureau of Investigation and Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17105-3265

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1925

Wayne County Planning Department
925 Court Street
Honesdale, PA 18431

Bear Creek Township Board of Supervisors
3333 Bear Creek Boulevard
Bear Creek Township, PA 19702

Office of Small Business Advocate
Commerce Building
300 North Street, Suite 1102
Harrisburg, PA 17101

Lackawanna County Commissioners
Lackawanna County Administration Bldg.
200 Adams Avenue, 6th Floor
Scranton, PA 18503

Lackawanna County Planning Commission
135 Jefferson Avenue, 2nd Floor
Scranton, PA 18503

Luzerne County Council
Luzerne County Courthouse
200 N. River Street
Wilkes-Barre, PA 18911

Luzerne County Planning Commission
20 N. Pennsylvania Avenue
Wilkes-Barre, PA 18711

Monroe County Commissioners
1 Quaker Plaza, Room 201
Stroudsburg, PA 18360-2169

Monroe County Planning Commission
1 Quaker Plaza, Room 106
Stroudsburg, PA 18360-2169

Wayne County Commissioners
Wayne County Courthouse
925 Court Street
Honesdale, PA 18431

Madison Township Planning Commission
3200 Madisonville Road
Madison Township, PA 18444

Bear Creek Township Planning Commission
3333 Bear Creek Boulevard
Bear Creek Township, PA 19702

Buck Township Board of
Supervisors/Planning Commission
114 Buck Boulevard
Bear Creek, PA 18602

Clifton Township Board of Supervisors
361 State Route 435
Clifton Township, PA 18424

Clifton Township Planning Commission
361 State Route 435
Clifton Township, PA 18424

Covington Township Board of Supervisors
20 Moffat Drive
Covington Township, PA 18444

Covington Township Planning Commission
20 Moffat Drive
Covington Township, PA 18444

Lehigh Township Board of Supervisors
32 Second Street
PO Box 615
Gouldsboro, PA 18424

Lehigh Township Planning Commission
32 Second Street
PO Box 615
Gouldsboro, PA 18424

Madison Township Board of Supervisors
3200 Madisonville Road
Madison Township, PA 18444

Tobyhanna Township Board of Supervisors
105 Government Center Way
Pocono Pines, PA 18350

Paupack Township Board of Supervisors
25 Daniels Road
Lakeville, PA 18438

Paupack Township Planning Commission
25 Daniels Road
Lakeville, PA 18438

Plains Township Board of Supervisors
126 North Main Street
Plains, PA 18705

Plains Township Planning Commission
126 North Main Street
Plains, PA 18705

Salem Township Board of Supervisors
PO Box 278
Hamlin, PA 18427

Salem Township Planning Commission
PO Box 278
Hamlin, PA 18427

Sterling Township Board of Supervisors
PO Box 100
Sterling, PA 18463

Sterling Township Planning Commission
PO Box 100
Sterling, PA 18463

Thornhurst Township Board of Supervisors
HC1 Box 238-B, River Road
Thornburst, PA 18424-9313

Thornhurst Township Planning Commission
HC I Box 238-B, River Road
Thornhurst, PA 18424-9313

Tobyhanna Township Planning Commission
105 Government Center Way
Pocono Pines, PA 18350

Ronald Solt
1200 Thornhurst Rd.
Bear Creek Twp, PA 18702-8212

Attn: Thomas E., Mark M., and
J. Dean Mack
c/o Heather K
281 Pierce Street
Kingston, PA 18704

Attn: Anthony Jr. and Lillian Lupas et al
65 W. Jackson St.
Wilkes Barre, PA 18661

Jon F. and Veronica Iskra
11 Green Arrow Trail
White Haven, PA 18661

Eylla Hughes Est
c/o Judy Scarfoss
38 Buck Blvd.
White Haven, PA 18661-2130

Transcontinental Gas Pipeline Co
PO Box 2400 Md 46-4
Tulsa, OK 74102-2400

David B. MacGregor
Four Penn Center
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103

Dictrick Hunting Club
PO Box 39 Hooper John
Clifford, PA 18413

International Consolidated Investment
Company
c/o Arthur Kania
560 E. Lancaster Ave, Ste 108
St. Davids, PA 19087

Sylvester J. Coccia
310 W. Mary St.
Old Forge, PA 18518

William Petroulcas & Joana Petrouleas
5 Helena Road
Staten Island, NY 10304

NLMS Inc
1170 Winola Rd
Clarks Summit, PA 18411

Clifton Acres Inc
C/o Wayne Moore
159 East Walton Place, Apt. 23
Chicago, IL 60611

Art Mrtg Borrower Prope 2010-5
10 Glenlake Pkwy S. Twr, Ste 800
Atlanta, GA 30328

Fr First Ave Prop Holding LP
c/o Jeffery R. Thomas
2601 Market Place
Harrisburg, PA 17110

US Industrial Reit II
9830 Colonnade Blvd, Ste 600
San Antonio, TX 78230

Fr E2 Property Holding LP
311 S. Wacker Dr Ste 4000
Chicago, IL 60606

Edward R. Schultz
RR 1 Box 1360
Gouldsboro, PA 18424

Christopher & Melinda Maros
586 Twin Rocks Rd
Newfoundland, PA 18445-2156

Margaret G. Arthur (Deceased)
And Barbara A. Saurman, Trustees of the
Residuary Trust of James C. Arthur
11 Brownstone Dr.
Horsham, PA 19044

Merel J. & Arlene J. Swingle
51 Swingle Ln
Lake Ariel, PA 18436

Bradley D. Hummel
PO Box 733
Hamlin, PA 18427-0733

Donald Januszewski
517 Ledge Dale Rd.
Lake Ariel, PA 18436-5571

Michael & Joanne Palermo
52 Rowan Ave
Staten Island, NY 10306-5273

Peter & Francine Palermo
36 Rowan Ave
Staten Island, NY 10306-5273

Ronald G. & Gloria Sidovar
PO Box 190
Hamlin, PA 18427-0190

John C. & Linda S. Justice
23 Sledzinski Rd.
Lake Ariel, PA 18436-6135

Three Griffins Enterprises Inc
PO Box 136
Hamlin, PA 18427-0136

Lawrence Dude
30 Wilan Ln
Albany, NY 12203-4431

Michael A. & Sue K. Mitch
PO Box 428
Treichlers, PA 18086-0428

Donald W. Henderson & Louis V. Bellucci
7044 So Harbor Circle
Stuart, FL 34996

Dianne L. Doss
390 Nelson Rd
Monroe, NY 0950-4248

James L. & Michaelene J. Butler
9414 South Gary Avenue
Tulsa, OK 74137

Susan Butler Living Trust
Reigeluth
HC 1 Box 1134
Blakeslee, PA 18610

Grumble Knot LLC
2642 Route 940
Pocono Summit, PA 18346

Pennsylvania Glacial Till LLC
PO Box 900
Blakeslee, PA 18610

Blueberry Mountain Realty LLC
57 Seaview Blvd
Port Washington, NY 11050

Paul E. Russell, Esquire
Associate General Counsel
PPL Electric Utilities Corporation
Two North Ninth Street
Allentown, PA 18101

Honorable David Salapa
PA Public Utility Commission
Commonwealth Keystone Bldg.
P.O. Box 3265
Harrisburg, PA 17120