

MARY F. EVANS
Register of Wills - Recorder of Deeds
Clerk of Orphans' Court Division
Court of Common Pleas of Susquehanna County
PO BOX 218
MONTROSE, PA 18801-0218

(570) 278-4600



SUSQUEHANNA COUNTY COURT HOUSE
MONTROSE, PENNSYLVANIA

Instrument Number - 200906293

Recorded On 4/15/2009 At 10:29:32 AM

* Total Pages - 4

* Instrument Type - RIGHT OF WAY

Invoice Number - 62014

* Grantor - GIRL SCOUTS IN THE HEART OF PENNSYLVANIA

* Grantee - CABOT OIL & GAS CORPORATION

* Customer - CABOT OIL & GAS CORP

* FEEES

STATE WRIT TAX	\$0.50
STATE JCS/ACCESS TO JUSTICE	\$10.00
RECORDING FEES -	\$13.00
RECORDER OF DEEDS	
COUNTY IMPROVEMENT FEE	\$2.00
RECORDER IMPROVEMENT FEE	\$3.00
TOTAL PAID	\$28.50

This is a certification page

DO NOT DETACH

This page is now part
of this legal document.

RETURN DOCUMENT TO:

CABOT OIL & GAS CORP
900 LEE STREET EAST, SUITE 1500
HUNTINGTON SQUARE
CHARLESTON, WV 25301
ATTN: CATHY EWALD

I hereby CERTIFY that this document is recorded in the
Recorder's Office of Susquehanna County, Pennsylvania.



Mary F. Evans
MARY F. EVANS
RECORDER OF DEEDS

* - Information denoted by an asterisk may change during
the verification process and may not be reflected on this page.

0019B4



MEMORANDUM OF RIGHT OF WAY AGREEMENT

THIS MEMORANDUM OF RIGHT OF WAY AGREEMENT has been made to indicate the existence of a Right of Way Agreement executed by and between **Girl Scouts in the Heart of Pennsylvania, f/k/a Scranton Council Girl Scouts, Inc.**, a Pennsylvania non-profit corporation with an address of 350 Hale Avenue, Harrisburg, Pennsylvania 17104, (the "GRANTOR"), and **Cabot Oil & Gas Corporation**, with an address of 900 Lee Street East, Suite 500, Huntington Square, Charleston, West Virginia 25301, (the "GRANTEE").

The Right of Way Agreement provides for the following terms:

1. The Right of Way Agreement ("Agreement") is dated March 23, 2009.
2. The Agreement provides that two (2) pipelines may be installed at those certain locations on Grantor's Property identified and depicted on Exhibit "A" as the "Proposed Pipeline" at any time within five years from its date.
3. The Agreement grants to Grantee a right-of-way to lay, maintain, operate, replace and remove two (2) pipelines (the "Pipeline Right of Way") for the transportation of water, oil, natural gas and related hydrocarbons on those portions of Grantor's Property depicted on Exhibit "A" attached hereto and identified as the "Proposed Pipeline" (the "Right of Way Area") upon and over certain lands of Grantor situate in the Township of Brooklyn, County of Susquehanna, Commonwealth of Pennsylvania more particularly identified as Tax Map Nos: 182-2-42, 44 and 45 and being described in the following deeds recorded in the Office of the Recorder of Deeds in and for Susquehanna County: Deed Book 151, Page 69 and Deed Book 151, Page 70 (the "Grantor's Property"). Only that portion of Grantor's Property depicted on Exhibit "A" as the "Proposed Pipeline" is subject to the Pipeline Right of Way and Agreement.

This Memorandum is executed and placed of record in the County in which the lands are located for the purpose of placing all persons on notice of the existence of the Agreement.

Grantor has executed this Memorandum of Right of Way Agreement this 25th day of MARCH, 2009.

Attest:

Girl Scouts in the Heart of Pennsylvania
f/k/a Scranton Council Girl Scouts, Inc.

Mario Del - Attorney for Grantor

BY: E. Lee Beard
E. Lee Beard, Chair of the Board
of Directors

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF LUZERNE :

On the 25th day of March, in the year 2009, before me, the undersigned, a Notary Public in and for said Commonwealth, personally appeared E. Lee Beard, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity as Chair of the Board of Directors of Girl Scouts in the Heart of Pennsylvania, f/k/a Scranton Council Girl Scouts, Inc., and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Dina M. Goeckel

NOTARY PUBLIC



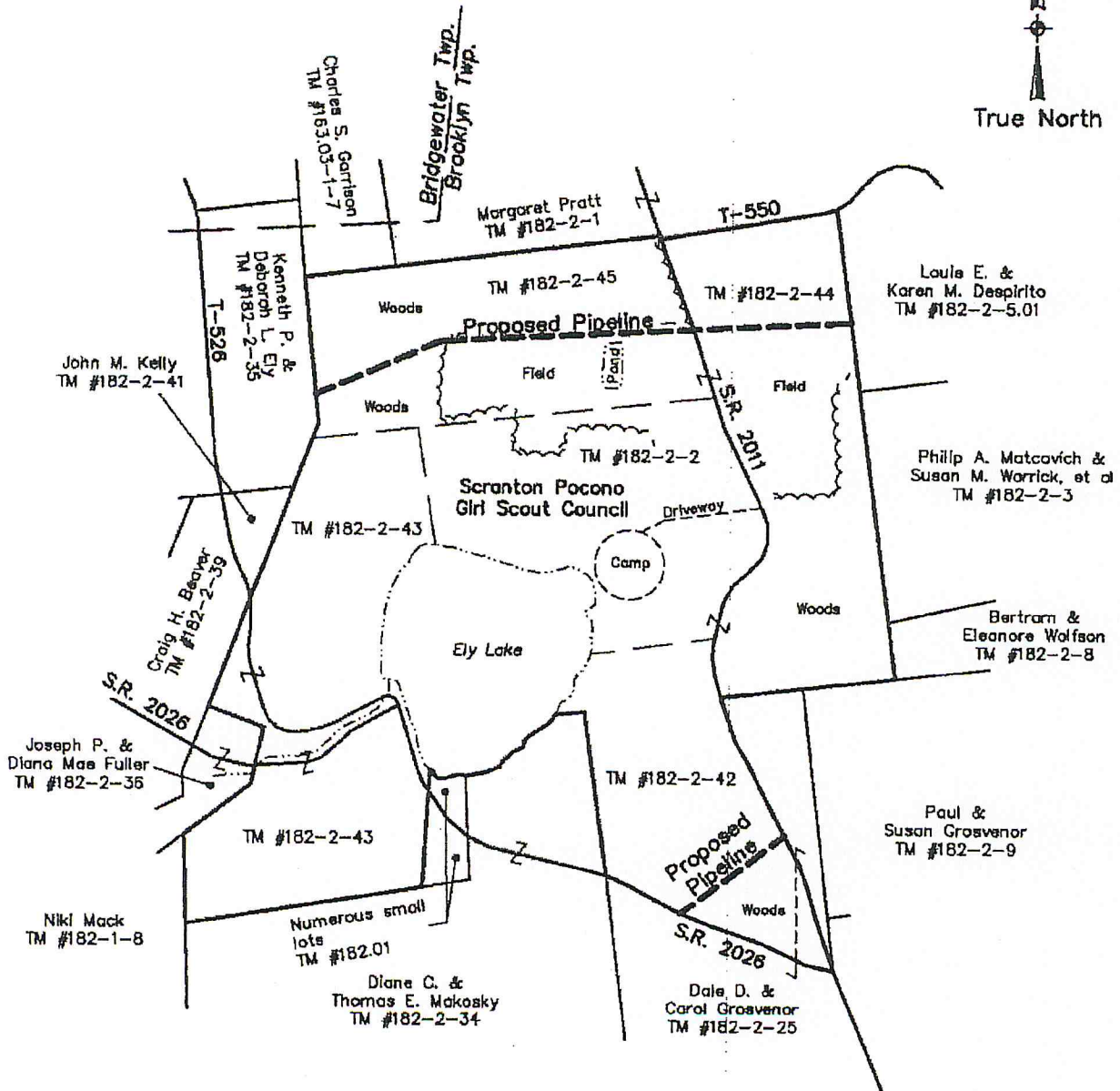


EXHIBIT "A"

Attached to and made a part of the Memorandum of Right of Way Agreement by and between Girl Scouts in the Heart of Pennsylvania, f/k/a Scranton Council Girl Scouts, Inc., Grantor and Cabot Oil & Gas Corporation, Grantee dated the 25th day of MARCH 2009