

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT TRANS-ALLEGHENY INTERSTATE LINE COMPANY IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECTED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 22, 2007.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941 0004441234
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

CRTGST

4

ARTICLES OF INCORPORATION
OF
TRANS-ALLEGHENY INTERSTATE LINE COMPANY

FIRST: The undersigned, James A. Arcuri, whose address is c/o Allegheny Energy, Inc., 800 Cabin Hill Drive, Greensburg, Pennsylvania, 15601, being at least eighteen years of age, does hereby form a corporation for conducting the business and promoting the purposes hereinafter stated, under both the General Laws of the State of Maryland and the laws of the Commonwealth of Virginia (particularly Chapter 9, Title 13.1 of the Code of Virginia and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Virginia Stock Corporation Act").

SECOND: The name of the corporation (the "Corporation") is:

Trans-Allegheny Interstate Line Company

THIRD: The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, including, but not limited to, the transmission, distribution, production, generation, purchase, sale, or lease of power, light, energy and heat in the form of electricity as a public service company, except that with respect to the Commonwealth of Virginia, the Corporation may only conduct such business as is permitted to be conducted by a public service company engaged in the transmission, distribution, production, generation, purchase, sale, or lease of power, light, energy and heat in the form of electricity.

FOURTH: The address of the principal office of the Corporation in Maryland is c/o The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202.

FIFTH: The registered agent of this Corporation in Maryland is The Corporation Trust Incorporated. The address of the registered office in Maryland of this Corporation is 300 East Lombard Street, Baltimore, Maryland 21202.

The registered agent of this Corporation in Virginia is CT Corporation System. The address of the registered office in Virginia of this Corporation is 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060-6802.

SIXTH: The mailing address for the Corporation is c/o Allegheny Energy, Inc., 800 Cabin Hill Drive, Greensburg, Pennsylvania, 15601.

SEVENTH: The total number of shares of stock that this Corporation is authorized to issue is 5,000 Shares of common stock at \$1.00 par value per share. No holder of shares of any class of the Corporation shall have any preemptive or preferential right to

U:\Share\jswain\Trail Brother(OPCO) ARTICLES OF INCORPORATION.doc

STATE OF MARYLAND
3/20/07
Sherry T. Purkard
1024-68

purchase or subscribe to (i) any shares of any class of the Corporation, whether now or hereafter authorized; (ii) any warrants, rights or options to purchase any such shares; or (iii) any securities or obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

EIGHTH: The initial Board of Directors of this Corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the initial directors of this Corporation are:

Paul J. Evanson	c/o Allegheny Energy, Inc. 800 Cabin Hill Drive Greensburg, PA 15601
Philip L. Goulding	c/o Allegheny Energy, Inc. 800 Cabin Hill Drive Greensburg, PA 15601
David E. Flitman	c/o Allegheny Energy, Inc. 800 Cabin Hill Drive Greensburg, PA 15601

NINTH: The period of the duration of the Corporation is perpetual.

TENTH: To the fullest extent permitted by the statutory or decisional law of the State of Maryland and the Commonwealth of Virginia, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of these Articles of Incorporation of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ELEVENTH: The power to alter, amend or repeal the By-laws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this Corporation. The shareholders of this Corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

TWELFTH: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Trans-Allegheny Interstate Line Company as incorporator thereof this 17th day of October, 2006, and acknowledge same to be my act.


Incorporator

I hereby consent to the designation by the Corporation of The Corporation Trust Incorporated as its registered agent in Maryland.

The Corporation Trust Incorporated

By: 
Authorized Officer

I hereby consent to the designation by the Corporation of CT Corporation System as its registered agent in Virginia.

CT Corporation System

By: _____
Authorized Officer

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 02 BUSINESS CODE 07

Close _____ Stock X Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000381983813074

ID # D11561941 ACK # 1000361993813074
LIBER: B01024 FOLIO: 0068 PAGES: 0004
TRANS-ALLEGHENY INTERSTATE LINE COMPANY

10/20/2005 AT 10:43 A NO # 0001308531

New Name _____

FEES REMITTED

Base Fee: <u>100</u>	Change of Name
Org. & Cap. Fee: <u>30</u>	Change of Principal Office
Expedite Fee: <u>50</u>	Change of Resident Agent
Penalty: _____	Change of Resident Agent Address
State Recordation Tax: _____	Resignation of Resident Agent
State Transfer Tax: _____	Designation of Resident Agent and Resident Agent's Address
_____ Certified Copies	Change of Business Code
_____ Certificates	Adoption of Assumed Name
Certificate of Status Fee: _____	_____
Personal Property Filings: _____	_____
Mail Processing Fee: _____	Other Change(s)
Other: _____	_____
TOTAL FEES: <u>170</u>	_____

Credit Card _____ Check X Cash _____ Code 007

_____ Documents on _____ Checks Attention: _____

Approved By: A-01

Keyed By: CS

COMMENT(S):

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202-3219

Stamp Work Order and Customer Number HERE

NOT RECORDED AND INDEXED
CUST ID: 0001863493
WORK ORDER: 0001308531
DATE: 10-20-2005 03:58 PM
AMT. PAID: \$170.00

Commonwealth of Virginia

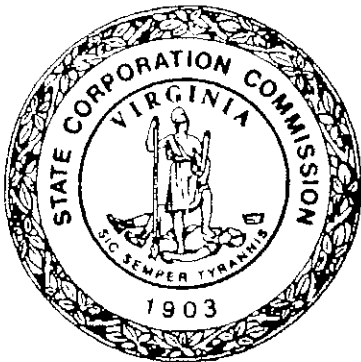


State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Trans-Allegheny Interstate Line Company on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
March 20, 2007*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

**ARTICLES OF INCORPORATION
OF
TRANS-ALLEGHENY INTERSTATE LINE COMPANY**

FIRST: The undersigned, James A. Arcuri, whose address is c/o Allegheny Energy, Inc., 800 Cabin Hill Drive, Greensburg, Pennsylvania, 15601, being at least eighteen years of age, does hereby form a corporation for conducting the business and promoting the purposes hereinafter stated, under both the General Laws of the State of Maryland and the laws of the Commonwealth of Virginia (particularly Chapter 9, Title 13.1 of the Code of Virginia and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Virginia Stock Corporation Act").

SECOND: The name of the corporation (the "Corporation") is:

Trans-Allegheny Interstate Line Company

THIRD: The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Maryland, including, but not limited to, the transmission, distribution, production, generation, purchase, sale, or lease of power, light, energy and heat in the form of electricity as a public service company, except that with respect to the Commonwealth of Virginia, the Corporation may only conduct such business as is permitted to be conducted by a public service company engaged in the transmission, distribution, production, generation, purchase, sale, or lease of power, light, energy and heat in the form of electricity.

FOURTH: The address of the principal office of the Corporation in Maryland is c/o The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202.

FIFTH: The registered agent of this Corporation in Maryland is The Corporation Trust Incorporated. The address of the registered office in Maryland of this Corporation is 300 East Lombard Street, Baltimore, Maryland 21202.

The registered agent of this Corporation in Virginia is CT Corporation System. The address of the registered office in Virginia of this Corporation is 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060-6802. The registered address of the Corporation is identical to the registered address of the registered agent. CT Corporation System is a foreign stock corporation authorized to transact business in Virginia.

SIXTH: The mailing address for the Corporation is c/o Allegheny Energy, Inc., 800 Cabin Hill Drive, Greensburg, Pennsylvania, 15601.

SEVENTH: The total number of shares of stock that this Corporation is authorized to issue is 5,000 Shares of common stock at \$1.00 par value per share. No holder of shares of any class of the Corporation shall have any preemptive or preferential right to purchase or subscribe to (i) any shares of any class of the Corporation, whether now or hereafter authorized; (ii) any warrants, rights or options to purchase any such shares; or (iii) any securities or obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

EIGHTH: The initial Board of Directors of this Corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the initial directors of this Corporation are:

Paul J. Evanson	c/o Allegheny Energy, Inc. 800 Cabin Hill Drive Greensburg, PA 15601
Philip L. Goulding	c/o Allegheny Energy, Inc. 800 Cabin Hill Drive Greensburg, PA 15601
David E. Firman	c/o Allegheny Energy, Inc. 800 Cabin Hill Drive Greensburg, PA 15601

NINTH: The period of the duration of the Corporation is perpetual

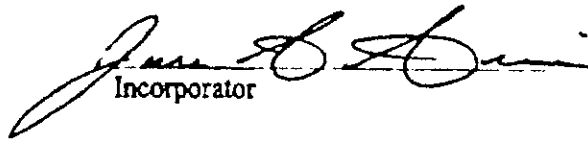
TENTH: To the fullest extent permitted by the statutory or decisional law of the State of Maryland and the Commonwealth of Virginia, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of these Articles of Incorporation of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ELEVENTH: The power to alter, amend or repeal the By-laws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this Corporation. The shareholders of this Corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

TWELFTH: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

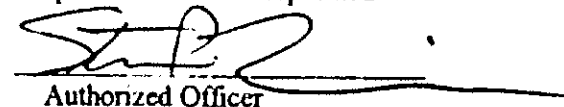
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Trans-Allegheny Interstate Line Company as incorporator thereof this 17th day of October, 2006, and acknowledge same to be my act.


Incorporator

I hereby consent to the designation by the Corporation of The Corporation Trust Incorporated as its registered agent in Maryland.

The Corporation Trust Incorporated


By:


Authorized Officer

I hereby consent to the designation by the Corporation of CT Corporation System as its registered agent in Virginia.

CT Corporation System

By:


Authorized Officer

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 27, 2006

The State Corporation Commission has found the accompanying articles submitted on behalf of

Trans-Allegheny Interstate Line Company


to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective October 27, 2006.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Commissioner

State of West Virginia



Certificate

I, Betty Ireland, Secretary of State of the State of West Virginia, hereby certify that

TRANS-ALLEGHENY INTERSTATE LINE COMPANY

a corporation formed under the laws of Maryland

filed an application to be registered as a foreign corporation authorizing it to transact business in West Virginia. The application was found to conform to law and a "Certificate of Authority" was issued by the West Virginia Secretary of State on December 5, 2006.

I further certify that the corporation has not been revoked by the State of West Virginia nor has a Certificate of Withdrawal been issued to the corporation by the West Virginia Secretary of State.

Accordingly, I hereby issue this

CERTIFICATE OF AUTHORIZATION



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
March 23, 2007*

Betty Ireland

Secretary of State