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PITTSBURGH & WEST VIRGINIA RAILROAD

Form 10-Q

May 13, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the Quarter ended March 31, 2008

Commission File Number 1-5447

PITTSBURGH & WEST VIRGINIA RAILROAD

Pennsylvania  
(State of Organization)

25-6002536  
(I.R.S. Employer Identification No.)

(Address of principal executive offices)  
2 Port Amherst Drive  
Charleston, WV 25306

Telephone (304)926-1124\*

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange  
Act of 1934 during the preceding 12 months (or for such shorter period  
that the registrant was required to file such reports), and (2) has been  
subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer,  
an accelerated filer, or a non-accelerated filer.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated  
filer ☒ Small Reporting Company ☐

Indicate by check mark whether the registrant is a shell company  
(as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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Indicate the number of shares outstanding of each of the issuers classes of  
common stock, as of the close of the period covered by this report.

1,510,000 shares of beneficial interest, without par value.

\* Notices and communications from the Securities and Exchange Commission  
for the registrant may be sent to Robert R. McCoy, Secretary and Treasurer,  
#2 Port Amherst Drive, Charleston, WV 25306.

PART I. FINANCIAL INFORMATION

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## Item 1. Financial Statements

### STATEMENT OF INCOME (Dollars in Thousands except Per Share Amounts) (Unaudited)

|                                                      | Three Months Ended |        |
|------------------------------------------------------|--------------------|--------|
|                                                      | March 31,          |        |
|                                                      | 2008               | 2007   |
| INCOME AVAILABLE FOR DISTRIBUTION:                   |                    |        |
| Interest income from capital lease                   | \$ 229             | \$ 229 |
| Less general and administrative expense              | 65                 | 58     |
| NET INCOME                                           | \$ 164             | \$ 171 |
| Per Share:<br>(1,510,000 average shares outstanding) |                    |        |
| Net Income                                           | \$ .11             | \$ .11 |
| Cash Dividends                                       | \$ .13             | \$ .13 |

The accompanying notes are an integral part of these financial statements.

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#### BALANCE SHEET (Dollars in Thousands)

|                                      | (Unaudited)<br>March 31<br>2008 | (Audited)<br>December 31<br>2007 |
|--------------------------------------|---------------------------------|----------------------------------|
| ASSETS                               |                                 |                                  |
| Net investment in capital lease      | \$ 9,150                        | \$ 9,150                         |
| Cash                                 | 23                              | 44                               |
|                                      | \$ 9,173                        | \$ 9,194                         |
| LIABILITIES AND SHAREHOLDERS' EQUITY |                                 |                                  |
| Accounts Payable                     | \$ 11                           | \$ -                             |

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## Shareholders' equity:

Shares of beneficial interest, at no par

|                                            |          |          |
|--------------------------------------------|----------|----------|
| value , 1,510,000 shares issued            |          |          |
| outstanding                                | 9,145    | 9,145    |
| Retained earnings                          | 17       | 49       |
| Total shareholders' equity                 | 9,162    | 9,194    |
| Total liabilities and shareholders' equity | \$ 9,173 | \$ 9,194 |

The accompanying notes are an integral part of these financial statements.

## PITTSBURGH & WEST VIRGINIA RAILROAD FORM 10-Q

### STATEMENT OF CASH FLOWS (Dollars in Thousands) (Unaudited)

|                                                                                  | Three Months Ended<br>March 31, |        |
|----------------------------------------------------------------------------------|---------------------------------|--------|
|                                                                                  | 2008                            | 2007   |
| Cash flows from operating activities:                                            |                                 |        |
| Net income                                                                       | \$ 164                          | \$ 171 |
| Adjustment to reconcile net income to net cash provided by operating activities: |                                 |        |
| Increase ( decrease) in accounts payable                                         |                                 |        |
| And accrued liabilities                                                          | 11                              | -      |
| Net cash provided by operating activities                                        | \$ 175                          | \$ 171 |
| Cash flows used in financing activities:                                         |                                 |        |
| Dividends paid                                                                   | 196                             | 196    |
| Net increase ( decrease) in cash                                                 | (21)                            | (25)   |
| Cash, beginning of period                                                        | 44                              | 49     |
| Cash, end of period                                                              | \$ 23                           | \$ 24  |

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The accompanying notes are an integral part of these financial statements.

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#### Notes to financial statements:

(1) The foregoing interim financial statements are unaudited but, in the opinion of management, reflect all adjustments necessary for a fair presentation of the results of operations for the interim periods presented. All adjustments are of a normal recurring nature.

(2) Registrant has elected to be treated for tax purposes as a real estate investment trust. As such, the Trust is exempt from paying federal corporate income tax on any income that is distributed to shareholders. It has been Registrant's policy to distribute annually all of its ordinary taxable income. Consequently, no provision has been made for federal income tax.

(3) Under the terms of the lease, Norfolk Southern Corporation has leased all of Pittsburgh & West Virginia Railroad's real properties, including its railroad lines, for a term of 99 years, renewable by the lessee upon the same terms for additional 99-year terms in perpetuity. The lease provides for a cash rental of \$915,000 per year for the current lease period and all renewal periods. The net investment in capital lease, recognizing renewal options in perpetuity, was estimated to have a current value of \$9,150,000 assuming an implicit interest rate of 10%.

(4) Under the provisions of the lease, the Trust may not issue, without the prior written consent of Norfolk Southern, any shares or options to purchase shares or declare any dividends on its shares of beneficial interest in an amount exceeding the value of the assets not covered by the lease plus the annual cash rent of \$915,000 to be received under the lease, less any expenses incurred for the benefit of shareholders. At March 31, 2008, all net assets are covered by the lease. The Trust may not borrow any money or assume any guarantees except with the prior written consent of Norfolk Southern.

#### Item 2. MANAGERMENTS' DISCUSSION AND ANALYSIS

All of Registrant's railroad properties are on long-term lease to Norfolk and Southern Corporation for the fixed, unvarying amount of \$915,000 cash rental per year. The lease also requires that additional amounts be accounted for as noncash rent income to be settled or paid at lease termination. Because this noncash income will not be settled until the expiration of the lease, no values have been reported in the accompanying interim financial statements for the balance of the account or the transactions affecting the balance.

With fixed revenue and expenses relatively constant, there is very little fluctuation in operating results between periods. In comparing the first quarter of 2008 with the preceding fourth quarter of 2007 and the first quarter of 2007, revenues totaled \$229,000, \$229,000, and \$229,000,

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respectively. Net income and income available for distribution was \$164,000, \$212,000, and \$171,000, respectively.

Since cash revenue is fixed in amount and outlays for general and administrative expenses are relatively modest, inflation has had no material impact on Registrant's reported net income for the past three years. Although recent inflationary trends have been relatively low, annual rental income is a fixed amount for the current lease term and any renewal periods, and inflation could affect the real dollar value of the rental income over time. Changes in inflationary trends could also affect the general and administration expenses.

### Item 4T. CONTROLS AND PROCEDURES

Management is responsible for establishing and maintaining effective internal controls over financial reporting. Within 90 days prior to the date of this report, the Registrant carried out an evaluation under the supervision and with the participation of the Registrant's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures pursuant to Rule 13a-14 under the Securities Exchange Act of 1934, as amended. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Registrant's disclosure controls and procedures are adequate and effective in timely alerting them to material information relating to the Registrant required to be included in the Registrant's periodic filings with the SEC.

There have been no significant changes in the Registrant's internal controls over financial reporting or in other factors that that could significantly affect internal controls over financial reporting subsequent to the date Management carried out its evaluation.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

None

### Item 1A. Risk Factors

None

### Item 6. Exhibits and Reports on Form 8-K

- o Exhibit 31.1 Section 302 Certification for Herbert E. Jones, Jr.
- o Exhibit 31.2 Section 302 Certification for Herbert E. Jones, III
- o Exhibit 31.3 Section 302 Certification for Robert R. McCoy
- o Exhibit 99 Section 906 Certification for Herbert E. Jones, Jr., Herbert E. Jones, III, and Robert R. McCoy.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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PITTSBURGH & WV RAILROAD

/s/Herbert E. Jones, Jr.  
Herbert E. Jones, Jr.  
Chairman of the Board

/s/Robert R. McCoy  
Robert R. McCoy  
Secretary and Treasurer

Date: May 13, 2008