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PITTSBURGH & WEST VIRGINIA RAILROAD
Form 10-Q
May 10, 2006

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, 2006

Commission File Number 1-5447

PITTSBURGH & WEST VIRGINIA RAILROAD

Pennsylvania

25-6002536

(State of Organization)

(I.R.S. Employer Identification No.)

(Address of principal executive offices)

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

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 issuer's 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 A. Hamstead, 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, | |
|---|---------------------------------|---------------|
| | 2006 | 2005 |
| INCOME AVAILABLE FOR DISTRIBUTION: | | |
| Interest income from capital lease | \$ 229 | \$ 229 |
| Less: general and administrative expenses | 56 | 65 |
| NET INCOME | \$ 173 | \$ 164 |
| Per Share: (1,510,000 average shares outstanding) | | |
| Net Income | \$.11 | \$.11 |
| Cash Dividends | \$.13 | \$.14 |

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

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BALANCE SHEET (Dollars in Thousands) (Unaudited)

| | March 31 2006 | December 31 2005 |
|---|------------------|---------------------|
| ASSETS | | |
| Net investment in capital lease | \$ 9,150 | \$ 9,150 |
| Cash | 47 | 54 |
| | \$ 9,197 | \$ 9,204 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Liabilities: | | |
| Accounts payable and accrued liabilities | \$ 25 | \$ 9 |
| Shareholders' equity: | | |
| Shares of beneficial interest, at no par value, 1,510,000 shares issued outstanding | 9,145 | 9,145 |
| Retained earnings | 27 | 50 |
| Total shareholders' equity | 9,172 | 9,195 |
| Total liabilities and shareholders' equity | \$ 9,197 | \$ 9,204 |

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

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

| | Three Months Ended March 31, | |
|--|---------------------------------|--------|
| | 2006 | 2005 |
| Cash flows from operating activities: | | |
| Net income | \$ 173 | \$ 164 |
| Changes in operating assets and liabilities: | | |
| Increase (decrease) in accounts payable | 16 | - |
| Cash provided by operating activities | \$ 189 | \$ 164 |
| Cash flows from financing activities: | | |
| Dividends paid | 196 | 212 |
| Net increase (decrease) in cash | (7) | (48) |
| Cash, beginning of period | 54 | 59 |
| Cash, end of period | \$ 47 | \$ 11 |

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.

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- (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, 2005, 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 Western Railway Company 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 2006 with the preceding fourth quarter of 2005 and the first quarter of 2005, revenues totaled \$229,000, \$229,000, and \$229,000, respectively. Net income and income available for distribution was \$173,000, \$209,000, and \$164,000, 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 4. CONTROLS AND PROCEDURES

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.

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There have been no significant changes in the Registrant's internal controls or in other factors that that could significantly affect internal controls subsequent to the date the Registrant 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

None

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.

PITTSBURGH & WV RAILROAD

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

/s/ Robert A. Hamstead
Robert A. Hamstead
Secretary and Treasurer

Date: May 10, 2006

I, Herbert E. Jones, Jr., Chairman of the Board, certify that;

1. I have reviewed this quarterly report on Form 10-Q of The Pittsburgh & West Virginia Railroad;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as

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defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

- a. Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c. Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's board of directors (or persons performing the equivalent function):
- a. All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 10, 2006

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

CERTIFICATION:

I, Herbert E. Jones, III, President, certify that;

1. I have reviewed this quarterly report on Form 10-Q of The Pittsburgh & West Virginia Railroad;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and

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cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a. Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c. Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's board of directors (or persons performing the equivalent function):
 - a. All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 10, 2006

/s/ Herbert E. Jones, III
Herbert E. Jones, III
President

CERTIFICATION:

I, Robert A. Hamstead, Vice President, Secretary and Treasurer, certify that;

1. I have reviewed this quarterly report on Form 10-Q of The Pittsburgh & West Virginia Railroad;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to

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the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a. Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c. Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's board of directors (or persons performing the equivalent function):
 - a. All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 10, 2006

/s/ Robert A. Hamstead
Robert A. Hamstead
VP, Secretary and Treasurer

CERTIFICATION

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63
of Title 18, United States Code)

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Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of Pittsburgh & West Virginia Railroad, does hereby certify that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (the Form 10-Q) of the Pittsburgh & West Virginia Railroad fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly represents in all material respects, the financial condition and results of operations of the Pittsburg & West Virginia Railroad.

Dated: May 10, 2006

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

Dated: May 10, 2006

/s/ Herbert E. Jones, III
Herbert E. Jones, III
President

Dated: May 10, 2006

/s/ Robert A. Hamstead
Robert A. Hamstead
Vice President, Secretary
and Treasurer