

Power REIT  
Form 10-Q  
November 14, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

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

For the quarterly period ended September 30, 2014

000-54560  
(Commission File Number)

POWER REIT  
(Exact name of registrant as specified in its charter)

Maryland 45-3116572  
(State of (I.R.S.  
Organization) Employer  
Identification  
No.)

301 Winding 11804  
Road, Old  
Bethpage, NY  
(Address of (Zip  
principal Code)  
executive  
offices)

(212) 750-0373  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

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 has submitted electronically and posted on its corporate Web site, if

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any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

1,731,788 common shares, \$0.001 par value, outstanding at November 7, 2014.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements.

POWER REIT AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Dollars in Thousands)

	(Unaudited) September 30, 2014	(See Note 1) December 31, 2013
<b>ASSETS</b>		
Land	\$6,788	\$2,368
Net investment in capital lease - railroad	9,150	9,150
<b>Total real estate assets</b>	<b>15,938</b>	<b>11,518</b>
Cash and cash equivalents	758	78
Other receivables	20	6
Prepaid expenses	35	8
Intangible assets, net	4,834	233
Other assets	995	203
<b>TOTAL ASSETS</b>	<b>\$22,580</b>	<b>\$12,046</b>
<b>LIABILITIES AND EQUITY</b>		
Deferred revenue	\$251	\$6
Accounts payable	964	406
Accrued interest	45	55
Current portion of long-term debt	30	30
Current debt, related party	1,650	1,650
Other long-term debt	7,693	827
Interest rate swap	274	-
<b>TOTAL LIABILITIES</b>	<b>10,907</b>	<b>2,974</b>
Series A 7.75% Cumulative Redeemable Perpetual Preferred Stock Par Value \$25.00 (175,000 shares authorized; 138,499 issued and outstanding as of September 30, 2014 and 0 issued and outstanding as of December 31, 2013)	3,462	-
<b>Commitments and Contingencies</b>		
<b>Equity:</b>		
Common Shares, \$0.001 par value (100,000,000 shares authorized; 1,731,788 and 1,676,955 shares issued and outstanding as of September 30, 2014 and December 31, 2013, respectively)	2	2
Additional paid-in capital	10,683	10,476
Accumulated deficit	(2,474)	(1,406)
<b>Total Equity</b>	<b>8,211</b>	<b>9,072</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$22,580</b>	<b>\$12,046</b>

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

POWER REIT AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(Dollars in Thousands)  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
<b>REVENUE</b>				
Lease income from capital lease – railroad, net	\$228	\$229	\$686	\$686
Rental income	263	22	565	67
<b>TOTAL REVENUE</b>	<b>491</b>	<b>251</b>	<b>1,251</b>	<b>753</b>
<b>EXPENSES</b>				
Amortization of intangible assets	60	-	113	-
General and administrative	43	86	212	213
Stock-based compensation	54	38	130	114
Property tax	1	2	17	7
Property acquisition expenses	-	49	365	49
Litigation expenses (see Note 8)	344	220	605	701
Finance expense	99	-	180	-
Unrealized loss on interest rate swap	61	-	274	-
Interest expense	132	38	300	62
<b>TOTAL EXPENSES</b>	<b>794</b>	<b>433</b>	<b>2,196</b>	<b>1,146</b>
<b>NET LOSS</b>	<b>\$(303)</b>	<b>\$(182)</b>	<b>\$(945)</b>	<b>\$(393)</b>
<b>Loss Per Common Share:</b>				
Basic	\$(0.21)	\$(0.11)	\$(0.63)	\$(0.24)
Diluted	\$(0.21)	\$(0.11)	\$(0.63)	\$(0.24)
<b>Weighted Average Number of Shares Outstanding:</b>				
Basic	1,731,788	1,651,085	1,692,719	1,636,869
Diluted	1,731,788	1,651,085	1,692,719	1,636,869
Cash dividend per Common Share	-	-	-	\$0.10
Cash dividend per Series A Preferred Share	\$0.48	-	\$0.48	-

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

POWER REIT AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Dollars in Thousands)  
(Unaudited)

	Nine Months Ended September 30,	
	2014	2013
Operating activities		
Net loss	\$ (945 )	\$ (393 )
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Amortization of intangible assets	113	-
Amortization of debt costs	94	-
Change in unrealized loss on interest rate swap	274	-
Stock-based compensation	130	114
Changes in operating assets and liabilities		
(Increase) decrease in other receivables	(14 )	11
(Increase) decrease in prepaid expense	(27 )	(16 )
Increase in other assets	(50 )	(91 )
Increase (decrease) in deferred revenue	245	(6 )
Increase in accounts payable	558	214
Increase (decrease) in accrued interest	(10 )	27
Net cash provided by (used in) operating activities	368	(140 )
Investing Activities		
Acquisition of land, net	(4,420 )	(1,550 )
Acquisition of intangibles	(4,714 )	-
Net cash used in investing activities	(9,134 )	(1,550 )
Financing Activities		
Principal payment on long-term debt	(75 )	-
Net proceeds from issuance of common stock	-	219
Net proceeds from issuance of preferred stock	3,381	-
Proceeds from other long-term debt	6,941	1,584
Payments for deferred finance costs	(835 )	-
Proceeds from exercise of stock options	158	-
Cash dividends paid on common stock	-	(165 )
Cash dividends paid on preferred stock	(124 )	-
Net cash provided by financing activities	9,446	1,638
Net increase (decrease) in cash and cash equivalents	680	(52 )
Cash and cash equivalents, beginning of period	78	366
Cash and cash equivalents, end of period	\$ 758	\$ 314

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Non cash investing and financing activities:

Amortization of preferred stock costs	\$ 80	\$ -
Supplemental disclosure of cash flow information:		
Interest paid	\$ 310	\$ 27

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



POWER REIT AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements

1. GENERAL INFORMATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information, and with the rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial reporting. Accordingly, these interim financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of the Company, as defined below, these unaudited consolidated financial statements include all adjustments necessary to present fairly the information set forth herein. All such adjustments are of a normal recurring nature. Results for interim periods are not necessarily indicative of results to be expected for a full year.

These unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements and notes included in our latest Annual Report on Form 10-K filed with the SEC on April 1, 2014.

Power REIT (the “Registrant” or the “Trust”, and together with its consolidated subsidiaries, “we”, “us”, the “Company” or “Power REIT”, unless the context requires otherwise) is a Maryland-domiciled real estate investment trust (a “REIT”) that holds, develops, acquires and manages real estate assets related to transportation and energy infrastructure in the United States. Within the transportation and energy infrastructure sectors, Power REIT is focused on making new acquisitions of real estate that are or will be leased to renewable energy generation projects, such as utility-scale solar farms and wind farms, that have low or minimal technology risk.

The Trust is structured as a holding company and owns its assets through five wholly-owned, special purpose subsidiaries, with one subsidiary owning another subsidiary, that have been formed in order to hold real estate assets, obtain financing and generate lease revenue. As of September 30, 2014, the Trust’s assets consisted of approximately 112 miles of railroad infrastructure and related real estate which is owned by its subsidiary Pittsburgh & West Virginia Railroad (“P&WV”) and approximately 601 acres of fee simple land leased to a number of solar power generating projects with an aggregate generating capacity of approximately 108 Megawatts (“MW”). Power REIT is actively seeking to expand its portfolio of real estate related to renewable energy generation projects and is pursuing investment opportunities that qualify for REIT ownership within solar, wind, hydroelectric, geothermal, transmission and other infrastructure projects.

P&WV is a business trust organized under the laws of Pennsylvania for the purpose of owning railroad assets that are currently leased to Norfolk Southern Railway (“NSC”) pursuant to a 99-year lease that became effective in 1964 and is subject to an unlimited number of 99-year renewal periods under the same terms and conditions, including annual rent payments, at the option of NSC (the “Railroad Lease”). P&WV’s assets consist of a railroad line of approximately 112 miles in length, extending through Connellsville, Washington and Allegheny Counties in the Commonwealth of Pennsylvania, through Brooke County in the State of West Virginia and through Jefferson and Harrison Counties in the State of Ohio, to Pittsburgh Junction in Harrison County, Ohio. There are also branch lines that total approximately 20 miles in length located in Washington and Allegheny Counties in Pennsylvania and Brooke County in West Virginia. NSC pays P&WV base cash rent of \$915,000 per year, payable in quarterly installments. In addition, Power REIT believes NSC is responsible for additional rent and other amounts, which is currently the subject of litigation. (See Note 8).

PW Salisbury Solar, LLC (“PWSS”) is a Massachusetts limited liability company that owns approximately 54 acres of land located in Salisbury, Massachusetts that is leased to a 5.7 MW operational solar farm. Pursuant to the lease

agreement, PWSS' tenant is required to pay PWSS rent of \$80,800 cash for the year December 1, 2012 to November 30, 2013, with a 1.0% escalation in each corresponding year thereafter. Rent for the year December 1, 2013 to November 30, 2014 is \$81,608. Rent is payable quarterly in advance and is recorded by Power REIT for accounting purposes on a straight-line basis. For each of the nine months ended September 30, 2014 and 2013 rent has been recorded in the amount of \$67,122. For each of the three months ended September 30, 2014 and 2013 rent has been recorded in the amount of \$22,374. At the end of the 22-year lease period, which commenced on December 1, 2011 (prior to being assumed by PWSS), the tenant has certain renewal options, with terms to be mutually agreed upon.

POWER REIT AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements

PW Tulare Solar, LLC (“PWTS”) is a California limited liability company that owns approximately 100 acres of land leased to a number of solar farms, with an aggregate generating capacity of approximately 20MW, located near Fresno, California. The solar farm tenants pay PWTS an aggregate annual rent of \$157,500 cash, payable in advance and without escalation during the 25-year term of the leases. At the end of the 25-year term, which commenced in March 2013 (prior to being assumed by PWTS), the tenants have certain renewal options, with terms to be mutually agreed upon. For the nine months ended September 30, 2014 and 2013, PWTS recorded rental income of \$127,905 and \$0, respectively. For the three months ended September 30, 2014 and 2013, PWTS recorded rental income of \$39,699 and \$0, respectively.

PW Regulus Solar, LLC (“PWRS”) is a California limited liability company that owns approximately 447 acres of land leased to a solar project with an aggregate generating capacity of approximately 82 Megawatts that is under construction and is in Kern County, California near Bakersfield. PWRS’s lease was structured to provide it with initial quarterly rental payments until the solar farm achieves commercial operations which is targeted for December 2014. During the primary term of the lease which extends for 20 years from achieving commercial operations, PWRS will receive an initial annual rent of approximately \$735,000 per annum which grows at 1% per annum. The lease is a “triple net” lease with all expenses to be paid by the tenant. At the end of the primary term of the lease, the tenants have certain renewal options with rent calculated as the greater of a minimum stated rental amount or a percentage of the total project-level gross revenue. The acquisition price, not including transaction and closing costs, was approximately \$9.2 million. For the nine months ended September 30, 2014 and 2013, PWRS recorded rental income of \$370,204 and \$0 respectively. For the three months ended September 30, 2014 and 2013, PWRS recorded rental income of \$200,779 and \$0 respectively. The 2014 rent recorded is from April 14, 2014 (the date of closing on the acquisition) to September 30, 2014.

Power REIT Financo, LLC (“Financo”), a wholly-owned, direct subsidiary of Power REIT, entered into a \$26.2 million credit facility in April 2014 with a major institutional lender (the “Credit Facility”). Financo is the owner of PWRS.

The Trust was formed as part of a reorganization and reverse triangular merger of P&WV that closed on December 2, 2011. P&WV survived the reorganization as a wholly-owned subsidiary of the Trust.

The Trust has elected to be treated for tax purposes as a REIT, which means that it is exempt from U.S. federal income tax if a sufficient portion of its annual income is distributed to its shareholders, and if certain other requirements are met. In order for the Trust to maintain its REIT qualification, at least 90% of its ordinary taxable annual income must be distributed to shareholders.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

These consolidated financial statements have been prepared in accordance with GAAP.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.



POWER REIT AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements

Principles of Consolidation

The accompanying consolidated financial statements include Power REIT and its wholly-owned subsidiaries. All intercompany balances have been eliminated in consolidation.

Cash and Cash Equivalents

The Trust considers all highly liquid investments with original maturity of three months or less to be cash equivalents. Cash equivalents consist of a money market fund reported in the consolidated balance sheets at amortized cost, which approximates fair value.

Revenue Recognition

The Railroad Lease is treated as a capital lease, and income to P&WV under the Railroad Lease is recognized as earned based on an implicit rate of 10% over the life of the lease, which is assumed to be perpetual for the purposes of revenue recognition and recording the leased assets on the consolidated balance sheets.

Lease revenue from land that is subject to an operating lease with rent escalation provisions is recorded on a straight-line basis when the amount of escalation in lease payments is known at the time Power REIT enters into the lease agreement, or known at the time Power REIT assumes an existing lease agreement as part of a land acquisition (e.g., an annual fixed percentage escalation).

Lease revenue from land that is subject to an operating lease without rent escalation provisions is recorded on a straight-line basis.

Reclassifications

Certain amounts in the 2013 consolidated financial statements have been reclassified to conform to the 2014 presentation.

Other Assets

The Trust records an asset for prepaid expenses and capitalizes other expenses that are expected to provide Power REIT with benefits over a period of one year or longer. The Trust capitalized expenses related to its At-The-Market Offering of Common Stock ("ATM"), its offering of Series A Preferred Stock, the refinancing of the property owned by PWSS and related to Financo's Credit Facility. The ATM and Preferred Stock related assets will be amortized pro-rata across the offering proceeds. The asset related to the refinancing and the Credit Facility will be amortized using the straight-line method over the term of the loans, which approximates the effective interest method. The Trust expects to amortize the shelf-offering expenses proportionately upon each draw. (See Note 6).

Intangibles

A portion of the acquisition price of the assets acquired by PWTS have been allocated on the Trust's consolidated balance sheet between Land and Intangibles related thereto based on a report from an independent consultant. The total amount of intangibles established was \$237,471, which will be amortized over a 24.6-year period. For the nine months ended September 30, 2014 and 2013, the amount of this intangible that was amortized was \$7,240 and \$0,

respectively. For the three months ended September 30, 2014 and 2013, the amount of this intangible that was amortized was \$2,413 and \$0, respectively.

POWER REIT AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements

A portion of the acquisition price of the assets acquired by PWRS have been allocated on the Trust's consolidated balance sheet between Land and Intangibles related thereto based on an analysis generated by the management of the Trust. The total amount of intangibles established was \$4,713,548 which will be amortized over a 20.7-year period which is the estimated primary term of the lease. For the nine months ended September 30, 2014 and 2013, the amount of this intangible that was amortized was \$104,863 and \$0, respectively. For the three months ended September 30, 2014 and 2013, the amount of this intangible that was amortized was \$56,872 and \$0, respectively.

#### Land

Land is carried at cost. Newly acquired investments in land with in-place leases are accounted for as business combinations in accordance with Accounting Standards Codification ("ASC") Topic 805, "Business Combinations." Upon the acquisition of land, management assesses the fair value of acquired assets (including land, improvements and identified intangibles such as above- and below-market leases and acquired in-place leases) and acquired and assumed liabilities (if any), and allocates the acquisition price based on these assessments. Newly acquired investments in land without in-place leases are recorded at cost (including costs related to the acquisition of the land).

#### Net Investment in Capital Lease – Railroad

P&WV's net investment in its leased railroad property, recognizing the lessee's perpetual renewal options, was estimated to have a current value of \$9,150,000, assuming an implicit interest rate of 10%.

#### Derivative Financial Instruments

The Trust uses derivative financial instruments to reduce interest rate risks. Derivatives are measured at fair value and recognized as either assets or liabilities in the Trust's Consolidated Balance Sheets. Changes in the fair value of these instruments are reported in earnings or other comprehensive income depending on the use of the derivatives and whether it qualifies for hedge accounting. The accounting for gains and losses associated with changes in the fair value of the derivative and the effect on the Consolidated Financial Statements will depend on its hedge designation and whether the hedge is highly effective in achieving offsetting changes in the fair value of cash flows of the asset or liability hedged. The Trust does not hold or issue derivative financial instruments for trading purposes; however, the Trust has not performed the activities necessary to qualify its interest rate swap for hedge accounting. As a result, changes in the fair value of these instruments are reported in earnings.

#### Fair Value

Fair value represents the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Trust measures its financial assets and liabilities in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

- o Level 1 – valuations for assets and liabilities traded in active exchange markets, or interest in open-end mutual funds that allow a company to sell its ownership interest back at net asset value on a daily basis. Valuations are obtained from readily available pricing sources for market transactions involving identical assets, liabilities or funds.

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- o Level 2 – valuations for assets and liabilities traded in less active dealer, or broker markets, such as quoted prices for similar assets or liabilities or quoted prices in markets that are not active. Level 2 includes U.S. Treasury, U.S. government and agency debt securities, and certain corporate obligations. Valuations are usually obtained from third party pricing services for identical or comparable assets or liabilities.
- o Level 3 – valuations for assets and liabilities that are derived from other valuation methodologies, such as option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.



**POWER REIT AND SUBSIDIARIES**  
Notes to Unaudited Consolidated Financial Statements

In determining fair value, the Trust utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considering counterparty credit risk. The carrying amounts of Power REIT's financial instruments, including cash and cash equivalents, deposits, and accounts payable approximate fair value because of their relatively short maturity. Financial assets and liabilities reported or disclosed at fair value were as follows:

September 30, 2014

(\$ in thousands)

	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash and cash equivalents(1)	\$758	\$-	\$-	\$758
Total at fair value	\$758	\$-	\$-	\$758
<b>Liabilities</b>				
Current debt, related party(2)	\$-	\$1,650	\$-	\$1,650
Long-term debt(3)	-	7,693	-	7,693
Interest rate swap(4)	-	274	-	274
Total at fair value	\$-	\$9,617	\$-	\$9,617

(1) Comprises money market funds, which are included in cash and cash equivalents in the accompanying consolidated balance sheets.

(2) Current debt, related party, comprises \$1,650,000 borrowed by PWTS from Hudson Bay Partners, L.P., a wholly owned affiliate of David H. Lesser, to fund its acquisition of property in July 2013.

(3) Long-term debt comprises amounts borrowed and assumed by PWSS in connection with its acquisition of property in December 2012 and PWRS in connection with its acquisition of property in April 2014. (See Note 5, Long-term Debt.)

(4) The Trust has entered into swap agreements to hedge interest rate exposure on floating rate debt associated with its Credit Facility. The interest rate swap is designated as a Level 2 instrument. The fair value of the interest rate swap is determined using observable market inputs such as current interest rates and considered non-performance risk of the Trust and of its counterparties. The liability indicates that interest rates have declined since the inception of the swap which represents an unrealized loss at September 30, 2014.

December 31, 2013

(\$ in thousands)

	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash and cash equivalents(1)	\$78	\$-	\$-	\$78
Total at fair value	\$78	\$-	\$-	\$78
<b>Liabilities</b>				
Long-term debt, related party(2)	\$-	\$1,650	\$-	\$1,650
Long-term debt(3)	-	827	-	827

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Total at fair value	\$-	\$2,477	\$-	\$2,477
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- (1) Comprises money market funds, which are included in cash and cash equivalents in the accompanying consolidated balance sheets.
- (2) Long-term debt, related party, comprises \$1,650,000 borrowed by PWTS from Hudson Bay Partners, L.P., a wholly owned affiliate of David H. Lesser, to fund its acquisition of property in July 2013.
- (3) Long-term debt comprises amounts borrowed and assumed by PWSS in connection with its acquisition of property in December 2012. (See Note 5, Long-term Debt.)

For financial assets that utilize Level 1 inputs, the Trust utilizes both direct and indirect observable price quotes, including quoted market prices (Level 1 inputs).

**POWER REIT AND SUBSIDIARIES**  
Notes to Unaudited Consolidated Financial Statements

### Basic and Diluted Net Loss per Common Share

Basic net loss per common share has been computed by dividing net loss by the weighted average number of common shares outstanding during the period.

Diluted net loss per common share includes, in periods in which they are dilutive, the effect of those potentially dilutive shares where the average market price of the common stock exceeds the exercise prices for the respective periods.

During the nine months and three months ended September 30, 2014, there were 106,000 potential shares of common stock that were excluded from the diluted loss per share calculation because the effect of including these potential shares was antidilutive. During the nine months and three months ended September 30, 2013, there were 166,000 potential shares of common stock that were excluded from the diluted loss per share calculation because the effect of including these potential shares was antidilutive.

### 3. ACQUISITIONS

Power REIT is actively seeking to expand its portfolio of real estate related to renewable energy generation projects, and is pursuing investment opportunities that qualify for REIT ownership within solar, wind, hydroelectric, geothermal, transmission and other infrastructure projects.

As of July 12, 2013, the Trust's wholly-owned subsidiary PWTS acquired approximately 100 acres of land located in Tulare County, California, near Fresno, for \$1,550,000, not including transaction costs. The land is leased to over 20MW of utility scale solar projects with long-term power purchase agreements with either Southern California Edison or Pacific Gas & Electric. All of the PWTS solar projects have achieved commercial operations. Pursuant to the lease agreements, the lessees are required to pay annual cash rent totaling \$157,500. Rent is paid annually in advance, in March of each year. At the end of the 25-year terms of the leases, which began running in March 2013 (prior to being assumed by PWTS), the tenants have certain renewal options, with terms to be mutually agreed upon.

The following table summarizes the fair values of the assets acquired as of July 12, 2013:

Land	\$1,312,529
Intangible assets subject to amortization:	
Leases in-place	105,217
Leasing commission	85,472
Legal and marketing costs	46,782
Total assets acquired	\$1,550,000

As of April 14, 2014, the Trust's wholly-owned indirect subsidiary, PWRS acquired approximately 447 acres of land located in Kern County, California, near Bakersfield for \$9,183,548 not including transaction costs. The land is leased to a solar project with an aggregate generating capacity of approximately 82 Megawatts. PWRS's lease was structured to provide it with initial quarterly rental payments until the solar farm achieves commercial operations which is targeted for December 2014. During the primary term of the lease which extends for 20 years from achieving commercial operations, PWRS will receive an initial annual rent of approximately \$735,000 per annum which grows at 1% per annum. The lease is a "triple net" lease with all expenses to be paid by the tenant. At the end of the primary term of the lease, the tenants have certain renewal options with rent calculated as the greater of a minimum stated

rental amount or a percentage of the total project-level gross revenue.

The following table summarizes the fair values of the assets acquired as of April 14, 2014:

Land	\$4,470,000
Intangible assets subject to amortization:	
Leases in-place	4,713,548
Total assets acquired	\$9,183,548

Financial and non-financial assets measured at fair value on a non-recurring basis in the consolidated financial statements consist of land and related assets acquired related to acquisitions made in 2014 and 2013. The fair values of these assets were determined as of the acquisition dates using widely accepted valuation techniques, discounted cash flow analysis, which considers, among other things, leasing assumptions, growth rates, discount rates and terminal capitalization rates, and (ii) income capitalization approach, which considers prevailing market capitalization rates, and (iii) comparable sales activity. In general, multiple valuation techniques were considered when measuring fair values. However, in certain circumstances, a single valuation technique may be appropriate. All of the fair values of the assets as of the acquisition dates were derived using Level 3 inputs.

POWER REIT AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements

4. CAPITAL LEASES AND OPERATING LEASES

Capital Leases

The Railroad Lease provides for a base cash rental of \$915,000 per annum, payable quarterly, for the current 99-year lease period. The leased properties are maintained entirely at the lessee's expense. Under the terms of the Railroad Lease, which became effective October 16, 1964, NSC (formerly Norfolk and Western Railway Company) leased all of P&WV'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. Prior to 1983, the Railroad Lease was accounted for as an operating lease in accordance with the Financial Accounting Standards Board [FASB] ASC 840, Leases, because the railroad assets as accounted for under "betterment accounting" were considered similar to land. Effective January 1, 1983, the Interstate Commerce Commission (ICC) changed the method of accounting for railroad companies from "betterment accounting" (which was previously used by the P&WV and most railroads) to "depreciation accounting". The leased assets, under "depreciation accounting," are no longer similar to land; and, effective January 1, 1983, under the provisions of ASC 840, the Railroad Lease is considered a capital lease and the property deemed sold in exchange for rentals receivable under GAAP accounting.

The Railroad Lease may be terminated by the lessee at the expiration of the initial term (unless extended at the option of NSC) or any renewal term, or by default of NSC. In the event of termination, NSC is obligated to return to P&WV all properties covered by the Railroad Lease, together with sufficient cash and other assets to permit operation of the railroad for a period of one year. In addition, NSC would be obligated upon default or termination to the extent NSC has not previously paid indebtedness due to P&WV, to settle remaining indebtedness owed to P&WV. The existing indebtedness owed to P&WV, including the ability of P&WV to make an immediate demand for payment of such amounts, is part of the subject of litigation. (See Note 8).

P&WV has determined that the lease term is perpetual (for GAAP accounting purposes only) because it is perceived that it would be un-economic for the lessee to terminate and the Lessee has control over its actions with respect to default and has unlimited renewal options. Accordingly, as of January 1, 1983, the rentals receivable of \$915,000 per annum, recognizing renewal options by the lessee in perpetuity, were estimated to have a present value of \$9,150,000, assuming an implicit interest rate of 10% as of the date FASB ASC 840 was implemented. P&WV believes it is not being paid all sums it is entitled to pursuant to the Railroad Lease above and beyond the base rental amount it has received in cash. (See Note 8).

Operating Leases

PWSS' land is subject to a lease agreement with a special purpose entity that owns a solar farm with an original 22-year initial term with two five-year extension options on economic terms to be mutually agreed to between PWSS and the lessee. The lease commenced on December 1, 2011 and has approximately nineteen years left on the initial term. The initial term is due to expire December 1, 2033, with two five-year extension options at the lessee's option at fair market rates to be mutually determined. PWSS assumed the existing lease upon its acquisition of the Salisbury land. Rent is paid quarterly in advance with a 1.0% annual escalation. Rental income in each of the nine months ended September 30, 2014 and 2013, amounted to \$67,120. Rental income in each of the three months ended September 30, 2014 and 2013, amounted to \$22,373.

PWTS' land is subject to lease agreements with special purpose entities that own solar farms with an original 25-year initial term (the "PWTS Leases"). The PWTS Leases include two five-year extension options on economic terms to be

mutually agreed to between PWTS and the lessees. The PWTS Leases commenced in March 2013 (prior to being assumed by PWTS). PWTS assumed the existing PWTS Leases upon its acquisition of the Tulare land. Pursuant to the PWTS Leases, the lessee will pay PWTS \$157,500 of annual cash rent paid annually in advance in March of each year. Rental income for the nine months ended September 30, 2014 and 2013, amounted to \$127,905 and \$0 respectively. Rental income for the three months ended September 30, 2014 and 2013, amounted to \$39,699 and \$0 respectively.

PWRS' land is subject to a lease agreement with a special purpose entity that owns a solar project. During the primary term of the lease which extends for 20 years from achieving commercial operations, PWRS will receive an initial annual rent of approximately \$735,000 per annum which grows at 1% per annum. The lease is a "triple net" lease with all expenses to be paid by the tenant. At the end of the primary term of the lease, the tenants have certain renewal options with rent calculated as the greater of a minimum stated rental amount or a percentage of the total project-level gross revenue. Rental for the nine months ended September 30, 2014 and 2013, amounted to \$370,204 and \$0 respectively. Rental income in each of the three months ended September 30, 2014 and 2013, amounted to \$200,779 and \$0 respectively.

POWER REIT AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements

5. LONG-TERM DEBT

On April 14, 2014, Power REIT Financo, LLC (“Financo”), a wholly owned, direct subsidiary of Power REIT, entered into a \$26.2 million credit facility with a major institutional lender (the “Credit Facility”). As part of the closing of the acquisition by PWRS, approximately \$6,891,000 was drawn on the Credit Facility including approximately \$173,000 drawn to pay for bank fees. The credit facility is intended to fund additional acquisitions. The Credit Facility has a five-year term and carries an interest rate of 350 basis points over LIBOR during the first three years, and 400 basis points over LIBOR during the remainder of the term. Power REIT has entered into interest rate hedging strategies designed to minimize the risks associated with any refinancing and with interest rate swings. The outstanding balance of the Credit facility as of September 30, 2014 is approximately \$6,891,000.

On July 12, 2013, PWTS borrowed \$1,650,000 from Hudson Bay Partners, L.P. (“HBP”), a wholly-owned affiliate of David H. Lesser, our Chairman and CEO, in the form of an A note and a B Note (the “Notes”), to fund the acquisition of property located near Fresno, California. The A note has a principal balance of \$1,155,000 and carries an interest rate of 5.0% during the first six months, stepped up to 8.5% thereafter. The B note has a principal balance of \$495,000 and carries an interest rate of 9.5% during the first six months, stepped up to 13.5% thereafter. Both notes have an eighteen-month maturity and require interest-only payments at six-month intervals or upon a prepayment. In addition to a first lien mortgage on PWTS’s property, the notes are also secured by a parent guarantee from the Trust.

On July 5, 2013, PWSS borrowed \$750,000 from a regional bank (the “PWSS Term Loan”) to refinance a bridge loan that had been extended by HBP in connection with PWSS’ acquisition of leased property in December 2012. The PWSS Term Loan carries a fixed interest rate of 5.0%, a term of 10-years and amortizes based on a twenty-year principal amortization schedule. In addition to being secured by PWSS’ real estate assets, the term loan is secured by a parent guarantee from the Trust. The balance of the PWSS Term Loan as of September 30, 2014 is approximately \$724,000.

On December 31, 2012, as part of the Salisbury land acquisition, PWSS assumed existing municipal financing (“Municipal Debt”). The Municipal Debt has approximately 18 years remaining. The Municipal Debt has a simple interest rate of 5.0% that is paid annually, with the next payment due February 1, 2015. The balance of the Municipal Debt as of September 30, 2014 is approximately \$103,000.

6. SHELF REGISTRATION STATEMENT, COMMON STOCK OFFERING AND PREFERRED STOCK OFFERING

In May 2012, the U.S. Securities and Exchange Commission (the “SEC”) declared effective The Trust’s \$100 million shelf registration statement on Form S-3. Under the registration statement, the Trust may from time to time publicly issue any combination of common or preferred equity or equity-linked securities (warrants, options or units) in any amounts up to an aggregate of \$100 million.

On March 28, 2013, the Trust entered into an At Market Issuance Sales Agreement (the “ATM Agreement”) with MLV & Co. LLC (“MLV”) as its agent, and filed a prospectus supplement to its shelf registration statement, pursuant to which the Trust may, through MLV, offer and sell, from time to time, up to \$5.4 million of its common shares through “at-the-market” offerings. Under the terms of the ATM Agreement, the Trust pays MLV fees equal to 3% of the gross proceeds of any such sales. The offering is being conducted as a “takedown” from the Trust’s shelf registration statement.





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During the year ended December 31, 2013, the Trust sold 22,105 common shares, receiving net cash proceeds after fees and expenses of approximately \$219,000. During the year ended December 31, 2013, in connection with these sales, the Trust amortized approximately \$3,000 to additional paid in capital of previously capitalized expenses related to its shelf registration statement and the March 28, 2013 prospectus supplement.

As of September 30, 2014, Power REIT has an ongoing offering up to 175,000 shares of its 7.75% Series A Cumulative Redeemable Perpetual Preferred Stock, Liquidation Preference \$25 per Share (the "Series A Preferred Stock"). The offering of Series A Preferred Stock is being made on a direct and continuous basis pursuant to a public offering prospectus supplement dated January 23, 2014 and an accompanying prospectus pursuant to the shelf registration statement on Form S-3. The Series A Preferred Stock is redeemable by the Trust at par (\$25 per share) on or after February 28, 2019. The Series A Preferred Stock is the first issuance by Power REIT of equity securities other than its common shares. The Series A Preferred Stock ranks, as to dividend rights and rights upon liquidation, dissolution or winding up, senior to our common shares. As of September 30, 2014, 138,499 shares of Preferred Stock have been sold for total gross proceeds of \$3,462,475.

#### 7. LONG-TERM COMPENSATION

The Trust grants awards pursuant to its 2012 Equity Incentive Plan ("Plan"), which was approved at the Trust's 2012 annual shareholder meeting. The Plan provides for grants of stock options, restricted stock, stock appreciation rights ("SARs") and other equity incentive awards to employees, officers and other persons providing services to the Trust and its subsidiaries, including outside directors. Compensation may be awarded under the Plan until it is terminated or until the ten-year anniversary of the Plan.

The initial number of shares of stock available for issuance under the Plan was 200,000 shares. During the third quarter of 2012, 30,000 shares of restricted common stock, and options to acquire 166,000 shares of common stock, were granted. During the second quarter of 2013, 1,600 shares of restricted common stock were granted to the trustees in lieu of cash compensation. During the first quarter of 2014, 6,667 shares of restricted common stock that had not vested were forfeited pursuant to the terms of the grant. During the first quarter of 2014, options to acquire 40,000 shares of common stock that had not vested were forfeited pursuant to the terms of the grant. During the second quarter of 2014, options to acquire 20,000 shares of common stock were exercised. During the second quarter of 2014, 1,500 shares of restricted common stock were granted to the independent trustees in lieu of cash compensation that vest over four quarters commencing with the second quarter of 2014. During the second quarter of 2014, 40,000 shares of restricted common stock were granted to Mr. Lesser in lieu of cash compensation that vest over 12 quarterly periods commencing with the second quarter of 2014. As of September 30, 2014, 7,567 common shares remain authorized and available for issuance. The Plan contains an "evergreen" provision that automatically adjusts the number of shares available for future issuance, as provided in Section 4 of the Plan (subject to certain adjustments) as follows: "the number of shares of Stock which shall be made available for issuance under the Plan shall be increased by the positive number of shares equal to the lesser of: (i) (A) 10% of the Company's outstanding shares of Stock, calculated on a fully diluted and consolidated basis (including the OP Units of our Operating Partnership, if any), less (B) the sum of (1) the aggregate number of shares remaining available for issuance under the Plan as of such date, plus (2) the aggregate number of shares subject to outstanding Awards and unvested shares of Restricted Stock or other unvested equity compensation granted under the Plan as of such date, or (ii) a lesser amount determined by the Compensation Committee. For clarity, if the amount determined in the formula in the preceding sentence is negative, the number of shares available for issuance shall neither be increased nor decreased.



**POWER REIT AND SUBSIDIARIES**  
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## Summary of Plan Activity – Options

The summary of Plan activity for the nine months ended September 30, 2014, with respect to the Trust's stock options, was as follows:

	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balance at December 31, 2013	166,000	\$7.96	\$137,780
Plan Awards	-	-	
Options Exercised	(20,000 )	7.96	
Options Forfeited	(40,000 )	7.96	
Balance as of September 30, 2014	106,000	7.96	\$233,200
Options expected to vest September 30, 2014	35,333	7.96	\$77,733
Options exercisable as of September 30, 2014	70,667	7.96	\$155,467

For the quarters ended September 30, 2014 and 2013, the weighted average fair value of options vested, not vested and granted is \$0.96 per share. The Aggregate Intrinsic Value is based on the difference between the option exercise price and the closing stock price of \$10.16 at September 30, 2014.

## Summary of Plan Activity – Restricted Stock

The summary of Plan activity for the nine months ended September 30, 2014, with respect to the Trust's restricted stock, was as follows:

	Number of Shares of Restricted Stock	Weighted Average Grant Date Fair Value
Balance at December 31, 2013	20,400	\$8.08
Plan Awards	41,500	9.06
Restricted Stock Vested	(14,483 )	8.39
Restricted Stock Forfeited	(6,667 )	7.96
Balance as of September 30, 2014	40,750	8.88

## Plan Award Assumptions

The term of each option granted during 2012 is 10 years. The Trust recognizes share-based payment expenses based on grant date fair values and market closing price. Restricted stock is valued based on the market price of common stock on the grant date.

The Trust uses historical data to estimate dividend yield and volatility and the “simplified approach” as described in the SEC Staff Accounting Bulletins 107 and 110 to determine the expected term. The risk-free interest rate for the expected term of the options is based on the U.S. treasury yield curve on the grant date. The Trust does not have historical data of forfeiture, and as a policy, has used an estimate of the forfeiture rate in calculating unrecognized

share-based compensation expense. Compensation expenses may be adjusted if the actual forfeiture rate differs from this assumption.

POWER REIT AND SUBSIDIARIES  
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Stock-based Compensation

During the nine months ended September 30, 2014, the Trust recorded \$129,515 of non-cash expense related to restricted stock and options granted under the Plan compared to approximately \$114,000 for the nine months ended September 30, 2013. During the quarter ended September 30, 2014, the Trust recorded approximately \$53,983 of non-cash expense related to restricted stock and options granted under the Plan compared to approximately \$38,000 for the quarter ended September 30, 2013. As of September 30, 2014, there was approximately \$379,000 of total unrecognized share-based compensation expense, which expense will be recognized through the fourth quarter of 2017. The Trust does not currently have a policy regarding the repurchase of shares on the open market related to equity awards and does not currently intend to acquire shares on the open market.

8. LEGAL PROCEEDINGS

As previously disclosed in its public filings with the SEC, the Trust and its wholly-owned subsidiary P&WV are in litigation with NSC and NSC's sub-lessee, Wheeling & Lake Erie Railroad ("WLE" and, together with NSC, the "Litigants") concerning matters arising under the Railroad Lease. The case is pending in Federal trial court in Pittsburgh (the "Court"). The Litigants initiated the litigation against the Trust and P&WV in December 2011, seeking, among other things, a declaratory judgment that NSC was not in default under the Railroad Lease.

P&WV, as lessor, has asserted counterclaims, seeking determinations that NSC is in default under the Railroad Lease for, among other things, failing to reimburse P&WV for certain legal fees incurred by P&WV, failing to permit P&WV to inspect NSC's books and records as called for under the terms of the Railroad Lease and failing to pay other amounts that P&WV believes are due and owing. P&WV also seeks declarations from the Court (a) that NSC's obligation to repay the indebtedness owed under the Railroad Lease is not indefinite in duration, and (b) that the indebtedness owed to P&WV is due on demand with interest. If P&WV is successful with certain of its counterclaims, it can terminate the Railroad Lease and demand from NSC payment of the indebtedness.

The indebtedness is the cumulative result of amounts received by NSC from its dispositions of P&WV property, additional rental amounts due and other sums that NSC owes to P&WV but which NSC has elected, under its interpretation of the Railroad Lease, to pay by increasing its indebtedness to P&WV rather than by providing P&WV with cash. According to records maintained by NSC pursuant to the Railroad Lease and provided by NSC to P&WV, as of December 31, 2012 the indebtedness owed to P&WV was approximately \$16,600,000. NSC has not provided a more recent update of the indebtedness amount. P&WV believes that the indebtedness amount is understated. The indebtedness has not been included in P&WV's balance sheets prepared under GAAP, because of the dispute as to when it is due. Similarly, certain additional rental amounts that NSC disputes are due on a current basis, and which have historically been treated as indebtedness, have not been included in P&WV's income statements or balance sheets prepared under GAAP; however, these additional rent amounts have historically been recorded as taxable income on P&WV's tax returns.

The Litigants have alleged that the Trust is a successor in interest in respect of the Railroad Lease. If that allegation were to be decided against us in a fact-finding stage of the litigation, it could lead to liability and expenses. The Trust believes that it is not a successor in interest in respect of the Railroad Lease and is not constrained by any of the Railroad Lease restrictions.



POWER REIT AND SUBSIDIARIES  
Notes to Unaudited Consolidated Financial Statements

The parties have made certain supplements to their respective claims and counterclaims. In August 2013, P&WV filed a second supplement to its counterclaims following the Litigants' disclosure of previously undisclosed dispositions of P&WV property. P&WV believes that additional amounts are owed to it as a result of these dispositions and, accordingly, asserted new counterclaims, including claims of fraud and conversion. Based on the information available at the time P&WV supplemented its claims, P&WV has estimated that the additional amounts owed to it exceed \$8 million, not including potential interest and damages. P&WV also supplemented its counterclaim for additional rental amounts due in order to include the reimbursement of its legal expenses related to the litigation. In response to P&WV's second supplement to its counterclaims, in January 2014 the Litigants amended their pleadings to add additional claims against both P&WV and the Trust. The Litigants' new claims seek additional declarations from the Court that the Litigants have not defaulted on or violated the terms of the Railroad Lease.

On September 13, 2013, the Trust filed a motion for summary judgment seeking dismissal of all of the claims against it primarily based on the fact that the Trust is not a party to the Lease. On January 15, 2014, the Court heard oral arguments from the parties on the Trust's motion. On October 16, 2013, the Litigants filed a motion seeking leave to supplement their claims to include: (i) nominal damages, (ii) enjoinder of Power REIT from taking actions in breach of the Lease Agreement, (iii) the withdrawal of NSC's consent to the additional share by PWV; and (iv) the undoing of the reverse triangular merger. On June 19, 2014, the court denied the Trust's motion but also denied Plaintiff's motion seeking leave to supplement their claims with the exception of granting the motion to seek nominal damages.

The fact and expert discovery phases of the litigation have been completed. At a court conference on July 14, 2014, the court established the remaining briefing schedule such that the parties have a deadline of September 8, 2014 to file motions for summary judgment and all briefing related thereto was completed on November 4, 2014. On September 8, 2014, P&WV filed a Motion for Summary Judgment and on October 22, 2014, NSC and WLE filed an opposition to such motion. On September 8, 2014, NSC and WLE filed a Motion for Summary Judgment and on October 22, 2014, P&WV filed an opposition to such motion. The court also indicated that it expected to have a final ruling on the case by February 2015. There can be no assurance that this schedule will be met.

During the nine months ended September 30, 2014 and 2013, P&WV incurred litigation related expenses of approximately \$605,000 and \$701,000, respectively. During the quarter ended September 30, 2014 and 2013, P&WV incurred litigation related expenses of approximately \$344,000 and \$220,000, respectively. As of September 30, 2014, P&WV had incurred a total of approximately \$2,262,000 of cumulative expenses related to the litigation, of which approximately \$336,000 was payable. P&WV believes that the costs associated with the litigation are reimbursable by NSC under the Railroad Lease as additional rent, but NSC has refused to pay such amounts. There can be no assurance that P&WV will prevail in collecting its litigation expenses from NSC; accordingly, the expenses of the litigation are accrued and expensed as incurred.

## 9. RELATED PARTY TRANSACTIONS

The Trust and its subsidiaries have hired Morrison Cohen, LLP ("Morrison Cohen") as their legal counsel with respect to general corporate matters and the litigation with NSC. A spouse of the Trust's Chairman, CEO, Secretary and Treasurer is a partner at Morrison Cohen. During the nine months ended September 30, 2014 and 2013, Power REIT (on a consolidated basis) paid approximately \$676,000 and \$435,000 respectively, in legal fees and costs to Morrison Cohen in connection with various legal matters, including the litigation with NSC, and another approximately \$491,000 had been billed, but not paid as of September 30, 2014.





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On July 11, 2013, HBP, a wholly-owned affiliate of the Trust's Chairman, CEO, Secretary and Treasurer, loaned PWTS \$1,650,000 in the form of senior, secured bridge loan notes which remains outstanding at September 30, 2014. The interest expense related to this secured bridge loan for the nine months ended September 30, 2014 and 2013, amounted to \$127,761 and \$23,538 respectively. Interest expense related to this secured bridge loan for the three months ended September 30, 2014 and 2013, amounted to \$41,589 and \$23,538 respectively. (See Note 5).

A wholly-owned subsidiary of HBP provides the Trust and its subsidiaries with office space at no cost.

Under the Trust's Declaration of Trust, the Trust may enter into transactions in which trustees, officers or employees have a financial interest, provided however, that in the case of a material financial interest, the transaction is disclosed to the Board of Trustees or the transaction shall be fair and reasonable. After consideration of the terms and conditions of the retention of Morrison Cohen and the bridge loan arrangements described above, the independent trustees approved the hiring of Morrison Cohen as counsel and approved the bridge loans, determining all such arrangements to be fair and reasonable and in the interest of the Trust.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements containing the words "believe," "expect," "will," "anticipate," "intend," "estimate," "project," "plan," "assume" or other similar expressions, or negatives of those expressions, although not all forward-looking statements contain these identifying words. All statements contained in this report regarding our future strategy, future operations, projected financial position, estimated future revenues, projected costs, future prospects, the future of our industries and results that might be obtained by pursuing management's current or future plans and objectives are forward-looking statements.

You should not place undue reliance on any forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and speak only as of the date of the filing of this report. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. Over time, our actual results, performance, financial condition or achievements may differ from the anticipated results, performance, financial condition or achievements that are expressed or implied by our forward-looking statements, and such differences may be significant and materially adverse to our security holders. Our forward-looking statements contained herein speak only as of the date hereof, and we make no commitment to update or publicly release any revisions to forward-looking statements in order to reflect new information or subsequent events, circumstances or changes in expectations.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Power REIT is a Maryland-domiciled REIT that holds, develops, acquires and manages real estate assets related to transportation and energy infrastructure in the United States. Within the transportation and energy infrastructure sectors, Power REIT is focused on making new acquisitions of real estate that are or will be leased to renewable energy generation projects, such as utility-scale solar farms and wind farms, that have low or minimal technology risk.

Power REIT is structured as a holding company and owns its assets through five wholly-owned, special purpose subsidiaries, with one subsidiary owning another subsidiary, that have been formed in order to hold real estate assets, obtain financing and generate lease revenue. Power REIT was formed as part of a reorganization and reverse triangular merger of P&WV that closed on December 2, 2011. P&WV survived the reorganization as a wholly-owned subsidiary of the Registrant. The Company's investment strategy, which is focused on transportation and energy infrastructure-related real estate, builds upon its subsidiary P&WV's historical ownership of railroad real estate assets, which are currently triple-net leased to NSC.

As of September 30, 2014, the Trust's assets consisted of approximately 112 miles of railroad infrastructure and related real estate leased to a railway company which is owned by its subsidiary Pittsburgh & West Virginia Railroad ("P&WV") and approximately 601 acres of fee simple land leased to a number of solar power generating projects with an aggregate generating capacity of approximately 108 MW. Power REIT is actively seeking to expand its portfolio of real estate related to renewable energy generation projects and is pursuing investment opportunities that qualify for REIT ownership within solar, wind, hydroelectric, geothermal, transmission and other infrastructure projects.

Revenue during the third quarter of 2014 and 2013 was approximately \$491,000 and \$251,000, respectively. Net loss during the third quarter of 2014 and 2013 was approximately \$303,000 and \$182,000, respectively. The difference

between our 2014 and 2013 third quarter results were principally attributable to the following: \$241,000 of additional rental income from acquired properties; a \$43,000 decrease in general and administrative expense; a \$61,000 increase of unrealized interest rate swap expense; a \$94,000 increase in interest expense related to loans to acquire property; a \$99,000 increase in finance expense related to loans to acquire property; offset by a \$124,000 increase of litigation expenses related to the NSC litigation.

Revenue during the nine months ended September 30, 2014 and 2013 was approximately \$1,251,000 and \$753,000, respectively. Net loss during the nine months ended September 30, 2014 and 2013 was approximately \$945,000 and \$394,000 respectively. The difference between our 2014 and 2013 nine months ended September 30 results, were principally attributable to the following: \$498,000 of additional rental income from acquired properties; a \$96,000 decrease of litigation expenses related to the NSC litigation; a \$316,000 increase in acquisition expenses; a \$274,000 increase of unrealized interest rate swap expense; a \$238,000 increase in interest expense related to loans to acquire property; a \$180,000 increase in finance expense related to loans to acquire property

The Trust's cash outlays, other than acquisitions and dividend payments, are for general and administrative ("G&A") expenses, which consist principally of legal and other professional fees, consultant fees, trustees' fees, NYSE MKT listing fees, shareholder service company fees and auditing costs. The Trust expects that it will continue to incur substantial litigation expenses during the remainder of 2014 related to the NSC litigation.

To meet its working capital and longer-term capital needs, Power REIT relies on cash provided by its operating activities, proceeds received from the issuance of equity securities and proceeds received from borrowings, which are typically secured by liens on acquired assets.

During the third quarter of 2014, the Company completed the sale of 8,499 shares of Preferred Stock that have been sold for total gross proceeds of \$212,475.

#### FUNDS FROM OPERATIONS – NON GAAP FINANCIAL MEASURES

We assess and measure our overall operating results based upon an industry performance measure referred to as Core Funds From Operations ("Core FFO") which management believes is a useful indicator of our operating performance. This report contains supplemental financial measures that are not calculated pursuant to U.S. generally accepted accounting principles ("GAAP"), including the measure identified by us as Core FFO. Following is a definition of this measure, an explanation as to why we present it and, at the end of this section, a reconciliation of Core FFO to the most directly comparable GAAP financial measure.

Core FFO: Management believes that Core FFO is a useful supplemental measure of the Company's operating performance. Management believes that alternative measures of performance, such as net income computed under GAAP, or Funds From Operations computed in accordance with the definition used by the National Association of Real Estate Investment Trusts ("NAREIT"), include certain financial items that are not indicative of the results provided by the Company's asset portfolio and inappropriately affect the comparability of the Company's period-over-period performance. These items include non-recurring expenses, such as those incurred in connection with litigation, one-time upfront acquisition expenses that are not capitalized under ASC-805 and certain non-cash expenses, including stock-based compensation expense amortization and certain up front financing costs. Therefore, management uses Core FFO and defines it as net income excluding such items. Management believes that, for the foregoing reasons, these adjustments to net income are appropriate. The Company believes that Core FFO is a useful supplemental measure for the investing community to employ, including when comparing the Company to other REITs that disclose similarly adjusted FFO figures, and when analyzing changes in the Company's performance over time. Readers are cautioned that other REITs may use different adjustments to their GAAP financial measures than we do, and that as a result, the Company's Core FFO may not be comparable to the FFO measures used by other REITs or to other non-GAAP or GAAP financial measures used by REITs or other companies.

## CORE FUNDS FROM OPERATIONS (FFO)

(Dollars in Thousands)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Core FFO Available to Common Shares	\$254	\$126	\$600	\$471
Growth - Core FFO	102	%	28	%
Core FFO per common share	0.15	0.08	0.35	0.29
Growth - Core FFO per common share	88	%	21	%
Weighted Average shares outstanding (basic)	1,731,788	1,651,085	1,692,719	1,636,869

## RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(Dollars in Thousands)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Net loss	\$(303 )	\$(182 )	\$(945 )	\$(393 )
Litigation expense	344	220	605	701
Property acquisition expenses	-	49	365	49
Stock-based compensation	54	38	130	114
Finance expense	99	-	180	-
Amortization	60	-	113	-
Unrealized loss on interest rate swap	61	-	274	-
Preferred stock dividends	(61 )	-	(122 )	-
Core FFO Available to Common Shares	\$254	\$125	\$600	\$471

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, the Trust is not required to provide the information required by this Item.

### Item 4. Controls and Procedures

#### (a) Evaluation of Disclosure Controls and Procedures:

Management is responsible for establishing and maintaining adequate disclosure controls and procedures (as defined in Rules 13a-15(f) of the Exchange Act) to provide reasonable assurance regarding the reliability of our financial reporting and preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. A control system, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Because of the inherent limitations in all control systems, internal controls over financial reporting may not prevent or detect misstatements. The design and operation of a control system must also reflect that there are resource constraints and management is necessarily required to apply its judgment in evaluating the cost-benefit relationship of possible controls.

Our management assessed the effectiveness of the design and operation of our disclosure controls and procedures. Based on our evaluation, we believe that our disclosure controls and procedures as of September 30, 2014 were not effective. Management understands that there are material weaknesses in our disclosure controls and procedures given that our CEO is primarily responsible for all aspects of financial reporting and there is no effective separation of duties for financial reporting. Management and the Audit Committee believe that that they have established appropriate mechanisms for oversight of its financial affairs and does not believe it is appropriate to add additional layers of management to mitigate such potential weaknesses at this time. However, as part of its review, management has identified the following material weaknesses in our disclosure controls and procedures:

- Ineffective segregation of duties, which includes monitoring controls, between the members of management;
- Lack of resources to handle technical and financial reporting matters for complex and unusual matters; and
- Lack of independent timely and effective review of the consolidated financial statements.

Management is currently evaluating what steps should be taken in order to address these material weaknesses.

#### (b) Changes in Internal Control over Financial Reporting:

During the fiscal quarter ended September 30, 2014, other than as noted above, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings.

As previously disclosed in its public filings with the SEC, the Trust and its wholly-owned subsidiary P&WV are in litigation with NSC and NSC's sub-lessee, Wheeling & Lake Erie Railroad ("WLE" and, together with NSC, the "Litigants") concerning matters arising under the Railroad Lease. The case is pending in Federal trial court in Pittsburgh (the "Court"). The Litigants initiated the litigation against the Trust and P&WV in December 2011, seeking, among other things, a declaratory judgment that NSC was not in default under the Railroad Lease.

P&WV, as lessor, has asserted counterclaims, seeking determinations that NSC is in default under the Railroad Lease for, among other things, failing to reimburse P&WV for certain legal fees incurred by P&WV, failing to permit P&WV to inspect NSC's books and records as called for under the terms of the Railroad Lease and failing to pay other amounts that P&WV believes are due and owing. P&WV also seeks declarations from the Court (a) that NSC's obligation to repay the indebtedness owed under the Railroad Lease is not indefinite in duration, and (b) that the indebtedness owed to P&WV is due on demand with interest. If P&WV is successful with certain of its counterclaims, it can terminate the Railroad Lease and demand from NSC payment of the indebtedness.

The indebtedness is the cumulative result of amounts received by NSC from its dispositions of P&WV property, additional rental amounts due and other sums that NSC owes to P&WV but which NSC has elected, under its interpretation of the Railroad Lease, to pay by increasing its indebtedness to P&WV rather than by providing P&WV with cash. According to records maintained by NSC pursuant to the Railroad Lease and provided by NSC to P&WV, as of December 31, 2012 the indebtedness owed to P&WV was approximately \$16,600,000. NSC has not provided a more recent update of the indebtedness amount. P&WV believes that the indebtedness amount is understated. The indebtedness has not been included in P&WV's balance sheets prepared under GAAP, because of the dispute as to when it is due. Similarly, certain additional rental amounts that NSC disputes are due on a current basis, and which have historically been treated as indebtedness, have not been included in P&WV's income statements or balance sheets prepared under GAAP; however, these additional rent amounts have historically been recorded as taxable income on P&WV's tax returns.

The Litigants have alleged that the Trust is a successor in interest in respect of the Railroad Lease. If that allegation were to be decided against us in a fact-finding stage of the litigation, it could lead to liability and expenses. The Trust believes that it is not a successor in interest in respect of the Railroad Lease and is not constrained by any of the Railroad Lease restrictions.

The parties have made certain supplements to their respective claims and counterclaims. In August 2013, P&WV filed a second supplement to its counterclaims following the Litigants' disclosure of previously undisclosed dispositions of P&WV property. P&WV believes that additional amounts are owed to it as a result of these dispositions and, accordingly, asserted new counterclaims, including claims of fraud and conversion. Based on the information available at the time P&WV supplemented its claims, P&WV has estimated that the additional amounts owed to it exceed \$8 million, not including potential interest and damages. P&WV also supplemented its counterclaim for additional rental amounts due in order to include the reimbursement of its legal expenses related to the litigation. In response to P&WV's second supplement to its counterclaims, in January 2014 the Litigants amended their pleadings to add additional claims against both P&WV and the Trust. The Litigants' new claims seek additional declarations from the Court that the Litigants have not defaulted on or violated the terms of the Railroad Lease.

On September 13, 2013, the Trust filed a motion for summary judgment seeking dismissal of all of the claims against it primarily based on the fact that the Trust is not a party to the Lease. On January 15, 2014, the Court heard oral arguments from the parties on the Trust's motion. On October 16, 2013, the Litigants filed a motion seeking leave to

supplement their claims to include: (i) nominal damages, (ii) enjoinder of Power REIT from taking actions in breach of the Lease Agreement, (iii) the withdrawal of NSC's consent to the additional share by PWV; and (iv) the undoing of the reverse triangular merger. On June 19, 2014, the court denied the Trust's motion but also denied Plaintiff's motion seeking leave to supplement their claims with the exception of granting the motion to seek nominal damages.



The fact and expert discovery phases of the litigation have been completed. At a court conference on July 14, 2014, the court established the remaining briefing schedule such that the parties have a deadline of September 8, 2014 to file motions for summary judgment and all briefing related thereto was completed on November 4, 2014. On September 8, 2014, P&WV filed a Motion for Summary Judgment and on October 22, 2014, NSC and WLE filed an opposition to such motion. On September 8, 2014, NSC and WLE filed a Motion for Summary Judgment and on October 22, 2014, P&WV filed an opposition to such motion. The court also indicated that it expected to have a final ruling on the case by February 2015. There can be no assurance that this schedule will be met.

During the nine months ended September 30, 2014 and 2013, P&WV incurred litigation related expenses of approximately \$605,000 and \$701,000, respectively. During the quarter ended September 30, 2014 and 2013, P&WV incurred litigation related expenses of approximately \$344,000 and \$220,000, respectively. As of September 30, 2014, P&WV had incurred a total of approximately \$2,262,000 of cumulative expenses related to the litigation, of which approximately \$336,000 was payable. P&WV believes that the costs associated with the litigation are reimbursable by NSC under the Railroad Lease as additional rent, but NSC has refused to pay such amounts. There can be no assurance that P&WV will prevail in collecting its litigation expenses from NSC; accordingly, the expenses of the litigation are accrued and expensed as incurred.

Item 1A. Risk Factors.

The Trust's results of operations and financial condition are subject to numerous risks and uncertainties as described in its Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 1, 2014, which risk factors are incorporated herein by reference. You should carefully consider these risk factors in conjunction with the other information contained in this report. Should any of these risks materialize, the Trust's business, financial condition and future prospects could be negatively impacted.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

Not Applicable.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Not Applicable.

Item 6. Exhibits.

Exhibit Number	Description
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Exhibit <u>31.1</u>	Section 302 Certification for David H. Lesser
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Exhibit <u>32.1</u>	Section 906 Certification for David H. Lesser
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Exhibit 101 Interactive data files pursuant to Rule 405 of Regulation S-T, for the quarter ended September 30, 2014: (i) Consolidated Statements of Operations, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Cash Flows and (iv) Notes to the Consolidated Financial Statements

SIGNATURE

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.

POWER REIT

Date: November 14, 2014

By: /s/ David H. Lesser  
David H. Lesser  
Chairman of the Board & Chief  
Executive Officer, Secretary and  
Treasurer