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PITTSBURGH & WEST VIRGINIA RAILROAD

Form 10-K/A

February 27, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 1997 Commission File Number 1-5447

PITTSBURGH & WEST VIRGINIA RAILROAD  
(Exact name of registrant as specified in its charter)

Pennsylvania 25-6002536  
(State of organization) (I.R.S. Employer Identification No.)

#2 Port Amherst Drive, Charleston, WV 25306-6699  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (304) 926-1124

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Shares of beneficial interest, without par value	American Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

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 requirement for the past 90 days:

Yes      X                                      No

The aggregate market value of the voting stock held by nonaffiliates of the registrant as of March 6, 1998, was \$11,096,425.

At March 6, 1998, there were 1,510,000 outstanding shares of beneficial interest.

Notices and communications from the Securities and Exchange Commission for the registrant may be sent to Robert A. Hamstead, Vice President and Secretary-Treasurer, #2 Port Amherst Drive, Charleston, WV 25306.

This amendment is made because the following Financial Statements were omitted from the original filing.

SIGNATURES

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Pursuant to the requirements of Section 13 or 15(d) 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 & WEST VIRGINIA RAILROAD

By /s/ Robert A. Hamstead  
Robert A. Hamstead  
Vice President and Secretary-Treasurer

Date: February 27, 2006

## Audited Financial Statements

Pittsburgh & West Virginia Railroad

Years Ended December 31, 1997 and 1996

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All schedules are omitted for the reason they are not required or are not applicable.

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### INDEPENDENT ACCOUNTANTS' REPORT

To the Trustees and Shareholders  
Pittsburgh & West Virginia Railroad

We have audited the accompanying balance sheet of Pittsburgh & West Virginia Railroad as of December 31, 1997 and 1996, and the related statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 1997. These financial statements

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are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Pittsburgh & West Virginia Railroad as of December 31, 1997 and 1996, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 1997, in conformity with generally accepted accounting principles.

/s/ Gibbons & Kawash  
January 22, 1998  
Charleston, WV

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### PITTSBURGH & WEST VIRGINIA RAILROAD

#### BALANCE SHEET

December 31, 1997 and 1996

	1997	1996
ASSETS		
Rentals receivable under capital lease - implicit interest rate of 10% (Notes 1 and 2)	\$ 9,150,000	\$ 9,150,000
Cash	39,214	19,867
	\$ 9,189,214	\$ 9,169,867
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Accounts payable and accrued liabilities	\$ 21,950	\$ 21,950
Contingency (Note 5)		
Shareholders' equity (Note 3):		
Shares of beneficial interest, without par value. Authorized number of shares - unlimited;		

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issued and outstanding - 1,510,000 shares	9,145,359	9,145,359
Income retained in the business	21,905	2,558
	9,167,264	9,147,917
	\$ 9,189,214	\$ 9,169,867

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

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PITTSBURGH & WEST VIRGINIA RAILROAD

STATEMENT OF OPERATIONS

Years Ended December 31, 1997, 1996 and 1995

	1997	1996	1995
Income available for distribution:			
Cash rental	\$ 915,000	\$ 915,000	\$ 915,000
Interest on invested funds	204	233	3,122
	915,204	915,233	918,122
Less general and administrative expenses	80,457	92,811	90,259
Net income	\$ 834,747	\$ 822,422	\$ 827,863
Per share:			
Net income	\$ .55	\$ .54	\$ .55
Cash dividends paid	\$ .54	\$ .55	\$ .55

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

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PITTSBURGH & WEST VIRGINIA RAILROAD

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Years Ended December 1997, 1996 and 1995

Shares of beneficial	Income retained in the
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	interest	business
Balance at December 31, 1994	9,145,359	\$ 13,273
Net income	-	827,863
Cash dividends paid	-	(830,500)
Balance at December 31, 1995	9,145,359	10,636
Net income	-	822,422
Cash dividends paid	-	(830,500)
Balance at December 31, 1996	9,145,359	2,558
Net income	-	834,747
Cash dividends paid	-	(815,400)
Balance at December 31, 1997	9,145,359	\$ 21,905

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

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PITTSBURGH & WEST VIRGINIA RAILROAD

STATEMENT OF CASH FLOWS

Years Ended December 31, 1997, 1996 and 1995

	1997	1996	1995
Cash flows from operating activities:			
Net income	\$ 834,747	\$ 822,422	\$ 827,863
Adjustments to reconcile net income to net cash provided by operating activities:			
Increase (decrease) in accounts payable and accrued liabilities	-	3,600	(7,600)
Net cash provided by operating activities	834,747	826,022	820,263
Cash flows used in financing activities:			
Dividends paid	(815,400)	(830,500)	(830,500)
Net increase (decrease) in cash	19,347	(4,478)	(10,237)

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Cash, beginning of year	19,867	24,345	34,582
Cash, end of year	\$ 39,214	\$ 19,867	\$ 24,345

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

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### PITTSBURGH & WEST VIRGINIA RAILROAD

#### NOTES TO FINANCIAL STATEMENTS

- 1 - Under the terms of a lease which became effective October 16, 1964 (the "lease"), Norfolk and Western Railway Company ("Norfolk and Western") - (the "lessee") leased all of Pittsburgh & West Virginia Railroad's (the "Trust") 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 annum.

The lease may be terminated by the lessee either by expiration of the initial or any renewal term, or by default of Norfolk and Western. In the event of termination, Norfolk and Western is obligated to return to the Trust all properties covered by the lease, together with sufficient cash and other assets to permit operation of the railroad for a period of one year.

Under the terms of the lease, a noncash settlement account is maintained to record amounts due to or due from Norfolk and Western upon termination of the lease. The amount is credited with noncash rent equivalent to: (a) the deductions allowable to the Trust, for tax purposes for depreciation, amortization or retirements of the leased properties and amortization of debt discount and expense; and (b) all other expenses of the Trust, except those incurred for the benefit of the shareholders. The settlement account is charged with the cost of capital asset acquisitions and expenses of the Trust paid for by Norfolk and Western on behalf of the Trust (see Note 2).

- 2 - Prior to 1983, the lease was accounted for as an operating lease in accordance with the Statement of Financial Accounting Standards (SFAS) No. 13, "Accounting for 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 Trust 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 Statement No. 13, the lease is considered a capital lease and the property deemed sold in exchange for rentals receivable under the lease. The preparation of financial statements in conformity with generally accepted accounting principles requires estimates by management. Accordingly, as of January 1, 1983, the rentals receivable of \$915,000 per annum, recognizing renewal options by the lessee to perpetuity, were estimated to have a present value of \$9,150,000, assuming an implicit interest rate of 10%.

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SFAS 107 requires disclosure of the fair value of financial instruments for which it is practicable to estimate that value. Management has determined it is not practicable to estimate the fair value of rentals receivable under capital lease due to the lack of comparable financial instruments.

At December 31, 1997 and 1996, the noncash settlement account (see Note 1) had a balance of \$10,740,209 and \$10,246,193, respectively, receivable from Norfolk and Western; however, because the account will not be settled until the expiration of the lease, no values have been reported in the accompanying financial statements for the balance of the account or the transactions affecting the balance.

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PITTSBURGH & WEST VIRGINIA RAILROAD

NOTES TO FINANCIAL STATEMENTS  
(Continued)

- 3 - Under the provisions of the lease, the Trust may not issue, without the prior written consent of Norfolk and Western, 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 December 31, 1997, 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 and Western.

- 4 - The Trust was organized in Pennsylvania in 1967 as a business trust and has elected to be treated under the Internal Revenue Code as a real estate investment trust. As such, the Trust is exempt from Federal taxes on taxable income and capital gains to the extent that they are distributed to shareholders. In order to maintain qualified status, at least 95% of ordinary taxable income must be distributed; it is the intention of the Trustees to continue to make sufficient distributions of ordinary taxable income.

- 5 - The Company is a defendant in a personal injury suit seeking unspecified damages. Although the eventual outcome of this matter cannot be determined, management is of the opinion the claim is without merit and intends to vigorously defend the Company.

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