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of Trust and Section 10 of Article II of the First Amended Regulations. The foregoing description is qualified in its entirety by reference to the amendment to our First Amended Declaration of Trust and the amendment to our First Amended Regulations, copies of which are attached hereto as Exhibits 3.1 and 3.2 and are incorporated herein by reference.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

No.	Description
3.1	Amendment to First Amended Declaration of Trust, dated May 16, 2011
3.2	Amendment to First Amended Regulations, dated May 16, 2011

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 hereunto duly authorized.

Date: May 17, 2011

PITTSBURGH & WEST VIRGINIA RAILROAD

By: /s/ David H. Lesser
Name: David H. Lesser
Title: CEO and Chairman