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A Shares").

The legal and tax opinions of Leech Tishman Fuscaldo & Lampl, LLC relating to the Series A Shares being offered are filed as Exhibit 5.1 and Exhibit 8.1 respectively to this Current Report on Form 8-K. Power REIT's audit firm, Gibbons & Kawash, A.C., has also provided its consent, which is filed as Exhibit 23.1 to this Current Report on Form 8-k.

The above disclosure shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

No.	Description
5.1	Legal Opinion and consent of Leech Tishman Fuscaldo & Lampl, LLC, dated November 6, 2013
8.1	Tax Opinion and consent of Leech Tishman Fuscaldo & Lampl, LLC, dated November 6, 2013
23.1	Consent of Gibbons & Kawash A.C., independent registered public accounting firm, dated November 6, 2013

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: November 6, 2013

POWER REIT

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