

DORSEY PAUL MARTIN
Form PREC14A
April 30, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☐

Filed by a Party Other than the Registrant ☒

Check the appropriate box:

☒ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to Section 240.14a-12

Power REIT

(Name of Registrant as Specified In Its Charter)

Paul M. Dorsey

Andrew M. Wasco

Joseph M. Vrankin

Joyce Johnson-Miller

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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| 2) | Form, Schedule or Registration Statement No.: |
| 3) | Filing Party: |
| 4) | Date Filed: |

Paul M. Dorsey

110 Westminster Drive

West Hartford, Connecticut 06107

May __, 2012

Dear Fellow Shareholder:

I am the beneficial owner of 1,000 shares of beneficial interest of Power REIT, a Maryland real estate investment trust (the "Trust"), representing approximately 0.06% of the outstanding shares of the Trust's beneficial interests. For the reasons set forth in the accompanying Proxy Statement, I believe that the current board of trustees of the Trust should be replaced. I am therefore seeking your support at the Trust's annual meeting of shareholders, including any adjournments or postponements of it, and any meeting that may be called in lieu of it, scheduled to be held at _____, _____, _____, on _____, 2012, commencing at __:00 __.m. Eastern Daylight Time, for the following proposals:

- to elect four trustees: Paul M. Dorsey, Andrew M. Wasco, Joseph M. Vrankin and Joyce Johnson-Miller to the Trust's board to hold office until the 2013 annual meeting or until their respective successors are duly elected and qualified;
- to ratify Gibbons & Kawash as the Trust's independent audit firm; and
 - to transact such other business as may properly come before the meeting.

We urge you to consider carefully the information contained in the attached Proxy Statement and then support these efforts by signing, dating and returning the enclosed **WHITE** proxy card today. The attached Proxy Statement and the enclosed **WHITE** proxy card are first being furnished to shareholders of the Trust on or about May __, 2012.

You may have received, or may receive in the future, a separate proxy solicitation from the Trust. For all of the reasons discussed in the accompany Proxy Statement, I strongly urge you to **REJECT** the Trust's solicitation and **NOT** sign any _____ proxy card that the Trust has sent or will send to you.

If you have already returned a _____ proxy card, you have every right to change your votes by signing and returning a later-dated **WHITE** proxy card.

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It is important that your shares of the beneficial interest in the Trust be represented and voted at the annual meeting. Accordingly, even if you plan to attend the annual meeting in person, please cause your shares to be voted by signing, dating and mailing the enclosed **WHITE** proxy card. If you have any questions or require any assistance with your vote, please contact Laurel Hill Advisory Group LLC, which is assisting me, at their address and toll-free numbers listed below.

Thank you for your support,

Paul M. Dorsey

If you have any questions, require assistance in voting your **WHITE** proxy card, need additional copies of these proxy materials or need directions to attend the annual meeting, please call Laurel Hill Advisory Group LLC at the phone numbers listed below.

Laurel Hill Advisory Group LLC

100 Wall Street, 22nd Floor

New York New York 10005

Banks and brokers call collect: 917-338-3181

All others call toll free: 888-742-1305

PRELIMINARY COPY - SUBJECT TO COMPLETION

ANNUAL MEETING OF SHAREHOLDERS

OF

POWER REIT

PROXY STATEMENT

OF

PAUL M. DORSEY

PLEASE SIGN, DATE AND MAIL THE ENCLOSED **WHITE** PROXY CARD TODAY

Paul M. Dorsey is the beneficial owner of 1,000 shares of beneficial interest of Power REIT, a Maryland real estate investment trust (the "Trust"), representing approximately 0.06% of the outstanding shares of beneficial interest of the Trust. Mr. Dorsey is writing to you in connection with the election of four trustee-nominees to the board of trustees of the Trust at the annual meeting of shareholders scheduled to be held at _____, _____, _____, on _____, 2012, commencing at __:00 __.m. Eastern Daylight Time, including any adjournments or postponements of such meeting and any meeting which may be called in lieu of the meeting (the "Annual Meeting"). This proxy statement (this "Proxy Statement") and the enclosed **WHITE** proxy card are first being furnished to shareholders on or about _____, 2012. This Proxy Statement and the enclosed **WHITE** proxy card are being furnished to the Trust's shareholders by Mr. Dorsey and the other participants in this solicitation as identified in the section entitled "Participants in the Solicitation" in connection with the solicitation of proxies from the Trust's shareholders for the following purposes:

to elect four trustees: Paul M. Dorsey, Andrew M. Wasco, Joseph M. Vrankin and Joyce Johnson-Miller (collectively, the "Dorsey Nominees") to the Trust's board to hold office until the 2013 annual meeting or until their respective successors are duly elected and qualified;

- to ratify Gibbons & Kawash as the Trust's independent audit firm; and
- to transact such other business as may properly come before the Annual Meeting.

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The current board of directors of the Trust (the "Current Board") has set the record date for determining shareholders entitled to notice of and to vote at the Annual Meeting as _____, 2012 (the "Record Date"). Shareholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. According to the Current Board's proxy statement, as of the close of business on _____, 2012, there were [1,623,250] shares of beneficial interest outstanding, each share being entitled to one vote on all matters presented at the Annual Meeting.

According to the Current Board's [proxy statement], the principal executive offices of the Trust are located at 55 Edison Avenue, West Babylon, New York 11704, with a telephone number of (212) 750-0371.

The participants in this solicitation beneficially own an aggregate of 1,000 shares of beneficial interest, representing approximately 0.06% of the outstanding shares of beneficial interest. Mr. Dorsey intends to vote his shares, and the other participants in this solicitation have advised him that they intend to vote their shares, (i) to elect the Dorsey Nominees, (ii) to ratify the appointment of Gibbons & Kawash as the Trust's independent audit firm and, (iii) in the discretion of the proxies named in the enclosed **WHITE** proxy card, on the consideration of such other business as may properly come before the Annual Meeting.

Mr. Dorsey requests that shareholders sign, date and mail promptly the enclosed **WHITE** proxy card in the postage-paid envelope provided. He urges you not to sign any _____ proxy card or other proxy card sent to you by the Trust. If you have already done so, you may revoke your previously signed proxy by delivering a written notice of revocation or a later-dated **WHITE** proxy card in the enclosed envelope.

If your shares are held in the name of a brokerage firm, bank, bank nominee or other institution (commonly referred to as being held in “street name”), only such firm, bank, nominee or other institution can vote your shares and, with respect to the election of trustees, only upon receipt of your specific instructions. Accordingly, please contact the person responsible for your account and instruct that person to execute on your behalf the **WHITE** proxy card as soon as possible.

Any proxy executed by a holder of shares of beneficial interest may be revoked at any time prior to its use by filing a written notice of revocation with the secretary of the Trust or by submitting a duly executed later-dated proxy or by attending the Annual Meeting and voting in person.

Mr. Dorsey has retained Laurel Hill Advisory Group LLC to assist him in communicating with shareholders in connection with the proxy solicitation and to assist in his efforts to obtain proxies. If you have any questions about how to complete or submit your **WHITE** proxy card or any other questions, Laurel Hill Advisory Group LLC will be pleased to assist you. Laurel Hill Advisory Group LLC may be contacted at the phone numbers listed below.

Laurel Hill Advisory Group LLC

100 Wall Street, 22nd Floor

New York NY 10005

Banks and brokers call collect: 917-338-3181

All others call toll free: 888-742-1305

THIS SOLICITATION IS BEING MADE BY PAUL DORSEY AND NOT ON BEHALF OF THE CURRENT BOARD OR MANAGEMENT. NEITHER MR. DORSEY NOR ANY OF THE OTHER PARTICIPANTS IN THIS SOLICITATION IS AWARE OF ANY OTHER MATTERS TO BE BROUGHT BEFORE THE ANNUAL MEETING. SHOULD OTHER MATTERS, OF WHICH MR. DORSEY IS NOT AWARE WITHIN A REASONABLE TIME PRIOR TO THIS SOLICITATION, BE BROUGHT BEFORE THE ANNUAL MEETING, THE PERSONS NAMED AS PROXIES IN THE ENCLOSED **WHITE** PROXY CARD WILL EXERCISE THEIR DISCRETION TO VOTE ON SUCH MATTERS. MR. DORSEY AND THE OTHER PARTICIPANTS IN THIS SOLICITATION URGE YOU TO SIGN, DATE AND RETURN THE **WHITE** PROXY CARD IN FAVOR OF THE ELECTION OF THEIR NOMINEES. IF YOU HAVE ALREADY SENT A PROXY CARD FURNISHED BY THE TRUST, YOU MAY REVOKE THAT PROXY AND VOTE FOR THE ELECTION OF MR. DORSEY’S NOMINEES BY SIGNING, DATING AND RETURNING THE ENCLOSED **WHITE** PROXY CARD. THE LATEST-DATED PROXY IS THE ONLY ONE THAT COUNTS. ANY PROXY MAY BE REVOKED AT ANY TIME PRIOR TO THE ANNUAL MEETING BY DELIVERING A WRITTEN NOTICE OF REVOCATION OR A LATER-DATED PROXY FOR THE ANNUAL MEETING TO MR. DORSEY, C/O LAUREL HILL ADVISORY GROUP LLC WHO IS ASSISTING IN THIS SOLICITATION, OR TO THE SECRETARY OF THE TRUST, OR

BY VOTING IN PERSON AT THE ANNUAL MEETING.

IMPORTANT

Your vote is important, no matter how many or how few shares you own. Mr. Dorsey urges you to sign, date, and return the enclosed the **WHITE** proxy card today to vote FOR the election of his Nominees.

If your shares are registered in your own name, please sign and date the enclosed **WHITE** proxy card and return it to Paul Dorsey, c/o Laurel Hill Advisory Group LLC, in the enclosed envelope today.

If your shares are held in a brokerage account, bank or otherwise in street name, you are considered the beneficial owner of the shares, and these proxy materials, together with a **WHITE** voting form, are being forwarded to you by your broker or bank. As a beneficial owner, you must instruct your broker, trustee or other representative on how to vote. Your broker cannot vote your shares on your behalf regarding the election of Trustees without your instructions.

Depending upon your broker, bank or custodian, you may be able to provide voting instructions either through (i) a toll-free telephone number or (ii) the Internet. Please refer to the enclosed voting form for instructions on how to provide voting instructions electronically. You may also provide voting instructions by signing, dating and returning the enclosed voting form.

Because only your latest-dated proxy card will count, we urge you NOT to return any proxy card you receive from the Trust or Current Board. Even if you return the Current Board's proxy card marked "withhold" as a protest against the incumbent trustees, it will not revoke any proxy card you may have previously sent to the Trust. Remember, you can vote for the Dorsey Nominees only on the **WHITE** proxy card. So please make certain that the latest-dated proxy card you return is the **WHITE** proxy card.

If you have any questions, require assistance in voting your **WHITE** proxy card, or need additional copies of these proxy materials or directions to attend the Annual Meeting, please call Laurel Hill Advisory Group LLC at the phone numbers listed below.

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New York NY 10005

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REASONS FOR MR. DORSEY'S SOLICITATION

The core of the Trust is the 99 year lease (renewable) at \$915,000 per year, without escalations, that Pittsburgh & West Virginia Railroad has with Norfolk Southern. For almost 45 years, that rental income was efficiently converted into dividend income under the leadership of the Jones family and the other trustees.

The Jones family is now gone from the Board of Trustees – Herbert Jones, Jr. passed in July 2010 and his son, Herbert, Jones, III, resigned from the Board in February 2011. David Lesser is Chairman since Dec 2010 and Chief Executive Officer since Feb 14, 2011.

Now, the new Board of Trustees, headed by David Lesser, is about to embark, according to the Trust's Registration Statement on Form S-3, on what the Dorsey Nominees consider to be a potentially disastrous course for the Trust's non-management shareholders.

Putting Our Investments at Risk:

The Dorsey Nominees believe David Lesser intends to transform Power REIT into another of his “alternative energy” investment vehicles, just like the bankrupt company Coast Intelligen, Inc. which Mr. Lesser controlled. According to the Form S-3, as detailed below, which was filed in connection with the Current Board’s intention to raise up to \$100,000,000, filed with the SEC on March 13, 2012:

Page 2: “Renewable Energy Assets. We intend to initially concentrate our growth efforts within the renewable energy sector. To date we have primarily focused on MW scale wind and ground mounted solar, but have also explored and will continue to explore other renewable energy asset classes. These assets typically have long-term power purchase agreements with investment grade, regulated utilities. Our goal is to acquire the real property assets of these projects, such as land, leasehold interests, rights of way and associated transmission and other infrastructure and development work, and lease such assets back to the respective project companies on a long-term basis. Our returns will generally be through lease payments that will be structured as an operating expense of the respective project. In addition to an existing focus on wind and solar projects, we will continue to explore investment in other renewable energy assets classes such as hydroelectric, geothermal, biofuels and biomass.”

Leveraging Shareholder Assets without a Vote:

Mr. Lesser and the Current Board are, according to the Trust's Form S-3 as quoted below, considering a leveraged capitalization. The Dorsey Nominees believes this strategy is out of scale with the risk reward ratio a prudent person would believe is required to generate safe, sound growth.

Page 19: "Our use of leverage increases the risk of investing in our securities and will increase the costs borne by common stockholders. Leverage may limit or prevent us from paying dividends on our common shares. There is no limitation on the amount of preferred shares we may issue or indebtedness we may incur in the future."

Page 5: "We intend to employ prudent amounts of leverage as a means of providing additional funds to acquire properties and for general corporate purposes. At March 31, 2012, the outstanding principal amount of our consolidated debt was equal to 0% of our total enterprise value. We intend to target this ratio to no more than 50%, although our organizational documents contain no limitations regarding the maximum level of debt that we may incur and we may exceed this amount from time to time.

"Further, we intend to access various sources of equity capital, including the public markets, contributors of assets in exchange for OP Units in our to-be-formed Operating Partnership, and private institutional investors, including but not limited to, private equity firms, pension funds and insurance companies. In certain cases, we may form joint ventures to share the risk of ownership or development, or to provide us with a source of future transaction or development opportunities."

Self Dealing:

Mr. Lesser and the Current Board have already cut the Trust's dividends to its shareholders to \$0.10 per share; now, in the Trust's Form S-3 he is giving us notice that he may divert our income directly to benefit himself:

Page 14: "On occasion, our management team may have financial interests in our lessees. Although, our Declaration of Trust permits this type of business relationship and a majority of the disinterested trustees must approve any such transaction, there may be material conflicts of interest between Power REIT on one hand, and our management team on the other hand, and these conflicts may be unfavorable to us."

Page 19: “Our management team may own interests in our lessees and may have interests that conflict or appear to conflict with those of the Company.”

Diverting Direct Ownership:

According to the Trust’s Form S-3, Mr. Lesser and the Current Board intend to redistribute Power REIT’s assets into various partnership structures that will not be subject to voting control by Power REIT shareholders. As an example:

Page 5: “Provided we succeed in moving forward with our financing and acquisition strategies, Power REIT intends to form an UPREIT (“Operating Partnership” or “Power UPREIT”), which is a common form of organization for many equity REITs in the U.S. At such time, we expect to contribute the shares of Pittsburgh & West Virginia Railroad and any other special purpose asset ownership, to our Operating Partnership in exchange for Operating Units (“OP Units”) in the Operating Partnership (the “UPREIT Reorganization”). Power REIT intends to manage the Operating Partnership. Following our UPREIT transaction, substantially all of our operations will be carried out through our Operating Partnership and its special purpose subsidiaries.”

According to the accompanying diagram on page 5 of the Trust’s Form S-3, these “special purpose subsidiaries” will include “To be Formed Joint Ventures.” Will current management have financial interests in these “To be Formed Joint Ventures”?

Page 18: The UPREIT structure may increase the general and administration costs of managing the Company and the operational complexity and risk of the Company's corporate structure.

By establishing a partnership subsidiary, Power REIT may incur more costs than it is currently subject to, including professional expenses related to general and administrative, accounting, tax consulting, audit and legal costs. Although, we believe our business plan and future expected growth will make up for any increase in G&A expenses, there can be no assurance that such business plan will come to fruition or whether any such increase in revenues will offset any increase in G&A expenses. Increased complexity in our corporate structure may introduce other operational risks that do not currently exist and cannot reasonably be projected, and which risks may have a material impact on our business, operations and/or financial condition.

Risking All:

During the course of the lowest interest rates in decades, the Form S-3 states:

Page 11: "Our investments in certain assets will generally decline in value if long-term interest rates increase. If interest rates were to rise from their current historically low levels, it may affect the market perceived or actual value of our assets and/or dividends and consequently our stock price may decline in value.

"If our acquisitions do not meet our performance expectations, the cash available to meet company obligations and dividends may be impaired."

Disenfranchising the Shareholder:

Lesser does not believe in giving shareholders a voice as he places our investment at risk; again from the Trust's S-3:

Page 14: "Provisions of the Maryland General Corporation Law and our Declaration of Trust and By-laws could deter takeover attempts and have an adverse impact on the price of our common stock.

“The Maryland General Corporation Law and our Declaration of Trust and By-laws contain provisions that may have the effect of discouraging, delaying or making difficult a change in control in Power REIT. The business combination provisions of Maryland law (if our Board of Trustees decides to make them applicable to us), the control share acquisition provisions of Maryland law (if the applicable provisions in our Bylaws are rescinded), the limitations on removal of Trustees, the restrictions on the acquisition of our shares of beneficial interest, the power to issue additional shares and the advance notice provisions of our Bylaws could have the effect of delaying, deterring or preventing a transaction or a change in the control that might involve a premium price for holders of the common shares or might otherwise be in their best interest.”

Our investment value has dropped 15.46% in the year Mr. Lesser has been in charge. Yet, during such year he has been busy retrenching management and setting up his grand scheme for the Trust.

Lesser is hiding his true record:

Again, from the Form S-3, the Current Board would have you believe:

Page 4: “Experienced Executive Management Team with a Proven Track Record. Collectively, our executive management team has 40 years of experience in investment banking, energy, capital markets and creating shareholder value in public real estate investments. Power REIT is led by David H. Lesser who serves as our Chairman and Chief Executive Officer. Mr. Lesser has significant experience with real estate and real estate securities having served as a Director of Investment Banking at Merrill Lynch & Co in the real estate finance group and as a Senior Vice President of Crescent Real Estate Equities (NYSE: CEI). In 1995, Mr. Lesser formed Hudson Bay Partners, LP (“HBP”), an investment firm focused on real estate, real estate-related, and alternative energy opportunities. In 1997, Mr. Lesser, as president of HBP, led an investor group that conducted a reverse merger transaction with American Real Estate Investment Corporation (AMEX: REA) leading ultimately to the formation of Keystone Property Trust (NYSE: KTR) (“Keystone”). The transaction involved an investment of \$30 million of cash, the merger of a property management company and the acquisition of a family owned portfolio of industrial properties for ownership in the REIT. In addition to the initial structuring and the equity investment by HBP, Mr. Lesser served on Keystone’s board of trustees until June 2000. Keystone was acquired by Prologis (NYSE: PLD) in 2004 for a total enterprise value of \$1.4 billion and delivering a compound annual shareholder return of 16.5% from the initial transaction. Power REIT’s business plan is similar to Keystone’s original business plan: create shareholder value through acquisitions that grow funds from operations and dividends per share.”

A Hidden History – Bankruptcy, Lawsuit, Destroyed Shareholder Value:

Hudson Bay Partners-

Mr. Lesser owns 100% of his investment company, Hudson Bay Partners, L.P. (“Hudson Bay”), which was started in 1995, at about the time he left employment at Crescent Real Estate Equities (“Crescent”), a publicly traded REIT. Two Form’s 10-Ks filed by Crescent are very noteworthy in evaluating the success/failure investment record of Hudson Bay (and David Lesser):

Crescent owned an “investment in HBCLP, Inc. (the primary asset of which was an investment in Hudson Bay Partners, L.P., an investment partnership in which the Company [Crescent] holds an effective 95% economic interest” (Source: Crescent’s Form 10-K for the year ending December 31, 1998).

Crescent surrendered 100% of its investment in HBCLP, Inc. and took an “impairment charge of approximately \$6.5 million” in December 2003. (Source: Crescent’s Form 10-K for the year ending December 31, 2003.)

After the December 2003 sale, Crescent’s public filings with the SEC do not mention any other connection or investment with David Lesser, Hudson Bay Partners, L.P. or HBCLP, Inc.

David Lesser has stated to the shareholders of Power REIT that he has “substantial experience in creating shareholder value in REITs” (Source: Power REIT’s Form S-3, page 27)

According to a Schedule 13D dated February 16, 2012, and filed with the SEC March 5, 2012, David Lesser states that he owns 100% of Hudson Bay Partners, LP (“Hudson Bay”). From May 1996 thru December 2003, Hudson Bay was involved in two deals with publicly traded companies and at least two non-publicly traded ventures, the disposition of which you may be interested to know:

Entity	Status
Keystone Property Group/American Real Estate Investment Corp. (Public)	Lost 21% of value
Coast Intelligen, Inc. (Non-Public)	Bankruptcy
Santa Fe Gaming Corp. (Public)	Failed deal leading to multiple lawsuits
Newfoundland Investment Company, LLC (Non-Public)	“Belly up”

Keystone Property Trust / American Real Estate Investment Corp. -

As past proxy statements make clear, “Mr. Lesser’s investment firm . . . Hudson Bay Partners, LP. Sponsored the merger of two [private] real estate companies into a small [pre-existing] capitalization REIT [American Real Estate Investment Corp, which would later change its name to Keystone Property Trust].”

Hudson Bay sponsorship in mid December, 1997 consisted of approximately \$18 million in exchange for stock and warrants – lots of warrants – in the REIT. At the time, Hudson Bay received 95% of its capital from Crescent Real Estate Equities. The Hudson Bay Partners, LP partner responsible for the execution of the merger, Robert Savage, later became Executive Vice President and Chief Operating Officer of Keystone Property Trust.

David Lesser served on the REIT's Board of Directors from its merger on December 12, 1997 to May 31, 2000. He was not re-nominated for a second term.

David Lesser has stated to the shareholders of Power REIT that he has "substantial experience in creating shareholder value in REITs." His biographical summary states, in part, "... Mr. Lesser served on Keystone's board of trustees until June 2000. Keystone was acquired by Prologis (NYSE: PLD) in 2004 for a total enterprise value of \$1.4 billion and delivering a compound annual shareholder return of 16.5% from the initial transaction [in December 1997]." (Source: Power REIT's most recent Form S-3, page 27). However, from December 31, 1997 thru May 31, 2000 (which was David Lesser's last full day as a Keystone trustee), Keystone's common stock price declined 20.6% (Source: Keystone's proxy statement, Form Def 14A, filed April 30, 2001, page 18).

During Mr. Lesser's time at Keystone there was a stunning decline in net income per common share. The following facts are from Keystone Property's Forms 10-K as filed with the SEC:

Net Income Available, Per Common Share

For the 12 months ended December 31,

1998:	\$1.77
1999:	\$0.83
2000:	\$0.10

Coast Intelligen, Inc. -

In 2008, an alternative energy company controlled by David Lesser, Coast Intelligen, Inc. ("Coast"), became illiquid and then **filed for bankruptcy while Mr. Lesser was President and sole director.**

Coast was/is an alternative power company which now shares the new office address of Power REIT. Could this be the type of "development project" investment meant when the Trust's Form S-3 states it intends to "concentrate our growth efforts within the renewable energy sector"?

David Lesser made a number of loans to Coast. These loans were not typical third party loans; Mr. Lesser, as Lender, negotiated the terms with himself, as President of Coast. The loans had interest rates of between 15% and 18% and included a number of penalty provisions. Over seven years, these loans grew from \$1.4 million in actual lending to \$4.1 million in loan obligations by the time of the Coast bankruptcy filing. The \$4.1 million in loan obligations to Mr. Lesser and his affiliates (see next bullet point) represented over 73% of Coast's total obligations at the time of the Coast bankruptcy filing.

While Coast was losing money and headed for bankruptcy, with David Lesser worried about “losing his entire investment,” Mr. Lesser sold about \$1 million in loans he had previously made to Coast to his children’s trust fund. The loans were non-performing at the time of the sale and, in addition, Mr. Lesser represented the loans as being secured. In fact, Mr. Lesser failed to file the necessary documents to perfect the loan’s secured status in bankruptcy. The loans paid about \$0.10 on the dollar, and the surviving company went 100% to Mr. Lesser.

At the start of Coast’s operations, David Lesser planned to bring in a professional, successful management team to take Coast to the next level. But in seven years, he never did; as President, he functioned as Coast’s Chief Executive Officer. Although he claims he was not responsible for day-to-day operations, the Chief Operating Officer reported directly to him. He was always actively involved with this company.

David Lesser promised the shareholders of Coast, a private company that was hoping to go public, a system of accounting established and administered in accordance with sound business practices. David Lesser set up the books and records of Coast in QuickBooks.

David Lesser also promised the shareholders of Coast an annual audit of the financial statements from a nationally recognized firm of certified public accountants. But in seven years time that Mr. Lesser was president a sole director of Coast, there was never an audit conducted of its financial statements.

Santa Fe Gaming Corp -

This company and the much larger Station Casinos were originally in merger discussions with Crescent Real Estate Equities Company and with David Lesser at Hudson Bay (which was getting 95% of its economic funding from Crescent), acting as the main point of contact to Crescent. Both merger talks failed.

What I find noteworthy is that David Lesser signed a confidentiality agreement with both casinos, and that both casinos eventually sued him for breaking those agreements. I also find it noteworthy that Hudson Bay bought debt and preferred stock in Santa Fe, and then filed an involuntary petition of bankruptcy against Santa Fe. When David Lesser told the Bankruptcy Judge the purchases were made “for investment purposes” and not for purposes of control, the judge did not believe him and rejected Hudson Bay’s petition.

Newfoundland Investment Company, LLC -

This entity was a developer of shopping centers in the Southwest, including Texas. At a disposition hearing at Coast on April 10, 2007, David Lesser testified as to what happened at Newfoundland:

- Q. In the case [] in which you were disposed that we talked about earlier, . . . the Texas case . . . what were the nature of the allegations against you?
- A. . . . In the Texas case I’m not sure I was a party. I don’t recall that, but the – it was a dispute over, as I recall, some fees that were claimed by, I guess, a former consultant, for lack of a better word . . . that I
- Q. Okay
- A. And that firm ultimately went – you know – went belly-up, and so he was seeking his fees.
- Q. Okay
- A. that he claimed was owed.

What Mr. Dorsey finds noteworthy about the Newfoundland investment, in addition to the fact that it was yet another failed venture that David Lesser invested in, were the following excerpts from two different judicial Orders issued in the case titled Jose A. Gross v. Newfoundland Investment Company, L.L.C., and Hudson Bay Partners, L.P. (Civil Action No H-01-1179), which was brought in the Federal District Court for the Southern District of Texas:

From Document #8, an order signed by United States District Judge Melinda Harmon on May 23, 2001:

“Despite Defendant Hudson Bay’s contention, supported by David Lesser’s affidavit, that it has no contacts with Texas, Plaintiff Jose A. Gross has presented substantial evidence, not subsequently refuted by Defendant, that Defendant has purposefully directed real estate developments in Texas.”

From Document #35, an order signed by Federal Magistrate Judge Frances H. Stacy on July 31, 2002:

“Having considered the motion, the response, and the reply, the examples of Mr. Lesser’s argumentative, and in some cases inappropriate, responses to very basic deposition questions . . .”

[footnote: For example, when asked whether he had been enrolled in any institution of higher learning since he obtained his MBA from Cornell in 1988, Mr. Lesser responded, “I’m not sure what you mean by “institution of higher learning” and then, upon further inquiry responded, “I don’t know.”]

. . . It is Ordered that Plaintiff’s Motion to Compel and for Sanctions is GRANTED.”

Later in the order . . . >“Defendants and Mr. Lesser are cautioned to avoid the type of gamesmanship that occurred during the deposition in New York.”

Whenever Lesser has been involved in a board, or executive officer capacity, bad things happen to other investor’s stock values.

Dorsey Begins to Force Transparency:

In addition to the highly leveraged, “development project” risk detailed above, until forced by a Preliminary Dissident Proxy filed by Paul Dorsey, Mr. Lesser and the Current Board failed to disclose the Coast bankruptcy after becoming President of Pittsburgh & West Virginia Railroad. The SEC requires full disclosure of bankruptcy filings where that disclosure would be material to an evaluation of a nominee’s ability to serve as a director or an executive officer.

Last year, when Paul Dorsey began to run a dissident campaign against the Lesser board and challenged by Mr. Dorsey’s preliminary proxy statement and resulting SEC inquiries, Lesser finally “fessed up” and disclosed the bankruptcy at Coast, **on the morning of the shareholder meeting**, through a filing with the SEC. This revelation concerning the bankruptcy was never mailed to any shareholders, nor were the shareholders who had previously sent in their proxy statement given the opportunity to withdraw their votes based on this new disclosure when it was omitted from the proxy statement that solicited their votes.

The first disclosure of the bankruptcy at Coast was made via “Amendment No. 3” to the Trust’s definitive proxy statement, and was dated May 26, 2011. Neither that amendment to the proxy statement, nor the two amendments that preceded it, were mailed to the shareholders; nor was a notification of the amendments’ availability on the SEC web site mailed to the shareholders.

Schedule of Pittsburgh & West Virginia’s 2011 Proxy Statement filings with the SEC and mailings to shareholders:

Filing	Filing Date	Shareholder Mailing Date
Definitive Proxy Statement	April 29, 2011	April 29, 2012
Amendment No. 1	May 16, 2011	NONE
Amendment No. 2	May 23, 2012	NONE
Amendment No. 3 (date of the meeting)	May 26, 2012	NONE

Shareholders who wish to review the bankruptcy disclosure in last year’s proxy statement (including the three amendments) can do so via the SEC’s web site at <http://www.sec.gov/>.

In filings Mr. Lesser has caused to be made by the Trust since the Annual Meeting, including the Trust's Form S-3 registering \$100,000,000 in new securities for potential sale, there has been no accurate disclosure of the Coastal bankruptcy.

As a shareholder in the Trust, Paul Dorsey believes a conservative, careful and prudent investment strategy for growth is needed. For such reason Mr. Dorsey is seeking your votes for the Dorsey Nominees in order to replace the Lesser board, and put our investment in the Trust back on track.

PROPOSAL NUMBER 1

ELECTION OF DIRECTORS

The Trust's board is composed of four trustees and, according to the Current Board's proxy statement, all of whose terms will expire at the Annual Meeting. The Trust's Bylaws authorize the board of trustees to establish, increase or decrease the number of trustees at any regular or special meeting of the board of trustees. The Current Board's proxy statement fails to note the number of Trustees that has been fixed by the board of trustees. As the Current Board is soliciting votes for the election of [four] identified persons, Mr. Dorsey assumes for purposes of this Proxy Statement that the board of trustees has, in fact, been fixed at four members. For the reasons stated above, Mr. Dorsey is seeking your support at the Annual Meeting to elect the Dorsey Nominees identified below. According to the Current Board's proxy statement, the trustees elected at the Annual Meeting will serve in such capacity for one-year terms expiring at the 2013 annual meeting of shareholders or until their successors have been duly elected and qualified, or until their earlier resignation or removal. Unless otherwise stated, each of the Dorsey Nominees has sole voting power and sole investment power with respect to the shares of beneficial interest beneficially owned by the Dorsey Nominee, if any, and each of the Dorsey Nominees is the beneficial owner of all shares held of record by the Dorsey Nominee, if any.

Basic Information Concerning the Dorsey Nominees

Name and Address of Nominee	Age	Director Since
Paul M. Dorsey		

110 Westminster Drive	51	N/A
West Hartford, Connecticut 06107		

Andrew M. Wasco		
37 Woodmere Road	51	N/A
Stamford, Connecticut 06905		

Joseph M. Vrankin		
24 West 490 Eugenia Drive	47	N/A
Naperville, Illinois 60540		

Joyce Johnson-Miller	48	N/A
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The Dorsey Nominees Experience and Skills Matrix

The Dorsey Trustee Nominees have considered the nature and quality of experience and skills sets needed for the protection and growth of shareholders' investment in Power REIT. Trustees are responsible for overseeing the Trust's business consistent with their fiduciary duty to shareowners. This significant responsibility requires highly-skilled individuals with various qualities, attributes and professional experience. Listed in the chart below are the skill sets and expertise possessed by the members of the Dorsey slate of Trustee Nominees.

Trustee Nominee Skill/Experience Matrix

Accounting

International Business

Acquisitions	Investment Analysis
Bank Financing	Litigation Analysis
	Management Development
	Marketing
	Real Estate Appraisal Services
Business Operations	Services
	Real Estate Brokerage
Corporate Board Experience	Real Estate Development
Credit Analysis	Real Estate Management
Debt Financing	Restructuring
Distressed Investment	Retail
	Risk Management
	Revenue/Profit
Equity Financing	Generation
Finance	Sales
Industrial Manufacturing	Strategic Planning
International Acquisitions	Turnaround Management

The Dorsey Nominees are recognized persons of highest integrity with proven records of success in their individual fields and professions. Each Trustee has demonstrated innovative thinking, familiarity with and respect for corporate governance requirements and practices.

The Business Plan of the Dorsey Nominees

The Dorsey Nominees favor a prudent, gradual and safe growth strategy: steady, conservative investments in properties producing current income, with quality, long-term tenants, whose underlying value is based on sound, time-tested fundamentals.

Power REIT's current investment consists of its wholly owned subsidiary, Pittsburgh & West Virginia Railroad, a Pennsylvania business trust, which has leased the entirety of its railroad property to Norfolk Southern Corporation. The railroad property consists of 112 miles of main line railroad extending from Pittsburgh Junction, Ohio, through parts of West Virginia, to Connellsville, Pennsylvania and approximately 20 miles of branch rail lines and real estate used in the operation of the railroad. There is no mortgage, encumbrance or other restrictions on the railroad real estate, other than those restrictions imposed by the lease with Norfolk Southern Corporation. The lease with Norfolk Southern Corporation is a 99-year lease that provides Power REIT with \$915,000 of base cash rent annually, with no escalation, and is renewable along the same terms for unlimited 99-year renewal terms.

Because our 99 year lease with Norfolk Southern is fixed at the annual rent at \$915,000, *with no escalation*, a shareholder who bought shares in 1967 has suffered, by a rough estimate, an 80% loss in purchasing power, due to inflation. If Power REIT does nothing, a mere 4% annual inflation rate will generate an additional 80% loss in purchasing power over the next forty years.

The Dorsey Nominees' business plan is different from the original Pittsburgh & West Virginia strategy, faithfully executed by members of the Jones family and other Trustees in decades past.

The primary business objectives of the Dorsey Nominees are to create long-term shareholder value and growth of dividends per share. The Dorsey Nominees intend to achieve these objectives primarily through the acquisition of traditional real estate investments. Investments may include interests in land and other real property.

The Trust's current Board of Trustees believes that the assets in development which they intend to acquire represent a critical component of their respective "infrastructure projects" and therefore should provide reliable cash flow in the form of lease payments when, or if, they ever begin to show income that exceeds expenses. What happens to the Trust's dividends to its shareholders while these developments unfold? Who determines what the expenses are? The Trust's Form S-3 specifically states that current management may be involved in these development projects: "On occasion, our management team may have financial interests in our lessees. Although, our Declaration of Trust permits this type of business relationship and a majority of the disinterested trustees must approve any such transaction, there may be material conflicts of interest between Power REIT on one hand, and our management team on the other hand, and these conflicts may be unfavorable to us." In other words, these conflicts may be unfavorable to the Shareholders of Power REIT while members of current management profit.

The Dorsey Nominees shall not participate in the types of potential self dealings enumerated in the Trust's Form S-3.

The Dorsey Nominees intend to invest in stabilized assets that offer existing high rates of return. We intend to avoid adventures with "early stage development" projects. The Dorsey Nominees shall hold no hidden interest in "infrastructure

development projects.”

The Trust’s railroad asset has many of the characteristics of the types of assets that the Dorsey Nominees, if elected, will seek to acquire: it is a hard to replace asset, the Trust owns the property in fee-simple and has a strong lessee who has a high quality credit rating and is leasing the railroad asset from the Trust under terms that make it unlikely that they will seek to cancel the lease and/or stop paying rent.

The Dorsey Nominees’ business plan is also very different from the expanded business plan being implemented by Mr. Lesser and the current Board of Trustees. The Trust’s Form S-3 which evidences Mr. Lesser and the Trust’s intention to raise up to \$100,000,000 in additional equity (common and/or preferred stock) is vastly in excess of what the Dorsey Nominees consider necessary for gradual and safe growth.

The Trust’s recently filed Annual Report on Form 10-K makes a brief mention of a \$15,000 refundable deposit on an “energy park.” Wikipedia defines an “energy park” as “a separate area used and planned for the purpose of clean energy development, like wind and solar generation facilities.” Given the current economic fundamentals of alternative energy – the recent \$500 million bankruptcy of solar producer Solyndra comes to mind – this investment is also something that the Dorsey Nominees may not consider an appropriate investment, especially if it is a development stage project without *lease-executed, credit-worthy, bona fide* tenants.

As no other details of the “energy park” were disclosed by Power REIT’s current Board of Trustees, the Dorsey Nominees cannot say with certainty that is not an appropriate investment. But the Dorsey Nominees do say, with 100% certainty, that if they were making the decision to invest the Trust’s funds in the first new investment in the Trust’s history, the Dorsey Nominees would disclose to the shareholder basic fundamentals of the upcoming purchase: Purchase price, a description of the actual investment property, basic terms of the lease (if there were a lease), interest held by Power REIT Management in the subject property (if any), etc.

None of these fundamentals are currently disclosed by Lesser and the current Board of Trustees. What do they have to hide?

Quite bluntly, the Current Board’s failure to disclose any of this information is stunningly at odds with how the Dorsey Nominees would treat the shareholders of Power REIT.

Nominees for Trustees

Paul Dorsey

Position, Principal Occupation and Business Experience:

Mr. Dorsey is a private investor and CPA. From 2000 to 2010, he was finance supervisor at Otis Elevator Company, with responsibility for accounting and the evaluation of internal controls. From 1992 to 2000, he served in various positions at Ames Department Stores, Inc., a major discount department store chain. In his last position, manager in the real estate department, Mr. Dorsey worked the Ames portfolio of 30 million square feet of company-owned or leased properties. Mr. Dorsey had an instrumental role in the company’s acquisition of the Chicago-based Goldblatt’s Department Store. In a previous position, senior financial analyst, Mr. Dorsey evaluated all of Ames’ capital projects, which totaled some \$50 million per year. Earlier in his career, Mr. Dorsey worked as an auditor at PriceWaterhouse (now PriceWaterhouseCoopers) where his audit assignments included Chemical Bank and work at the Rockefeller Group and Depository Trust Company, all in New York City.

Paul M. Dorsey has owned shares in Power REIT and Pittsburgh & West Virginia Railroad since 2000. He has attended every shareholder meeting held since 2000.

Key Attributes, Experience & Skills:

Accounting, Acquisitions, Cost Accounting, Internal Controls, Investment Analysis, Real Estate Management

Andrew M. Wasco, MAI

Position, Principal Occupation and Business Experience:

Andrew M. Wasco, MAI is a real estate appraiser and professional with 30 years of experience. From 1992 to present, Mr. Wasco is Founder and President of Advisory Services Group, Inc., providing guidance and expertise in the appraisal of real estate for investors, financial institutions and corporations, on properties including residential, commercial and industrial properties. Previously, Mr. Wasco was Vice President and Manager of the Real Estate Appraisal department at Cushman & Wakefield, the global real estate solutions firm. Earlier in his career, Mr. Wasco held the position of Vice President and Team Leader, Real Estate Department at Chase Manhattan Bank.

Key Attributes, Experience and Skills:

Bank Financing, Credit Analysis, Financial Analysis, Investment Analysis, Real Estate Appraisal, Real Estate Brokerage, Real Estate Litigation Analysis

Joseph M. Vrankin

Position, Principal Occupation and Business Experience:

Joseph Vrankin was, from 2007 to 2012, the Chief Executive Officer of TopGolf International a global, technology based retail entertainment company. Mr. Vrankin is a seasoned entrepreneur who has used his business expertise and leadership to drive the growth of early stage businesses across the sports, entertainment and restaurant sectors and to manage crisis situations. Prior to TopGolf, Mr. Vrankin was a senior executive of the Arena Football League, serving as its Chief Financial Officer from 1999 to 2003 and its Chief Operating Officer from 2003 to 2007, where, in addition to negotiating a collective bargaining agreement with the players union, he was assigned the task of serving as Team President of the Houston franchise and then, for eight months, on an emergency basis, of the near insolvent Oklahoma franchise. In 2009, the AFL filed a petition under the Federal bankruptcy laws.

Mr. Vrankin's previous business experience includes serving as a Managing Director of Berkshire Hathaway's World Book Publishing unit and as a Senior Auditor with the global accounting and consulting firm Grant Thornton, LLP managing audits for public and privately-held companies across various industries. Mr. Vrankin is a professor of management and advisory board member of the Northwestern University Graduate School of Sports Administration. He earned a Masters of Management from the Northwestern University - J.L. Kellogg Graduate School of Management and his Bachelor of Science in Accounting from Northern Illinois University.

Key Attributes, Experience and Skills:

Accounting, Acquisitions, Auditing Brand Development, Company Leadership, Equity Fundraising, Management Development, New Media/Social Media, Revenue/Profit Generation, Sales and Marketing, Strategic Planning,

Joyce Johnson-Miller

Position, Principal Occupation and Business Experience:

Joyce Johnson-Miller, from 2006 to present, is a co-Founder and Partner of Relativity Capital LLC. Relativity is a \$205 million private equity fund that focuses on leveraged buyout investments in both distressed and healthy companies. Ms. Johnson-Miller is responsible for the day-to-day management of the fund, staffing, investment management and fundraising. Prior to Relativity Capital, Ms Johnson-Miller co-founded JME Opportunity Partners, LLC, a fund that invested primarily in debt and equity investments of middle market distressed companies across a broad range of industries including automotive, consumer and industrial services and healthcare services on a global basis.

Previously, Ms. Johnson-Miller was a Managing Director of Cerberus Capital Management, LLC. At Cerberus, she was a principal investor of distressed debt and equity investments and successfully managed over 60 investments during the course of nine years, which accounted for approximately \$800 million of invested capital in a fund of approximately \$9.0 billion at her departure. Ms. Johnson-Miller participated on the boards of directors and board committees of Cerberus's portfolio companies.

Earlier in her career, Ms. Johnson-Miller was Vice President and member of a team at ING Equity Partners, L.P. that managed \$500 million distressed control investments and provided Debtor-in-Possession financings for Continental Airlines, Zales Corporation and Amdura Corporation.

Ms. Johnson-Miller received her Bachelor of Science in Finance from the University of Denver. She is a Henry Crown Fellow at The Aspen Institute, and is a member of the National Association of Corporate Directors and the Turnaround Management Association.

As noted above, in her position with Relative Capital, Ms. Johnson sits on the board of directors of a number of Relative Capital portfolio companies, including a number of distressed companies. Two of such companies, Norwood Professional Products and Diversified Machine, filed for bankruptcy protection during the period she was one of such companies' directors or within two years of her having been a director of such companies.

Key Attributes, Experience & Skills:

Accounting and Controls, Banking and Finance, Business Management, Corporate Governance, Credit Analysis, Debt and Equity Financing, International Acquisitions, Investment Analysis, Investor Relations, Risk Management

Beneficial Ownership in the Trust

The table below sets forth the beneficial ownership of shares of beneficial interest in the Trust as of the Record Date for the Annual Meeting by each of the Dorsey Nominees.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power. In addition, under SEC rules, a person is deemed to be the beneficial owner of securities which may be acquired by such person upon the exercise of options and warrants or the conversion of convertible securities within 60 days from the date on which beneficial ownership is to be determined.

Name of Nominee	Number of Shares	Percentage of Outstanding Shares
Paul M. Dorsey	1,000	0.06%
Andrew M. Wasco	0	0%
Joseph M. Vrankin	0	0%
Joyce Johnson-Miller	0	0%

Each of the Dorsey Nominees has consented to be named in this Proxy Statement and to serve as a trustee of the Trust, if elected. If at the time of the Annual Meeting any of the Dorsey Nominees is unable to serve or for good cause will not serve as a trustee, the discretionary authority provided in the proxy will be exercised to vote for a substitute designated by Mr. Dorsey. Mr. Dorsey has no reason to believe that any of the Dorsey Nominees will be unable to serve as a trustee or will have good cause for not serving as a trustee, if elected. In addition, Mr. Dorsey reserves the right to nominate substitute persons if the Trust makes or announces any changes to the Trust Governing Instruments or takes or announces any other action that has, or if consummated would have, the effect of disqualifying the Dorsey Nominees. In any such case, shares represented by the enclosed **WHITE** proxy card will be voted for such substitute nominees.

The Dorsey Nominees would not be barred from being considered independent under applicable American Stock Exchange rules and the independence standards applicable to the Trust under paragraph (a)(1) of Item 407 of Regulation S-K under the Securities Exchange Act of 1934, as amended. Mr. Dorsey believes that if the Dorsey Nominees are elected, there will be a sufficient number of independent trustees to serve on the board's audit committee, as well as on a compensation committee and nominating and governance committee to the extent such committees are created. Mr. Dorsey further believes that he qualifies as an "audit committee financial expert" as defined by the SEC rules. Further, both Joseph M. Vrankin and Joyce Johnson-Miller may qualify as "audit committee financial experts" through their prior and current educational and business backgrounds.

Other than as described in this Proxy Statement, none of the four Dorsey Nominees named in this Proxy Statement nor any other participants in this solicitation nor any other person who may solicit proxies on their behalf:

has purchased or sold any class of securities of the Trust (or Pittsburgh & West Virginia Railroad, which the Trust has identified in filings with the SEC to be its predecessor issuer) within the past two years, except for Paul M. Dorsey purchasing 900 shares on February 25, 2011 by open market purchases;

has borrowed funds for the purpose of acquiring or holding any shares of beneficial interest purchased by such person within the past two years;

- is now or within the past year has been a party to any contract, arrangement or understanding with any person with respect to any securities of the Trust;

had or will have a direct or indirect material interest in any transaction, or series of similar transactions, since the beginning of the Trust's last fiscal year, or any currently proposed transaction, or series of similar transactions, to which the Trust or any of its subsidiaries was or is to be a party and in which the amount involved exceeds \$120,000; or

has any arrangement or understanding with any person with respect to any future employment with the Trust or its affiliates or any future transactions to which the Trust or any of its affiliates will or may be a party.

There are no present plans, understandings or arrangements whereby any of the Dorsey Nominees will acquire any of the Trust's operations or assets.

You are being asked to elect the Dorsey Nominees. The enclosed **WHITE** proxy card may only be voted for the Dorsey Nominees and does not confer voting power with respect to the Current Board's nominees. Accordingly, you will not have the opportunity to vote for any of the Current Board's nominees if you return a **WHITE** proxy card that we provide to you. You can only vote for the Current Board's Nominees by executing a proxy card provided by the Trust on behalf of the Current Board. The persons named as proxies in the enclosed **WHITE** proxy card intend to vote "FOR" the Dorsey Nominees identified above unless specifically instructed to the contrary by the person executing the proxy card. The votes cast at the Annual Meeting may result in the election to the Trust's board of trustees of some of the Dorsey Nominees identified above and some persons nominated by the Current Board. If some of the persons supported by Mr. Dorsey and some of the Current Board's nominees are elected, those persons who are Dorsey Nominees intend to serve their terms as trustees. Mr. Dorsey is unable to predict whether any nominees of the Current Board would agree to serve on a board of trustees consisting in part of Dorsey Nominees. In the event that vacancies on the board of trustees are created by the refusal of any of the nominees to serve with the Dorsey Nominees, Mr. Dorsey expects that the Dorsey Nominees would propose to the full board that the full board take all actions necessary to fill those vacancies or reduce the number of trustees on the board to eliminate some or all of the vacancies, subject to the requirements of applicable state law and the Declaration of Trust and bylaws of the Trust (as amended and restated, collectively, the "Trust Governing Instruments"). The persons receiving the greatest number of votes for the number of trustee positions to be filled at the Annual Meeting will be elected the trustees of the Trust.

You are urged to vote FOR the election of the Dorsey Nominees named above as directors of the Trust by completing, signing, dating and mailing promptly the enclosed WHITE proxy card in the postage-paid envelope provided.