

NYSE Regulation, Inc.
20 Broad Street, 24th Floor
New York, NY 10005



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NYSE
REGULATION

MAR 17 2014

March 17, 2014

Washington, DC 20549

001- 36312

Chief, Information Technology
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE MS 3040
Washington, DC 20549

CERTNYS

To whom it may concern:

This is to certify that on February 11, 2014 the NYSE MKT LLC (the "Exchange") received from Power REIT (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

7.75% Series A Cumulative Redeemable Perpetual Preferred Stock, Liquidation Preference
\$25.00 per Share

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Jamie Paturelli
Managing Director, Corporate Compliance
NYSE Regulation, Inc.