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August 10, 2026
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August 10, 2026

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: Henry Posner, III – Continuance in Control Exemption – Morristown & Erie Railway,
Inc. STB Finance Docket No. 36948

Dear Chief of Case Administration:

Enclosed for filing on behalf of Henry Posner, III is a notice of exemption for the continuance in control of the Morristown & Erie Railway, Inc. Also enclosed is a motion to dismiss the notice. The filing fee has been paid via pay.gov.

If you have any questions related to this filing, please let me know.

Sincerely,

Justin J. Marks
Counsel to Henry Posner, III

Enclosure

FEE RECEIVED
August 10, 2026
SURFACE
TRANSPORTATION BOARD

FILED
August 10, 2026
SURFACE
TRANSPORTATION BOARD

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36948

HENRY POSNER, III
– CONTINUANCE IN CONTROL EXEMPTION –
MORRISTOWN & ERIE RAILWAY, INC.

NOTICE OF EXEMPTION

(contains color images)

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Attorneys for Henry Posner, III

Dated: August 10, 2026

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36948

HENRY POSNER, III
– CONTINUANCE IN CONTROL EXEMPTION –
MORRISTOWN & ERIE RAILWAY, INC.

NOTICE OF EXEMPTION

Henry Posner, III (“Mr. Posner”), files this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) to exempt from the provisions of 49 U.S.C. §11323, his continuance in control of Morristown & Erie Railway, Inc. (“M&E”), a rail common carrier upon Mr. Posner’s acquisition of 27.75% of stock in the M&E. Mr. Posner currently indirectly controls the Iowa Interstate Railroad, LLC (“Iowa Interstate”) through his control of the non-carrier, RDC Domestic Holdings.

The current ownership group of M&E has sought new investors into the company to allow one of the three incumbents to divest themselves entirely of the railroad.

Following the transaction, ownership of the railroad will be as follows: the incumbent ownership consortium will hold 50% of the stock. Of these two incumbent Choo Choo, LLC will hold 25% and Weis Exemption Trust will hold 25%.

The new investor consortium will include Mr. Posner and four other individuals. In total the new investors will hold 50% of the remaining stock and of that, Mr. Posner will hold 27.75%. The remaining four members of the new investor group will hold 22.25% of the M&E stock.

Management of the M&E is designed to protect all stockholders through a Stockholders’ Agreement. In total, the M&E will be managed by 8 directors. The incumbent ownership consortium will select 4 directors, and the new investor group will select 4 directors. The

chairmanship of the board will rotate between the incumbent ownership group and the new investors every year.

The M&E does not connect with Iowa Interstate, nor is the control of M&E part of a series of anticipated transactions that would connect the M&E with the Iowa Interstate. The proposed transaction does not involve a Class I railroad.

Accordingly, this transaction qualifies for the class exemption described in 49 C.F.R. §1180.2(d)(2). However, because Mr. Posner will only hold 27.75% of the M&E and the stockholders' agreement ensures that no single director can exert control, Mr. Posner is also filing a motion to dismiss this proceeding if the Board finds that it does not have jurisdiction over Mr. Posner's acquisition of a 27.75% interest in the M&E.

Required Information

In accordance with the provisions of 49 C.F.R. 1180.4(g), Mr. Posner provides the following information as required by 49 C.F.R. §1180.6(a)(1)(i)-(iii), (a)(5), (a)(6), and (a)(7)(ii):

1180.6(a)(1)

(i) The proposed transaction as described above involves Mr. Posner's continuance in control of M&E, a Class III carrier. Because Mr. Posner indirectly controls Iowa Interstate through his control of RDC Domestic Holdings, his acquisition of 27.75% stock in the M&E could require Board authorization under 49 U.S.C. §11323(a)(5) or an exemption therefrom.

The full name and address of the applicant is: Henry Posner, III, 535 Smithfield Street, Suite 960, Pittsburgh, PA 15222.

The name, address and telephone number of Mr. Posner's attorneys who should receive correspondence is:

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(ii) Mr. Posner expects to consummate his acquisition of M&E stock after this exemption becomes effective on September 9, 2026.

(iii) The purpose of the transaction is to allow Mr. Posner, who indirectly controls Iowa Interstate, to acquire a 27.75% interest in the M&E.

1180.6(a)(5)

M&E operates solely in the State of New Jersey. Iowa Interstate operates in Iowa and Illinois.

1180.6(a)(6)

A map showing the M&E rail line is attached as Exhibit A. A map showing the location of Iowa Interstate is attached as Exhibit B.

1180.6(a)(7)(ii)

No agreement exists for Mr. Posner's common control of both M&E and Iowa Interstate because Mr. Posner's 27.75% interest is not intended to grant him control over the M&E.

Labor Protection

Pursuant to 49 U.S.C. §11326(c), approval of this transaction may not be subjected to labor protection because the proposed transaction involves only Class III carriers.

Environmental and Historic Reports

The proposed acquisition of 27.75% of the stock in the M&E involves only the acquisition of stock and to the extent that the Board may find that this acquisition results in Mr. Posner's control of two rail carriers, the continuance in control of the M&E, and will not affect the level of operations by M&E, or the rail lines operated by Iowa Interstate. As such, the proposed transaction should be exempt from the Board's environmental reporting requirements pursuant to 49 C.F.R. §1105.6(c)(2)(ii). Further, the proposed transaction is exempt from the historic preservation reporting requirements since the proposed acquisition of control will not substantially change the level of operations over, or maintenance of, the M&E, or the rail lines or the Iowa Interstate. *See* 49 C.F.R. §1105.8(b)(3).

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Conclusion

For the foregoing reasons, Mr. Posner requests that the Board issue a notice of exemption pursuant to 49 C.F.R. §1180.2(d)(2) to allow for his continued control of Iowa Interstate and the M&E.

Respectfully submitted,



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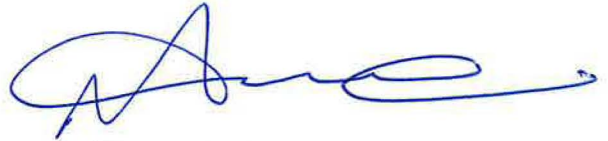
Attorneys for Henry Posner, III

Dated: August 10, 2026

VERIFICATION

I, Henry Posner, III, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on August 10, 2026.



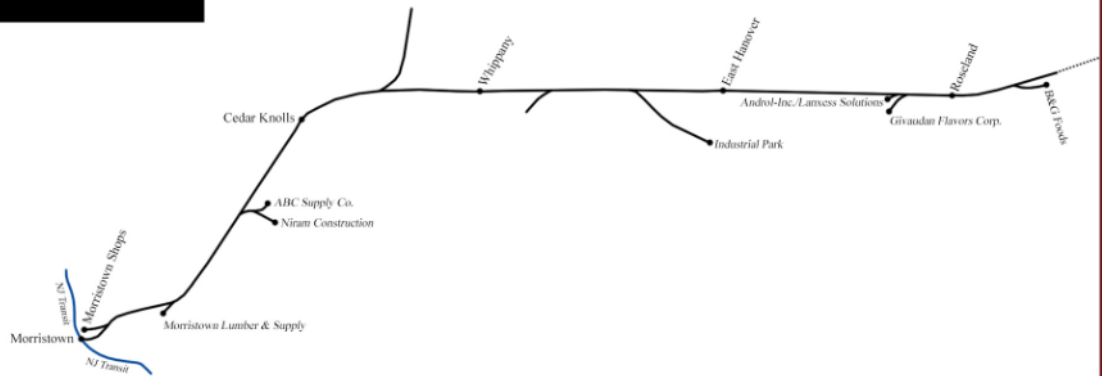
Henry Posner, III

EXHIBIT A

MAP OF THE M&E



Whippany Line (9 Miles)



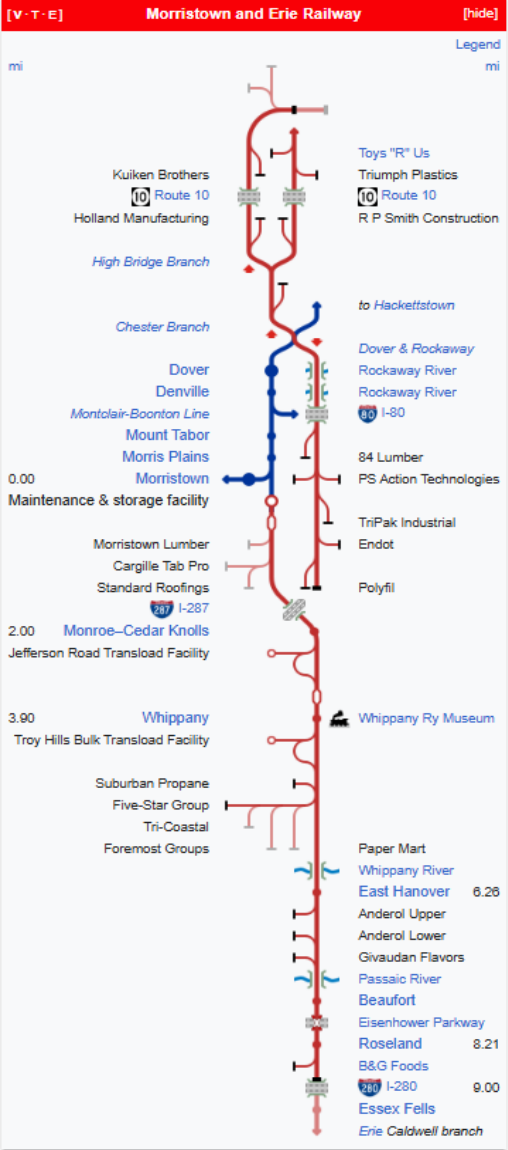


EXHIBIT B

MAP OF IOWA INTERSTATE

