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January 23, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

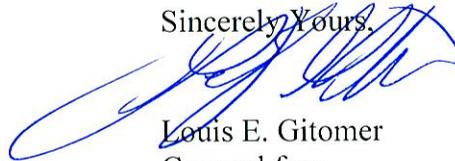
Re: STB Docket No. AB-33 (Sub-No. 236X), *Union Pacific Railroad Company—Abandonment Exemption—in Bexar County, TX*
STB Docket No. AB-576 (Sub-No. 2X), *Alamo Gulf Coast Railroad Company—Discontinuance of Service Exemption—in Bexar County, TX*

Dear Secretary Williams:

Enclosed for filing is a letter from Fourth Quarter Properties LXI, L.P., Fourth Quarter Properties LXIII, L.P., Fourth Quarter Properties LXIV, L.P., and Fourth Quarter Properties LXV, L.P., all subsidiaries of Thomas Enterprises, Inc. (“Fourth Quarter”) supporting the proposed abandonment by the Union Pacific Railroad Company (“UP”) and the proposed discontinuance of service by the Alamo Gulf Coast Railroad Company (“AGCR”) in the above-entitled proceedings, of a 2.74-mile line of railroad between MP 253.26 and MP 256.0 of UP’s Kerrville Subdivision in Bexar County, Texas (“the Line”).

In support of the Petition for Exemption filed by UP and AGCR seeking to abandon and discontinue service over the Line, Fourth Quarter demonstrates that there will not be an abuse of market power, that the proposal is of limited scope, and that the rail transportation policy does not require regulation of the proposed transaction.

Sincerely Yours,



Louis E. Gitomer
Counsel for:
Fourth Quarter Properties LXI, L.P.
Fourth Quarter Properties LXIII, L.P.
Fourth Quarter Properties LXIV, L.P.
Fourth Quarter Properties LXV, L.P.

cc: Mack H. Shumate, Jr.
Richard A. Allen

January 22, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Re: STB Docket No. AB-33 (Sub-No. 236X)
Union Pacific Railroad Company
Abandonment Exemption, Bexar County, TX

STB Docket No. AB-576 (Sub-No. 2X)
Alamo Gulf Coast Railroad Company
Discontinuance of Service Exemption, Bexar County, TX

Dear Secretary Williams:

Fourth Quarter Properties LXI, LP, Fourth Quarter Properties LXIII, LP, Fourth Quarter Properties LXIV, LP, and Fourth Quarter Properties LXV, LP, (all being Georgia limited partnerships and collectively referred to herein as "Fourth Quarter") support the proposed abandonment by the Union Pacific Railroad Company ("UP") and the proposed discontinuance of service by the Alamo Gulf Coast Railroad Company ("AGCR") in the above-entitled proceedings, of a 2.74-mile line of railroad between MP 253.26 and MP 256.0 of UP's Kerrville Subdivision in Bexar County, Texas ("the Line").

Fourth Quarter is engaged in the development of The Rim. The Rim is an 800-acre mixed-use development, located on the leading edge of San Antonio's explosive northwest growth sector. The Rim will feature Bass Pro, Target, Santikos Theatres, Best Buy, JC Penney, specialty stores, entertainment, fine dining and the luxurious Hotel Talavera and spa. It is anticipated that The Rim will generate about \$500,000,000 in sales revenue in San Antonio.

Fourth Quarter began negotiating with UP over three years ago to acquire the Line, which is essential to the completion of The Rim. Fourth Quarter and UP completed negotiations and Fourth Quarter purchased the real estate underlying the Line from UP. As part of the agreement, Fourth Quarter agreed to provide for trans-loading at a trans-load facility (the "Trans-Load Facility"), at its own cost, for the shippers on the Line.

Fourth Quarter has agreed to provide, and is providing, trans-loading at the Trans-Load Facility to Builders FirstSource-Texas Group, L.P. and Foxworth-Galbraith Lumber Company (collectively, the "Shippers").

The abandonment of the Line is critical to the successful completion of The Rim, and with The Rim, the influx of business to the San Antonio area.

Through Fourth Quarter's efforts to resolve the needs of the Shippers on the Line, the Trans-Load Facility is providing alternate transportation to the Shippers. The abandonment and discontinuance of service will not result in an abuse of market power because Fourth Quarter has provided a transportation alternative to the Shippers, with the consent and agreement of the shippers. The Shippers will continue to receive rail service through the Trans-Load Facility.

In addition, the Line is limited in scope since it is only 2.74 miles in length and only located in Bexar County.

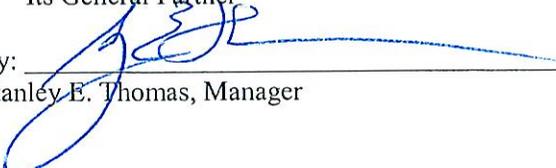
The Rail Transportation Policy also supports the abandonment and discontinuance of service. Fourth Quarter believes that the development of The Rim, the abandonment by UP and discontinuance of service by AGCR, and the relocation of the Shippers to the Trans-Load Facility will serve: to minimize the need for Federal regulatory control over the rail transportation system and to require fair and expeditious regulatory decisions when regulation is required (49 U.S.C. §10101(2)); to promote a safe and efficient rail transportation system by allowing rail carriers to earn adequate revenues, as determined by the Board (49 U.S.C. §10101(3)); to ensure the development and continuation of a sound rail transportation system (49 U.S.C. §10101(4)); to foster sound economic conditions in transportation and to ensure effective competition and coordination between rail carriers and other modes (49 U.S.C. §10101(5)); to reduce regulatory barriers to entry into and exit from the industry (49 U.S.C. §10101(7)); to operate transportation facilities and equipment without detriment to the public health and safety (49 U.S.C. §10101(8)); to encourage honest and efficient management of railroads (49 U.S.C. §10101(9)); and to provide for the expeditious handling and resolution of all proceedings required or permitted to be brought under this part (49 U.S.C. §10101(15)).

For all of the reasons noted above, Fourth Quarter supports the proposed abandonment by UP and the discontinuance of service by AGCR over the Line. Fourth Quarter respectfully requests the Board expeditiously grant the requested exemptions.

Sincerely Yours,

FOURTH QUARTER PROPERTIES LXI, LP

By: Fourth Quarter Properties LI, LLC,
Its General Partner

By: 
Stanley E. Thomas, Manager

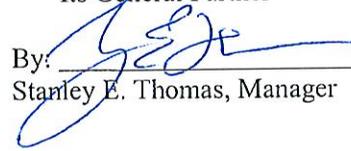
FOURTH QUARTER PROPERTIES LXIII, LP

By: Fourth Quarter Properties LIII, LLC,
Its General Partner

By: 
Stanley E. Thomas, Manager

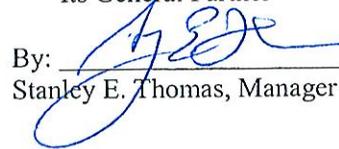
FOURTH QUARTER PROPERTIES LXIV, LP

By: Fourth Quarter Properties LIV, LLC,
Its General Partner

By: 
Stanley E. Thomas, Manager

FOURTH QUARTER PROPERTIES LXV, LP

By: Fourth Quarter Properties LV, LLC,
Its General Partner

By: 
Stanley E. Thomas, Manager

Cc: Mack H. Shumate, Jr.
Richard A. Allen