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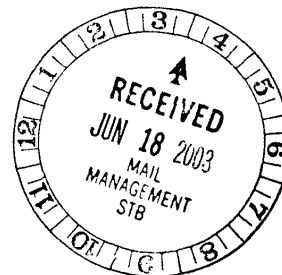
SCOTT M. ZIMMERMAN

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June 18, 2003

BY HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



Re: *Ag Processing Inc. v. Norfolk Southern Railway Company,*
Finance Docket No. 42079

Dear Secretary Williams:

Enclosed for filing in this proceeding are the original and 10 copies of Norfolk Southern Railway Company's Answer To The Formal Complaint.

Please date-stamp and return to our messenger the enclosed extra two copies of Answer. Many thanks for your assistance.

Sincerely,

Scott M. Zimmerman

cc: Andrew P. Goldstein, Esq. (by hand)

Before the
Surface Transportation Board

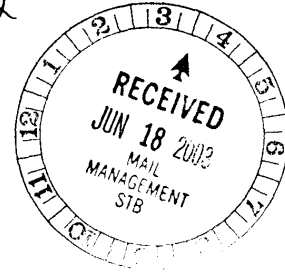
Docket No. 42079

Ag Processing Inc

v.

Norfolk Southern Railway Company

**Norfolk Southern Railway Company's
Answer to the Formal Complaint**



Office of Proceedings

JUN 18 2003

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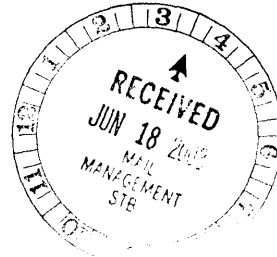
Attorneys for Norfolk Southern Railway Company

June 18, 2003

Before the
Surface Transportation Board

Docket No. 42079

Ag Processing Inc
v.
Norfolk Southern Railway Company



**Norfolk Southern Railway Company's
Answer to the Formal Complaint**

Pursuant to 49 C.F.R. § 1111.4, Norfolk Southern Railway Company ("NSR") answers the Formal Complaint of Ag Processing, Inc. ("AGP") as follows:¹

1. NSR admits Paragraph 1.
2. NSR admits Paragraph 2.
3. NSR admits Paragraph 3.
4. NSR lacks information sufficient to form a good faith belief

regarding the truth of the third sentence of Paragraph 4, and therefore denies it.

NSR admits the remaining averments in Paragraph 4.

5. NSR admits the first sentence and the last sentence of Paragraph
5. Regarding the remaining averments in that paragraph, NS states that the text of Rule 560(2) speaks for itself.

¹ Numbered paragraphs correspond to the numbered paragraphs of the Formal Complaint, and references to "Paragraph ____" refer to paragraphs of the Formal Complaint.

6. Paragraph 6 alleges legal conclusions as to which no admission or denial is required.

7. Regarding the first sentence of Paragraph 7, NSR admits that AGP has used order bills of lading with respect to shipments destined to AGP customers served exclusively by NSR; NSR denies, however, that AGP currently does so. NSR lacks information sufficient to form a good faith belief regarding the truth of the second sentence of Paragraph 7, and therefore denies it. NSR denies the third sentence of Paragraph 7.

8. NSR denies Paragraph 8.

9. Paragraph 9 comprises a request for relief, as to which no admission or denial is required. NSR denies, however, that AGP is entitled to the requested relief.

AFFIRMATIVE DEFENSES

A. The Formal Complaint fails to state a claim upon which relief can be granted.

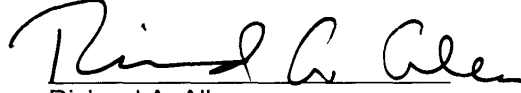
REQUESTED RELIEF

NSR respectfully requests that the Board:

- (a) dismiss the Formal Complaint with prejudice;
- (b) award NSR its costs and fees incurred in defense of this action; and
- (c) grant NSR such additional relief as it deems proper.

Greg E. Summy
NORFOLK SOUTHERN CORPORATION
Three Commercial Place
Norfolk, Virginia 23510
(757) 533-4890

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard A. Allen", written over a horizontal line.

Richard A. Allen
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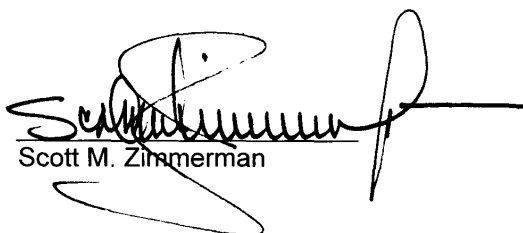
Attorneys for Norfolk Southern Railway Company

June 18, 2003

CERTIFICATE OF SERVICE

I certify that on June 18, 2003 a true copy of Norfolk Southern Railway Company's Answer to the Formal Complaint was served by hand delivery upon the following counsel for complainant:

Andrew P. Goldstein, Esq.
McCarthy, Sweeney & Harkaway, P.C.
Suite 600
2175 K Street, NW
Washington, DC 20037



Scott M. Zimmerman