

Board of DIRECTORS



1. GERALD L. BALILES, 65, of Richmond, Va., will retire effective March 31, 2006, from Hunton & Williams, a business law firm with offices in several major U.S. cities and international offices in Bangkok, Brussels, London, Hong Kong and Singapore, and on April 1 will become director of the Miller Center of Public Affairs for the University of Virginia. His board service began in 1990; his current term expires in 2008.

Committees: Executive, Governance and Nominating, FINANCE

2. GENE R. CARTER, 66, of Alexandria, Va., is executive director and chief executive officer of the Association for Supervision and Curriculum Development, among the world's largest international education associations. His board service began in 1992; his current term expires in 2008.

Committees: Executive, Audit, COMPENSATION

3. ALSTON D. CORRELL, 64, of Atlanta, is chairman of Georgia-Pacific Corporation. His board service began in 2000; his current term expires in 2007.

Committees: Governance and Nominating, Finance

4. DAVID R. GOODE, 65, of Norfolk, Va., is retired chairman of Norfolk Southern Corporation. He joined Norfolk and Western Railway in 1965 and served as chief executive officer of Norfolk Southern from 1992 to Nov. 1, 2005, continuing as chairman until Feb. 1, 2006. His board service began in 1992; his current term expires in 2006.

Committees: Executive

5. LANDON HILLIARD, 66, of Oyster Bay Cove, N.Y., is a partner in Brown Brothers Harriman & Co., a private bank in New York City. His board service began in 1992; his current term expires in 2007.

Committees: Executive, GOVERNANCE AND NOMINATING, Finance

6. BURTON M. JOYCE, 64, of South Pasadena, Fla., is chairman of IPSCO, a leading steel producer. His board service began in November 2003; his current term expires in 2007.

Committees: Audit, Compensation

7. STEVEN F. LEER, 53, of St. Louis, is president and chief executive officer of Arch Coal, Inc., the nation's second-largest coal producer. His board service began in 1999; his current term expires in 2006.

Committees: Governance and Nominating, Finance

8. CHARLES W. MOORMAN, 54, of Virginia Beach, Va., is chairman, president and chief executive officer of Norfolk Southern Corporation. He joined Norfolk Southern in 1970 and was named chairman effective Feb. 1, 2006. His board service began in 2005; his current term expires in 2008.

Committees: Executive

9. JANE MARGARET O'BRIEN, 52, of St. Mary's City, Md., is president of St. Mary's College of Maryland. Her board service began in 1994; her current term expires in 2007.

Committees: Executive, AUDIT, Compensation

10. HAROLD W. POTE, 59, of New York City, is vice chairman, Retail Financial Services of JPMorgan Chase & Co. His board service began in 1988; his current term expires in 2006.

Committees: EXECUTIVE, Governance and Nominating, Compensation

11. J. PAUL REASON, 64, Admiral, USN, retired, of Norfolk, Va., is vice chairman of Metro Machine Corporation, a ship repair company. His board service began in 2002; his current term expires in 2008.

Committees: Audit, Finance

DANIEL A. CARP, 57, of Naples, Fla., formerly served as chairman and chief executive officer of Eastman Kodak Company. His board service began in January 2006; his current term expires in 2006. *(not pictured)*

Committees: Audit, Compensation

IN MEMORIAM Carroll Campbell

Former South Carolina Gov. Carroll Campbell, who served on the board of directors of Norfolk Southern from 1996 to 2002, died Dec. 7, 2005.

Campbell served on the executive and governance, finance and audit committees of the board. He helped guide the company during a time of significant growth and expansion. Prior to joining the board, he served two terms as South Carolina's governor.



Committee of the Board of Directors - CHAIRS are indicated by capital letters