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Thrift and Investment Plan

ABOUT THE THRIFT AND INVESTMENT PLAN

The Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (“TIP” or the “Plan”) is a 401(k) retirement savings plan. It was designed to help you financially prepare for retirement. A portion of TIP is an employee stock ownership plan under the Internal Revenue Code and ERISA. Although participation in TIP is not mandatory, saving through TIP is an important part of your total retirement benefit.

As a participant in TIP, you can:

- Save for your future with regular and convenient payroll deductions;
- Add to your savings by accumulating matching contributions from the Company;
- Choose from a variety of investment funds for your savings; and
- Use several investment management options to determine your proper mix of stocks, bonds and short-term reserves.

WHO IS ELIGIBLE

If you are an eligible employee, as described below, you can elect to participate in TIP on the first day of the calendar month coinciding with or next following the expiration of six months after the date on which you first perform service as an employee of NS. If you were hired on or after November 1, 1997, your prior service with Consolidated Rail Corporation or its subsidiaries is considered service for purpose of the eligibility requirement.

You are eligible to participate in TIP if you are a salaried nonagreement employee (as defined by the Plan) working in the United States.

- A nonagreement employee is generally defined in TIP as an employee of Norfolk Southern Corporation or a participating subsidiary working in a position for which the rate of pay is not governed by the provisions of a collective bargaining agreement. This includes employees in job class 10 (generally, co-ops, interns and temporary employees).

You are also eligible to participate in TIP if you are:

- An employee excepted under Section 4 of Supplemental Agreement “A” between Norfolk and Western Railway Company and Transportation Communications International Union; or
- An employee in job class 9 (generally, an employee working in an hourly-paid nonagreement mechanical department position).

You are excluded from participation in TIP if you are an employee in job class M11 (generally, relief yardmaster/supervisors), or are an employee in training for a position for which the rate of pay is governed by a collective bargaining agreement.

Once you become eligible to participate in TIP, you may enroll in TIP as described below. Vanguard will notify you shortly before your eligibility date. You may enroll as of the first date on which you become eligible to participate in TIP.

If you take an authorized leave of absence under NS' Leaves of Absence Policy, you may continue your participation in TIP. However, during an unpaid leave of absence, you may not make Pre-Tax Contributions, Roth Contributions or Catch-Up Contributions to TIP and are not eligible for Matching Contributions during that time. After your return from a Military Leave, you may be eligible for make-up contributions (refer to the "Make-Up Contributions Following Military Service" section below).

If you transfer to an agreement position, your participation will continue but you may not make additional contributions to TIP unless you again begin service as a nonagreement employee. As a participant, you have the same rights other active employees have except you cannot make further contributions.

If you were a nonagreement employee on behalf of whom a PAYSOP Contribution was made before 1987, you automatically became a member of TIP on the date you became eligible for the PAYSOP Contribution.

HOW TO ENROLL

You will receive an enrollment kit from The Vanguard Group (Vanguard) shortly before your eligibility date. You may enroll by calling Vanguard at **800-523-1188**, allowing some time for processing the enrollment. Vanguard is TIP's record keeper and handles the day-to-day administration of TIP.

24-HOUR ACCOUNT ACCESS

Once you have enrolled, there are two ways to access your account – either by the telephone or the internet – to:

- Start/stop payroll deductions or change your contribution amount;
- Transfer (exchange) your existing balance from one fund to another;
- Change your investment elections for future contributions;
- Request your account and fund balances;
- Request a loan; and
- Request forms for withdrawals permitted by TIP.

Whenever you perform TIP transactions, you will receive a confirmation from Vanguard which will indicate generally when your requested transactions will take effect.

Telephone Access

When you enroll with Vanguard, you will receive instructions on how to call the automated telephone voice response system to access your account information. You will be assigned a personal identification number (PIN) which, along with your Social Security number, will give you 24-hour telephone access.

You also may speak with a Vanguard associate Monday through Friday, from 8:30 a.m. to 9:00 p.m. Eastern time (except on holidays observed by the New York Stock Exchange) to perform the transactions listed above or to get answers to specific questions about your account.

The automated telephone system number is **800-523-1188**. (Dial 800-828-4487 for Spanish-speaking associates or TTY 800-523-8004 for the hearing impaired.)

Internet Access

Vanguard account access allows you to execute TIP account transactions online. You may access the Vanguard website at www.vanguard.com. Registration is required. You will need your Social Security number, your birth date, your home zip code and your TIP Plan number (090087). Click on “Personal Investors” and then “Sign up for account access”, and follow the step-by-step instructions. If you invest in any Vanguard funds outside of TIP, you will need to use an individual account number instead of the Plan number when you register.

Please keep in mind that although Vanguard account access has been built to maintain the privacy and security of your account using multiple state-of-the-art security features, privacy is not ensured. If you access account information via the Internet, you do so at your own risk. The possibility always exists that personal information accessed through the Internet may be viewed by others, even though security precautions are built into the service.

YOUR PLAN ACCOUNT

Once you enroll in TIP, an account will be set up in your name for all the contributions made on your behalf. Each type of contribution is allocated to a separate account. These accounts together equal your total individual TIP account.

PLAN CONTRIBUTIONS

The following types of contributions can be made to your TIP account:

- Pre-Tax Contributions;
- Roth Contributions;
- Catch-Up Pre-Tax Contributions;
- Catch-Up Roth Contributions;
- Matching Contributions; and
- Rollover Contributions.

PRE-TAX AND ROTH CONTRIBUTIONS

You may make Pre-Tax or Roth Contributions to TIP of any amount between 1% and 10% of your salary per pay period plus any Merit Cash Award made pursuant to the Norfolk Southern Corporation Annual Merit Program (Merit Cash Award), up to the maximum annual dollar amount set by the IRS (\$15,500 in 2007 and subject to cost-of-living adjustments in future years).

Your Pre-Tax Contribution and Roth Contribution elections must be in one-tenth percent increments, rounded to the nearest whole dollar. You may choose to make only Pre-Tax Contributions, only Roth Contributions, or divide your contributions between Pre-Tax and Roth Contributions. You cannot, however, change a Pre-Tax Contribution that has been made to TIP into a Roth Contribution, or vice versa.

Pre-Tax and Roth Contributions are deducted directly from your pay and are transferred to your TIP account each pay period. As described below, Pre-Tax Contributions are deducted from your pay on a pre-tax basis, while Roth Contributions are deducted from your pay on an after-tax basis.

Contributing More Than 10%

Beginning January 1, 2007, you may contribute up to 15% of your monthly salary plus any Merit Cash Award, up to the maximum annual dollar amount set by the IRS (\$15,500 in 2007 and subject to adjustment in future years) if your annual salary does not exceed \$87,000 (subject to adjustment in future years) at the time of your contribution election and on January 1 of each year following the election.

If you elect to contribute more than 10%, and your salary increases to more than \$87,000 after January 1, 2007, your contribution will automatically be reduced to 10% effective on the first January 1 that your salary exceeds \$87,000; however, if you want to make changes in the

amount of your Pre-Tax Contribution during the year in which your salary exceeds \$87,000, you may only elect to contribute 10% or less.

Contributing Excess ChoiceDollars to Your Pre-Tax Contributions Account

If you are not a “highly compensated employee”, as defined in the Internal Revenue Code, you can contribute excess ChoiceDollars under the ChoicePlus feature of the Comprehensive Benefits Plan to your Pre-Tax Contributions Account. These contributions are not eligible for Matching Contributions. You will be notified by the Employee Benefits office if you are ineligible to contribute excess ChoiceDollars to TIP. See the **Comprehensive Benefits Plan – ChoicePlus At-A-Glance** section of the Benefit Plan Summaries, which is available on the Employee Resource Center (ERC) for information about excess ChoiceDollars.

CATCH-UP PRE-TAX CONTRIBUTIONS AND CATCH-UP ROTH CONTRIBUTIONS

If you are at least age 50, or will attain age 50 by the end of the calendar year, you are eligible to make Catch-Up Contributions if you are contributing or expected to contribute the maximum allowable amount as Pre-Tax Contributions and Roth Contributions for the year. You may choose to make Catch-Up Contributions either as only Catch-Up Pre-Tax Contributions, only Catch-Up Roth Contributions, or divided between Catch-Up Pre-Tax and Catch-Up Roth Contributions.

You may make Catch-Up Contributions to TIP of any amount between 1% and 20% of your salary per pay period plus any Merit Cash Award up to the maximum annual dollar amount set by the IRS (\$5,000 in 2007 and subject to cost-of-living adjustments in future years).

Your Catch-Up Contribution elections must be in one-tenth percent increments, rounded to the nearest whole dollar.

MAKE-UP CONTRIBUTIONS FOLLOWING MILITARY SERVICE

Under the Uniformed Services Employment and Reemployment Rights Act of 1994, veterans who return to work after a period of qualified military service have the right to make additional Pre-Tax Contributions, Roth Contributions and Catch-Up Contributions (if eligible) to TIP.

These contributions (“make-up contributions”) represent the amount you would have contributed if you had not been on military leave. The Company will provide Matching Contributions equal to the match that would have been provided for your make-up contributions representing Pre-Tax Contributions and Roth Contributions only as if they had been contributed during your military leave. You will not receive past earnings on make-up contributions or their Matching Contributions.

If you are returning from qualified military service, and elect to contribute make-up contributions, your make-up contributions must be made during the period beginning on the date of reemployment and ending on that date which is the earlier of three times the period of military service or five years from the date of reemployment. For purposes of determining the amount of make-up contributions you are permitted to make, your compensation is based on:

- The compensation you would have earned from the Company during your period of military leave if you had not been on leave; or
- If the compensation you would have earned is not reasonably certain, the average compensation you earned during the twelve-month period preceding your military service.

TAX ADVANTAGES OF PRE-TAX CONTRIBUTIONS

Your Pre-Tax Contributions to TIP are deducted directly from your pay on a before-tax basis and transferred to your Pre-Tax Contributions and, if applicable, Catch-Up Pre-Tax Contributions Account. When you save with Pre-Tax Contributions, you pay no federal income tax on the money at the time you contribute it to TIP. Pre-Tax Contributions are not included as part of your taxable income on your IRS Form W-2, although they are subject to Railroad Retirement or Social Security taxes, any applicable city earnings tax and, in some states, state income tax.

Your Pre-Tax Contributions and the earnings on those contributions are **tax-deferred**. That is, any taxes payable on your Pre-Tax Contributions are due on the amount of benefit you receive from TIP when you receive it.

TAX ADVANTAGES OF ROTH CONTRIBUTIONS

Roth Contributions to TIP are deducted directly from your pay on an after-tax basis and transferred to your Roth Contributions Account and, if applicable, Catch-Up Roth Contributions Account. When you save with Roth Contributions, you pay federal income tax on the money at the time you contribute it to TIP. However, your Roth Contributions and the *earnings* on the Roth Contributions will be **free** from federal income tax and, in some states, state income tax when distributed if you meet certain requirements.

The requirements for a tax-free distribution of your Roth Contributions are that:

- the distribution of Roth Contributions is made at least five taxable years after the taxable year in which you first made any Roth Contribution to TIP, and
- the distribution of Roth Contributions is either:
 - made after you turn age 59½ ; or
 - made after you die or you become disabled.

WHICH MAKES SENSE FOR ME – PRE-TAX OR ROTH CONTRIBUTIONS?

Every person's situation is different, and whether you should make Pre-Tax or Roth Contributions depends on many factors, including your current tax bracket and the tax bracket you expect to be in when you retire. Although you know your current tax bracket, there is no way to perfectly predict your tax bracket in retirement, since it will depend on a number of

factors, including your income in retirement, your marital status, the number of your dependents, and even government tax policy.

You can pursue tax diversification by making both Pre-Tax Contributions and Roth Contributions, but it may make more sense for you to contribute to one or the other in certain situations. Remember, Roth Contributions are funded with after-tax dollars, while Pre-Tax Contributions are deducted from your pay before taxes are assessed. Therefore, if you believe you will be in a higher tax bracket during retirement, or that tax rates in the future will be higher than they are today, Roth Contributions may be a better choice for you. On the other hand, Pre-Tax Contributions provide an immediate tax break. So, if you need to reduce your taxes currently, expect to be in a lower tax bracket at retirement, or believe that tax rates will be lower in the future than they are today, Pre-Tax contributions may be more suitable for you.

You should consult with your personal tax or financial advisor to determine whether it is better for you to make Pre-Tax or Roth Contributions, or some combination thereof.

MATCHING CONTRIBUTIONS

Each pay period during which you make a Pre-Tax Contribution and/or Roth Contribution, Norfolk Southern will make a Matching Contribution to TIP. All Matching Contributions are made on a pre-tax basis.

The amount of the Matching Contribution will be:

- 50% of the sum of your Pre-Tax Contributions plus Roth Contributions that are attributable to the first 6% of your salary per pay period plus any Merit Cash Award.
- 25% of the portion of your Pre-Tax Contribution plus Roth Contribution that exceeds 10% of the sum of your salary per pay period plus any Merit Cash Award.

No Matching Contribution will be made for that portion of your Pre-Tax Contributions and Roth Contributions greater than 6% up to and including 10% of the sum of your salary per pay period plus any Merit Cash Award. In addition, no Matching Contribution will be made for Rollover Contributions, for Pre-Tax Contributions from excess ChoiceDollars contributed under the Comprehensive Benefit Plan, or for Catch-Up Contributions.

Matching Contributions Example

A TIP participant with an annual salary of \$60,000 has elected to save 12% of his/her salary through a combination of 8% Pre-Tax Contributions and 4% Roth Contributions. At the end of one year, this participant would have \$4,800 in Pre-Tax Contributions, \$2,400 in Roth Contributions and \$2,100 in Matching Contributions, for a total of \$9,300 in contributions credited to the participant's plan accounts. This example does not include interest or investment gains or losses.

	Per Semi-Monthly Pay Period	Per Year
Salary	\$2,500	\$60,000
Pre-Tax Contribution Rate	8%	8%
Pre-Tax Contribution	\$200	\$4,800
Roth Contribution Rate	4%	4%
Roth Contribution	\$100	\$2,400
Total Pre-Tax and Roth Contributions	\$300	\$7,200
50% Matching Contribution on the sum of the Pre-Tax and Roth Contributions that are attributable to the first 6% of salary per pay period plus Merit Cash Award	\$75	\$1,800
25% Matching Contribution on the portion of Pre-Tax plus Roth Contribution that exceeds 10% of salary per pay period plus Merit Cash Award	\$12.50	\$300
Total Matching Contribution	\$87.50	\$2,100
Total Pre-Tax, Roth and Matching Contributions	\$387.50	\$9,300

ROLLOVER CONTRIBUTIONS

You may "roll over" a distribution to this Plan either (1) from an employer retirement plan that is tax-qualified under section 401(a) of the Internal Revenue Code, or (2) from a traditional individual retirement account (IRA), in either case provided that:

- The distribution was not a required minimum distribution;
- The distribution was not part of a series of substantially equal periodic payments paid over ten or more years, your lifetime, or the lifetimes of you and your beneficiary; and
- The rollover does not include Roth contributions or after-tax contributions.

Check with Vanguard if you have any questions about whether or not a distribution may be rolled over to TIP. You may not make a Rollover Contribution to TIP until you have met TIP's eligibility requirements.

How To Make A Rollover Contribution

Amounts may be rolled over to TIP from an unrelated tax-qualified retirement plan or IRA in one of two ways:

- The distribution may be rolled over directly from the unrelated tax-qualified retirement plan or IRA to TIP; or,
- You may receive a distribution from an unrelated tax-qualified retirement plan or traditional IRA and then roll it over to TIP as long as the rollover to TIP is completed within 60 days after the date you receive the distribution.

Tax Advantage of Rollover Contributions

You defer payment of taxes on amounts rolled over to TIP, and any fund earnings credited as a result of your Rollover Contribution are also tax-deferred.

Transfers Between Agreement And Nonagreement 401(k) Plans

If you transfer from agreement to nonagreement service, you may transfer your account balance from the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation (TRIP) to TIP. If you transfer from nonagreement service to agreement service, however, you may not transfer your TIP balance to TRIP.

AFTER-TAX CONTRIBUTIONS

Before January 1, 1987, employees could elect to contribute a percentage of salary on an after-tax basis (formerly called "Voluntary Contributions").

If you chose this option when it was available, any After-Tax Contributions you made have been credited to an After-Tax Account in your TIP account. You may not change an After-Tax Contribution you have made into a Roth Contribution.

PAYSOP CONTRIBUTIONS

For tax years before 1987, Norfolk Southern contributed to TIP, from current or accumulated earnings and profits, an amount equal to the maximum employee stock ownership credit allowed for federal income tax purposes. These contributions, when they were made, were used to buy Norfolk Southern Corporation common stock, which was credited to the accounts of all Norfolk Southern nonagreement employees.

CHANGING YOUR CONTRIBUTIONS

Under TIP, you may:

- Change the percentage of your monthly salary contributed to TIP at any time.
- Stop payroll deductions for your contributions at any time. However, no Matching Contributions will be made or credited to your account while you are not contributing to your Pre-Tax Contributions Account or Roth Contributions Account.
- Start payroll deductions to contribute to TIP at any time after you become eligible.

You may make changes by calling Vanguard at **800-523-1188** (Spanish: 800-828-4487; hearing impaired: 800-523-8004). All changes will require some time for processing and will take effect as soon as practicable after they are requested. You will receive a confirmation from Vanguard, which will indicate generally when the change will take effect.

OTHER CONTRIBUTION LIMITS

In addition to other restrictions, the IRS sets overall limits on the amount of contributions that can be credited to a participant's account in any year.

Deferral Limits. Your overall Pre-Tax Contributions plus Roth Contributions to this Plan and elective deferrals to any other 401(k) plan may not exceed \$15,500 in 2007 (subject to cost-of-living adjustments in future years in \$500 increments). Your Catch-Up Contributions to this Plan and catch-up contributions to any other 401(k) plan may not exceed \$5,000 in 2007 (subject to cost-of-living adjustments in future years in \$500 increments). Amounts that you contribute in excess of this limit (adjusted for earnings or losses to the end of the year) must be returned to you by April 15 of the year following the year in which the deferral was made for you to avoid adverse tax consequences.

TIP is designed so that you will not exceed these annual dollar limits if you only make such deferrals under TIP. Norfolk Southern will monitor for such excess deferrals that arise if you participate in TIP or the Thoroughbred Retirement Investment Plan of Norfolk Southern and Participating Subsidiary Companies (TRIP), and will distribute any excess amount accordingly.

However, you could exceed these annual dollar limits if you make contributions both to TIP and to an employee benefit plan maintained by an unrelated employer during the year. In that case, you must notify the Plan Administrator by March 31 of any excess deferral that you want to have removed from the Plan so that the Plan can distribute such excess amount (as adjusted for earnings or losses) by the April 15 deadline. Your failure to timely notify the Plan Administrator of an excess deferral may result in adverse tax consequences for you.

Annual Additions Limit. For 2007, the sum of your total Pre-Tax Contributions, Roth Contributions and Matching Contributions Norfolk Southern makes on your behalf may not exceed \$45,000 (subject to cost-of-living adjustments in future years) or 100% of your compensation. Compensation is defined for this purpose as your compensation reported to you on IRS Form W-2, plus your Pre-Tax Contributions, any salary reduction contributions you made to the Comprehensive Benefits Plan, and certain other adjustments made with respect to

Company contributions to the Comprehensive Benefits Plan. This limit also includes contributions (both employee and employer) that are made under TRIP.

If your contributions to TIP exceed this limit in any year, the excess amount (over the limit) will be refunded to you, along with fund earnings, as taxable income, and any Matching Contributions attributable to these refunded contributions will be forfeited. If your contributions exceed these limits because you contributed to more than one Code Section 401(k) plan sponsored by Norfolk Southern, the excess will be refunded on a pro-rata basis, to the extent permitted under the respective plans, based on the amount of the contributions made to each of the plans.

Non-Discrimination Limits. If you are deemed to be a “highly compensated employee” under the Code, Pre-Tax, Roth and Matching Contributions made on your behalf may be limited. The Plan is designed to prevent “highly compensated employees,” as defined in the Internal Revenue Code, from deferring a substantially greater percentage of their compensation as Pre-Tax Contributions or Roth Contributions, or from receiving substantially greater Matching Contributions, than lower paid participants. You may be subject to contribution limits in any year that you are classified as a “highly compensated employee.” In addition, as a result of these rules, Pre-Tax Contributions or Roth Contributions made on behalf of certain “highly compensated employees” (as adjusted for earnings or losses) may be returned and the taxable portion of the distribution will be subject to income tax, and certain Matching Contributions may be forfeited to the Plan. You will be notified if you are a “highly compensated employee” that is included in this category; otherwise, your contributions are not restricted under this set of rules.

Compensation Limit. Only the first \$225,000 in compensation in 2007 (subject to adjustment for cost-of-living increases in future years) is considered for purposes of computing Pre-Tax Contributions and Roth Contributions.

YOUR ACCOUNT STATEMENT

Vanguard will send quarterly statements of your TIP Accounts, which will show your share of the contributions and fund earnings, as well as other related information. Account statements will include information on any of the of the following accounts in which you have funds:

- Pre-Tax Contributions Account
- Roth Contributions Account
- Catch-Up Pre-Tax Contributions Account
- Catch-Up Roth Contributions Account
- Rollover Contributions Account
- Matching Contributions Account
- After-Tax Contributions Account
- PAYSOP Contributions Account

You should carefully review each account statement that you receive. Please contact Vanguard if you believe that any information on the account statement is incorrect, or if you have any questions regarding your account statement.

YOU CONTROL THE INVESTMENT OF YOUR ACCOUNTS

The Plan is intended to be a "Section 404(c) plan." Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) provides that, if certain requirements are met, fiduciaries of TIP are not liable for any poor investment performance or losses that result from the participant's or beneficiary's investment instructions concerning his or her own account. **Since TIP provides you the opportunity to exercise control over your TIP Accounts, you are solely responsible for your investment decisions under the Plan.** You may delegate your investment decisions under the Plan to Vanguard Advisers, Inc., as described below. You have the responsibility to determine that the amount of your investment in any option under the Plan does not exceed a percentage of your overall retirement savings that is appropriate for your situation.

No employee or representative of Norfolk Southern is authorized to make any recommendations with respect to the selection of your investments under the Plan. You should consult the Plan Prospectus and the individual fund prospectuses before making any investment decisions.

INVESTMENT OF CONTRIBUTIONS AND CHANGING INVESTMENT CHOICES

TIP has a variety of funds in which your contributions may be invested. These funds are handled by professional investment managers or, with respect to the NS Stock Fund, by the Trustee. Each has a different degree of risk and profit potential associated with it.

You must choose how you want TIP to invest your Pre-Tax Contributions (or your Roth Contributions, if you have not elected to make Pre-Tax Contributions). If you do not make any investment elections, your account will automatically be invested in the Vanguard Wellington Fund. Catch-Up Contributions, Rollover Contributions and Matching Contributions will be invested in the same manner as you have elected to invest your Pre-Tax Contributions (or your Roth Contributions, if you have not elected to make Pre-Tax Contributions).

You may change your investment choices with respect to future contributions at any time. In most cases, a change will be effective as of the date your next contribution is deposited in the Plan, so long as you make your election no later than 4:00 p.m. Eastern Time on the business day on which you want the change to be effective.

You may also change the way in which your current account balances are invested at any time, i.e., shift or exchange money among funds. These shifts may be made without changing the way your future contributions are invested. In most cases, a change will be effective at the end of the business day, so long as your election change is made no later than 4:00 pm Eastern Time on that date, and the value of the assets which are shifted will be their value on the day your election to shift is effective.

You may divide your contributions among any or all of the available funds, giving considerable thought to your own retirement needs and the investment risks involved. You should read the Plan Prospectus and the prospectus for each fund carefully, as they will give you the historical rates of return and relative degrees of risk for the funds, as well as other important information.

The following investment options are open to new contributions and exchanges for all of your accounts under TIP. The funds are divided into two categories – Core Funds and Target Retirement Funds:

Core Funds

Core funds include stock, bond, stable value, and balanced mutual funds. TIP's Core investment options are listed below generally by overall risk level (low to high), which takes into account the different types of risk applicable to each fund's asset class and investment style. Because the NS Stock Fund represents the stock of only one company rather than a group of companies, it is listed as the highest-risk option in the Core Fund group:

Fund Name – Core Funds	Fund Type
Vanguard Retirement Savings Trust	Stable value fund
Western Asset Core Bond Portfolio	Intermediate-term bond fund
Vanguard Wellington™ Fund	Balanced fund (stocks and bonds)
Vanguard Windsor™ II Fund	Growth and income stock fund
Vanguard 500 Index Fund	Growth and income stock fund
Vanguard Growth Index Fund	Growth stock fund
Vanguard Strategic Equity Fund	Mid-cap blend equity fund
Royce Premier Fund	Small-cap blend equity fund
Vanguard International Growth Fund	International stock fund
NS Stock Fund	Company stock fund investing primarily in Norfolk Southern Corporation common stock

Personal Online Advisor And Managed Account Program

The Plan Administrator has arranged for Vanguard Advisers, Inc. (VAI), a federally registered investment advisor and subsidiary of Vanguard, to provide TIP participants with investment advice with respect to Core Funds in their TIP accounts. VAI, in turn, uses a computer program developed by Financial Engines, which is an independent, registered investment advisor. Financial Engines' advisory tools analyze complex fund data to provide either personalized investment recommendations through the Personal Online Advisor or portfolio management through the Managed Account Program. Financial Engines does not sell investments or receive commissions for funds it recommends.

Although neither VAI nor Financial Engines can guarantee your future results, Financial Engines' investment strategies are based on a proven methodology that creates a target allocation for you based on your current age and assumed age at retirement. You can provide Financial Engines with additional information to more closely tailor your target allocation under the Plan to your individual circumstances. Such additional information might include:

- the age at which you plan to retire;
- your desire to take on more or less risk than the target allocation suggested by the program;

- Railroad Retirement and/or Social Security annuities for you and your spouse and pensions from previous employers or spouse's employers;
- the savings and investments you hold outside of TIP (although VAI's Managed Account Program, described below, won't provide investment advice or management for savings and investments that you hold outside of TIP, it will consider them in providing you with advice as to the investment of your TIP assets); and
- the percentage of your investment in the NS Stock Fund (although VAI's target allocation will not permit the maximum percentage of the NS Stock Fund to exceed 20% of your TIP account balance).

The investment advice is provided in either of two formats – through the **Personal Online Advisor** or the **Managed Account Program**. **You will get similar investment advice based on the Financial Engines computer model regardless of which of these formats you choose.** So what's the difference?

- If you use the free **Personal Online Advisor**, VAI will offer investment advice to you about how to invest your assets in TIP and you may implement any recommended changes suggested by VAI. You are under no obligation to accept any suggestions provided by the Personal Online Advisor. Since you have the sole investment authority over your TIP account, neither VAI, Vanguard nor Financial Engines will be able to make investment decisions regarding your TIP account. You can access the Personal Online Advisor through the Vanguard website at www.vanguard.com.
- If you choose to enroll in the **Managed Account Program**, VAI will constantly monitor your TIP accounts and will have discretionary authority over your TIP accounts. This means that you are granting VAI the ability to buy and sell investments on your behalf in your TIP accounts without obtaining your approval for each individual transaction. *If you enroll in the Managed Account Program, you will be unable to control or manage the investments in your TIP accounts or access the Personal Online Advisor, unless you contact Vanguard and end your participation in the Managed Account Program.*

The fee for participating in the Managed Account Program is as follows:

- 40 basis points (0.40%) per year for the first \$100,000 in TIP assets;
- 30 basis points (0.30%) per year for the next \$150,000;
- 20 basis points (0.20%) per year for the next \$250,000; and
- 10 basis points (0.10%) per year for TIP assets over \$500,000.

There is a minimum \$5 monthly fee if you enroll in the Managed Account Program under TIP. Any fee will be deducted proportionately from the balance invested in the mutual funds held in your TIP account.

You may enroll in the Managed Account Program at any time by signing the Managed Account Program Enrollment Form and returning it to Vanguard. You can receive a copy of the Managed Account Program Enrollment Form, or terminate your participation in the Managed Account Program, by contacting a Vanguard Associate at 800-523-1188 between 8:30 a.m. to 9:00 p.m. Eastern time (except on holidays observed by the New York Stock Exchange). If you terminate your participation in the Managed Account

Program, your TIP accounts will remain invested in the investment options last selected by Financial Engines until you take further action to reallocate your accounts.

Target Retirement Funds

Vanguard's Target Retirement Funds are designed to be a single investment option, as they are created for both a particular risk tolerance and a timeframe for when the money will be needed. If you choose to invest in a Target Retirement Fund, you should invest in the Target Retirement Fund with the date that most closely matches your expected retirement year (or, if later, the year following retirement when you expect to need the funds from TIP). For example, if you think you'll retire in or around 2035, choose the 2035 Fund. The farther a Target Retirement Fund is from its target retirement year, the more weighted the fund is toward stocks. Each date-specific Target Retirement Fund will gradually and automatically shift its asset allocation over time to more conservative investments. The Vanguard Target Retirement Income Fund is unlike the other Target Retirement Funds in that it maintains a balanced mix of conservative investments, which is intended to produce income while preserving the original investment.

Although a Target Retirement Fund can relieve you of the need to constantly reset your asset allocation of your TIP portfolio, you need to examine the particular Target Retirement Fund's asset allocation and be sure that it fits your tolerance for risk. If a particular Target Retirement Fund's objective is too conservative or too aggressive for you, you should consider investing in a different Target Retirement Fund or creating your own investment mix from the Core Funds.

Because Target Retirement Funds promise diversification in a single fund, some financial advisors suggest that they should be the sole investment in a retirement plan portfolio. Mixing Target Retirement Funds with other funds may misalign an investor's Target Retirement Fund portfolio with his or her investment goals. For example, if a TIP participant with an investment in the Vanguard Target Retirement 2015 Fund also owns stock funds, he may be overweighted in stock holdings for an investor who is less than a decade from retirement. So, if you invest in other funds in addition to a Target Retirement Fund, you should consider if you have properly allocated all of your investments for your investment situation. The following Target Retirement Funds are available under the Plan:

Target Retirement Funds	
Vanguard Target Retirement Income Fund	
Vanguard Target Retirement 2005 Fund	Vanguard Target Retirement 2030 Fund
Vanguard Target Retirement 2010 Fund	Vanguard Target Retirement 2035 Fund
Vanguard Target Retirement 2015 Fund	Vanguard Target Retirement 2040 Fund
Vanguard Target Retirement 2020 Fund	Vanguard Target Retirement 2045 Fund
Vanguard Target Retirement 2025 Fund	Vanguard Target Retirement 2050 Fund

Where to Find More Information About the Plan's Investment Options

The investment options for TIP are described in the Plan Prospectus and in the individual prospectuses for the funds. A copy of the Plan Prospectus has been given to you. You may obtain another copy of the Plan Prospectus or copies of the fund prospectuses from a Participant Services Associate at Vanguard by calling Vanguard at **800-523-1188** (Spanish: 800-828-4487; hearing impaired: 800-523-8004).

Employees may also view or print a copy of the Plan Prospectus from the Employee Resource Center (ERC).

It's easy to access your account, change or redirect future contributions, shift existing balances, and learn about the investment options online or by telephone. Here's how:

- **Online.** Go to www.vanguard.com and sign-on using your Vanguard User Name and Password. If you haven't registered to use the Vanguard website, click the "Sign up for access" link (you will need the TIP plan number (090087), and your Social Security number, date of birth, and home zip code).
- **By telephone at 800-523-1188.** Call the 24-hour automated VOICE[®] Network to conduct transactions, get detailed fund information, and more. (Spanish: 800-828-4487; hearing-impaired: 800-523-8004.) You will need your Social Security number and personal identification number (PIN) to use VOICE. If you prefer or you don't have a PIN, you can speak with a Vanguard Participant Services Associate Monday through Friday from 8:30 a.m. to 9 p.m., Eastern Time, for help with transactions and answers to your questions.

There is no minimum dollar requirement for transfers, and there is generally no fee associated with transfers between funds; however, a redemption fee may be charged for exchanges of certain Vanguard funds held for short periods of time. Please refer to the appropriate Vanguard prospectus for additional information.

The Board of Managers will, on a periodic basis, review the performance of the investment options under the Plan and may recommend the addition of a new, or elimination of an existing, diversified investment option under the Plan. Participants will be notified if the Board of Managers adds or eliminates any such funds.

TRADING RESTRICTIONS

If you exchange any amount out of a fund that is offered under the Plan (other than the Vanguard Retirement Savings Trust or the NS Stock Fund), you will have to wait 60 calendar days before transferring back into the same fund. In the case of multiple exchanges, exchanges out of the funds will remain unlimited but exchanges back into the funds will not be permitted for 60 calendar days after the last exchange out. Reallocation and rebalancing transactions are subject to the frequent trading policy. The frequent trading policy does not, however, apply to an investment that you make through purchases of shares by payroll deduction, employer

contribution, rollover contribution, loan repayments, or dividend or capital gains distributions. The frequent trading policy also does not apply to sales of shares through distributions, loans, or rollovers.

In certain circumstances, such as if you engage in excessive and frequent trading, the Plan Administrator may impose trading limitations under the Plan which may affect your ability to shift existing balances between or among funds. A violation of one or more of these limitations may result in additional restrictions on your account(s).

Certain other trading restrictions, such as the restriction on insider trading with regard to the NS Stock Fund, are described in the Plan Prospectus.

INVESTMENT OF INCOME AND DIVIDENDS

The income received and distributed in cash to TIP, in the form of dividends or otherwise, from investment options held in your accounts will be retained in the respective account and reinvested in the investment option from which such income was distributed unless you elect to receive the dividends on Norfolk Southern Stock distributed to you in cash, as described below under "Dividends Paid on NS Stock."

RISK AND RETURN OF INVESTMENT OPTIONS

All investments carry an associated level of risk that the investor must bear, but different investments have different levels of risk. Risk includes the possibility that an investment may not perform as well as expected, as well as the possibility that the return for an investment may be negative.

Historically, investments in common stocks have usually provided higher returns than investments in bonds over the long term. However, prices of common stocks have tended to vary more than bond prices. Similarly, investments in bonds have usually provided higher returns than investments in short- and medium-term fixed income securities, but bond prices have tended to experience greater variability than those of short- and medium-term fixed-income securities.

TIP's investment options offer materially different risk and return characteristics. You can find information on the risk and return of TIP's investment options in the Plan Prospectus and in the individual fund prospectuses.

Risk of Investment in the NS Stock Fund

Because the NS Stock Fund invests only in Norfolk Southern Common Stock (and in such amounts of cash and/or cash equivalents as may be needed for liquidity purposes), it is generally a riskier investment than the Plan's other investment alternatives. Individual stocks like Norfolk Southern Common Stock also tend to experience more volatility—that is, larger and more frequent ups and downs in value—than mutual funds like the Plan's other investment alternatives. Participants should be aware of these risks before investing in the NS Stock Fund. Participants who choose to invest in the NS Stock Fund may want to limit their holdings in the NS Stock Fund because the risk of investing a large percentage of their retirement savings in a single stock fund may outweigh the potential benefits of the investment.

The Importance of Diversifying Your Retirement Savings

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk. Therefore, you should carefully consider the rights described in this notice and how these rights affect the amount of money that you invest in company stock through the Plan.

It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

PURCHASE PRICE OF YOUR INVESTMENTS

The NS Stock Fund is a “unitized” stock fund. Your investment in the NS Stock Fund (if any) is not described by a number of shares owned, but is instead described as “units”. This is because the NS Stock Fund holds not only shares but also cash and cash equivalents (as described in the Plan prospectus) for liquidity purposes. A unit value is assigned to each participation unit in the Fund, and the unit value is determined by dividing the total value of the Fund (as described in the Plan Prospectus) by the number of participation units credited to all accounts in the Plan. The unit value of the NS Stock Fund will closely track the investment performance of publicly traded shares of Norfolk Southern stock, but not mirror it exactly due to the cash component of the Fund.

The Trustee will purchase and sell shares of Norfolk Southern Corporation common stock as may be required by the NS Stock Fund either in the open market or by allocating the shares within the master trust to another 401(k) plan of NS which participates in the master trust. The value of the shares allocated to other plans within the master trust will be their closing price on the New York Stock Exchange on the day the allocation is effective.

Norfolk Southern may contribute any Matching Contributions which are made to the NS Stock Fund in cash or in shares of Norfolk Southern Corporation common stock, in which case the value of such shares for the purpose of determining the Matching Contribution will be the closing price of Norfolk Southern Corporation common stock on the business day preceding the day the contribution is made.

The Trustee will purchase directly units of participation in the Vanguard Retirement Savings Trust (except that participation units may be allocated from your account to another participant's account in connection with the liquidation of all or a part of your investment in the Vanguard Retirement Savings Trust) in a number then equivalent in value to all participants' contributions to the Vanguard Retirement Savings Trust, with the rate of return to be that provided by the Vanguard Retirement Savings Trust.

The Trustee will purchase directly shares in the Plan's other investment funds (except that shares may be allocated from your account to another participant's account in connection with the liquidation of all or part of your investments) at a price per share equal to the then current net asset value per share of each respective fund. The "net asset value per share" means the value of the net assets of each fund (securities and other assets minus liabilities) divided by the number of shares of that fund outstanding.

TRANSACTION FEES AND EXPENSES

All commissions and fees incurred by the Trustee in the purchase of Norfolk Southern Corporation common stock for the NS Stock Fund and all administrative fees are paid by the NS Stock Fund and are charged against the value of investments in the Fund. These fees will be borne by you if you invest in the NS Stock Fund. The annual administrative fees of the NS Stock Fund are 0.16% of the total value of the Fund. This fee may change in the future.

The administrative costs of the investment funds (other than the NS Stock Fund) that are made available under the Plan are charged against the value of investments in those funds. These costs are described in the prospectuses for other investment funds and will be borne by you if you choose to invest in these funds.

All other administrative costs arising under TIP are borne by the Plan and its participants, except any expenses which Norfolk Southern, in its discretion, chooses to pay.

FOR MORE INFORMATION ON YOUR INVESTMENT OPTIONS

In addition to the fund descriptions and risk and return information provided in this plan description, you should consult the prospectus for TIP and the prospectus for each investment option before making any investment decisions. In addition, you may request the following information regarding your investment alternatives by calling Vanguard at **800-523-1188** (Spanish: 800-828-4487; hearing impaired: 800-523-8004):

- A description of the annual operating expenses of each investment alternative which reduce the rate of return, and the aggregate amount of such expenses expressed as a percentage of average net assets;
- Copies of any prospectuses, financial statements and reports, and any other materials relating to the investment alternatives available under the Plan, to the extent such information is available to the Plan;
- A list of assets comprising the portfolio of each investment alternative and its value;
- Information concerning the values of shares or units in each investment alternative, as well as the past and current investment performance of such alternative determined net of expenses, on a reasonable and consistent basis; and
- Information concerning the value of shares or units of investment alternatives held in your account.

BENEFITS UNDER THE PLAN

The normal form of payment under TIP is a single lump-sum cash distribution which in most cases can be rolled over to an individual retirement account or another employer's retirement plan. If you prefer, you may elect to receive the portion of your accounts (other than your Roth Contributions Account and Catch-Up Roth Contributions Account) that are invested in the NS Stock Fund in a stock certificate (whole shares only) rather than cash. If you do not affirmatively elect a distribution of stock, your distribution will be made in cash. You may request a permitted distribution by contacting Vanguard at **800-523-1188**.

WHEN BENEFITS BEGIN

The full value of your account will be distributed following your **Termination of Employment, Retirement, Disability, or Death**, as described below. You may be eligible to rollover the distribution to another eligible retirement plan, as described in the "Income Tax Implications" section. In addition, you should refer to the "Income Tax Implications" section for information about the tax treatment of your distribution.

Benefits at Termination of Employment

Under TIP, you are always 100% vested in the full value of your account. Your account belongs to you even if you resign or lose your job. The full value of your account is payable as soon as administratively feasible after you terminate employment (which includes termination of all seniority rights or relinquishment of all seniority rights under any applicable collective bargaining agreement.) The method of distribution will vary depending on the value of your account (excluding rollover contributions) as described below.

Dollar Thresholds

\$1,000 or less. If your vested account balance is \$1,000 or less, you will receive a lump-sum cash distribution of your account balances *unless* you request a rollover distribution of your account to an eligible retirement plan within 60 days of your termination of employment.

More than \$1,000 but less than \$5,000. If your vested account balance is more than \$1,000 but less than \$5,000, it cannot be left in the Plan. You may request that a lump-sum cash distribution be made to you or you may request a rollover distribution of the account balance to an eligible retirement plan. If you do not affirmatively elect a cash distribution or rollover distribution within 60 days of your termination of employment, your TIP account balance (other than any Roth Contributions, Catch-Up Roth Contributions or earnings on such amounts) will automatically be rolled-over to a new individual retirement account (IRA), and any Roth Contributions, Roth Catch-Up Contributions, and earnings on such amounts will be rolled-over to a Roth IRA, as required by federal law. Your account balance in the Plan will be invested in a Vanguard IRA and/or Roth IRA, as applicable, and invested in the Vanguard Prime Money Market Fund (ticker symbol VMMXX). This fund was chosen because federal regulations require that the investment selected for the automatic rollover feature must preserve principal and provide a reasonable rate of return and liquidity.

Any fees related to the establishment and maintenance of your Vanguard IRA will be borne by your Vanguard IRA. After your Vanguard IRA is established, you can transfer the assets to a different Vanguard fund, or transfer the assets to an IRA at another financial institution or roll them over to another employer's eligible retirement plan (if the other employer's plan permits rollovers).

More than \$5,000. If the total value of your vested account is more than \$5,000, and you are under age 65, you may defer distribution until you reach age 65. You must take a full distribution of your account when you reach age 65, either as a cash distribution or rollover distribution. In either case, you may elect to receive the portion of your pre-tax accounts (not Roth accounts) that is invested in the NS Stock Fund in the form of a stock certificate (whole shares only).

Benefits at Retirement

The full value of your account is payable as soon as administratively feasible if you retire and are eligible for a retirement annuity under the Railroad Retirement Act or Social Security Act, or if you retire under the Retirement Plan of Norfolk Southern Corporation and Participating Subsidiary Companies.

If you retire before age 65, your benefit will be distributed as described above under the section captioned "Dollar Thresholds" except that you should substitute the phrase "retirement" for "termination of employment."

Benefits upon Disability

The full value of your account is payable as soon as administratively feasible if you terminate your employment because you become totally and permanently disabled such that you are eligible for and receive a disability annuity under the Railroad Retirement Act or the Social Security Act or are eligible for and receive a benefit under the Company's Long-Term Disability Plan for its nonagreement employees.

If you become disabled before age 65, your benefit will be distributed as described above under the section captioned "Dollar Thresholds" except that you should substitute the phrase "disability date" for "termination of employment."

Benefits at Death

If you die prior to distribution of your account, the full value of your account will be distributed to your beneficiary(ies) (or to your estate in the absence of a beneficiary).

Your beneficiary(ies) may not defer distribution to a later date. However, if your beneficiary is your surviving spouse, your spouse may be eligible to rollover the distribution to an eligible retirement plan by following the rollover procedures described in the "Income Tax Implications" section.

In addition, effective January 1, 2007, if your beneficiary is an individual other than your surviving spouse, the non-spouse beneficiary may defer taxation of the benefit by making a direct trustee-to-trustee transfer of the benefit into an individual retirement account (IRA) that is established solely for purposes of receiving the benefit, provided that the inherited IRA requires the non-spouse beneficiary to start taking minimum required distributions by the end of the calendar year after the year of your death. This rule only applies to a non-spouse beneficiary who is an individual, who you designate as a beneficiary under the Plan, or to a trust maintained for the benefit of one or more designated beneficiaries; it does not apply to beneficiaries who are estates or charities.

BENEFICIARY DESIGNATION

You may designate one or more beneficiaries to receive your TIP benefit in the event of your death. The choice of a beneficiary(ies) is yours. However, the law requires TIP to treat your spouse at the time of your death as your sole beneficiary unless (i) you have made an election to the contrary, which has been approved in writing by your spouse and witnessed by a notary

public, or (ii) a prior Qualified Domestic Relations Order (QDRO) requires part of your benefits to be distributed to a former spouse (refer to the “**Qualified Domestic Relations Order**” section below).

There are four situations to consider:

1. If you are not married, you may name any beneficiary you choose.
2. If you are married and want to name your spouse as sole beneficiary, simply make that designation on the form and return it. Your spouse does not have to sign anything.
3. If you are married and want to name someone other than your spouse as sole or partial beneficiary, you must do so on the beneficiary designation form. In addition, you must have your spouse sign the authorization on the form consenting to this beneficiary designation and have your spouse’s signature witnessed by a notary public.
4. If you marry in the future, please consider that the Plan must, by law, consider your spouse at the time of your death your beneficiary unless you have followed the procedure in paragraph 3 above. If you have designated a different beneficiary without your spouse’s written and witnessed consent, TIP must ignore that designation in favor of your spouse.

ASSIGNING BENEFITS

By law, you may not transfer your interest in TIP. This means you may not sell it, use it as collateral or otherwise give it away. Your creditors may not attach or garnish your interest in TIP. However, a court order, as described below, could require that all or a portion of your Plan benefits be paid to a spouse, former spouse, child, or other dependent.

QUALIFIED DOMESTIC RELATIONS ORDER

The Plan Administrator could be required to use some or all of your account to pay court-ordered alimony, child support or other transfer of assets directly to a spouse, former spouse, child, or other dependent. The court order or administrative order must follow a certain form and contain certain information. If it does not, the Plan Administrator may not, by law, honor it. If it does, TIP must comply with it. The Plan Administrator and legal counsel, if necessary, will determine whether the court order or administrative order must be followed. If desired, a proposed order may be submitted in advance for review. You may obtain, without charge, a copy of the procedures governing qualified domestic relations order determinations by a written request to the Board of Managers. The procedures, and a model QDRO, are available online at www.nscorp.com.

If the Plan Administrator determines that the order must be followed, a separate account will be established for your former spouse, child or other dependent (the “Alternate Payee”). The Alternate Payee may request an immediate distribution of his or her account, unless the order specifically prohibits an immediate distribution.

WITHDRAWALS OR LOANS WHILE EMPLOYED

The primary purpose of investing in TIP is to improve your financial security at retirement. However, loans, withdrawals, and distributions are permitted in certain circumstances. You may request permitted loans and withdrawals by contacting Vanguard at 800-523-1188 or online at www.vanguard.com.

Loans

If you are in active service and on a current payroll, you may borrow all or a portion of the balance of your Pre-Tax Contributions, Roth Contributions, Catch-Up Contributions and/or Rollover Contributions Accounts subject to the following limitations:

- The amount of the loan may not be less than \$1,000, nor may it exceed, when added to the outstanding balance of all other loans from TIP, the lesser of \$50,000 (reduced by the excess, if any, of the highest outstanding balance of loans from TIP to you during the one-year period ending on the day before the date on which such loan was made, over the outstanding balance of loans from TIP on the date on which the loan was made) or ½ of the balance of your total accounts.
- Only one loan can be made during any calendar year.
- You may not apply for a loan if you have three or more outstanding loans.
- All loans must be repaid by payroll deduction while you are in active service. You may, however, pay off a loan with a lump-sum payment, as described below.

Receiving a loan from TIP requires liquidating some of your investments in TIP. You may elect from which investment option or options the liquidation of assets will be made. In the absence of an election, the liquidation will be made on a pro rata basis among the investment options in your account to the extent required to provide sufficient cash for the loan being requested.

When you take a loan from TIP, you will be required to execute a promissory note for the amount of the loan plus interest, and the loan will be secured by your entire right, title and interest in your Pre-Tax Contributions, Roth Contributions, Catch-Up Contributions and/or Rollover Contributions Accounts.

Loan payments may be suspended during a military leave, as permitted under the Uniformed Services Employment and Reemployment Rights Act of 1994. Please contact the Employee Benefits office at 757-664-2008 if you wish to request suspension of loan repayment during a military leave of absence.

Loan Fees

There is a \$35 loan application fee which will be deducted from the initial loan proceeds. For loans made after January 1, 1997, an annual maintenance fee of \$20 will be charged and automatically deducted from your account each July after the first year of the loan. The maintenance fee is not charged in the first year of the loan.

If You Retire, Become Disabled or Leave Norfolk Southern And Have Outstanding Loans

If you retire, become disabled or separate from service with an outstanding loan balance(s), the balance of the loan(s), plus interest, will be immediately due and payable. The Board of Managers may impose such other requirements for repayment as in their judgment shall be appropriate. If you have not repaid your loan in full at the time of distribution of your account balances as a result of your retirement, disability, separation from service or death, the Managers will first satisfy this indebtedness from any amount payable to you or your beneficiary from TIP before making any distribution.

Likewise, if you should default on a loan and in the judgment of the Managers, based on analysis of your financial information, you would be eligible for a hardship withdrawal from your Pre-Tax Contributions, Roth Contributions, Catch-Up Contributions and/or Rollover Contributions Accounts, the Managers shall foreclose upon your Pre-Tax Contributions, Roth Contributions, Catch-Up Contributions and/or Rollover Contributions Accounts to the extent necessary to cover your outstanding loan balance and interest.

Loan Terms and Interest Rate

The term of a loan is at your option and can be from one to five years. Loans made before January 1, 1987 to acquire, construct, reconstruct or substantially rehabilitate your principal residence may be continued for the period originally covered in the promissory note.

Loans will bear interest at a fixed rate to be established at the time the loan is made. The rate shall be equal to the average of the rates charged for share-covered loans by the MemberOne Federal Credit Union in Roanoke and the Thrift Credit Union in Atlanta (rounded to the nearest whole percentage amount) and shall be determined five days before the first day of each quarter, to be effective that quarter. Interest on any loans made before January 1, 1987, will only be deductible as otherwise provided by the federal income tax rules. Interest on loans made from TIP on or after January 1, 1987, is not deductible under current federal income tax rules.

Loan Payments

Payments are deducted from your pay each pay period. However, if you want to pay off a loan balance with a lump-sum payment, you may contact Vanguard at **800-523-1188** to obtain the loan payoff amount. You must then submit a certified check or money order made payable to "Vanguard Fiduciary Trust Company" to:

Via US Mail:

The Vanguard Group
Attention: Plan # 090087
PO Box 2900
Valley Forge, PA 19482-2900

Via Overnight Carrier:

The Vanguard Group
Attention: Plan # 090087
400 Devon Park Drive
Wayne, PA 19087

Be sure to include your name, social security number and loan number on the check.

Withdrawals

You may make withdrawals from TIP while employed as described below.

From Your After-Tax (Formerly “Voluntary”) Contributions Account

You may withdraw all or a portion of your account attributable to your After-Tax Contributions by contacting Vanguard. Unless you elect otherwise, your withdrawal will be made pro-rata from your After-Tax Contributions Account’s investment options.

Your withdrawal of After-Tax Contributions may have some income tax implications. Please refer to the “Income Tax Implications” section for details.

From Your Matching Contributions Account

You may withdraw shares of Norfolk Southern Corporation common stock (if your Matching Contributions are invested in the NS Stock Fund) or take a cash distribution from your Matching Contributions Account, provided that the contributions being withdrawn have been held in TIP for at least two years. If you have been a member of TIP for five years, you may withdraw all or a portion of your Matching Contributions Account any time during the year, regardless of the period of time the contributions have been held.

Your withdrawal of Matching Contributions may have some income tax implications. Please refer to the “Income Tax Implications” section for details.

From Your Rollover Contributions Account

You may withdraw all or a portion of your Rollover Contributions Account any time during the year. You may withdraw shares of Norfolk Southern Corporation common stock (if your Rollover Contributions are invested in the NS Stock Fund) or take a cash distribution from your Rollover Account.

Your withdrawal of Rollover Contributions may have some income tax implications. Please refer to the “Income Tax Implications” section for details.

For Hardship

In the event of extreme hardship, the Plan Administrator may approve a request for withdrawal of a portion of your Roth Contributions, Pre-Tax Contributions and/or Catch-Up Contributions (but not the earnings credited to such contributions). Your Roth Contributions and Catch-Up Roth Contributions (if any) will be distributed before your Pre-Tax Contributions and Catch-Up Pre-Tax Contributions. A request for hardship withdrawal will be reviewed by the Plan Administrator to assure that it meets the criteria established under federal law and the Plan.

Under the law, a hardship situation is one where you experience a heavy and immediate financial need and you have no other resources available to you to satisfy that need. Acceptable hardship reasons are limited to the reasons listed below. The following chart also sets forth some examples of corresponding documentation which may be required to establish your hardship.

Reason for Hardship Withdrawal	Examples of Required Documentation
Payments of medical expenses not covered by a health care plan for you, your spouse, your dependent children, or your other tax dependents.	Explanation of claims processed or benefits paid from health care plan administrator and current medical bills.
Payments of tuition, related educational fees, and room and board expenses for the next 12 months of post-secondary education for you, your spouse, your children or your tax dependents.	Detailed statement from educational institution.
The purchase of your principal residence (not including mortgage payments).	Real estate purchase contract and Good Faith Estimate of closing costs.
Obtain funds necessary to prevent eviction from your principal residence or foreclosure on the mortgage of that residence.	Eviction notice from rental agent or foreclosure notice from your mortgage holder.
Payment for burial or funeral expenses for your parent, spouse, children, or dependents (excluding pre-payment of a burial plan)	Death Certificate accompanied by a bill from a mortician or funeral home.
Expenses in excess of \$100 for repair of damage to your principal residence that occur as a result of fire, storm, shipwreck or other casualty, or from theft, that would qualify as deductible casualty expenses (determined without regard to the 10% "floor" for deductibility). (Note that you cannot obtain a hardship distribution as a result of a casualty loss if you have been or will be compensated by insurance or otherwise for the loss.)	Estimate of the repair costs or an actual invoice and a statement from the employee with a description of the loss, including identification of the cause of damage and an affirmation that (1) the loss was not reimbursed by insurance or otherwise, and (2) the repairs are necessary to restore the property to its condition immediately before the casualty. Supporting documentation must be dated no more than six months before Vanguard receives your hardship request.

Before taking a hardship withdrawal, you must exhaust every other possibility under TIP or under any other plan of Norfolk Southern for obtaining the funds needed, including withdrawing from your After-Tax Contributions Account, your Matching Contributions Account, your Rollover Contributions Account and obtaining a loan. Further, the amount requested for the hardship withdrawal may not be more than the amount which is needed to meet the hardship and any penalties or taxes associated with the withdrawal.

If your hardship withdrawal is approved, your contributions to any 401(k) or other deferred compensation plan sponsored by Norfolk Southern must be suspended for six months beginning with the date of withdrawal. For the calendar year following the year in which you make the withdrawal, the maximum dollar limit on contributions which applies to you is reduced by the amount of contributions you made to TIP in the year you took the hardship withdrawal.

Hardship withdrawals are not eligible rollover distributions and cannot be rolled over to an eligible retirement plan.

DIVIDENDS PAID ON NORFOLK SOUTHERN STOCK

You may elect to have dividends payable with respect to Norfolk Southern Corporation common stock held in the NS Stock Fund paid to the plan and either:

- distributed to you in cash as soon as practicable, or
- reinvested in the NS Stock Fund.

Dividends will be reinvested in the NS Stock Fund, unless you contact Vanguard and elect to have them distributed to you in cash. However, if you take a hardship withdrawal, your dividends will be distributed to you in cash, unless you contact Vanguard after you receive the hardship withdrawal and elect to have the dividends reinvested in the NS Stock Fund.

Electing to have dividends paid to the Plan and distributed in cash may have some income tax implications. Please refer to the “Income Tax Implications” section for details.

You can make or change your dividend election by calling Vanguard at 800-523-1188.

INCOME TAX IMPLICATIONS

Tax laws governing distributions from TIP are complex and change frequently. You should consult your personal tax advisor before you make any decisions that might affect your tax situation. However, the following are some general comments on the tax treatment of payments to you from TIP.

When you receive a distribution from TIP of Pre-Tax Contributions, Catch-Up Pre-Tax Contributions, Matching Contributions, Rollover Contributions, or PAYSOP Contributions, and the earnings on such contributions, you will be taxed on the distribution as ordinary income in the year you receive it. The earnings on your After-Tax Contributions are similarly taxed as ordinary income in the year you receive such earnings. The distributions of your Roth Contributions, Catch-Up Roth Contributions and the *earnings* on those contributions will be free from federal income tax and, in some states, state income tax when distributed provided that the requirements described in the section “Tax Advantages of Roth Contributions” are satisfied. If these requirements are not satisfied, the distributions will be subject to a 10% early distribution penalty.

If you receive, in the form of a stock certificate, a distribution of Norfolk Southern Corporation common stock held in the NS Stock Fund that is either attributable to After-Tax Contributions or is part of a lump-sum distribution, you can defer taxes on the “net unrealized appreciation” (that is, the increase in value of the NS stock while it was held in the NS Stock Fund in TIP) until the stock is actually sold. Upon sale of the stock, the net unrealized appreciation is taxed at the long-term capital gain rate, which may be more favorable than the ordinary income tax rate. This is in contrast to the regular tax rules, which, absent making an eligible rollover of the distribution, would subject a distribution to income tax in the year of distribution. For this purpose, a “lump-sum” distribution is defined as a distribution or payment, within one year, of

the entire balance of your TIP account, which is payable either (1) on account of the employee's death or (2) after the employee reaches age 59½. Although there may be tax advantages of holding a portion of your TIP investment in the NS Stock Fund and receiving a distribution in common stock certificates, there is a risk in investing in the NS Stock Fund, as described under the section "Risk and Return of Investment Options." You should speak with your financial or tax adviser about the risk of investing in the NS Stock Fund as compared with the potential tax benefits of net unrealized appreciation. You cannot receive a distribution from the NS Stock Fund in the form of a stock certificate from a Roth Contributions Account or Catch-Up Roth Contributions Account.

If you receive a distribution from TIP, an additional 10% early distribution penalty will be applied to the taxable portion of your distribution, unless the distribution is for a reason listed below:

- You make a withdrawal while you are employed, but after age 59½.
- The distribution is made because you leave Norfolk Southern after age 55, die, or become disabled.
- You are required to receive a distribution by a qualified domestic relations order.
- You receive a distribution to pay medical expenses in excess of 7½% of your adjusted gross income.
- You roll the distribution over to an IRA or eligible retirement plan (see section below on Rollover Distributions).
- The payment is paid directly to the United States government to satisfy a federal tax levy.

Rollover Distributions

If you roll over your distribution from TIP to an IRA or eligible retirement plan (or, in the case of Roth Contributions or Catch-Up Roth Contributions, to a Roth IRA), your distribution will be tax-deferred and will not be subject to the 10% early distribution penalty which may otherwise have applied (see section above).

You may roll over any distribution from TIP that qualifies as an eligible rollover distribution. In general, any distribution from TIP is an eligible rollover distribution if:

- The distribution was not a required minimum distribution; and
- The distribution was not part of a series of substantially equal periodic payments paid over ten or more years, your lifetime, or the lifetimes of you and your beneficiary.

Hardship withdrawals are not eligible rollover distributions. In addition, eligible rollover distributions do not include any amount deemed to be distributed as the result of a default on a Plan loan.

You may choose to have an eligible rollover distribution rolled over directly to an IRA or eligible retirement plan that accepts rollovers. After-Tax Contributions can be rolled over to an IRA or eligible retirement plan, provided the plan agrees to separately account for the after-tax contributions and earnings on those contributions. Alternatively, your eligible rollover distribution may be paid to you and you can then roll it over to an IRA or eligible retirement plan within 60 days of the date you receive the distribution.

Your Roth Contributions, Catch-Up Roth Contributions and the earnings on such contributions may only be rolled over to either a Roth IRA or to another employer plan that is qualified under section 401(a) of the Internal Revenue Code that agrees to separately account for the Roth Contributions and Catch-Up Roth Contributions. If you choose to rollover such amounts to another employer's eligible retirement plan, you may only make a direct rollover (*i.e.*, trustee-to-trustee transfer) of such amounts. Alternatively, if you receive a distribution of such amounts, you can roll over the distribution to a Roth IRA within 60 days of the date you receive the distribution.

If an eligible rollover distribution is paid to you, TIP is required by law to withhold 20% of your distribution as federal income tax withholding. If you are paid the distribution and subsequently roll it over, the withheld amount must be replaced from another source if you wish to avoid income tax and possible early distribution penalties on that amount.

Dividends Paid On Norfolk Southern Stock

If you elect to have the dividends on Norfolk Southern Stock distributed to you in cash, you will be taxed on the distribution as ordinary income in the year you receive the dividend distributions. The distribution will not be subject to the 10% early distribution penalty (see above). There will not be federal income tax withholding on the dividend distribution. If the dividends are reinvested in the NS Stock Fund, the dividends and any earnings on those dividends are tax-deferred.

FUNDING

All contributions to TIP are held in a trust fund administered by the Trustee and are invested according to TIP and the Trust Agreement and your investment choice. The money in the trust fund, including investment income, must be used exclusively for the benefit of Plan participants and their beneficiaries. Earnings from your share of investments in the trust fund are added to your account balance.

TYPE OF ADMINISTRATION

The Plan is administered by a Board of Managers appointed by the Board of Directors of Norfolk Southern Corporation. The Board of Managers supervises the operation of the Plan and has the discretionary authority to interpret the meaning of the provisions of the Plan and eligibility for participation and benefits. The Board of Managers receives no remuneration with respect to its services for TIP.

The Board of Managers is not responsible for the selection of the investments in your Accounts. The responsibility for the investment of your Accounts rests with you, in accordance with the Plan's provisions for the direction of investments within a selected group of investment funds.

YOUR COOPERATION IS REQUIRED

The Plan Administrator needs your cooperation to properly administer the Plan. The Plan Administrator may not be able to timely provide your benefits if you do not complete any forms that are required to administer the Plan, or if you do not keep your address current with NS.

PLAN TERMINATION INSURANCE

Because benefits are determined by the balance in your individual account, your benefits provided by TIP are **not** covered by the Pension Benefit Guaranty Corporation under Title IV of the Employment Retirement Income Security Act of 1974 (ERISA).

NO GUARANTEE OF EMPLOYMENT

The Plan neither gives any employee the right to be retained in the employ of the Company nor does it interfere with the right of the Company to discharge an employee.

SUMMARY OF PLAN

This is a summary of TIP which has been established through a formal retirement plan document and trust agreement. This summary is intended to provide you with an easy-to-read explanation of some of the more important provisions of TIP. However, if there is any conflict between this summary and the provisions of TIP, or if any plan provision is not covered or is only partially covered in this summary, then the terms of the actual Plan document will govern.

AMENDMENT OR TERMINATION

The Company currently intends to continue this Plan indefinitely. However, since future conditions cannot be foreseen, the Company, through its chief executive officer or Board of Directors, reserves the right to change or terminate this Plan at any time. A Participating Subsidiary may terminate its participation in TIP at any time by action of its board of directors.

Even if TIP is changed or terminated, no part of the trust fund may be used for any purpose other than the benefit of TIP participants and their beneficiaries. If TIP is terminated, you will be entitled to the full value of your account.

ERISA RIGHTS, CLAIMS AND APPEALS PROCEDURES

Any claims for benefits must be filed in writing with the Board of Managers, who will make all determinations as to the rights of any person to benefits under the Plan. You will be provided with a written notice of any such determination. Benefit claim determinations will be made in accordance with the Plan documents and Plan provisions will be applied consistently with respect to similarly situated claimants.

Notice of Any Denial

If your claim for a benefit is denied in whole or in part, you will receive a written explanation of the adverse benefit determination. You have a right to have the Board of Managers review and reconsider your claim.

You will receive the written explanation of the adverse benefit determination within 90 days, unless special circumstances require an extension of time for processing the claim. If an extension of time for processing is required, you will be provided with written notice of the extension before expiration of the ninety-day period. The extension notice will indicate the special circumstances requiring an extension of time and the date by which the Plan expects to render a decision. The extension will not exceed 90 days from the end of the initial period.

The notice of denial of your claim will include (i) the reason for the adverse determination and reference to Plan provisions on which the determination is based; (ii) a description of any additional material necessary to perfect the claim and an explanation of why such material or information is necessary; and (iii) a description of the Plan's review procedures and the applicable time limits, including a statement of your right to bring a civil action following an adverse benefit determination on review.

Right To A Formal Review Of An Adverse Benefit Determination

Within 60 days of your receipt of notice of any adverse benefit determination, you may request in writing a formal review of such determination by the Board of Managers.

You or your representative may submit written comments, documents, records, and any other information relating to your claim for benefits to the Board of Managers. The Board of Managers' review will take into account all comments, documents, records, and other information you submit relating to your claim for benefits, without regard to whether such information was submitted or considered in the initial benefit determination. The Board of Managers will render a decision within a reasonable period of time, but not later than 60 days after receipt of written request for review, unless the Board of Managers determines that special circumstances require an extension of time for processing the claim. If an extension of time for processing is required, you will be provided with written notice of the extension before the expiration of the initial 60 day period. The extension notice will indicate the special circumstances requiring an extension of time and the date by which the Board of Managers expects to render a decision. The extension will not exceed 120 days from receipt of a request for review.

The Board of Managers will notify you of its benefit determination on review. In the case of an adverse benefit determination, the notice will include the specific reason or reasons for the adverse determination, reference to the specific Plan provisions on which the benefit determination is based, and a statement that you are entitled to receive, upon request and free of charge, reasonable access to and copies of all documents, records and other information relevant to your claim for benefits. The notice will also include a statement that the Plan does not have any additional mandatory appeal procedures and that you have the right to bring a civil action under Section 502(a) of the Employee Retirement Income Security Act, as amended.

Plan Sponsor

Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9228

Plan Administrator

Board of Managers
Thrift and Investment Plan
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-9228

Plan Trustee

Vanguard Fiduciary Trust Company
P. O. Box 1101
Valley Forge, PA 19482-1101
(Reference Plan Number 090087)

Record keeper

The Vanguard Group
P. O. Box 2900
Valley Forge, PA 19482-2900
800-523-1188
(Reference Plan Number 090087)

Plan Year

The Plan's fiscal year begins on January 1 and ends on December 31.

Agent For Service Of Legal Process

Board of Managers
Thrift and Investment Plan
c/o John P. Rathbone, Chairman
Three Commercial Place
Norfolk, VA 23510-9203

Name of Plan

Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies

Plan Number

002

Type of Plan

Defined contribution plan

Employer Identification Number

The Employer Identification Number for Norfolk Southern Corporation is 52-1188014.

Your Rights Under Law

As a participant in TIP, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all plan participants shall be entitled to:

I. Receive Information About Your Plan and Benefits

Examine, without charge, at the Plan Administrator's office and at other specified locations, such as worksites and union halls, all documents governing the plan, and a copy of the latest annual report (Form 5500 Series) filed by the plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.

Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the plan, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated summary plan description. The Plan Administrator may make a reasonable charge for the copies.

Receive a summary of the plan's annual financial report. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report.

II. Prudent Actions by Plan Fiduciaries

In addition to creating rights for plan participants ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plans. The people who operate your plans, called "fiduciaries", have a duty to do so prudently and in the interest of you and other plan participants and beneficiaries. No one, including your employer, your union, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a pension benefit or exercising your rights under ERISA.

III. Enforce Your Rights

If your claim for a pension benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator. If you have a claim for benefits which is denied or ignored, in whole or in part, you may file suit in a state or Federal court. In addition, if you disagree with the plan's decision or lack thereof concerning the qualified status of a domestic relations order, you may file suit in Federal court. If it should happen that plan fiduciaries misuse the plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful the court may order the person you have

sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

IV. Assistance with Your Questions

If you have any questions about your plan, you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration at 866-444-EBSA (3272).