

THRIFT AND INVESTMENT PLAN OF
NORFOLK SOUTHERN CORPORATION AND
PARTICIPATING SUBSIDIARY COMPANIES

CONSENT OF BOARD OF MANAGERS

PROCEDURES GOVERNING
QUALIFIED DOMESTIC RELATIONS ORDERS
As Amended Effective May 10, 2010

The undersigned, being all the members of the Board of Managers of the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (Plan), do hereby consent to, approve and adopt the following amended procedures:

The following procedures are hereby established pursuant to Section 206(d)(3)(G)(ii) of ERISA, as amended, to govern Qualified Domestic Relations Orders:

1. The proper name of the Plan is: Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (TIP).
2. The name and address of the Plan Administrator is:

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

3. Upon receipt of a Domestic Relations Order, the Secretary of the Plan or his or her designee shall promptly notify each person specified in the order who is entitled to, or seeks to be entitled to, the payment of benefits under the Plan (Plan participant and alternate payee) regarding: (1) receipt of the order, (2) Plan procedures for determining whether the order is qualified, and (3) the right of an alternate payee to designate a representative for receipt of copies of any notices sent to the alternate payee.

Within a reasonable period of time after receipt of a Domestic Relations Order, the Secretary of the Plan shall determine whether the order is a Qualified Domestic Relations Order and he or she or a designee shall notify the Plan participant and each alternate payee of that determination.

4. The Secretary of the Plan shall find that an order is a Qualified Domestic Relations Order only if the order conforms to the requirements of ERISA Sections 206(d)(3)(B), (C), (D) and (E), and any regulations issued pursuant thereto. In particular, the order must:
 - a) Be a judgment, decree or court order (including a court approval of a property settlement agreement) made pursuant to state domestic relations law (including community property law) that relates to the provision of child support, alimony or marital property rights of an alternate payee;
 - b) Specify the Plan by name;
 - c) Specify the Plan participant by name and mailing address;
 - d) Specify the alternate payee by name and mailing address (the alternate payee must be a spouse, former spouse, child or other dependent of the Plan participant);
 - e) Create or recognize the alternate payee's right to, or assign to an alternate payee the right to, receive all or part of the participant's benefits under the Plan;
 - f) Clearly state to which qualified plan and to which alternate payee each provision is intended to address, if the order is intended to cover more than one qualified plan or alternate payee;
 - g) Specify the dollar amount, number of units, or percentage of the participant's benefit to be paid by the Plan to the alternate payee (or clearly designate the manner to determine the amount, number of units or percentage);
 - h) Not require that the total benefits payable to the alternate payee exceed the value of the Plan participant's benefit;
 - i) Not require the Plan to provide any type or form of benefit, or any other option, not otherwise provided under the Plan;
 - j) Not require the Plan to provide increased benefits (determined on the basis of actuarial value); and
 - k) Not require the payment of benefits to an alternate payee which are required to be paid to another alternate payee under another order previously determined to be a qualified domestic relations order.

The Secretary will, in accordance with regulations issued by the Department of Labor, not fail to find that an order is a QDRO solely because (A) the order is issued after, or revises, another domestic relations order or QDRO; or (B) of the time at which the order is issued.

5. The following requirements apply to the order, in addition to the requirements stated above:

- a) Specify from which account(s) the assignment under Paragraph 4(g) of these procedures is to be made and the dollar amount, number of units, or percentage to be assigned from each account (provided, however, that if the order does not specify the account(s) from which the assignment is to be made, the order will be implemented by taking the assignment on a pro rata basis from each of the account(s));
 - b) In the event that an alternate payee is a minor or legally incompetent, the order should include the name and address of the alternate payee's legal representative; and
 - c) Although not required to constitute a domestic relations order under ERISA section 206(d), plan administration will be simplified and the order can be processed faster if the order, or an addendum to the order, specifies the participant's and each alternate payee's social security number.
6. During any period in which the issue of whether a Domestic Relations Order is a Qualified Domestic Relations Order is being determined by the Secretary of the Plan or a court of competent jurisdiction, the Secretary of the Plan or his or her designee shall place a "hold" on the Plan participant's account(s) so as to prevent distribution to the Plan participant of such amounts as would have been payable to the alternate payee during such period if the order had been determined to be a Qualified Domestic Relations Order. During the segregation period, the Plan participant shall have the authority to direct the investment of his or her account(s), including any account(s) that are subject to a "hold" preventing distribution from such account. The period for which a Plan participant's account(s) may be so frozen shall not exceed 18 months.
7. If the Secretary of the Plan shall find an order not to be a Qualified Domestic Relations Order, he or she or a designee shall notify the Plan participant and each alternate payee of that determination and shall include a brief summary of his or her reasons for finding the order not qualified. The alternate payee, the participant or a representative of either has sixty-days following the date of such determination to notify the Secretary of the Plan whether he or she will modify and resubmit the order for a determination as to its status as a Qualified Domestic Relations Order. If the Secretary of the Plan is notified within the sixty-day period that an order will be resubmitted, the Secretary shall continue the "hold" on the Plan participant's account(s) as specified in paragraph 6 of these procedures.
8. If the Secretary of the Plan shall find an order to be a Qualified Domestic Relations Order, he or she or a designee shall notify the Plan participant and each alternate payee of that determination. The Secretary of the Plan or his or her designee shall further advise each alternate payee and the Plan participant regarding the amount or formula for determining the amount to which each

alternate payee is entitled under the Plan pursuant to the terms of the Qualified Domestic Relations Order. The Secretary of the Plan or his or her designee thereafter shall direct the Plan's recordkeeper to establish such non-employee Plan account(s) for each alternate payee as shall be provided for in the Qualified Domestic Relations Order. The Secretary of the Plan or his or her designee shall further direct the Plan's recordkeeper to transfer the assigned benefit (as adjusted for earnings or losses, if either is applicable, in accordance with ERISA and the terms of the Qualified Domestic Relations Order) to the alternate payee's Plan account(s). Unless the QDRO specifies otherwise, the Alternate Payee's account shall consist of the amount awarded to the alternate payee under the QDRO, taken on a pro rata basis from each of the investment funds in which the participant is invested. The funds transferred to such account(s) shall be invested pro rata in the same investment options as such funds were invested in the Plan participant's account(s) as of the effective date of the Qualified Domestic Relations Order. To the extent permitted by law, the alternate payee shall, at all times, be deemed a Beneficiary and not a Member (as those terms are defined in the Plan) of the Plan, and shall not make contributions to the Plan (except for reinvestment of earnings), or otherwise exercise any rights of a Member under the Plan although the alternate payee may select investment options. If the value of the alternate payee's account balance(s) does not exceed \$5,000, then such account balance(s) will be distributed to the alternate payee as soon as administratively feasible in a lump sum distribution, unless the alternate payee elects to have the amount transferred directly to one eligible retirement plan, as designated by such alternate payee on the form provided for such purpose. If the Plan Trustee is not authorized to make an immediate distribution to the alternate payee, certain reasonable fees may be imposed on the alternate payee's account until all of the alternate payee's interests have been distributed.

9. The Secretary of the Plan, or his or her designee, may agree to review a draft or proposed domestic relations order (that is, a domestic relations order that is not yet effective as a judgment, order or decree because, for example, it has not been signed by a judge or other court official). **Draft or proposed documents are not, however, subject to the procedures specified herein because they do not constitute a "domestic relations order" within the meaning of section 206(d)(3)(B)(ii) of ERISA.** Thus, the determination of whether a draft order will satisfy the requirements to be a Qualified Domestic Relations Order will not be made, a hold will not be placed on the Plan participant's account(s) and assets will not be segregated under paragraph 6 of these procedures until the Secretary of Plan, or his or her designee, receives an actual judgment, order or decree (for example, an order that has been signed by a judge or other court official).

10. If the Secretary of the Plan is provided a divorce order (or other domestic relations order) that grants a spouse, former spouse, child or other dependent a right to receive a portion of the Participant's benefit under the Plan, the order will

be subject to these procedures even if the order would not qualify as a QDRO because it does not fully comply with ERISA section 206(d)(3).

11. If the distribution to the alternate payee would be an eligible rollover distribution if made to the Plan participant, the alternate payee will be provided with a notice under section 402(f) of the Internal Revenue Code, and mandatory federal income tax withholding shall apply to any taxable distribution if the alternate payee does not elect a direct rollover.

The elective withholding rules applicable to distributions from qualified plans that are not eligible rollover distributions will apply to a distribution to an alternate payee who is a child or other dependent (*see* IRS Notice 89-25, Q&A-3 & 4), or to any distributions to a spouse or former spouse that is not an eligible rollover distribution.

12. Neither these procedures, nor any instance in which these procedures are not followed, create any legal rights for Plan participants, their spouses or former spouses, children, dependents, or any other parties. Although the Secretary of the Plan will make effort to apply these procedures in a uniform and consistent manner, the Secretary may take different positions on different domestic relations orders because the particular facts and circumstances of each individual domestic relations order, as well as the nature of the dispute among the parties, varies in each situation.
13. The Board of Managers of the Plan will have the right to amend or modify these Procedures at any time without notice to any party. Notwithstanding the foregoing, the Board of Managers of the Plan delegates to the Secretary of the Board discretionary authority to make amendments or modifications to these procedures to the extent that such modifications or procedures do not materially affect the rights of any party. The Board will make a copy of the amended or modified procedures available to each party to a pending determination of whether an order is a Qualified Domestic Relations Order. No amendment or modification, unless required by law or applicable regulation, will cause an order previously determined to be a Qualified Domestic Relations Order to fail to retain that status.