Thrift and Investment Plan

January 2019

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 is designed to help you financially prepare for retirement. Although participation in TIP is voluntary, saving through TIP is an important part of your total retirement benefit. Here are the Plan highlights:

Plan Feature	Highlights
Eligibility	Nonagreement employees are eligible immediately.
Enrollment	You will be automatically enrolled at 6% Pre-tax with 1% increases each April after the year you begin contributing, up to 10%. You may opt out by calling Vanguard at 800-523-1188.
Your Contributions	You may contribute from 1%-75% of eligible pay as Pre-Tax or Roth, or a combination of both, in one-tenth percent increments. The IRS limits the dollar amount of your contributions. Refer to the ERC's 401(k) Information Center for this year's limit.
Matching Contributions	NS will match 100% of the first 1% plus 50% up to 6%. So, if you contribute 6%, NS will contribute 3.5%.
Making Changes	You can stop, start or change your contribution percentage, change investments, or switch your future contributions between Pre-Tax and Roth at any time. You can convert existing account balances to Roth through a Roth In-Plan Conversion.
100% Your Money	You are always 100% vested in your contributions. Matching contributions are always 100% vested unless you withdraw your contributions within the first 90 days of being automatically enrolled.
Access to your account information	You can access your account information anytime at *www.Vanguard.com* or by calling Vanguard at 800-523-1188.
Investments	You can choose from a wide range of investment alternatives. If you don't choose an investment option, your account will be invested in the Target Retirement Trust with a target date nearest to your age 65. Investment advice services are available from Vanguard.
Taking money while you're working	The Plan's goal is to help you build financial resources for your retirement but there are limited ways to access money in your account before retirement, such as loans and withdrawals. You may take a loan from your account. The amount borrowed may not exceed 50% of your account. Fees apply. You may take a withdrawal after age 59½. You may be eligible to take a withdrawal during military leave or based on hardship.
Distribution options when your NS employment ends	If your account balance is $5,000 or more, you can choose from a range of distribution options including partial distributions, installment payments, a lump sum distribution, and rolling over to another employer plan or individual retirement account. Required minimum distributions must begin by April 1 of the year after the year in which you reach age 70½ or end employment, whichever is later. If your account balance is less than $5,000, other distribution rules apply.

WHO IS ELIGIBLE

You are eligible to participate in TIP if you are a nonagreement employee of Norfolk Southern Corporation or its participating subsidiary companies (NS) residing in the United States.

Relief yardmaster/supervisors, co-ops, interns, temporary employees, or employees in training for a position for which the rate of pay is governed by a collective bargaining agreement are not eligible.

If you terminate employment, are placed on long-term disability, or transfer to an agreement position, you may not make additional contributions to TIP. If you resume service as a nonagreement employee, you will again be automatically enrolled in TIP unless you make a different election.

ENROLLMENT IN THE PLAN

You will be automatically enrolled in TIP at a Pre-Tax contribution rate of 6% of your eligible pay. If you were automatically enrolled before January 1, 2016, you were enrolled at a contribution rate of 3% of your eligible pay.

You may stop or change your contribution rate, or switch from Pre-Tax to Roth contributions at any time.

If you are automatically enrolled in the Plan, you can elect to withdraw all payroll contributions (adjusted for any gains or losses) by calling Vanguard within 90 days following your first paycheck in which payroll contributions were deducted. This permissible withdrawal is not subject to any early withdrawal penalty. The amount will be included in your gross income in the year in which the withdrawal occurs. You will forfeit any matching contributions.

AUTOMATIC ANNUAL INCREASE FEATURE

In addition to automatic enrollment, the Plan will help you continue to save by increasing your contribution rate by 1% each April after the year in which you begin contributing, until your Pre-Tax Contribution rate reaches 10%.

If you stop or change your contribution percentage at any time, this automatic increase feature will no longer apply. Similarly, you can stop this feature and avoid any automatic increase by contacting Vanguard at least 30 days before the increase is scheduled to occur.

A special rule applies to your automatic enrollment if you are automatically enrolled in TIP, and terminate employment and are rehired within 24 months, or if you become ineligible to participate in TIP and then regain eligiblility within a 24 month period. In this situation, so long as you have not made any changes to your automatic contribution increase nor opted out of the automatic enrollment process, your Pre-Tax Contributions will be reinstated, in addition to any planned increases that would have occurred were it not for your termination or ineligibility.

You may also use the automatic annual increase feature voluntarily to schedule future changes to your contribution percentage. You may increase your contribution by 1%, 2% or 3% each year and you may choose the month the annual increase will occur.

CONTRIBUTIONS

The following types of contributions can be made to TIP:

- Pre-Tax Contributions;
- Roth Contributions;
- Matching Contributions;
- Pre-Tax Rollover Contributions;
- Roth Rollover Contributions; and
- Discretionary Non-Elective Contributions.

Vanguard will create an account in your name for all the contributions to TIP that are made on your behalf. Plan contributions will be credited to your account and maintained separately within the account according to the type of contribution. Each day, your account will be credited with earnings and losses based upon the investment of the contributions within your account.

PRE-TAX AND ROTH CONTRIBUTIONS

You may make Pre-Tax and/or Roth Contributions to TIP of any amount between 1% and 75% of your eligible pay in one-tenth percent increments, up to the annual dollar limit established by the IRS. If you will be age 50 or older anytime during the year, the IRS allows you to contribute a higher amount. Refer to the ERC's 401(k) Information Center for current limits.

Eligible pay includes your (1) regular salary or wages per pay period before reduction for Pre-Tax Contributions to TIP, to the ChoicePlus Benefits Plan, or for pre-tax transportation benefits, plus (2) any Merit Cash Award made pursuant to the Norfolk Southern Corporation Annual Merit Program. Eligible pay is limited by the IRS.

To receive the maximum Matching Contribution, you generally must have at least a 6% contribution in each pay period of the year. Use the TIP Calculator on the ERC 401(k) Information Center to calculate the TIP contribution percentage you need to reach the 401(k) annual limit and maximize your Matching Contributions.

Eligible pay does *not* include the annual bonus. However, since you can contribute up to 75% of your eligible pay to TIP, you can increase contributions from your salary in the month the bonus is paid and achieve a similar result as deferring from the bonus. Just be sure to consider how that increase affects your contributions and Matching Contributions for the rest of the year.

You may choose to make only Pre-Tax Contributions, only Roth Contributions, or divide your contributions between Pre-Tax and Roth Contributions. You should consider these contributions as long-term savings for your retirement. Unless you are over age 59½, you cannot access your Pre-Tax and/or Roth Contributions, or any related earnings, while you remain employed with Norfolk Southern, except through a loan, a hardship withdrawal, or distribution of dividends paid on Norfolk Southern Corporation common stock held in the NS Stock Fund.

Tax Advantages of Pre-Tax Contributions

Your Pre-Tax Contributions to TIP are deducted directly from your pay on a before-tax basis. 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, Medicare tax, and in some places, state and/or local income taxes.

Your Pre-Tax Contributions and the earnings on those contributions are ***tax-deferred***. Taxes are due when the money, together with any investment earnings, is distributed to you.

Tax Advantages of Roth Contributions

Roth Contributions to TIP are deducted directly from your pay on an after-tax basis. When you save with Roth Contributions, you pay taxes on the money at the time you contribute it to TIP. Distributions of your Roth contributions are always federal tax-free. The earnings on the Roth Contributions will also be free from federal income tax and, in some states, state income tax when distributed if:

- The distribution occurs after you reach age 59½, become disabled, or die; and

- A 5-year holding period has passed, beginning with the year in which you first made a Roth 401(k) contribution to TIP.

Which Makes More Sense For Me?

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 during retirement. Although you know your current tax bracket, there is no way to 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. 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.

For additional information regarding Roth Contributions, visit the Vanguard website at www.vanguard.com, or the 401(k) Information Center on the ERC.

You may want to 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:

- 100% of your contributions for the first 1% of your eligible pay per pay period.
- 50% of your contributions between 1% and 6% of your eligible pay per pay period.

So, if you contribute 6% of your eligible pay to TIP each pay period as Pre-Tax Contributions, Roth Contributions, or combined Pre-Tax and Roth Contributions, you will receive the maximum Matching Contribution of 3.5% of your eligible pay. No Matching Contribution will be made for Rollover Contributions.

The Matching Contribution is based upon the contribution you make each pay period. To ensure that you get the maximum company match, it is important to spread your contributions out evenly over the year. **Generally, to receive the maximum match you must have at least a 6% contribution in each pay period of the year.** If you front-load your contributions and reach the annual contribution limit too early in the year, you will miss out on Matching Contributions. To learn how to make the most of your Matching Contributions, use the TIP Calculator found in the 401(k) Information Center on the ERC.

Matching Contributions Example

An employee with an annual salary of $62,000 has elected to save 25% of his/her salary through Pre-Tax Contributions. The employee does not have a Merit Cash Award, and does not elect to purchase vacation under the nonagreement vacation purchase program. At the end of one year, this employee would have $15,499.92 in Pre-Tax Contributions and $2,169.60 in Matching Contributions, for a total of $17,669.52 in contributions credited to his/her Plan account. This example does not include investment gains or losses.

	Per Semi-Monthly Pay Period	**Per Year**
Salary	$2,583.33	$62,000
Pre-Tax Contribution Rate	25%	--
Pre-Tax Contributions	$645.83	$15,499.92
100% Matching Contribution on contributions for the first 1% of eligible pay per pay period	$25.83	$619.92
50% Matching Contribution on contributions between 1% and 6% of eligible pay per pay period	$64.58	$ 1,549.92
Total Matching Contribution	$90.41	$ 2,169.84
Total Pre-Tax and Matching Contributions	**$ 736.24**	**$ 17,669.76**

PRE-TAX AND ROTH ROLLOVER CONTRIBUTIONS

If you have tax-qualified amounts in a prior employer's tax-qualified retirement plan or individual retirement account (IRA), you may want to rollover part or all of those amounts into TIP. One advantage of doing so is that rolling your retirement assets into a single plan makes it easier for you to keep track of all of your retirement investments in one place. You may want to consult your personal tax or financial advisor before making a rollover.

In general:

- In a direct rollover, or plan-to-plan transfer, you instruct the other plan or IRA to transfer an eligible rollover distribution directly to TIP.

- In an indirect rollover, you receive an eligible rollover distribution of pre-tax deposits from a tax-qualified retirement plan or IRA made payable to you, and you must make the rollover to TIP within 60 days of the date of the distribution from the other plan or IRA.

You may not roll over distributions from a Roth IRA to the Roth Rollover Contributions Account. Additional rules and restrictions apply.

You will need to complete and submit required forms to initiate the rollover. The time to complete the rollover will vary depending on a number of factors including the company holding your account. Call Vanguard for information about how to complete the rollover.

Vanguard does not charge fees for an incoming rollover contribution, but other companies might charge for the outgoing transfer. Check with the company currently holding your retirement plan assets to find out if it has any transfer fees.

Rollover deposits are reflected in your TIP Pre-Tax Rollover Contributions Account or Roth Rollover Contributions Account, as applicable. Your Rollover Contributions will be invested according to your current investment elections. If you do not have an investment election on file, your Rollover Contribution will be invested in the Vanguard Target Retirement Trust II that has a target date nearest to the year in which you will turn age 65.

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 and Roth Contributions to TIP.

These "make-up contributions" represent the amount you would have contributed if you had not been on military leave. NS will provide Matching Contributions equal to the match that would have been provided; however, you will not receive past earnings on make-up contributions or their Matching Contributions.

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. If you are eligible and want to make-up contributions following military service, contact Norfolk Southern's HR Help Desk by e-mail at HRHelpDesk@nscorp.com.

DISCRETIONARY CONTRIBUTIONS

NS or a participating subsidiary may make Discretionary Contributions for employees of subsidiary companies who are ineligible to participate in the NS Retirement Plan or another subsidiary's defined benefit retirement plan. The amount contributed for the Discretionary Contribution, if any, will be determined each year. If made, these contributions will be allocated to participants in an amount equal to a specified percentage of eligible compensation for the year.

Participants must be employed on the last day of the year to be eligible for Discretionary Contributions, except in the case of death, disability or retirement. For this purpose only, "retirement" is the participant's voluntary termination of employment, or involuntary termination of employment if the participant is offered severance under the Norfolk Southern Corporation Severance Pay Plan, in either case after attainment of (i) age 55 with 10 years of service with NS, (ii) age 60 with 5 years of service with NS, or (iii) age 62.

AFTER-TAX CONTRIBUTIONS

Before 1987, employees could elect to contribute a percentage of salary on an after-tax basis (formerly called "Voluntary Contributions"). Any After-Tax Contributions you made are maintained separately in your Account.

PAYSOP CONTRIBUTIONS

For tax years before 1987, Norfolk Southern contributed an amount equal to the maximum employee stock ownership credit allowed for federal income tax purposes. These contributions, which were initially invested in shares of Norfolk Southern Corporation common stock, were credited to PAYSOP contribution source in TIP and invested in the NS Stock Fund. You may shift the balance in your PAYSOP account to any of the available investment options.

EXCEEDING THE CONTRIBUTION LIMITS

Your overall Pre-Tax Contributions plus Roth Contributions to this Plan, and your deferrals to any other tax-qualified plan may not exceed the annual IRS limits. Refer to the ERC 401(k) Information Center for current limits.

Amounts that you contribute in excess of the IRS limit (adjusted for earnings or losses) 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.

Norfolk Southern will monitor for excess deferrals that arise if you participate in TIP and/or the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation (TRIP), and will distribute any excess amount accordingly.

However, you could exceed the IRS limits if you contribute both to TIP and another employer's plan during the year. If you exceed the limits, you must notify the TIP Plan Administrator by March 31 of any excess contributions that you want to have removed from TIP. Failure to notify the Plan Administrator by March 31 may result in adverse tax consequences for you.

ROTH IN-PLAN CONVERSION

You may elect to convert all or a portion of your vested non-Roth account balances that are not subject to a loan into a Roth contributions within the Plan. This is known as a Roth In-Plan Conversion. Roth In-Plan Conversions are held in separate accounts from your Roth Contributions.

Although Roth In-Plan Conversion is not an actual distribution, converting all or a portion of one of your non-Roth accounts will result in taxable income on those converted amounts, as if they were distributed to you. For example, if you do a:

- Roth In-Plan Conversion of Pre-Tax Contributions, you will owe taxes on the total amount of Pre-Tax Contributions, plus earnings, which were converted.

- Roth In-Plan Conversion of After-Tax Contributions, you will owe taxes on the amount of earnings only as you have already paid taxes on the After-Tax Contributions.

If you do not specify which accounts you wish to have converted in a Roth In-Plan Conversion, your accounts will be converted on a pro-rata basis. You will receive a Form 1099-R which reports the amount of taxable income resulting from your Roth In-Plan Conversion.

Neither Vanguard nor your employer will withhold any taxes on the amount of your Roth In-Plan Conversion. The taxable amount of your In-Plan Roth Conversion must be included in your gross income and reported by you on your personal tax forms. If you elect a Roth In-Plan Conversion, you may want to increase your withholding or make estimated tax payments to avoid any potential penalties for underpayment of taxes when filing your tax return. In addition, a distribution from a Roth In-Plan Conversion may be taxable and subject to the additional withdrawal tax if withdrawn from the designated Roth account within five years.

You may request a Roth In-Plan Conversion by calling Vanguard, or you may perform the conversion online by logging onto your TIP account at www.vanguard.com. You may want to consult with your personal tax or financial advisor before requesting a Roth In-Plan Conversion.

TRANSFERS BETWEEN NORFOLK SOUTHERN 401(K) PLANS

If you have an account in the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation (TRIP) and you transfer from agreement to nonagreement service and are eligible to participate in TIP, you may request to consolidate your plan balances by contacting Vanguard. You are not required to consolidate your balances in either circumstance. However the transfer is to your advantage since:

- It will be easier to monitor your plan investments and you will receive a single quarterly statement of your retirement savings; and

- Telephone calls to Vanguard for account information will be simplified.

If you transfer from nonagreement service to agreement service, you may similarly transfer your TIP balance to TRIP.

YOUR ACCOUNT STATEMENT

Vanguard will provide quarterly statements of your TIP Account, which will show your share of the contributions and investment earnings or losses, as well as other important information about your Plan.

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

HOW TO CONTACT VANGUARD TO ACCESS YOUR ACCOUNT

Vanguard is TIP's record keeper and handles the day-to-day administration of TIP. Contact Vanguard to:

- Opt-out of enrollment in TIP by changing your payroll deduction to zero;
- Start, stop, or change your payroll deductions;
- Transfer (exchange) your existing balance from one investment option to another;
- Change your investment elections for future contributions;
- Request your account and investment option balances;
- Change between Pre-Tax and Roth for future contributions;
- Roll over from another qualified plan;
- Model and request a loan; and
- Request a withdrawal or rollover to another qualified plan or IRA.

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 – 800-523-1188

You 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). Simply call 800-523-1188 and enter your Social Security number, and then press "0" to speak with a Vanguard associate. You may also dial 800-828-4487 to speak with a Spanish-speaking associate, or dial TTY 800-749-7273 if you are hearing impaired.

Upon your nonagreement employment, Vanguard will mail you detailed instructions on how to use their 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.

Internet Access – www.vanguard.com

Vanguard account access allows you to execute TIP account transactions online. You may access the Vanguard website at www.vanguard.com. Click on "Personal Investors" and then "Register for website access", and follow the step-by-step instructions. You will need to provide your first and last name, your Social Security number, your birth date, your home zip code, and the Plan number, which is 090087. If you have any investments with Vanguard outside of TIP, such as an individual retirement account (IRA) through Vanguard, provide that account number when you sign up to view all accounts and to execute TIP account transactions online.

YOU CONTROL THE INVESTMENT OF YOUR ACCOUNT

The Plan is 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 total control over your TIP Account, you are solely responsible for your investment decisions under the Plan.** You are responsible for your investment decisions even if you fail to make an investment selection and your contributions are invested by default in a Vanguard Target Retirement Trust II option as described below. You may delegate your investment decisions under the Plan to Vanguard Advisers, Inc. under the Managed Account Program described below.

Note that while Vanguard, the Plan fiduciaries and employees of Norfolk Southern may provide information about investment options available under the Plan, they do not make investment recommendations. You must make your own investment decisions under the Plan. You should consult the Plan Prospectus and the individual investment options' prospectuses, reports and other literature before making investment decisions. You may also choose to consult a personal financial advisor to determine the appropriate mix of investments for your individual needs. It is also important to periodically review your Plan investments, all the investment options available under the Plan and your objectives to ensure that your retirement savings will meet your retirement goals.

INVESTMENT OPTIONS

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

The Benefits Investment Committee periodically reviews the performance of the investment options under the Plan and may recommend the addition of a new investment option or the elimination of an existing option under the Plan. You will be notified of any changes to the investment options.

You must choose how you want to allocate your new contributions, i.e., in which investment options you want to invest and what percentage of your contribution to invest in any particular option(s). Pre-Tax Contributions, Roth Contributions, Rollover Contributions and Matching Contributions will all be invested in the same manner when contributed. **If you do not make any election, your account will automatically be invested in the Vanguard Target Retirement Trust II that has a target date nearest to the year in which you will turn age 65.**

You may change the way your contributions are allocated among investment options 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, if you make your election no later than 4:00 p.m. Eastern Time on the business day before the date of the contribution.

You may also change the way in which your current account balance is invested at any time by exchanging money among investments or changing your current asset mix. In limited situations, trading restrictions may apply, as described under "Trading Restrictions". You may change the way your account balance is currently invested without changing the way your future contributions will be invested. In most cases, a change in your current investments 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. A redemption fee may be charged for exchanges of certain investments held for short periods of time, and you can refer to the appropriate prospectus or contact Vanguard for additional information.

You may divide your contributions among any or all of the available investment options, giving thought to your own retirement needs and the investment risks involved. You may access the most recent investment literature for each of the investment options on the Vanguard website. You should read the Plan Prospectus and the investment materials for each investment option carefully before deciding to invest some or all of your TIP accounts in any particular investment. These document contain the historical rates of return and relative degrees of risk for the investment options, as well as other important information.

The following investment options are available. The investment options are divided into two categories –Target Retirement Trusts and Core Options.

TARGET RETIREMENT TRUSTS

Vanguard's Target Retirement Trust II investment options are designed for the investor who is looking for a simple solution to investing. If you choose to invest in a Target Retirement Trust, you should invest in the Target Retirement Trust with the date that most closely matches your expected retirement year (or, if later, the year when you expect to need the funds from TIP). For example, if you think you'll retire in or around 2035 and have a need for funds upon retirement, choose the 2035 Target Retirement Trust.

Each Target Retirement Trust invests in up to five Vanguard index funds – providing you with a blend of U.S. stocks, international stocks, and U.S. bonds, including Treasury inflation-protected securities and short-term reserves – in a single all-in-one investment. Each Target Retirement Trust will automatically shift its asset allocation from stocks to more conservative investments as it approaches the year listed in the name.

The Vanguard Target Retirement Income Trust II is unlike the other Target Retirement Trusts because its purpose is to maintain a balanced mix of conservative investments intended to produce income while preserving the original investment.

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

Because Target Retirement Trusts promise diversification in a single investment option, some financial advisors suggest that they should be the sole investment in a retirement plan portfolio. Mixing Target Retirement Trusts with other funds may misalign your Target Retirement Trust portfolio with your investment goals. For example, if you have an investment in the Vanguard Target Retirement 2020 Trust II and also own stock funds, you may be overweighted in stock holdings for an investor who is less than a decade from retirement. If you invest in other funds in addition to a Target Retirement Trust, you should consider if you have properly allocated all of your investments for your investment situation.

CORE OPTIONS

Core options include stock, bond, and balanced mutual funds, a stable value collective investment trust and an employer stock fund.

The Core investment options are subject to change. Because the information listed below may not be the most up-to-date, check the Vanguard website for the most current information about TIP's Core investment options.

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 investment option'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 options group:

Investment Name – Core Options	Type
Vanguard Retirement Savings Trust III	Stable value
Vanguard Inflation-Protected Securities Fund	Treasury Inflation Protected Securities (TIPS) Fund
Vanguard Total Bond Market Index Fund	Intermediate-term bond fund
Western Asset Core Bond Portfolio	Intermediate-term bond fund
Vanguard Wellington™ Fund	Balanced fund (stocks and bonds)
Vanguard Growth Index Fund	Growth stock fund
Vanguard Institutional Index Fund	Large-cap blend equity fund
Vanguard Mid-Cap Index Fund	Mid-cap blend equity fund
Vanguard Small-Cap Index Fund	Small-cap blend equity fund
Vanguard Value Index Fund	Large-cap value fund
Vanguard Total International Stock Index 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

Do you need help choosing investments? Vanguard can help!

Vanguard Advisers, Inc. (VAI), a federally registered investment advisor and subsidiary of Vanguard, can provide you with investment advice with respect to Core Options in your TIP account. VAI, in turn, uses a computer program developed by Financial Engines, which is an independent registered investment advisor. Financial Engines' advisory tools analyze fund data to provide either personalized investment recommendations through the Personal Online Advisor or 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;
- an estimate of your pension from the Norfolk Southern Retirement Plan. You can model different retirement scenarios and obtain an estimate by using the Pension Estimator on the ERC;
- Railroad Retirement and/or Social Security annuities for you and your spouse and pensions from previous 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 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. 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 account and will have discretionary authority over your TIP account. This means that you are granting VAI the ability to buy and sell investments on your behalf in your TIP account 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 account or access the Personal Online Advisor, unless you contact Vanguard and end your participation in the Managed Account Program.*

  There is fee if you enroll in the Managed Account Program. The fee is based on your account balance, and a minimum monthly fee applies. Refer to the annual fee disclosure for additional information. The fee will be deducted proportionately from the balance invested in the investment options 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. To get the Enrollment Form, or terminate your participation in the Managed Account Program, contact Vanguard at 800-523-1188. If you terminate your participation in the Managed Account Program, your TIP account will remain invested in the investment options last selected by Financial Engines until you take further action to reallocate your account.

RISK AND RETURN OF INVESTMENT OPTIONS

All investments carry an associated level of risk, 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. In other words, you could lose money.

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 investment literature for each of TIP's investment options.

RISK OF INVESTMENT IN THE NS STOCK FUND

Because the NS Stock Fund invests primarily in Norfolk Southern Common Stock, 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 diversified mutual funds. You should be aware of these risks before investing in the NS Stock Fund. If you choose to invest in the NS Stock Fund, you may want to limit your holdings in the NS Stock Fund to no more than 20% of your savings because the risk of investing a large percentage of your 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.

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.

TRADING RESTRICTIONS

If you exchange any amount out of an investment option that is offered under the Plan other than the Vanguard Retirement Savings Trust, you will have to wait 30 calendar days before transferring back into the same investment if you conduct the transaction over the phone or online at www.vanguard.com. In the case of multiple exchanges, exchanges out of the investment option will remain unlimited but exchanges back into the investment option will not be permitted for 30 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, to automated transactions through the Vanguard Managed Account Program, or to exchange requests submitted by mail to Vanguard (but exchange requests submitted by fax are not mail requests and are subject to the policy).

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 investment options. 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 account will be retained 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.

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 via direct deposit as soon as possible, 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 via direct deposit. However, if you take a hardship withdrawal, your dividends will be distributed to you in cash via direct deposit, unless you contact Vanguard after you receive the hardship withdrawal and elect to have the dividends reinvested in the NS Stock Fund.

If Vanguard is unable to direct deposit the distribution into your bank, then you will receive a single check representing the dividends that Vanguard was unable to deposit and Vanguard will switch your dividend election so that future dividends will be reinvested in the NS Stock Fund.

Electing to have dividends reinvested or distributed in cash may have income tax implications. Please refer to the “Income Tax Implications” section for details.

You can obtain a form to make or change your dividend election by contacting Vanguard online or by calling 800-523-1188.

NORFOLK SOUTHERN STOCKHOLDER REPORTS AND PROXY VOTING

If you choose to invest in the NS Stock Fund, you will receive the annual reports, proxy statements, and certain other investor material that is distributed to Norfolk Southern stockholders. Also, you will be given the opportunity to vote at the annual meeting of Norfolk Southern stock holders an equivalent number of shares of Norfolk Southern stock held for your benefit in the NS Stock Fund.   The Trustee will vote shares for which no instructions have been given in the same proportion as the shares that are voted for that item on the proxy card as are voted by other Plan participants invested in the NS Stock Fund. Please refer to the annual proxy regarding the information about how your exercise of voting rights will be kept confidential.

VALUING YOUR PLAN 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 to provide liquidity for withdrawals and transfers out of the fund. 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 by the number of 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.

Your Plan account is valued daily to reflect to current market value of Plan’s investment options, and the value of your investments will vary from day to day. The value of your investment will depend on the number of shares or units credited to your Account and the price at which the shares or units are valued as of 4:00 pm Eastern Time on that date.

For each investment option, after each trading day, the Trustee will net any investment purchases against sales by TIP participants and by participants in Norfolk Southern’s other 401(k) plan, the Thoroughbred Retirement Investment Plan. The Trustee will then, as may be required, purchase or sell shares of the Plan’s investment options in the open market.

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 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 costs of the investment options (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 these investment options and will be borne by you if you choose to invest in these investment options.

All other 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

Please consult the TIP Prospectus and the literature for the various investment options for additional information before you make any investment decisions. You may obtain another copy of the Plan Prospectus or copies of the literature for the various investments (such as prospectuses, annual reports and/or fact sheets) by calling Vanguard at 800-523-1188. You can also view and print individual fund prospectuses on-line at www.vanguard.com, and employees may view or print a copy of the TIP Prospectus from the ERC. In addition, you may request the following information regarding TIP's investment alternatives by contacting Vanguard:

- 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;
- 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.

LOANS AND WITHDRAWALS

The Plan is designed as a long-term savings program that will provide benefits after youretire. However, there may be times when you need access to money in your account while you are still employed, so the Plan allows loans. Withdrawals are also allowed under certain circumstances. You should understand how taking a loan or withdrawal will affect your ability to save for retirement before you take a loan or withdrawal.

LOANS

If you are in active service, you may contact Vanguard to take a loan. You may borrow from your Pre-Tax Contributions, Roth Contributions, Pre-Tax Rollover Contributions and Roth Rollover Contributions.

The minimum amount that you can borrow from the Plan is $1,000.

The maximum amount that you can borrow is one-half of the balance of your account. In addition, the maximum amount of all your loans outstanding cannot exceed $50,000, reduced by your highest outstanding Plan loan balance during the previous 12 months minus your current outstanding Plan loan balance.

You can have only <u>one</u> outstanding loan at a time; however you may continue payments on any loans outstanding on that date. In addition, this one loan limitation applies across TIP and TRIP, meaning you can only have one loan outstanding between the two plans.

Receiving a loan from TIP requires liquidating some of your investments in TIP. You can select the investment options and sources to redeem for a loan by contacting Vanguard Participant Services at 800-523-1188. However, your cost will be higher if you request a loan through Vanguard's Participant Services associates rather than online. 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 remaining TIP Account balance.

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 or make early loan payments, both as described below under Loan Payments.

If you have an outstanding loan and begin an unpaid leave of absence (other than for military service, as explained below), you must make up any missed loan payments, including interest, directly to Vanguard. The monthly loan payment(s) must be received by Vanguard no later than the end of the calendar quarter following the calendar quarter in which the first missed payment was due. Otherwise, you may pay off the loan in full.

Loan payments will be suspended during an unpaid military leave of absence. If your military leave of absence is paid, you may contact Vanguard to request suspension of loan repayment during the leave.

<u>Loan Fees</u>

A loan application fee will be deducted from the initial loan proceeds and an annual maintenance fee will be deducted from your account after the first year of the loan. The maintenance fee is not charged in the first year of the loan. You will be advised of the current fees when you apply for a loan.

Loan Terms and Interest Rate

The term of a loan is at your option and can be from one month to five years. Loans have a fixed interest rate established when the loan is made. The interest rate is the prime lending rate as determined by Reuters plus one percent (1%). The interest rate for new loans is updated as of the first business date of the month following the date on which the prime lending rate changes.

The interest rates on Individual Account Loans for participants on military leave and on active duty are as follows:

- The loan interest rate cannot exceed 6% for the duration of the military leave for loans that were outstanding prior to commencement of the military leave. This 6% cap will become effective on the first date of active duty.

- The loan interest rate charged on any loan taken by a participant while on military leave will be the lesser of the rate in effect at the time the loan is taken or 6%, and will be effective for the duration of the leave. The application of payments following the employee’s return to work will be based on the rate at the time the loan was taken.

As described above, loan payments are suspended during an unpaid military leave of absence, and you may contact Vanguard to suspend a loan during a paid military leave of absence.

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

You may continue your loan repayments after you retire, become disabled or sever employment with an outstanding loan balance(s). If your loan payment is not timely made according to the terms of the loan, the loan will be considered in default.

If You Default on the Loan Repayment

You are responsible for making timely loan payments and making up any missed loan payments with Vanguard. If your loan payment is not made timely according to the terms of the loan, the loan will be considered in default. You will have until the end of the calendar quarter following the calendar quarter in which you missed the payment (the cure period) to cure the default by making up the missed loan payment(s).

During the cure period, you can make up any payments that were missed because the payroll deduction for your loan did not start on time, or because you were on an unpaid leave of absence. In these specific situations, you will also be given an opportunity to elect to re-amortize your loan, provided that repayment is made within the term specified for your original loan repayment. However, if you were on military leave, the length of the loan will be extended by the length of the time that you were on military leave.

If Vanguard does not receive your missed payment amount or permissible re-amortization request by the end of the cure period, your outstanding loan balance will be deemed distributed and the amount will be reported to the IRS. In addition, you may be subject to a 10% premature distribution tax. A deemed distribution does *not* extinguish your loan for the purposes of determining your eligibility for future loans.

Interest will continue to accrue on any defaulted loan until you sever from employment, die or become disabled. A defaulted loan will affect your ability to borrow from TIP in the future, since the defaulted loan is taken into account in determining your eligibility for a new loan. Once your loan has been deemed distributed, even though your loan distribution has been reported to the IRS, you still have the option to pay back the loan balance in full plus any additional interest accrued on a daily basis. Your current loan balance and additional interest will continue to appear on your TIP statements until you are eligible for a full distribution from TIP, at which point your defaulted loan will be offset from your TIP account balance.

Loan Payments

Payments are deducted from your pay each pay period. However, you may pay all or part of the unpaid balance of your loan at any time without penalty. An early repayment of the principal due on your loan will not change the timing or amount of the loan repayment next deducted from your pay.

If you want to pay off a loan balance with a lump-sum payment or make an early loan payment, you may contact Vanguard at **800-523-1188** or www.vanguard.com. If you need to make up a missed payment during the cure period, the amount that you have to repay will be specified in a letter that Vanguard sends to you. You may make your payment by electronic bank transfer at www.vanguard.com, or submit a certified check or money order; personal checks cannot be accepted for loan repayments.

WITHDRAWALS WHILE EMPLOYED

While you are employed, you may be able to withdraw a portion of your Plan account, as described below. You are treated as employed unless you have terminated employment, including termination of all seniority rights or relinquishment of all seniority rights under any applicable collective bargaining agreement.

Withdrawals while employed are subject to certain rules, based on the type of contribution (Pre-Tax, Roth, After-Tax, etc.).

Source	Withdrawal Allowed While Employed Before Age 59½?	Withdrawal Allowed While Employed At Age 59½ or Older?
Pre-Tax Contributions	Yes but only for (i) Hardship or (ii) military leave	Yes
Roth Contributions	Yes but only for (i) Hardship or (ii) military leave	Yes
Matching Contributions – Pre-2008	Yes	Yes
Matching Contributions – Post-2007	No	Yes
Pre-Tax Rollover Contributions	Yes	Yes
Roth Rollover Contributions	Yes	Yes
After-Tax Contributions	Yes	Yes
PAYSOP Contributions	No	Yes
Discretionary Contributions	No	Yes

Your withdrawal of contributions from TIP while you are employed may have significant income tax implications. Please refer to the “Income Tax Implications” section for details.

If you take a distribution while employed from an account that is invested in the NS Stock Fund, you may elect to take your distribution in shares of Norfolk Southern Corporation common stock or cash, unless the distribution is for hardship, in which case you must take cash.

Withdrawal For Hardship

If you are in active service and experience a hardship, you may be approved to withdraw a portion of your Roth Contributions and/or Pre-Tax Contributions. Your Roth Contributions will be distributed before your Pre-Tax Contributions. It is your responsibility to make sure at the time of a hardship withdrawal you have the documentation required to meet the criteria established under federal law and the Plan.

Before taking a hardship withdrawal, you must obtain all other withdrawal possibilities under TIP or under any other plan of Norfolk Southern for obtaining the funds needed, including withdrawing from your After-Tax Contributions, your Matching Account – Pre 2008, or your Rollover Contributions. 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.

Vanguard will inform you of the documentation that you will be required to have and maintain to establish your hardship. Acceptable hardship reasons are limited to those listed below, but additional hardship distributions may be made available from time to time in accordance with IRS guidance:

- Payments of ***medical expenses*** not covered by a health care plan for you, your spouse, your dependent children, your other tax dependents, or a primary beneficiary under the plan.

- 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, your tax dependents, or a primary beneficiary under the plan.
- The ***purchase of your principal residence*** (not including mortgage payments).
- Obtain funds necessary to ***prevent eviction from your principal residence or foreclosure on the mortgage of that residence***.
- Payment for ***burial or funeral expenses*** for your parent, spouse, children, dependents, or a deceased primary beneficiary under the plan (excluding pre-payment of a burial plan).
- Expenses not covered by insurance for ***repair of damage to your principal residence that would qualify as deductible casualty expenses*** but determined without regard to any applicable income limit.
- Expenses incurred following a federally declared disaster ***if your principal residence or principal place of employment at the time of the disaster is in an area designated by the Federal Emergency Management Agency (FEMA) for individual assistance*** with respect to the disaster.

Some examples of expenses that are **NOT** eligible for hardship withdrawal include credit card debt, unpaid taxes, car payments and repairs, utility bills, and other personal expenses.

Hardship withdrawals are not eligible rollover distributions and cannot be rolled over to another eligible retirement plan or individual retirement account.

WITHDRAWAL OF YOUR TIP ACCOUNT DURING EMPLOYMENT AFTER AGE 59½

You may choose to take a distribution of all or part of your account when you reach age 59½ while you continue to be employed. You should refer to the "Income Tax Implications" section for information about the tax treatment of a distribution.

DISTRIBUTION OF YOUR TIP ACCOUNT DURING MILITARY LEAVE

If you are on a military leave for more than 30 days, you may choose to take a distribution of all or a portion of your Pre-Tax Contributions and/or Roth Contributions, as adjusted for investment returns. If you take such a distribution, you won't be allowed to make any contributions to the Plan for 6 months, and the distribution may be subject to the 10% early distribution penalty (as described below).

You may elect a Qualified Reservist Distribution of your Pre-Tax Contributions and/or Roth Contributions, as adjusted for investment returns, if you are ordered or called to active duty for a period in excess of 179 days (or for an indefinite period) and you request the distribution during the period beginning on the date of such order or call, and ending at the close of the active duty period. This type of distribution is not subject to the 10% early withdrawal penalty.

Please contact Vanguard if you want to take a distribution during your military leave.

DISTRIBUTION OF YOUR TIP ACCOUNT AFTER EMPLOYMENT ENDS

The full value of your account is payable if you retire, terminate employment, or become disabled such that you receive a disability annuity under the Railroad Retirement Act or the Social Security Act or receive a benefit under the Company's Long-Term Disability Plan.

Your distribution options depend on your account balance:

If your account balance is $1,000 or less, you will receive a lump-sum cash distribution of your account balances *unless* you request a direct rollover of your account to an employer's eligible retirement plan or IRA within 60 days.

If your account balance is more than $1,000 but less than $5,000, your account will automatically be rolled over to a new Vanguard IRA *unless* you request a lump-sum cash distribution or you request a direct rollover to an eligible retirement plan within 60 days. Any Roth 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 to an IRA be designed to 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, transfer the assets to an IRA at another financial institution or roll them over to another employer's eligible retirement plan.

If your account balance is more than $5,000, you have several distribution options:

- You may request a distribution of all or a portion of your account balance.
- You may set up monthly, quarterly, or annual installment payments.
- You may roll over your account to an individual retirement account (IRA) or another employer's eligible retirement plan.
- You may defer receiving your account balance until a later date – although you will be required to take required minimum distributions from your account as described below under "Required Minimum Distributions".

If your account balance falls below $5,000 after 60 days, then your account balance will automatically be rolled over to a new individual retirement account as described in the "More than $1,000 but less than $5,000" category above.

You may request a distribution of the portion of your account that is invested in the NS Stock Fund in whole shares of NS stock, or as an in-kind rollover to an IRA, rather than as a cash distribution.

You should refer to the "Income Tax Implications" section for information about the tax treatment of your distribution.

REQUIRED MINIMUM DISTRIBUTIONS

The law generally restricts the ability of a retirement plan to be used as a method of deferring taxation for an unlimited period. Thus, there are rules that are designed to ensure that your TIP account begins to be distributed within certain time periods.

Required minimum distributions generally are minimum amounts that you must withdraw annually starting the year that you reach age 70½ (unless you are an active employee) or the year you end employment with NS if you continue employment beyond age 70½.

- You must take your first required minimum distribution for the year in which you turn age 70½ or, if later, end employment with NS. However, the distribution of the first payment can be delayed until April 1 of the following year.

- For all subsequent years, including the year in which you were paid the first required minimum distribution by April 1, you must take the required minimum distribution by December 31.

The required minimum distribution is calculated each year by dividing the value of your account as of December 31 of the prior year by the applicable life expectancy factors, as determined according to the Internal Revenue Service's life expectancy tables.

Any distribution taken in a year for which a required minimum distribution is necessary must be treated as a required minimum distribution, until the required amount has been received for that year. If a required minimum distribution is not reported as distributed to you, or if the distribution is not large enough, you may have to pay a 50% excise tax on the amount not distributed as required.

Required minimum distributions cannot be rolled over to an individual retirement account or other employer tax-qualified plan. If, when you end employment with NS, you are age 70½ or over, or will reach age 70½ in the year you terminate employment, then a portion of your complete distribution is considered a "minimum distribution" and as a result is not eligible for rollover.

DISTRIBUTION UPON DEATH

If you die before the complete distribution of your account, your account is distributable to your beneficiary (or to your estate in the absence of a beneficiary).

The required distribution rules vary depending on whether you die before or after you reach 70½, and depending on whether your beneficiary is your surviving spouse.

In general, if you die before reaching age 70½ and your beneficiary is
- your surviving spouse, distribution may be deferred until the later of
  - December 31 of the year following your date of death, or
  - December 31 of the year in which you would have reached age 70½.
- not your surviving spouse, the beneficiary may
  - take distributions in accordance with the beneficiary's life expectancy as determined by IRS tables, with distributions beginning by December 31 following the year of your death, or

- take a complete distribution of the account within five years of your death.

In general, if you die after reaching age 70½ then distributions will need to continue to be made over a period not exceeding your life expectancy or beneficiary's life expectancy. Different rules may apply if your surviving spouse is your sole beneficiary.

If your beneficiary is your surviving spouse, your spouse may be eligible to roll over the distribution to an eligible retirement plan by following the rollover procedures described in the "Income Tax Implications" section.

In addition, 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 required minimum distributions by the end of the calendar year after the year of your death. This rule only applies to an individual non-spouse beneficiary 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.

Contact Vanguard for additional information about distributions following the participant's death.

BENEFICIARY DESIGNATION

You should designate one or more beneficiaries to receive your TIP benefit in the event of your death. You should regularly review your beneficiary designation to be sure it is up-to-date.

You may designate your choice of beneficiary online at **www.vanguard.com**. If your choice requires your spouse's consent, you must print a copy of your beneficiary form, have your spouse execute the form before a notary public, and return the form to Vanguard. If you do not have internet access, you may call Vanguard at 800-523-1188 to request a form.

There are several situations to consider:

1. If you are not married, you may name any beneficiary you choose. If you do not name a beneficiary, your account will be distributed to your estate; however, naming a beneficiary may save time and alleviate hassle for your family.

2. If you are married and want to name your spouse as sole beneficiary, you simply make that designation. If you are married and don't name a beneficiary, your spouse at the time of your death will be considered your beneficiary.

3. If you are married and want to name someone other than your spouse as sole or partial beneficiary, you must complete the beneficiary designation form, print it, and then have your spouse sign the form consenting to this beneficiary designation. Your spouse's signature must be witnessed by a notary public and you must return the executed form to Vanguard.

4. If you marry in the future, your new spouse will be considered your beneficiary unless you follow 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.

5. If you designated your spouse as your beneficiary, and you subsequently become divorced or separated, you should consider whether to submit a new beneficiary designation if you want to exclude your former spouse from receiving any plan benefits following your death.

6. A Qualified Domestic Relations Order (QDRO) may require part of your benefits to be distributed to a former spouse (refer to the "Qualified Domestic Relations Order" section below).

A beneficiary may disclaim the right to receive a distribution from the Plan following your death, if the disclaimer is a qualified disclaimer under the Internal Revenue Code and Vanguard receives the disclaimer before it distributes your account to the beneficiary.

Your beneficiary, or his or her representative, needs to promptly notify Vanguard following your death. Upon receipt of notice, Vanguard will provide the beneficiary the necessary paperwork that the beneficiary will need to complete and return to Vanguard.

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. In addition, TIP is required to comply with federal tax liens.

QUALIFIED DOMESTIC RELATIONS ORDER (QDRO)

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 must follow a certain form and contain certain information to be considered qualified. The Plan Administrator will determine if the court order is qualified. TIP must comply with a qualified order and cannot honor an order that is not qualified. A proposed order may be submitted in advance for review. A copy of the procedures governing qualified domestic relations order determinations and a model QDRO are available online at www.norfolksouthern.com.

A "hold" will be placed on a participant's account restricting the participant's ability to take a withdrawal, loan or distribution, or make certain other plan changes while Plan representatives are determining whether a court order meets the requirements to be a QDRO.

If the order is determined to be qualified, 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. Otherwise, the Alternate Payee's benefit will be distributed as described under the section captioned "Distribution of Your TIP Account After Employment Ends."

A QDRO processing fee may be imposed and charged against the participant's account assets. Refer to the annual fee disclosure for additional information.

INCOME TAX IMPLICATIONS

Tax laws governing distributions from 401(k) plans are complex and change frequently. You should consult your personal tax advisor before you make any decisions that might affect your tax situation, as neither the company nor Vanguard provide tax advice. However, following are general comments on the tax treatment of payments to you from TIP.

When you receive a distribution from TIP of Pre-Tax Contributions, Matching Contributions, Pre-Tax Rollover Contributions, or PAYSOP Contributions, and the earnings on such contributions, the distribution will be taxed 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 earnings on distributions of your Roth Contributions and Roth Rollover 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, such earnings will be subject to ordinary income tax and may be subject to a 10% early distribution penalty (as described below).

If you receive a distribution of Norfolk Southern Corporation common stock in whole shares from 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 you actually sell the stock. Upon sale of the stock, the net unrealized appreciation will be taxed at the long-term capital gain rate, which may be more favorable than the ordinary income tax rate. 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 your death or (2) after you reach age 59½.

Although there may be tax advantages for holding a portion of your TIP investment in the NS Stock Fund and receiving a distribution in whole shares of NS stock, 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.

If you receive a distribution from TIP, you will be subject to a 10% early distribution penalty on the taxable portion of the payment unless one of the following conditions is met:

- The distribution is made following your termination of employment with Norfolk Southern after age 55, or upon your death or disability.

- The distribution is made while you are employed but after age 59½.

- The distribution is made to an alternate payee under a qualified domestic relations order.

- The distribution is up to the amount of your tax-deductible medical expenses.

- The distribution is rolled over to an IRA or eligible retirement plan (see section below on Rollover Distributions).

- The distribution is paid directly to the United States government to satisfy a federal tax levy.

- The distribution is in the form of cash dividends from the NS Stock Fund (see next page).

- The distribution consists of contributions made under the Plan's automatic enrollment rules which are withdrawn within 90 days of enrollment.

- The distribution consists of Roth Contributions or Roth Rollover Contributions and the distribution does not meet the requirements described above in "Tax Advantages of Roth Contributions".

- You satisfy the requirements for a Qualified Reservist Distribution, as described above.

If a required minimum distribution is not reported as distributed, or if the distribution that you take is not a large enough distribution for the year, you may have to pay a 50% excise tax on the amount not distributed as required.

Rollover Distributions

If you roll over your distribution from TIP to an IRA or eligible retirement plan (or, in the case of Roth Contributions to a Roth IRA or to a designated Roth account in another employer's plan), 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). If you roll over a taxable distribution directly from TIP to a Roth IRA, you will have to include in gross income the taxable portion of the conversion amount, but your distribution will not be subject to the 10% early distribution penalty that would otherwise have applied.

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 except:

- Hardship withdrawals;

- Amounts deemed to be distributed as the result of a default on a Plan loan;

- Dividends paid to you in cash from the NS Stock Fund;

- Corrective distributions of contributions that exceed tax limitations;

- Part of a series of substantially equal periodic payments made at least once a year and that will last for your lifetime or life expectancy, or your and your beneficiary's life expectancies, or for a period of ten years or more; or

- Required minimum distributions.

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 and Roth Rollover Contributions and the earnings on such contributions may only be rolled over to either a Roth IRA or to a designated Roth account in another employer plan (a tax-qualified plan or section 403(b) plan). If you choose to roll over such amounts to another employer's 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, within 60 days of the date you receive the distribution you can (1) roll over the entire distribution to a Roth IRA, or (2) roll over the earnings on such contributions to another employer's plan.

If an eligible rollover distribution is paid to you, TIP is required to withhold 20% of your taxable distribution as federal income tax withholding. State and local income tax withholding may also be required. Withholding does not change your tax liability – it just means you are paying estimated taxes at the time the distribution is made. 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.

Income Tax Treatment of 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. If the dividends were earned on NS Stock Fund shares purchased with Roth contributions, those dividends will not be taxed if you are at least age 59½ and have held the Roth account for at least five years. 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 (or possibly tax-free, if held as Roth Contributions).

FUNDING

Participants make Pre-Tax, Roth and Rollover Contributions, and Norfolk Southern provides Matching Contributions. 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 Chief Executive Officer 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 Benefits Investment Committee, consisting of the Chief Financial Officer, Chief Legal Officer, and Chief Human Resources Officer, is responsible for the selection and maintenance of each investment option under the Plan other than the NS Stock Fund.

The members of the Board of Managers and the Benefits Investment Committee do not receive any remuneration with respect to their services for TIP.

YOUR COOPERATION IS REQUIRED

We need your cooperation to properly administer the Plan. It is essential that you keep your beneficiary designation up to date with Vanguard, that you respond timely to Vanguard's requests, and that you keep your current address on file at all times.

If you are an employee of NS, you can verify and update your address on the ERC under Employee Self-Service, under the About Me tab.

If you retire, resign, or otherwise terminate employment with NS, contact Vanguard to keep them informed of your current address. NS will not continue to update your address with Vanguard after your employment ends.

Funds in your TIP account will be forfeited if:

- Vanguard is unable to locate you or your beneficiary within 180 days after a benefit becomes payable, or

- You or your beneficiary does not present a check from the Plan for payment within 180 days of the date of the check, or

- You or your beneficiary does not notify Vanguard of a distribution election within 60 days after Vanguard has notified you of the distribution options.

Any forfeited funds will be used to reduce NS contributions.

If you or your beneficiary send a written claim to Vanguard for a benefit after the amount was forfeited, the benefit will be reinstated but without any adjustment for earnings or losses that occurred during the forfeiture period.

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. This summary describes the Plan provisions in effect as of January 2019.

AMENDMENT OR TERMINATION

The Company currently intends to continue this Plan. 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, LIMITATIONS PERIOD AND VENUE FOR LAWSUITS

Any claims for benefits under the Plan must be filed in writing with the Employee Benefits office of Norfolk Southern Corporation at the Plan Sponsor's address listed below. Your claim should include pertinent or supporting documents.

You will be provided with a written notice of the determination of your claim. Benefit claim determinations are made in accordance with the Plan documents and Plan provisions are applied consistently with respect to similarly situated claimants.

You may not file any claim in any court with respect to the Plan until you have exhausted the Plan's administrative review procedures.

The Plan has the right to correct any errors or mistakes of fact, and make adjustments in benefit amounts, to remain in compliance with the Plan document.

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 90-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; (iii) 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; and (iv) 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. Send your appeal to the Board of Managers at the address listed below.

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.

Statute of Limitations for Filing Claims

Except for a claim for fiduciary breach brought under section 413 of ERISA, 29 U.S.C. §1113, a claimant must file in a court with jurisdiction over such claim or action no later than two years after the event that gave rise to the claim. You may not file any claim in any court with respect to the Plan until you have exhausted the Plan's administrative review procedures. However, if no decision is made upon your claim or appeal within any of the appropriate time frames, as described above, you will be considered to have exhausted your administrative remedies under the Plan and you will be entitled to bring a civil action against the Plan in federal court under Section 502(a) of ERISA.

Venue for Class Action Lawsuit

To the fullest extent permitted by law, any class action lawsuit relating to the Plan must be filed in (i) the jurisdiction in which the Plan is principally administered, which is currently the Commonwealth of Virginia; or (ii) the jurisdiction in which the largest number of putative class members resides (or if that jurisdiction cannot be determined, the jurisdiction in which the largest number of class members is reasonably believed to reside).

If any class action lawsuit is filed in a jurisdiction other than one of those described above or if any non-class action filed in such a jurisdiction is subsequently amended or altered to include class action allegations, then all parties to such action that are related to the Plan shall take all necessary steps to have the action removed to, transferred to, or re-filed in a jurisdiction as described above.

Plan Sponsor

Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

Plan Administrator

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

Plan Trustee

The Trustee of the Plan has been designated to hold and invest the assets of the Plan for the benefit of Plan participants. The Plan Trustee is:

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

Three Commercial Place
Norfolk, VA 23510

Name of Plan

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

Plan Number

002

Type of Plan

Defined contribution plan with a cash or deferred arrangement under section 401(k) of the Internal Revenue Code. A portion of the Plan is an employee stock ownership plan under the Internal Revenue Code and ERISA. The Plan is intended to constitute a plan described in section 404(c) of ERISA.

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).