

NORFOLK SOUTHERN CORPORATION

CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS

Committee's Role and Purpose

The Finance Committee is a standing committee, the chair and members of which are appointed annually by the Board of Directors. The Committee establishes procedures and acts by majority vote when at least a quorum is present. As authorized by the Board of Directors, the Committee shall:

- develop guidelines and oversee implementation of policies concerning the Corporation's capital structure; and
- make recommendations to the Board of Directors concerning an annual investment policy for the assets of the pension fund of the Corporation's retirement plan and the engagement of firms of investment managers to manage designated portions of such assets within the framework of the investment policy; and
- develop a process for reviewing the performance of the investment managers, receiving and reviewing reports on the investment performance and actuarial valuations of the pension fund and transmitting to the Board of Directors material information with regard thereto;
- evaluate its performance as a committee at least annually, considering such issues as the effectiveness of the Committee, its size and composition, the quality of information and presentations given by management, the suitability of its duties and such other issues as the Committee deems appropriate.

Principal Committee Duties, Responsibilities and Powers

Among the Committee's principal powers and authorities are the following:

- 1. In consultation with the chief financial officer of the Corporation, develop guidelines and oversee implementation of policies concerning the Corporation's capital structure.** To the extent it deems appropriate, the Committee shall:
 - develop, in consultation with the Corporation's chief financial officer and considering such advice of outside financial advisers and other consultants as the Committee in its discretion may deem advisable, guidelines concerning the appropriate structure of the Corporation's long-term debt and the mix of long-term debt and equity in the Corporation's capital structure and report such guidelines to the Board of Directors as appropriate; evaluate and approve, as

appropriate, strategies to manage the aggregate interest burden of the Corporation, including, without limitation, refinancing all or portions of such debt, allocating portions of such debt between fixed and floating interest rates and entering into hedging, arbitrage and other similar transactions;

- commission, review and transmit to the Board of Directors such reports, financial statements and other documents related to the Corporation's capital resources as the Committee in its discretion deems necessary or advisable.

2. Oversee the investment of pension fund assets. The Committee shall:

- recommend to the Board of Directors a policy for each calendar year for the investment of the assets of the aggregate pension fund of the retirement plan of the Corporation and certain of its consolidated subsidiaries, utilizing the advice of consultants as the Committee deems necessary or advisable; and
- receive, review and transmit to the Board of Directors material information regarding investment performance and actuarial valuations of the pension funds and other qualified retirement-related plans (including any related Voluntary Employee Beneficiary Association Trust) of the Corporation and certain of its consolidated subsidiaries, together with such recommendations thereon as the Committee may deem appropriate.

3. Make recommendations to the Board of Directors concerning the engagement of investment managers for the pension fund assets and monitor the performance of such managers. The Committee shall:

- recommend to the Board of Directors the engagement of one or more firms of investment managers whose duty it shall be to manage designated portions of the assets of the aggregate pension fund within the framework of the investment policy as in effect at any time;
- review the investment performance of each investment manager with respect to its portion of the assets of the aggregate pension fund;
- periodically report to the Board of Directors the performance of the investment managers and make recommendations on the retention of any investment manager, as the Committee may deem appropriate.

4. Appropriately record deliberations and decisions of the Committee and regularly report to the Board of Directors the Committee's activities and conclusions with respect to the principal matters it has considered.