Form **990**

Department of the Treasury Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

► Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No 1545-0047 2016 Open to Public Inspection

<u>A</u> _	For the 20	016 calendar year, or tax year beginning, and ending									
	Check if applica			D Employer	identification number						
\Box	Address chang	e Retirement Benefits Trust	Retirement Benefits Trust								
Ħ.	Name change	Doing business as									
二	•	Number and street (or P O box if mail is not delivered to street address)	number								
	Initial return Final return/										
	terminated	City or town, state or province, country, and ZIP or foreign postal code			10 (75 020						
\prod_{i}	Amended retur	NORFOLK VA 23510 The Name and address of principal officer		G Gross rece	epts\$ 19,675,030						
Ħ.	Application per		H(a) Is this a gro	oup return for su	ibordinates? Yes X No						
<u>.</u>	фриодаен рег		H(b) Are all sub	H(b) Are all subordinates included?							
			1 ' '		(see instructions)						
		tatus 501(c)(3) X 501(c) (9) ◀ (Insert no) 4947(a)(1) or 527	┥,		,,						
	Tax-exempt s	tatus 501(c)(3) X 501(c) (9) ◀ (insert no) 4947(a)(1) or 527	┥.,,,,		_						
	Website:		H(c) Group exe	991	273						
-	Form of organ		Year of formation 1	991	M State of legal domicile VA						
7. A.	art\l	Summary for december the experimental management are different actuallies.									
		fly describe the organization's mission or most significant activities: ealth and Welfare Benefit Plans									
Activities & Governance	-	ealth and wellare benefit Flans									
Tal.]										
Ver		· · · · · · · · · · · · · · · · · · ·									
Ĝ		ck this box I if the organization discontinued its operations or disposed of more than 2	5% of its net as:		2						
త		nber of voting members of the governing body (Part VI, line 1a)		3	3						
ě		nber of independent voting members of the governing body (Part VI, line 1b)		4	0						
5		al number of individuals employed in calendar year 2016 (Part V, line 2a)		5	0						
Ą		al number of volunteers (estimate if necessary)		6	0						
		al unrelated business revenue from Part VIII, column (C), line 12		7a	278						
	b Net	unrelated business taxable income from Form 990-T, line 34	Prior Ye	7b	Current Year						
_	8 Con	tributions and grants (Part VIII, line 1h)	- Filorite		Ourient real						
92		gram service revenue (Part VIII, line 2g)									
Revenue		estment income (Part VIII, column (A), lines 3, 4, and 7d)	20,69	2.550	19,675,030						
å		er revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	20702	1,550	0						
		al revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	20,69	2.550	19,675,030						
		nts and similar amounts paid (Part IX, column (A), lines 1–3)		,,,,,,	0						
		efits paid to or for members (Part IX, column (A), line 4)			0						
٠.	الم مدا	aries, other compensation, employee benefits (Part IX, column (A), lines 5–10)			0						
88	16a Pro	ressional fundraising fees (Part IX, column (A), line 11e)			0						
96	h Tota	al fundraising expenses (Part IX, column (D), line 25)	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)								
-Expenses	17 Oth	er expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	80	8,506	767,569						
C	h	al expenses Add lines 13–17 (must equal Part IX, column (A); line 25)		8,506	767,569						
(1)	40 Bo	enue less expenses. Subtract line 18 from line 12	19,88		18,907,461						
5 8	10 110	(0)	Beginning of Cu		End of Year						
a ets	20 Tota	al assets (Part X, line 16)	219,88	3,279	194,941,198						
Ass	21 Tota	al liabilities (Part X, line 26)	30,26		12,705,261						
Net Assets or -	22 Net	assets or fund balances Subtract line 21 from line 20	189,61	7,783	182,235,937						
	art II	Signature Block									
U	nder penalt	es of perjury, I declare that I have examined this return, including accompanying schedules and statem	nents, and to the b	est of my kn	owledge and belief, it is						
tru	ue, correct,	and complete Declaration of preparer (other than officer) is based on all information of which preparer	has any knowledo	je							
	1										
Sig	ın i	Signature of officer		Date	-						
He	re 📗	A.A. Adams Trust	ee	<u> -13-1</u>							
		Type or print name and title									
_	1	nnt/Type preparer's name Pyeparer's signature	Date	Check	If PTIN						
Pai	177.	chael F. Cox	11/13/	17 self-em							
		mis name NORFOLK SOUTHERN CORPORATION		rm's EIN	52-1188014						
Use	Only	THREE COMMERCIAL PLACE BOX 209	I								
	Fi	mis address NORFOLK, VA 23510	<u>_</u> <u></u>	Phone no	<u>757-668-1660</u>						
May	the IDS	discuss this return with the preparer shown above? (see instructions)			Vos No						

Part III	Statement of Program Servi			
· · · · · · · · · · · · · · · · · · ·	Check if Schedule O contains	a response or note to any line in this F	Part III	
1 Briefly Healt	describe the organization's mission. The and Welfare Benef	it Plans		
		program services during the year which were no	t listed on the	
	form 990 or 990-EZ? s," describe these new services on Sched	tule O		Yes X No
		e significant changes in how it conducts, any pro	ogram	
service		0		Yes X No
	s," describe these changes on Schedule be the organization's program service ac	complishments for each of its three largest pro	gram services, as measured by	
expens	ses Section 501(c)(3) and 501(c)(4) orga	anizations are required to report the amount of		
the tot	al expenses, and revenue, if any, for each	th program service reported.		
4a (Code:	:) (Expenses \$	including grants of \$) (Revenue \$)
Ab (Cada) (Expenses \$	including grants of C) (Revenue \$	
4b (Code) (Expenses ϕ	including grants of \$) (Nevenue \$,
4c (Code) (Expenses \$	including grants of \$) (Revenue \$)
			•	•
				
	program services (Describe in Schedule	-	Pevenue \$,
_	program service expenses	uding grants of \$) (Revenue \$	
DAA				Form 990 (2016

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	Checklist of Required Schedules			
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes,"		Yes	No
•	complete Schedule A	1		X
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to	_ -		
-	candidates for public office? If "Yes," complete Schedule C, Part I	3		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h)			
	election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	N/A	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues,			
	assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C,	<u> </u>		
	Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors			
	have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If			
	"Yes," complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes,"			
	complete Schedule D, Part III	8		_X_
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a			
	custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or			
	debt negotiation services? If "Yes," complete Schedule D, Part IV	9_	\vdash	X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted			
	endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	200770	X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI,			
	VII, VIII, IX, or X as applicable.			
а				v
	complete Schedule D, Part VI	11a	-	<u> </u>
D	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	:	х
	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more	110	\vdash	-12
·	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		x
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets	T.U		
Ī	reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	1 <u>1d</u>	x	
е	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses			
	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete			
	Schedule D, Parts XI and XII	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If	Ì		
	"Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b		<u> </u>
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking,			
	fundraising, business, investment, and program service activities outside the United States, or aggregate]		
	foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	├	<u> </u>
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or			.
	for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15		X_
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other	46		x
47	assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	 	_
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17		x
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on	 ''	 	**
. •	Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		x
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a?		Γ-	- <u></u> -
	If "Yes," complete Schedule G, Part III	19	[x

If "Yes," complete Schedule G, Part III

	Checklist of Required Schedules (continued)			
			Yes	No
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	N//	Γ
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or		1413	
	domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		x
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on			Г
	Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the			
	organization's current and former officers, directors, trustees, key employees, and highest compensated			
	employees? If "Yes," complete Schedule J	23		x
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than			
	\$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b			
	through 24d and complete Schedule K If "No," go to line 25a	24a	İ	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary penod exception?	24b	N//	Т
C	Did the organization maintain an escrow account other than a refunding escrow at any time during the year	3.12	194.4	
•	to defease any tax-exempt bonds?	24c	N/A	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	N/	T
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit	240	_N.//	╄─
200	transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	NI.	L
ь	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior	238	_N/	1
D				
	year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		L
26		230	_N/.	^
20	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any			1
	current or former officers, directors, trustees, key employees, highest compensated employees, or	200		x
27	disqualified persons? If "Yes," complete Schedule L, Part II	26		╁
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee,			
	substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled	-		
	entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	*******	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L,			!
	Part IV instructions for applicable filing thresholds, conditions, and exceptions):	***		1
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a_		<u> X</u>
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete			١,
	Schedule L, Part IV	28b		X
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof)			١,,
	was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified			۱.,
	conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N,			١.,
	Part I	31	-	<u> </u>
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes,"			١.,
	complete Schedule N, Part II	32	-	<u> </u>
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations		ĺ	۱.
	sections 301 7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III,		<u></u>	
	or IV, and Part V, line 1	34	X	╄
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a_		K
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a		[
	controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	N/	A
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-chantable			
	related organization? If "Yes," complete Schedule R, Part V, line 2	36	N/	A.

Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If* "Yes," *complete Schedule R*,

Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and

19? Note. All Form 990 filers are required to complete Schedule O.

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X

37

Part VI

R	Statements Regarding Other IRS Filings and Tax Compli	
	Check if Schedule O contains a response or note to any line	In this Part V Yes No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 0
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b 0
С	Did the organization comply with backup withholding rules for reportable payments to	vendors and
	reportable gaming (gambling) winnings to prize winners?	1c N/A
2a	. , , ,	
	Statements, filed for the calendar year ending with or within the year covered by this	
b		
_	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file	· · · · · · · · · · · · · · · · · · ·
3a		
b	.,	
4a		
	over, a financial account in a foreign country (such as a bank account, securities account)?	da X
b		
Б	See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank	and Financial Accounts
	(FBAR).	, and , mander , tooset no
5a		the tax year?
b		· · · · · · · · · · · · · · · · · · ·
С	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c N/A
6a	Does the organization have annual gross receipts that are normally greater than \$100	
	organization solicit any contributions that were not tax deductible as charitable contril	outions? 6a X
b	If "Yes," did the organization include with every solicitation an express statement that	such contributions or
	gifts were not tax deductible?	6b N/A
7	Organizations that may receive deductible contributions under section 170(c).	
а		
	and services provided to the payor?	7a N/A
b		
С		· I I I
	required to file Form 8282? If "Yes" indicate the number of Forms 8282 filed during the year.	7c N/A
d		
e f		
g	If the organization received a contribution of qualified intellectual property, did the organization received a contribution of qualified intellectual property, did the organization received a contribution of qualified intellectual property, and the organization received a contribution of qualified intellectual property.	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles,	(T
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised	Francisco Economic Resident
	sponsoring organization have excess business holdings at any time during the year?	8 N/A
9	Sponsoring organizations maintaining donor advised funds.	
а	Did the sponsoring organization make any taxable distributions under section 4966?	9a N/A
þ	Did the sponsoring organization make a distribution to a donor, donor advisor, or rela	ted person?
10	Section 501(c)(7) organizations. Enter:	
а	,	10a N/A
þ	•	s 10b N/A
11	Section 501(c)(12) organizations. Enter:	L. Laua
а		11a N/A
b	•	A41 N/A
40.	against amounts due or received from them.)	11b N/A
12a	(, ,)	
12		12b N/A
13 a	Section 501(c)(29) qualified nonprofit health insurance issuers. Is the organization licensed to issue qualified health plans in more than one state?	13a N/A
a	Note. See the instructions for additional information the organization must report on	##CCCCCCCC CONTINUE OF THE PROPERTY OF THE PRO
b		Section Sect
0	the organization is licensed to issue qualified health plans	13b N/A
С		13c N/A
14a		
<u>b</u>		· · · · · · · · · · · · · · · · · · ·
DAA		Form 990 (2018

Form 990 (2016) Norfolk Southern Corporation Post- 54-1607774 Page 6 Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI Section A. Governing Body and Management Enter the number of voting members of the governing body at the end of the tax year 1a If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. 0 1b Enter the number of voting members included in line 1a, above, who are independent Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2 Did the organization delegate control over management duties customarily performed by or under the direct 3 supervision of officers, directors, or trustees, or key employees to a management company or other person? Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4 5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5 6 Did the organization have members or stockholders? 6 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint 7a one or more members of the governing body? b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 7b Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? 8a Each committee with authority to act on behalf of the governing body? 8b Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at X the organization's mailing address? If "Yes," provide the names and addresses in Schedule O Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) No Yes X 10a 10a Did the organization have local chapters, branches, or affiliates? If "Yes," did the organization have written policies and procedures governing the activities of such chapters, N/A 10b affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a Describe in Schedule O the process, if any, used by the organization to review this Form 990 b 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a 12b b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 12c Did the organization have a written whistleblower policy? 13 13 14 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? The organization's CEO, Executive Director, or top management official 15a Other officers or key employees of the organization 15b If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16a b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? Section C. Disclosure List the states with which a copy of this Form 990 is required to be filed None Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) 18 available for public inspection. Indicate how you made these available. Check all that apply Own website Another's website X Upon request Other (explain in Schedule O) Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. State the name, address, and telephone number of the person who possesses the organization's books and records: M.F. Cox Three Commercial Place

757-668-1660

VA 23510

Norfolk

Form 990 (201	6 Norfolk 9	outhern	Cc	ייי	or	at	io	n 1	Post- 54-160	7774	Page 7
Part VIII.		of Officers,							Key Employees, Hig		
	Check if Schedule O contains a response or note to any line in this Part VII										
Section A.									Compensated Employe		
organization's	tax year	-							on for the calendar year er		_
compensation	. Enter -0- in columns	(D), (E), and (F)	ıf no	con	npen	satı	on wa	as pa		, -	f
	~	• •	•		•				ons for definition of "key en		
who received i		on (Box 5 of For							er than an officer, director, rm 1099-MISC) of more th		
\$100,000 of re	eportable compensation	on from the orga	nızat	tion a	and a	any i	elate	ed or	-		
organization, r List persons in	nore than \$10,000 of r	eportable compe dividual trustees	ensa	tion	from	the	orga	nıza	in the capacity as a former ition and any related organ trustees, officers, key emp	izations	
			/ rela	ated	orga	nıza	tion o	com	pensated any current office	er, director, or trustee	_
Na	(A) (B) (C) ne and Title Average Position hours per (do not check more than one week box, unless person is both ai (list any officer and a director/trustee				an ee)	(D) Reportable compensation from the organization	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the			
		related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(W-2/1099-MISC)	,	organization and related organizations
(1) C.C.	Earhart							Г			
		0.00									
Trustee	Galanko	0.00	<u>X</u>		-	-	_		0	0	0
(2) ** • 11 •	Caranno	0.00									
Trustee		0.00	x						0	l o	0
(3) A.A.	Adams										
		0.00	 								
Trustee	Hurlbut	0.00	X		1		-	├	0	0	0
(4) I . E .	HULLDUC	0.00]	İ						
Controll	er	0.00		ĺ	$ _{\mathbf{x}}$				l 0	l o	0
	Allison										
		0.00									
Treasure		0.00	_	┡	X		-	Ь.	0	0	0
(6) M.L.	Thompson	٠									
Secretar	77	0.00		}	x				0	٥	0
(7)	<u> </u>	0.00	T	 	7.				<u>~</u>		· · · · · · · · · · · · · · · · · · ·
									:		
No fo	devoted less rmer officers its in 2016.							or			
(9)											
(10)			t	t^-	\vdash	T	1	\vdash			

(11)

DAA

DAA

<u>Fa</u>	(A) Name and title	(B) Average hours per week (list any	(C) Position (do not check more than or box, unless person is both officer and a director/truster					ne an	(D) Reportable compensation from the	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the	
		hours for related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	organization (W-2/1099-MISC)	(W-21099-MISC)	organization and related organizations	
				:								
						_						
			_									
				!								
<u>-</u>	<u> </u>		-									
				<u> </u>							<u> </u>	
1b c d_	Sub-total Total from continuation she Total (add lines 1b and 1c)	ets to Part VII, S	Secti	ion A	۹			<u> </u>				
2 	Total number of individuals (ir reportable compensation from				thos	e lis	ted a	bov	e) who received more than	\$100,000 of	Yes No	
3 4	Did the organization list any for employee on line 1a? If "Yes, For any individual listed on lin organization and related organization and related organization."	"complete Schede 1a, is the sum	<i>dule</i> of re	J for	suc.	h ind	dividu ipens	<i>ial</i> satio	on and other compensation	from the	3 X 4 X	
5 Sect	Did any person listed on line for services rendered to the oil ion B. Independent Contractor	rganization? If "Y								rindıvıdual	5 X	
1	Complete this table for your fi compensation from the organ	ve highest comp									ear	
		(A) I business address								(B) tuon of services	(C) Compensation	
												
			_				_	_				
2	Total number of independent received more than \$100,000								se listed above) who	0		

31,94	iit A	Check if Schedule		response	or note to any line	in this Part VIII		
			7. XV.		(A) Total revenue	(B) Related or	(C) Unrelated	(D) Revenue
1/	91	5			Total revenue	exempt function	business revenue	excluded from tax under sections
9 0	<u> </u>	<u> </u>	" " " " " " " " " " " " " " " " " " "	<u> </u>		revenue	Tevenue	512-514
ant	1a	Federated campaigns	1a					
٥٤		Membership dues	1b					1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
ifts If A		Fundraising events Related organizations	1c 1d					
9,E		Government grants (contributions)	1e					
Sign		All other contributions, gifts, grants,			t			
ther	•	and similar amounts not included above	1f					
ĒĎ	g	Noncash contributions included in lines 1a-						
ano	_ h	Total. Add lines 1a-1f				1 2 m 1 2 m		
ine				Busn. Code		14. 1 1. 1 1. 1 1. 1	2, 4 3, 4	
Ve.	2a							
8	b							
اڅ	С							
Sel	d			ļ				L
La	е			·	 		ļ	<u> </u>
Program Service Revenue Contributions, Giffs, Grants and Other Similar Amounts		All other program service reve	nue		 	(C. 2) (M. 18 2 7)		
\exists	<u>g</u>	Total. Add lines 2a–2f Investment income (including	duudondo into	ront		% (C. A. 1)/3		<u>. 1388-46. 13. 134. 13</u>
		and other similar amounts)	uividends, inte	lesi, ▶	4,710,385	İ	278	4,710,107
Ì	4	Income from investment of tax	-exempt bond	proceeds >	27.207303			11/20/20/
ſ	5	Royalties	. champi sona	P				
		(ı) Real	(11)	Personal	7, 7, 3	7 3 7 8 7		
j	6a	Gross rents					1. ° 12	
Į	b	Less rental exps				1/4 6/12 30		The Stay Sec. Sec.
	С	Rental inc or (loss)]			
	d	Net rental income or (loss)		<u> </u>				
į	/a	Gross amount from sales of assets (i) Securities		ıı) Other		1. 14 3 14		
l		other than inventory 14,964,	645					し 製作 気形さく
l	b	Less cost or other	1				1. "" " " " " " " " " " " " " " " " " "	
- [basis & sales exps				Maria e 1		1. Sen i a
ı	C	Gain or (loss) 14,964,	645		3 · 6 · 6 · 6 · 6 · 6 · 6 · 6 · 6 · 6 ·	14 064 645		
	ď	Net gain or (loss) Gross income from fundraising eve	nto [14,964,645	14,964,645	X	. 1886 - 3 - 3 - 8 - 8
9	8a	(not including \$	nis		Fig % % * 1		[4x *	
Ş.		of contributions reported on line 1c	,			Kan Alian		N 47 12 1
&		See Part IV, line 18	a			1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
Other Revenu	ь	Less direct expenses	Ď					
ō	c	Net income or (loss) from fund	Iraising events		1		6 n. N. 3m.	. 2000. 20. 10 66. 111)
ĺ	9a	Gross income from gaming activitie			1 4 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	98 - 1990 - 1990 - 1990 - 19	" 40° "y "3 " " 12	1388 % V 4 1 3
		See Part IV, line 19	a					
Ì	b	Less: direct expenses	b		Ja san 170 Julius 18	Kiya (2)		
ļ	С	Net income or (loss) from gam	ing activities	•				
ļ	10a	Gross sales of inventory, less			17 % 4 7/3			
		returns and allowances	a		103/34 7			
l		Less: cost of goods sold b		4 26 26 17 <i>2</i>			J. 1946 - 19	
ļ	<u>c</u>	Net income or (loss) from sale	s of inventory	<u> </u>	<u> </u>	 		8 78388 L Y 2-8 9:
}	44-	Miscellaneous Revenue		Busn. Code			Pile Milia	i dana se Madalisaida
ļ	11a				 	 	 	
	b				 	 	 	
Ì	c d	All other revenue			 	 		
ļ	u e	Total. Add lines 11a-11d		<u> </u>	 		2,02,000	
	12	Total revenue. See instruction	ns		19,675,030			4,710,107

	Check if Schedule O contains a resp				
	ot include amounts reported on lines 6b, b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to domestic organizations			Z. 2. Z. Z. Z. Z. Z. Z. Z. Z. Z. Z. Z. Z. Z.	W 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	and domestic governments. See Part IV, line 21			1 # K 4 / K	
2	Grants and other assistance to domestic				m 2/3888 6 1
	individuals See Part IV, line 22			1846	
3	Grants and other assistance to foreign				7 76 38 37 7 7
	organizations, foreign governments, and foreign		1		
	individuals See Part IV, lines 15 and 16			K of A TO A	
4	Benefits paid to or for members				
5	Compensation of current officers, directors,			17. nm n. 1. 11.	<u> </u>
•	trustees, and key employees				
6	Compensation not included above, to disqualified			 	
·	persons (as defined under section 4958(f)(1)) and		•		{
	persons described in section 4958(c)(3)(B)				
7	Other salaries and wages			 	
8	Pension plan accruals and contributions (include			 	
o	section 401(k) and 403(b) employer contributions)				
0	Other employee benefits			 	
9 10	Payroll taxes			 	
10		 		 	
11	Fees for services (non-employees): Management				
				 	
b	Legal			 	
۲ د	Accounting	 		 	
	Lobbying Professional fundraising convices. See Bort IV. June 17.				
	Professional fundraising services See Part IV, line 17			· · · · · · · · · · · · · · · · · · ·	
	Investment management fees			 	
g	Other (If line 11g amount exceeds 10% of line 25, column				
4-	(A) amount, list line 11g expenses on Schedule O)			 	
12	Advertising and promotion			 	
13	Office expenses			 	
14	Information technology			 	
15	Royalties		<u> </u>	 	
16	Occupancy			 	
17	Travel			ļ	
18	Payments of travel or entertainment expenses				[
	for any federal, state, or local public officials		 		
19	Conferences, conventions, and meetings			ļ	<u> </u>
20	Interest		<u> </u>	 	
21	Payments to affiliates	_ _		<u> </u>	
22	Depreciation, depletion, and amortization	<u> </u>		<u> </u>	
23	Insurance		——————————————————————————————————————	<u> </u>	<u></u>
24	Other expenses Itemize expenses not covered	Maria Karan			14175 2 6 21
	above (List miscellaneous expenses in line 24e If		N 796 15 162 80	17. Y. II. ()	
	line 24e amount exceeds 10% of line 25, column		M.G V. KA W		F 47 52 86 8 8 9 :
	(A) amount, list line 24e expenses on Schedule O)		<u> </u>		
а	Mortality/Other Ins. Char	580,529		ļ	
b	Investment Management Cha	187,040			
С	1			<u> </u>	
d				<u> </u>	
е	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	767,569	C	0	0
26	Joint costs. Complete this line only if the				
	organization reported in column (B) joint costs				
	from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if				
	following SOP 98-2 (ASC 958-720)				
DAA					Form 990 (2016)

Form 990 (2016) Norfolk Southern Corporation Post- 54-1607774
Part X Balance Sheet Balance Sheet

		Check if Schedule O contains a response or note to	o any I	ine in this Part X			
					(A) Beginning of year		(B)
	1	Cook non-interest bearing				 	End of year
	1	Cash—non-interest bearing			2,005,383	_	1,717,571
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net			0.017.614	_ 3	205
	4	Accounts receivable, net	_		2,317,611	4	-335,350
	5	Loans and other receivables from current and former office					
		trustees, key employees, and highest compensated employees	W. S. Warre	100	終さくさ スカス こう		
	١.	Complete Part II of Schedule L	7	5			
	6	Loans and other receivables from other disqualified person		1		18 10	
		4958(f)(1)), persons described in section 4958(c)(3)(B), a			Rink.		
		sponsoring organizations of section 501(c)(9) voluntary e	-		and as which we will	k	18 T. 1
Assets	l _	organizations (see instructions). Complete Part II of Sche	edule L	•	· · · · · · · · · · · · · · · · · · ·	6	
Ass	7	Notes and loans receivable, net				7	<u> </u>
`	8	Inventories for sale or use		8			
	9	Prepaid expenses and deferred charges	r 1			9	
	1Va	Land, buildings, and equipment, cost or					
	١.	other basis Complete Part VI of Schedule D	10a 10b	 	Marie 1 1 1 1 1 1 1 1 1		♠ 5.00 /
	l			10c			
	11	Investments—publicly traded securities			265,697	11	596,701
	12	Investments—other securities See Part IV, line 11			12		
	13	Investments—program-related See Part IV, line 11		·	13		
	14	Intangible assets			215 224 522	14	100 000 000
	15	Other assets See Part IV, line 11			215,294,588		192,962,276
	16	Total assets. Add lines 1 through 15 (must equal line 34))	,	219,883,279		194,941,198
	17	Accounts payable and accrued expenses			-	17	
	18 19	Grants payable Deferred revenue		18	-		
	20	Tax-exempt bond liabilities			19		
	21	Escrow or custodial account liability. Complete Part IV of	lula B		20	·	
10	22	Loans and other payables to current and former officers,			21	<u> </u>	
Liabilities	**	trustees, key employees, highest compensated employee	•		!		
ΪQ		disqualified persons Complete Part II of Schedule L	55, and			22	
=======================================	23	Secured mortgages and notes payable to unrelated third	nartion			22	<u> </u>
	24	Unsecured notes and loans payable to unrelated third par		•		23 24	
	25	Other liabilities (including federal income tax, payables to		d third		24	·
		parties, and other liabilities not included on lines 17-24).					
		of Schedule D	Jompie	Sto T art X	30,265,496	25	12,705,261
	26	Total liabilities. Add lines 17 through 25			30,265,496		12,705,261
		Organizations that follow SFAS 117 (ASC 958), check	here I	and	(/ ((/	- V	
Ses		complete lines 27 through 29, and lines 33 and 34.		<u> —</u>			P/ ???. 94
anc	27	Unrestricted net assets			n www. 9 /7	27	man spin, as
Bal	28	Temporanly restricted net assets			28		
pu	29	Permanently restricted net assets				29	
Fu		Organizations that do not follow SFAS 117 (ASC 958),	chec	k here ▶ X and	. Y. X.	× .	381, 438
o.		complete lines 30 through 34.					
Net Assets or Fund Balances	30	Capital stock or trust principal, or current funds	A THEOREM IS A	30			
As	31	Paid-in or capital surplus, or land, building, or equipment			31		
ĕ	32	Retained earnings, endowment, accumulated income, or	other f	unds	189,617,783	32	182,235,937
-	33	Total net assets or fund balances			189,617,783		182,235,937
	34	Total liabilities and net assets/fund balances			219,883,279	34	194,941,198
					- 		

	1990 (2016) NOTIOIR Southern Corporation Post- 54-160///4			<u>Pac</u>	ge 12
Pa	Reconciliation of Net Assets				
	Check if Schedule O contains a response or note to any line in this Part XI				
1	Total revenue (must equal Part VIII, column (A), line 12)	1_	19,6	<u>75, (</u>	030
2	Total expenses (must equal Part IX, column (A), line 25)	2_	7	67, <u>s</u>	569
3	Revenue less expenses. Subtract line 2 from line 1	3_	18,9	07,4	461
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4_	189,6	17,	783
5	Net unrealized gains (losses) on investments	5	-2,5	55,8	896
6	Donated services and use of facilities	6			
7	Investment expenses	7			
8	Prior period adjustments	8			
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-23,7	33,4	411
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line				
	33, column (B))	10	182,2	35,	937
Pa	RXII Financial Statements and Reporting				
	Check if Schedule O contains a response or note to any line in this Part XII				X
			-	Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other				./\.
	If the organization changed its method of accounting from a prior year or checked "Other," explain in		1 13		· }
	Schedule O			, ,	25 6
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a	<u> </u>	<u> </u>
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or		- E277		
	reviewed on a separate basis, consolidated basis, or both				373
	Separate basis Consolidated basis Both consolidated and separate basis			1: Ã.	7
b	Were the organization's financial statements audited by an independent accountant?		2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a			P. 1	,
	separate basis, consolidated basis, or both		En:	[^	1
	Separate basis Consolidated basis Both consolidated and separate basis				1.
C	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight		1	1	
	of the audit, review, or compilation of its financial statements and selection of an independent accountant?		2c	X	_
-	If the organization changed either its oversight process or selection process during the tax year, explain in				.00000000
	Schedule O.				
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in				
	the Single Audit Act and OMB Circular A-133?		3a		_X_
b	if "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the				
	required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3b		
			Fo	m 99 0	(2016)

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

OMB No 1545-0047

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

	orfolk Southern Corporation Boot	Employer identification number			
	orfolk Southern Corporation Post-		E4 1607774		
_	etirement Benefits Trust	and a ser Odda at Odda at Odda at Odda at Odda at Odda at Odda at Odda at Odda at Odda at Odda at Odda at Odda	54-1607774		
F	Organizations Maintaining Donor Advised Fur Complete if the organization answered "Yes" on F		Accounts.		
	Oomplete if the organization answered Tes of T	<u> </u>	(h) For do and other assessed.		
4	Total number at and of year	(a) Donor advised funds	(b) Funds and other accounts		
1	Total number at end of year				
2	Aggregate value of contributions to (during year)				
3	Aggregate value of grants from (during year)				
4	Aggregate value at end of year				
5	Did the organization inform all donors and donor advisors in writing that				
	funds are the organization's property, subject to the organization's exclu	_	∐ Yes ∐ No		
6	Did the organization inform all grantees, donors, and donor advisors in				
	only for chantable purposes and not for the benefit of the donor or dono	or advisor, or for any other purpose	П., П.,		
D.	conferring impermissible private benefit? Conservation Easements.	****	Yes No		
F¢	Complete if the organization answered "Yes" on F	Form 990 Part IV line 7			
1	Purpose(s) of conservation easements held by the organization (check				
•	Preservation of land for public use (e.g., recreation or education)		artest land area		
	Protection of natural habitat	Preservation of a historically imp			
	Preservation of open space	Preservation of a certified historic	c structure		
2		nation contribution in the form of a conce	an internal		
_	easement on the last day of the tax year	valion contribution in the form of a conse			
а			Held at the End of the Tax Year		
b			2a		
c	No. 1. Programme and the contract of the contr	uded in (a)	2b 2c		
	Number of conservation easements included in (c) acquired after 8/17/0	• •			
u	historic structure listed in the National Register	oo, and not on a	2d		
3	Number of conservation easements modified, transferred, released, ext	tinguished or terminated by the organize			
•	tax year	unguished, or terminated by the organizar	uon during the		
4	Number of states where property subject to conservation easement is k	ocated •			
5	Does the organization have a written policy regarding the periodic moni				
	violations, and enforcement of the conservation easements it holds?	toring, inspection, nanding or	☐ Yes ☐ No		
6	Staff and volunteer hours devoted to monitoring, inspecting, handling of	f violations, and enforcing conservation e			
•	b	violations, and emoroling conservation e	asements during the year		
7	Amount of expenses incurred in monitoring, inspecting, handling of viola	ations, and enforcing conservation easen	nents during the year		
•	S	ations, and emoroting conservation casen	nents during the year		
8	Does each conservation easement reported on line 2(d) above satisfy the	he requirements of section 170/h)/4)/B)/i	1		
	and section 170(h)(4)(B)(ii)?		Yes No		
9	In Part XIII, describe how the organization reports conservation easeme	ents in its revenue and expense statemer			
	balance sheet, and include, if applicable, the text of the footnote to the				
	organization's accounting for conservation easements				
Pa	organizations Maintaining Collections of Art,		Similar Assets.		
	Complete if the organization answered "Yes" on F	orm 990, Part IV, line 8.			
1a	If the organization elected, as permitted under SFAS 116 (ASC 958), no				
	works of art, historical treasures, or other similar assets held for public	exhibition, education, or research in furth	erance of		
	public service, provide, in Part XIII, the text of the footnote to its financial				
b	If the organization elected, as permitted under SFAS 116 (ASC 958), to	· ·			
	works of art, historical treasures, or other similar assets held for public	exhibition, education, or research in furthe	erance of		
	public service, provide the following amounts relating to these items				
	(i) Revenue included on Form 990, Part VIII, line 1		▶ \$		
_	(ii) Assets included in Form 990, Part X		▶ \$		
2	If the organization received or held works of art, historical treasures, or		ovide the		
	following amounts required to be reported under SFAS 116 (ASC 958)	relating to these items:	<u>.</u>		
a			> \$		
<u>b</u>	Assets included in Form 990, Part X		> \$		

_	dule D (Form 990) 2016 NOTIOLK SC						<u>6077</u>					ige Z
	武 III Organizations Maintaining								sets (contin	ued)	
3	Using the organization's acquisition, accession collection items (check all that apply):	i, and other record	ls, check	any of the fol	llowing that a	re a signifi	icant use	of its				
а	Public exhibition	d 🗍	Loan or e	exchange pro	grams							
b	Scholarly research	e 🗍	Other	• ,	•							
С	Preservation for future generations											
4	Provide a description of the organization's colle	ections and explair	n how the	v further the	organization'	s exempt	purpose	ın Pari	t			
•	XIII.			,	organization.	o oxompt i	pu. pooc		•			
5	During the year, did the organization solicit or r									□ v.		Na
·Do	assets to be sold to raise funds rather than to i		Dart or the	organization	1 S collection	<u></u>			-	Ye	<u> </u>	<u>No</u>
्राम्	Complete if the organization a 990, Part X, line 21.		" on Fo	rm 990, Pa	art IV, line 9	e, or rep	orted a	ın am	ount o	n Forn	ו	
	Is the organization an agent, trustee, custodiar	or other intermed	diary for c	ontributions of	or other asset	ts not		<u> </u>				
	included on Form 990, Part X?		,							Ye	s	No
h	If "Yes," explain the arrangement in Part XIII ar	nd complete the fo	llowing ta	hle						_ ··		
•	Too, explain the arrangement in Fart 7th at	na complete the le	omig to							Amoun		_
_	Pegunna halanas							4.				
	Beginning balance							1c				_
	Additions during the year						1	1d				
е	Distributions during the year							_ <u>1e</u>				
f	Ending balance							1f				
	Did the organization include an amount on For					•				Ye	s	No
	If "Yes," explain the arrangement in Part XIII C	heck here if the e	xplanatio	n has been p	rovided on P	art XIII					,	
Pa	rt V Endowment Funds.											
	Complete if the organization a	answered "Yes	<u>" on Fo</u>	<u>rm 990, Pa</u>	art IV, line	10.	r					
		(a) Current year	(b)	Pnor year	(c) Two yea	ers back	(d) Th	ee years	back	(e) Fou	years b	ack
1a	Beginning of year balance		<u> </u>									
b	Contributions	·									_	
С	Net investment earnings, gains, and											
	losses				- -							
ч	Grants or scholarships				1							
•	Other expenditures for facilities and	-	 							-		
e	·								i			
_	programs		 -		 							
T	Administrative expenses		 						_			
g	End of year balance		<u> </u>		<u>l</u>							
2	Provide the estimated percentage of the currer	nt year end balanc	e (line 1g	, column (a))	held as:							
а	Board designated or quasi-endowment ▶	%										
b	Permanent endowment ► %											
С	Temporanly restricted endowment ▶	%										
	The percentages on lines 2a, 2b, and 2c shoul	d equal 100%.										
3a	Are there endowment funds not in the possess		ation that	are held and	administered	d for the						
	organization by										Yes	No
	(i) unrelated organizations									3a(i)		
											-	
	(ii) related organizations			-b - d 1. DO						3a(ii)		
D	If "Yes" on line 3a(ii), are the related organization									_3b		
<u>4</u> تريين	Describe in Part XIII the intended uses of the c		<u>owment f</u>	unds								
K.	Land, Buildings, and Equip Complete if the organization a		" on Fo	rm 990 Pa	art IV line	112 Soc	Form	aan	Dart Y	line 1	Λ	
	Description of property	(a) Cost or other		(b) Cost or			Accumulate		<u>, a, t /</u>	(d) Book	_	
	Description of property	(a) Cost of other (investment)		(b) Cost or (oth			preciation	•		(u) DOOK	+aiu 0	
	 	(mvesument)	'	1007		Section Contracts		800	.]			
1a	Land					<u>* </u>		<u> </u>	—			
b	Buildings					<u> </u>			—			
C	Leasehold improvements	<u> </u>										
d	Equipment											
e	Other											
	I. Add lines 1a through 1e. (Column (d) must eq	ual Form 990, Par	rt X, colur	nn (B), line 1	0c.)							
							-					

"Part VII	Investments—Other Securities.			
	Complete if the organization answered "Yes" o	<u>n Form 990, Part IV, li</u>		
	(a) Description of security or category	(b) Book value	(c) Method o	
	(including name of security)		Cost or end-of-ye	ar market value
(1) Financial				
(2) Closely-he	eld equity interests			
(3) Other				
(A)			<u> </u>	
(B)			<u> </u>	
(C)				
(D)				
(E)				
(F)				
(G)			T	
(H)				
	n (b) must equal Form 990, Part X, col (B) line 12) ▶		77	······································
Part VIII	Investments—Program Related.			<u></u>
8,7,7777777	Complete if the organization answered "Yes" o	n Form 990 Part IV Ii	ne 11c See Form 990 F	Part X line 13
	(a) Description of investment	(b) Book value	(c) Method o	
	(a) Description of investment	(b) book value		ar market value
		-		
_(1)		- 		
(2)				
_(3)				
_(4)				
_(5)				
_(6)				
_(7)				
_(8)			<u> </u>	
(9)			<u> </u>	
Total. (Colum	n (b) must equal Form 990, Part X, col. (B) line 13) ▶			
Part IX	Other Assets.			
· · ·	Complete if the organization answered "Yes" o	n Form 990, Part IV, II	ne 11d. See Form 990, F	Part X, line 15.
	(a) Description			(b) Book value
(1)	Trust Owned Life Insu	rance		192,962,276
(2)		·		
_(3)			" 	
(4)				
				
_(5)				<u> </u>
_(6)				
				
_(8)				<u> </u>
(9)				100 060 076
*** ***********************************	n (b) must equal Form 990, Part X, col. (B) line 15)			192,962,276
Párt X/4	Other Liabilities.			
	Complete if the organization answered "Yes" o	n Form 990, Part IV, li	ne 11e or 11f. See Form	990, Part X,
	line 25			·····
1.	(a) Description of liability	(b) Book value]	
(1) Federal	income taxes			
(2) Reiml	bursement due to Plan Sponsor	12,705,26		
_(3)				7. . . 1156 X
(4)				-4.#** V:X/4
(5)				
(6)		 	T (1888	
(7)		- 	HM 1990 XXXX 11/19	
(8)				
(9)	(h)	12 705 26		
i otal. (Colum	n (b) must equal Form 990, Part X, col (B) line 25.) 🕨	12,705,26	→ 2002 300 300 300 300 300 300 3	1981 11882 SWEET ST. 1880 118

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Supplemental Information.

Amounts included on Form 990, Part IX, line 25, but not on line 1: Investment expenses not included on Form 990, Part VIII, line 7b

5 - Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)

Subtract line 2e from line 1

b Other (Describe in Part XIII.)

c Add lines 4a and 4b

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X, line

2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

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SCHEDULE O (Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

OMB No 1545-0047

Department of the Treasury Internal Revenue Service

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Name of the organization

Norfolk Southern Corporation Post-Retirement Benefits Trust

Employer identification number 54-1607774

Form 990, Part VI, Line 8a - Documentation by Governing Body Explanation MEETINGS WERE NOT HELD IN 2016.

Form 990, Part VI, Line 8b - Documentation by Committee Explanation MEETINGS WERE NOT HELD IN 2016.

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990 THE FORM 990 IS NOT FORMALLY REVIEWED BY THE GOVERNING BODY PRIOR TO ITS FILING. HOWEVER, THE FORM IS REVIEWED INTERNALLY BY MEMBERS OF MANAGEMENT PRIOR TO ITS FILING.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation THE NAMED DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

Form 990, Part XI, Line 9 - Other Changes in Net Assets Explanation Reduction in Employer Contributions \$ -41,005,839 Change in Payable due to Plan Sponsor 17,560,235 Change to Prefunding Requirement for UHC -287,807 Total \$ -23,733,411

Form 990, Part XII - Additional Information THE SEPERATE, INDEPENDENT AUDITED FINANCIAL STATEMENTS WERE OBTAINED AT THE PLAN LEVEL WHICH INCLUDES THE ORGANIZATION.

SCHEDULER	Related Orga	anizations and Unrelated Partnershins	Inrelated	Dartnerchine			OMB No 1545-0047	
(Form 990)	Complete if the organizatio	ion answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.	on Form 990, Part	IV, line 33, 34, 35b,	36, or 37.		2016	
Department of the Treasury	 ► Information about Sched	► Attach to Form 990. dule R (Form 990) and its instructions is at www.irs.gov/form990.	Form 990. d its instructions	is at www.irs.gov/f	orm990.	<u> </u>	Open to Public Inspection	,
Name of the organization	Norfolk Southern Corporation Post-Retirement Benefits Trust	- - - - - - - - - - - - - - - - - - -				Employer identificati	Employer identification number . 54 - 1607774	1
رِ الْعُمِيرُةِ عَلَيْهِ الْطُوسُلِقِةِ الْعَالِمِينِ الْعَالِيَةِ الْعَالِمِينِ الْعَالِمِينِ الْعَالِمِينِ ا		organization answered "Yes" on Form 990, Part IV, line 33.	ered "Yes" on F	orm 990, Part IV	, line 33.			
	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)		(d) Total income E	(e) End-of-year assets	(f) Direct controlling entity	1
(1)								
(2)								
(3)								
(4)								ı
(5)								1
Part II Identifi	Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.	complete if the org tax year.	anization answ	ered "Yes" on Fc	rm 990, Part IV,	line 34 because	it had	
	(a) Name, address, and EIN of related organization	(b) Pnmary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public chanty status (if section 501(c)(3))	(f) Direct controlling entity	Section 512(b)(13) controlled entity?	
(1) Retirement Corp & Part	nent Plan of Norfolk Southern Participating Subsidiaries	Remnt Plan	VA	401a		N/A	×	ı
(2) Thrift & In- Southern Co.	Investment Plan of Norfolk Corp & Participating Subsi		VA	401a		N/A	×	
(3) Long Term D NSC & Parti	Term Disability Plan of & Participating Subsidiaries	Benefits	VA	50109		N/A	×	Ī
(4) Thoroughbrec Plan of NSC	Thoroughbred Retirement Investment Plan of NSC & Participating Subsid		VA	401a		N/A	×	
(5) Address for	all is Norfolk, VA					N/A	×	1
For Paperwork Reductic	For Paperwork Reduction Act Notice, see the Instructions for Form 990.					Schedu	Schedule R (Form 990) 2016	

Page 2 Schedule R (Form 990) 2016 Percentage ownership (I) Section 512(b)(13) controlled entity? Yes No × 3 General or managing partner? Yes No Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, Inne 34 because it had one or more related organizations treated as a corporation or trust during the tax year. Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year. Percentage ownership Ξ amount in box 20 (I) Code V—UBI of Schedule K-1 (Form 1065) Share of end-of-year assets (h)
Disproportionate
alloc ? Yes No (g) Share of end-of-year assets Share of total (f) Share of total income Type of entity (C corp. S corp. or trust) υ (d)
Direct controlling
entity (e)
Predominant
income (related,
unrelated,
excluded from
tax under
sections 512-514) 54-1607774 N/A (d)
Direct controlling
entity (c) Legal domicile foreign country) (state or 8 Schedule R (Form 990) 2016 Norfolk Southern Corporation Post-(c) Legal domicile (state or foreign country) Holding Co Primary activity Primary activity VA 23510 (1)Norfolk Southern Corporation Name, address, and EIN of related organization Name, address, and EIN of related organization Three Commercial Place 52-1188014 Norfolk Part III Part IV

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[Part V] Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.				٨	Yes	ş
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?	e related organizations listed	ın Parts II–IV?			7	
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity				1a		×
b Gift, grant, or capital contribution to related organization(s)				1b	_	×
c Gift, grant, or capital contribution from related organization(s)				10	7	×
d Loans or loan guarantees to or for related organization(s)				1d	_	×
e Loans or loan guarantees by related organization(s)				16	_	×
				7		
f Dividends from related organization(s)				11	_	×
g Sale of assets to related organization(s)				1g	3	×
h Purchase of assets from related organization(s)				1h	_	×
i Exchange of assets with related organization(s)				1i	^	×
j Lease of facilities, equipment, or other assets to related organization(s)				ij	_	×
				,	<u>,</u>	
k Lease of facilities, equipment, or other assets from related organization(s)				¥	^	×
I Performance of services or membership or fundraising solicitations for related organization(s)				=		×
m Performance of services or membership or fundraising solicitations by related organization(s)				13	_	×
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)				1n	_	×
 Sharing of paid employees with related organization(s) 				10	_	×
p Reimbursement paid to related organization(s) for expenses				1p		×
q Rembursement paid by related organization(s) for expenses				19		×
				ļ	,	K.
r Other transfer of cash or property to related organization(s)				1-	_	×
s Other transfer of cash or property from related organization(s)				1s	× _	×
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds	this line, including covered re	elationships and transaction	on thresholds			
(8)	(a)	(9)	(P)			
Name of related organization	Transaction	Amount involved	Method of determining amount involved	int involved		
	type (a–s)					
()						
(2)						
(c)				ļ		1
(4)						
(9)		1	!			
			Schedule R (Form 990) 2016	? (Form 9	990) 20	18

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54-1607774 Schedule R (Form 990) 2016 Norfolk Southern Corporation PostUnrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37. Part VI Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity (1)	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections \$12-514)	(e) Are all partners section 501(c)(3) organizations? Yes No	(f) Share of total income (g) Income (h) Income	(g) Share of end-of-year assets	Dispropor allocatu	1	(I) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	General or managing partner?	(k) all or Percentage ownership
(2)											
(3)											_
(5)						-					
(9)					}						
(2)								<u></u>			
(8)			<u>-</u>								
(6)											
(10)			/-								
(11)											

Schedule R (Form 990) 2016

Supplemental Information
Provide additional information for responses to questions on Schedule R (See instructions).