

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  Norfolk Southern Corporation		<b>2</b> Issuer's employer identification number (EIN)  52-1188014	
<b>3</b> Name of contact for additional information  Investor Relations	<b>4</b> Telephone No. of contact  470-867-4807	<b>5</b> Email address of contact  peter.sharbel@nscorp.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  1200 Peachtree Street NE		<b>7</b> City, town, or post office, state, and ZIP code of contact  Atlanta, GA 30309	
<b>8</b> Date of action  May 15, 2020		<b>9</b> Classification and description  Debt-for-Debt Exchange	
<b>10</b> CUSIP number  See line 14 below	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  NSC	<b>13</b> Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On April 30, 2020, Norfolk Southern Corporation ("NS") announced the commencement of a private exchange offer to exchange certain specified securities (the "Old Notes") for a new security (the "New Notes"). The exchange offer was settled on May 15, 2020. The price of the New Notes was determined on May 15, 2020. The CUSIP numbers are: 655844CB2, 655844AK4, 655844BD9, 655844AV0, and 655844AF5.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ NS intends for the exchange of the Old Notes for the New Notes to qualify as a tax-free recapitalization within the meaning of Section 368(a)(1)(E). Accordingly, a U.S. holder's tax basis in the New Notes received in exchange for the Old Notes should be determined as follows: For each block of Old Notes, the adjusted tax basis in the portion of the New Notes with a principal amount less than or equal to the principal amount of the Old Notes exchanged should be equal to the tax basis in the Old Notes exchanged, (i) reduced by (A) the cash payment received, if any, (except to the extent attributable to accrued by unpaid interest or fractional New Notes) and (B) the fair market value of the excess principal amount, if any, received with respect to such tendered Old Notes and (ii) increased by the amount of any gain recognized by such holder in the exchange. The holder's adjusted tax basis in the excess principal amount, if any, should be equal to its fair market value on the applicable settlement date.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The calculation of the change in basis is described in Line 15. We determined the issue price of the New Notes as of May 15, 2020 of 97.629% of the principal amount by taking the average midpoint of the respective bid/offer spreads provided by three dealers as of May 15, 2020.

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 354(a)(1) and (2), Section 356(d)(2)(B), Section 358(a), Section 368(a)(1)(E), Section 1001, and Section 1273.

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The exchange occurred during calendar year 2020.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ *Michael F. Cox*

Date ▶ 6/25/2020

Print your name ▶ Michael F. Cox

Title ▶ Vice President Taxation

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	