



FORM 11-K

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

ANNUAL REPORT



06041005

[X] Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934  
[Fee Required]

For the fiscal year ended December 31, 2005

OR

[ ] Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934  
[No Fee Required]

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-8339

a. Full title of the Plan:

THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION  
AND PARTICIPATING SUBSIDIARY COMPANIES

b. Name of issuer of the securities held pursuant to the Plan and the  
address of its principal executive office:

NORFOLK SOUTHERN CORPORATION  
Three Commercial Place  
Norfolk, VA 23510

THE VANGUARD GROUP, INC.  
P. O. Box 2900  
Valley Forge, PA 19482

✓ PROCESSED  
JUL 03 2006  
THOMSON  
FINANCIAL

VANGUARD RETIREMENT SAVINGS TRUST  
P. O. Box 2900  
Valley Forge, PA 19482

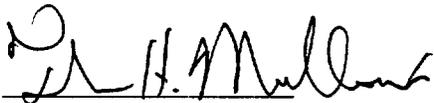
AMERICAN CENTURY MUTUAL FUNDS, INC.  
4500 Main Street  
Kansas City, MO 64111

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Managers have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

THOROUGHBRED RETIREMENT INVESTMENT PLAN  
OF NORFOLK SOUTHERN CORPORATION  
AND PARTICIPATING SUBSIDIARY COMPANIES

Date: June 23, 2006

BY:   
T. H. Mullenix  
Member, Board of Managers

**THOROUGHbred RETIREMENT INVESTMENT PLAN**  
**OF**  
**NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY**  
**COMPANIES**  
**ANNUAL REPORT**  
December 31, 2005 and 2004

**BOARD OF MANAGERS**

J. P. Rathbone, Chairman  
W. A. Galanko  
T. H. Mullenix

**OFFICERS**

M. R. Stewart, Controller  
G. W. Dana, Secretary  
W. J. Romig, Treasurer

**THOROUGHbred RETIREMENT INVESTMENT PLAN**  
**OF**  
**NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY**  
**COMPANIES**

TABLE OF CONTENTS

	<u>Page</u>	
Report of Independent Registered Public Accounting Firm	5	
Statements of Assets Available for Benefits	6	
Statements of Changes in Assets Available for Benefits	7	
Notes to Financial Statements	8-17	
		<u>Schedule</u>
Schedule H, line 4i - Schedule of Assets (Held at End of Year)	1	18
Schedule H, line 4j - Schedule of Reportable Transactions	2	19
Exhibit Index		20



**KPMG LLP**  
2100 Dominion Tower  
999 Waterside Drive  
Norfolk, VA 23510

## **Report of Independent Registered Public Accounting Firm**

The Board of Managers  
Thoroughbred Retirement Investment Plan of Norfolk Southern  
Corporation and Participating Subsidiary Companies:

We have audited the accompanying statements of assets available for benefits of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (the Plan) as of December 31, 2005 and 2004, and the related statements of changes in assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary schedules of the Plan (Schedule H, line 4i – Schedule of Assets (Held at End of Year) and Schedule H, line 4j – Schedule of Reportable Transactions) are presented for purposes of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. These supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

**KPMG LLP**

June 16, 2006

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Statements of Assets Available for Benefits  
December 31, 2005 and 2004

	<u>2005</u>	<u>2004</u>
<b>Assets:</b>		
Investments (notes 4 and 7):		
Interest in Master Trust for Norfolk Southern Corporation common stock	\$ 246,076,525	\$ 201,482,721
Mutual funds:		
Equity growth and income funds	94,625,187	87,163,997
Balanced funds	36,464,386	31,163,964
International stock fund	8,638,651	6,874,897
Common collective trust – stable value fund	<u>30,409,220</u>	<u>25,477,698</u>
Assets available for benefits	<u>\$ 416,213,969</u>	<u>\$ 352,163,277</u>

See accompanying notes to financial statements.

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Statements of Changes in Assets Available for Benefits  
Years Ended December 31, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Investment income (note 7):		
Net appreciation in fair value of investments (note 4)	\$ 51,032,133	\$ 80,181,671
Dividends	7,022,239	5,025,944
Interest	<u>1,087,798</u>	<u>982,945</u>
Total investment income	<u>59,142,170</u>	<u>86,190,560</u>
Contributions:		
Employee contributions	32,104,413	33,256,944
Employer contributions – Norfolk Southern Corporation common stock	<u>3,682,813</u>	<u>3,896,074</u>
Total contributions	<u>35,787,226</u>	<u>37,153,018</u>
Distributions:		
Assets transferred out to BLE Section 401(k) Plan (note 6)	(5,397,623)	(42,493,231)
Benefits paid (note 8)	<u>(25,481,081)</u>	<u>(20,641,310)</u>
Total distributions	<u>(30,878,704)</u>	<u>(63,134,541)</u>
Net increase	64,050,692	60,209,037
Assets available for benefits:		
Beginning of year	<u>352,163,277</u>	<u>291,954,240</u>
End of year	<u>\$ 416,213,969</u>	<u>\$ 352,163,277</u>

See accompanying notes to financial statements.

**THOROUGHBRED RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

(l) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on an accrual basis.

The Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation (NS) and Participating Subsidiary Companies (the Plan) meets the definition of a defined contribution employee benefit plan under the Employee Retirement Income Security Act of 1974, as amended (ERISA), and is thus subject to the reporting and disclosure, participation and vesting, fiduciary responsibility, and administration and enforcement provisions of Title I of ERISA. As an individual account plan, however, the Plan is not subject to the funding provisions of Title I or to the benefit guaranty provisions of Title IV of ERISA.

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Investments

The presentation of investments at fair value in the accompanying financial statements of the Plan is required by and is in accordance with U.S. generally accepted accounting principles. Fair value is based on quotations from national securities exchanges; where securities are not listed on an exchange, quotations are obtained from brokerage firms.

The Plan's investment in NS common stock (NS Stock) is included in a Master Trust with investments in NS Stock (NS Stock Fund) held by the Thrift and Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies. Commingled stock investments consist of shares of NS Stock, measured at fair value, and a small cash balance for liquidity purposes, and are divided into units (rather than shares of stock) for the purpose of valuing the assets of the participating plans and the participants' accounts. A unit represents a proportionate ownership interest in investments of the Master Trust. A unit value is calculated daily by dividing the total value of NS Stock and cash, reduced by any unpaid commissions and fees associated with the Master Trust's transactions, by the total number of units credited to participants of all plans in the Master Trust. Units are allocated among the plans based on total units credited to participants of each plan. The Plan's percentage of Master Trust investment assets at December 31, 2005, and December 31, 2004,

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

was 39.4% and 38.7%, respectively. The Plan's interest in the fair value of Master Trust investment assets was \$246,076,525 at December 31, 2005, and \$201,482,721 at December 31, 2004.

Investment income for the Master Trust was as follows:

	<u>2005</u>	<u>2004</u>
Net appreciation in fair value	\$ 121,844,069	\$ 180,983,262
Dividends and interest	<u>6,816,327</u>	<u>5,391,782</u>
Total investment income	<u>\$ 128,660,396</u>	<u>\$ 186,375,044</u>

(d) Revenue Recognition

Unrealized and realized appreciation and depreciation in the fair value of investments are recognized in the financial statements in the periods in which such changes occur. Security transactions are accounted for on the trade date (the date that the order to buy or sell is executed). Interest is accrued when it is earned. Dividend income is recorded on the ex-dividend date.

(2) Plan Description

The following is a brief discussion of the Plan in effect during 2005 and not the complete text of the plan document. Participants should refer to the plan document for more complete information. Capitalized terms used but not defined herein are defined in the plan document.

(a) General Information

The Plan was established effective April 1, 1995, by the Board of Directors of NS.

The purpose of the Plan is to encourage retirement savings among eligible employees. Generally, Agreement Employees of NS or any participating subsidiary shall be eligible to become a member of the Plan (Member) on the first day of the calendar month after the expiration of twelve (12) months of service following the date on which he or she first is employed by and receives compensation from NS or an affiliated employer within the meaning of Section 414 of the Internal Revenue Code (Code).

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

A portion of the Plan is intended to be an employee stock ownership plan (ESOP) within the meaning of Section 4975(e)(7) of the Code. The ESOP is designed to invest primarily in NS Stock, which is a qualifying security within the meaning of Sections 409(1) and 4975(e)(8) of the Code.

The Plan is administered by a Board of Managers (Managers), the members of which are appointed by the NS Board of Directors. The Vanguard Fiduciary Trust Company is the Plan's independent trustee, and The Vanguard Group, Inc. is the Plan's recordkeeper. NS and the participating subsidiary companies in their discretion pay all administrative costs arising under the Plan (not including administrative costs of the funds which are deducted from the investment returns of such funds). The Managers receive no remuneration with respect to their service in such capacity.

(b) Vesting

At all times a Member shall have a fully vested interest in all account balances including their Basic Pre-Tax Contributions Account, Catch-Up Contributions Account, Matching Contributions Account, Thoroughbred Work Incentive Stock Transfer (TWIST) Account, After-Tax Contributions Account and Employee and Employer Rollover Accounts, hereinafter generally referred to as Accounts.

(c) Basic Pre-Tax, Catch-Up, Matching, TWIST and After-Tax Contributions Accounts

A Member may elect that NS contribute to the Member's Basic Pre-Tax Contributions Account an amount equal to not less than 1% nor more than 10% of the Member's Compensation, as defined in the Plan. In addition, Members who are former employees of Consolidated Rail Corporation or its subsidiaries who became employees of Norfolk Southern Railway Company under the implementing agreement between Norfolk Southern Railway Company and the American Train Dispatchers Department/BLE (ATDD Members) may elect to contribute unused personal leave days to their Basic Pre-Tax Contributions Account. Such amounts are not eligible for Matching Contributions. Annual Basic Pre-Tax Contributions are limited as provided in Section 402(g) of the Code. The maximum annual Basic Pre-Tax Contribution for 2005 and 2004 was \$14,000 and \$13,000, respectively.

A Member who is at least age 50, or will attain age 50 by the end of the calendar year, and is contributing or expected to contribute the maximum allowable amount to his or her Basic Pre-Tax Contributions Account, is eligible to make Catch-Up Contributions. Each Catch-Up Eligible Member may elect that NS contribute an amount equal to not less than 1% nor more than 20% of the Member's compensation as defined in the Plan. Catch-Up Contributions are not eligible for Matching Contributions. Annual Catch-Up Contributions are limited as

**THOROUGHBRED RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

provided in Code Section 414(v)(2)(B)(i). The maximum annual Catch-Up Contribution for 2005 and 2004 was \$4,000 and \$3,000, respectively.

NS contributes to the Member's (excluding ATDD Members) Matching Contributions Account thirty percent (30%) of the Member's Basic Pre-Tax Contributions not to exceed the lesser of forty-five dollars (\$45) per month or one and eight-tenths percent (1.8%) of the Member's compensation, as defined in the Plan. This Matching Contribution is initially invested in the NS Stock Fund. NS contributes to the Member's TWIST Account the amount each Member is entitled to have contributed to the Plan on their behalf under the Special Work Incentive Program. In addition, each Member is allowed to contribute to the Member's After-Tax Contributions Account an amount equal to not less than 1% nor more than 5% of the Member's compensation, as defined in the Plan. NS contributes to the ATDD Member's Matching Contributions Account the lesser of the bonus percentage for the previous plan year multiplied by 20% of the basic Pre-Tax Contributions or After-Tax Contributions made by such ATDD Member during the preceding plan year or 3% of the ATDD Member's Compensation paid during the preceding plan year while a Member. The bonus percentage is the percentage pay-out of maximum bonus achieved for the applicable plan year under NS' bonus program for its non-agreement employees.

(d) Employee and Employer Rollover Accounts

A Member can contribute eligible rollover distributions from a tax-qualified retirement plan of a former employer or from an individual retirement account. Any amounts held in a Rollover Account will be invested in the same investment options, and in the same proportions, as the Member selects for Basic Pre-Tax and After-Tax Contributions.

(e) Income and Dividends

Income received, in the form of dividends or otherwise, from investments held is retained in the respective Accounts of each Member and is reinvested in the investment option from which such income was distributed.

Notwithstanding the foregoing, all dividends paid with respect to NS Stock held in the NS Stock Fund shall, at the Member's election, either (i) be paid to the Plan and distributed in cash to the Members as soon as practicable or (ii) be paid to the Plan and reinvested in the NS Stock Fund.

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

(f) Distributions and Withdrawals

Except as hereinafter provided, the account balances of a Member will be held by the Managers until the earlier of the Member's retirement, disability, death, or separation from service. If a Member retires prior to normal retirement age, incurs a disability or separates from service and the value of the Member's interest in the Plan is greater than \$5,000 (without regard to the Member's Rollover Account), no distribution of account balances will be made to the Member prior to the earlier of normal retirement age or death without the Member's consent. If the value of the Member's interest in the Plan does not exceed \$5,000 (without regard to the Member's Rollover Account), then the account balances will be distributed to the Member as soon as practicable; however, if the distribution is greater than \$1,000 but does not exceed \$5,000, and the Member does not elect to have the distribution paid directly to an eligible retirement plan or receive the distribution directly, then the Plan Administrator will transfer the amount in a direct rollover to an individual retirement account for the Member. The normal form of payment under the Plan is a single lump sum but a Member may elect that the portion of their account that is invested in the NS Stock Fund be distributed in whole shares of NS Stock rather than cash. A Member generally may request that a distribution from the Plan be made directly to another eligible retirement plan as the Member directs.

A Member may withdraw, no more than once during each three-month period measured from the beginning of the plan year, all or a portion of the balance of their After-Tax Contributions Account. The amount of the withdrawal may not be less than \$500. The Managers will then distribute to the Member the amount requested pro rata from the investment options in which the Member's After-Tax Contributions Account balance is invested, unless the Member requests the Managers to do otherwise.

A Member may withdraw all or a portion of the balance of the Member's TWIST Account, provided that the contributions being withdrawn have been held in the Plan for not less than two years.

A Member may make a written request to the Managers for withdrawal of all or a portion of the Member's Basic Pre-Tax Contributions Account, Catch-Up Contributions Account and/or Rollover Account on the basis of hardship as more fully described in the Plan.

(g) Transfers with other Plans

A Member may be allowed to transfer as a direct transfer their accounts to another Code Section 401(k) plan of an affiliate or to another plan of NS or to the Brotherhood of Locomotive Engineers 401(k) Savings Plan for Employees of Norfolk Southern Carriers

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

(BLE Section 401(k) Plan) if the Managers determine that the transferee plan is comparable to this Plan, and the employee is eligible to participate in the other plan of NS or an affiliate or BLE Section 401(k) Plan.

A Member who does not have an outstanding loan under the BLE Section 401(k) Plan may be allowed to transfer as a direct transfer their account from the BLE Section 401(k) Plan to this Plan.

As noted in sections (d) and (f) above, a Member generally may rollover eligible rollover distributions from a tax-qualified retirement plan of a former employer or from an individual retirement account to this Plan, and generally may direct that eligible rollover distributions from this Plan be made directly to another eligible retirement plan.

(h) Plan Termination

Although it has not expressed any intent to do so, NS has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, Members would remain 100% vested in their employer contributions.

(3) Investment Program

A Member's investment election will apply to the Member's Basic Pre-Tax, Catch-Up, After-Tax and Rollover Contributions Accounts. A Member may not make separate investment elections for each account. If a Member does not provide for the allocation of contributions, the Member will be deemed to have allocated all contributions to the Vanguard Wellington Fund.

Effective May 1, 2006, the Managers adopted three new funds, the Western Asset Core Bond Portfolio, the Vanguard Strategic Equity Fund and the Royce Premier Fund, as investment options under the Plan and established that the Vanguard Asset Allocation Fund and the American Century Ultra Fund would no longer be offered as investment options effective May 1, 2006. A transition period beginning April 1, 2006, and ending December 31, 2006, was established to facilitate Participants' transfers of existing balances held in the Vanguard Asset Allocation Fund or the American Century Ultra Fund to new investment options. Effective January 1, 2007, or as soon thereafter as practicable, any assets remaining invested in the Vanguard Asset Allocation Fund which have not been transferred to a new fund will be shifted automatically to the Vanguard Wellington Fund, and any assets remaining in the American Century Ultra Fund will be shifted automatically to the Vanguard Growth Index Fund.

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

Prior to 2002, Matching Contributions and TWIST Contributions were invested exclusively in NS Stock held in the Master Trust. Beginning March 1, 2002, a Member who has participated in the Plan for not less than two (2) years may elect to invest the existing and future balances of the Member's Matching Contributions Account and TWIST Account in any investment option (including the NS Stock Fund) available under the Plan.

(4) Investments

Investments at fair value that represent 5% or more of the Plan's investments are separately identified in the following table:

	December 31,	
	2005	2004
Common stock -		
Interest in Master Trust for Norfolk Southern Corporation	\$ 246,076,525	\$ 201,482,721
Value of interests in registered investment companies:		
Vanguard Windsor II Fund	35,101,882	30,775,594
Vanguard 500 Index Fund	29,698,046	28,135,455
Vanguard Growth Index Fund	27,702,452	26,225,073
Vanguard Wellington Fund	27,431,280	23,339,643
Value of interest in common collective trust -		
Vanguard Retirement Savings Trust	30,409,220	25,477,698

During 2005 and 2004, the Plan's investments appreciated in value by \$51,032,133 and \$80,181,671, respectively. In both 2005 and 2004, the Plan's investment income included realized and unrealized gains on investments bought and sold as well as held during the year. The details of both realized and unrealized gains are as follows:

	Years ended December 31,	
	2005	2004
Common stock	\$ 47,268,347	\$ 69,550,298
Mutual funds	3,763,786	10,631,373
	\$ 51,032,133	\$ 80,181,671

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

The majority of the Plan's investments are participant-directed. Certain nonparticipant-directed investments in NS Stock are held in the Master Trust. The year-end balances of these nonparticipant-directed investments amounted to \$500,176 for 2005 and \$252,487 for 2004. The March 1, 2002, amendment (note 3) permits Members who have participated in the Plan for not less than two years to transfer funds out of the Matching Contributions Account and TWIST Account. Since changes in the components of participant-directed and nonparticipant-directed investments cannot be separately determined, all Matching Contribution amounts excluding the TWIST Account are deemed to be nonparticipant-directed. Information about the significant components of changes in assets relating to the Matching Contributions Account is as follows:

	<u>2005</u>	<u>2004</u>
Beginning balance at fair value	\$ 45,702,229	\$ 32,424,548
Net appreciation in fair value	10,896,623	15,753,353
Employer contributions	3,682,813	3,896,074
Fund exchanges in	1,978,872	1,678,137
Dividends	601,364	467,061
Other receipts	93,759	87,715
Fund exchanges out	(3,065,466)	(2,494,824)
Payments to Members	(2,236,207)	(1,589,512)
Transfer to BLE Section 401(k) Plan	(719,252)	(4,254,411)
Other disbursements	<u>(350,158)</u>	<u>(265,912)</u>
Ending balance at fair value	<u>\$ 56,584,577</u>	<u>\$ 45,702,229</u>

(5) Federal Income Taxes

The Internal Revenue Service determined and informed NS by a letter dated October 2, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

(6) Plan Amendments

The Plan was amended effective March 28, 2005, to implement the automatic rollover provisions of section 401(a)(31)(B) of the Code, under which mandatory distributions from the Plan to a participant that are more than \$1,000 but that do not exceed \$5,000 must be paid in a direct rollover to an individual retirement account or individual retirement annuity if the participant

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

does not affirmatively elect to either receive the distribution directly or have the amount paid in a direct rollover to an eligible retirement plan.

The Plan was amended effective January 1, 2005, to reflect new IRS regulations by permitting hardship distributions for (1) burial or funeral expenses for the participant's parent, spouse, children, or dependents, and (2) expenses for repair of damage to the employee's principal residence that would qualify as deductible casualty expenses for the participant.

The Plan was amended effective January 1, 2005, to provide that the plan will automatically make a distribution to an alternate payee if the alternate payee's account balance does not exceed \$5,000, unless the alternate payee elects to have the amount paid in a direct rollover to an eligible retirement plan.

The Plan was amended and restated effective May 1, 2004, to change the eligibility for BLE members and allow for transfers between the Plan and the BLE Section 401(K) Plan. During 2005 and 2004, \$5,397,623 and \$42,493,231, respectively, was transferred from the Plan to the BLE Section 401(K) Plan.

(7) Related Party Transactions

Certain plan investments are shares of mutual funds managed by The Vanguard Group, Inc. The Vanguard Fiduciary Trust Company and The Vanguard Group, Inc. are the independent trustee and the recordkeeper, respectively, as defined by the Plan; therefore, these transactions qualify as party-in-interest.

Certain plan investments are NS Stock. The Managers, NS officers, are the administrators of the Plan; therefore, these transactions qualify as party-in-interest.

**THOROUGHBRED RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Notes to Financial Statements  
December 31, 2005 and 2004

(8) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of benefit claims payable and benefits paid to participants per the financial statements to the Form 5500:

	<u>Year ended December 31,</u>	
	<u>2005</u>	<u>2004</u>
Benefit claims payable to participants per the financial statements	\$ --	\$ --
Add: Current accruals for withdrawing participants	<u>108,341</u>	<u>31,761</u>
Benefit claims payable to participants per Form 5500	\$ <u>108,341</u>	\$ <u>31,761</u>
Benefits paid to participants per the financial statements	\$ 25,481,081	\$ 20,641,310
Add: Current accruals for withdrawing participants	108,341	31,761
Less: Prior year accruals paid in current year	<u>(31,761)</u>	<u>(13,795)</u>
Benefits paid to participants per Form 5500	\$ <u>25,557,661</u>	\$ <u>20,659,276</u>

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Schedule H, line 4i - Schedule of Assets (Held at End of Year)  
December 31, 2005

<u>Identity of issue, borrower, lessor or similar party</u>	<u>Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>Cost</u>	<u>Current value</u>
<u>Common Stock -</u>			
Master Trust for Norfolk Southern Corporation *	16,167,971 units of NS Stock Fund	\$ 131,386,175	\$ 246,076,525
<u>Value of Interests in Registered Investment Companies:</u>			
The Vanguard Group, Inc. *	1,120,392 shares of Vanguard Windsor II Fund	30,245,339	35,101,882
The Vanguard Group, Inc. *	258,424 shares of Vanguard 500 Index Fund	27,002,718	29,698,046
The Vanguard Group, Inc. *	1,005,899 shares of Vanguard Growth Index Fund	24,699,568	27,702,452
The Vanguard Group, Inc. *	903,831 shares of Vanguard Wellington Fund	25,611,045	27,431,280
The Vanguard Group, Inc. *	356,617 shares of Vanguard Asset Allocation Fund	8,004,487	9,033,106
The Vanguard Group, Inc. *	411,364 shares of Vanguard International Growth Fund	7,018,123	8,638,651
American Century Mutual Funds, Inc. *	70,549 shares of American Century Ultra Fund	1,793,765	2,122,807
		<u>124,375,045</u>	<u>139,728,224</u>
<u>Value of Interest in Common Collective Trust -</u>			
Vanguard Retirement Savings Trust *	30,409,220 units of Stable Value Fund	30,409,220	30,409,220
	Total investments	<u>\$ 286,170,440</u>	<u>\$ 416,213,969</u>

\* Party-in-interest

See accompanying Report of Independent Registered Public Accounting Firm.

**THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION AND PARTICIPATING SUBSIDIARY  
COMPANIES**

Schedule H, line 4j - Schedule of Reportable Transactions  
Year Ended December 31, 2005

Identity of party involved	Description of asset (include interest rate and maturity in case of a loan)	Purchase price	Selling price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Norfolk Southern Corporation (Master Trust)	Purchase of NS Stock Fund	\$ 32,467,899	N/A	N/A	N/A	\$ 32,467,899	\$ 32,467,899	N/A
Norfolk Southern Corporation (Master Trust)	Sale of NS Stock Fund	N/A	\$ 35,143,508	N/A	N/A	\$ 26,594,227	\$ 35,143,508	\$ 8,549,281

Note: The above data for the Master Trust includes both participant-directed and nonparticipant-directed transactions.

N/A - Not Applicable

See accompanying Report of Independent Registered Public Accounting Firm.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Page Number in SEC Sequential Numbering System</u>
23	Consent of Independent Registered Public Accounting Firm	21



**KPMG LLP**  
2100 Dominion Tower  
999 Waterside Drive  
Norfolk, VA 23510

### **Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Norfolk Southern Corporation

The Board of Managers  
Thoroughbred Retirement Investment Plan of Norfolk Southern  
Corporation and Participating Subsidiary Companies:

We consent to the incorporation by reference in the Registration Statement No. 333-100936 on Form S-8 of Norfolk Southern Corporation of our report dated June 16, 2006, with respect to the statements of assets available for benefits of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies as of December 31, 2005 and 2004, the related statements of changes in assets available for benefits for the years then ended and the related supplemental schedules (Schedule H, line 4i – Schedule of Assets (Held at End of Year) and Schedule H, line 4j – Schedule of Reportable Transactions), which report appears in the December 31, 2005 annual report on Form 11-K of the Thoroughbred Retirement Plan of Norfolk Southern Corporation and Participating Subsidiary Companies.

**KPMG LLP**

Norfolk, Virginia  
June 21, 2006