

CANADIAN NATIONAL RAILWAY CO
Form 6-K
July 27, 2010

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of July, 2010

Commission File Number: 001-02413

Canadian National Railway Company
(Translation of registrant's name into English)

935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under
cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as
permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as
permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether by furnishing the information contained in this
Form, the Registrant is also thereby furnishing the information to the Commission
pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in
connection with Rule 12g3-2(b): N/A

Canadian National Railway Company

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Item

1. News Release dated July 22, 2010 entitled, "CN reports Q2-2010 net income of C\$534 million, or C\$1.13 per diluted share – up 38 per cent from year-earlier results. Company raises 2010 financial guidance on strong first-half results, expectation of continued economic recovery."
 2. Interim Consolidated Financial Statements and Notes thereto (U.S. GAAP)
 3. Management's Discussion and Analysis (U.S. GAAP)
 4. Certificate of CEO
 5. Certificate of CFO
-

CANADIAN NATIONAL RAILWAY COMPANY
PRESS RELEASE

North America's Railroad

CN reports Q2-2010 net income of C\$534 million,
or C\$1.13 per diluted share – up 38 per cent from year-earlier results

Company raises 2010 financial guidance on strong first-half results,
expectation of continued economic recovery

MONTREAL, July 22, 2010 — CN (TSX: CNR)(NYSE: CNI) today reported its financial and operating results for the second quarter and first half ended June 30, 2010.

Second-quarter 2010 highlights

- Net income and diluted earnings per share (EPS) increased by 38 per cent from the year-earlier quarter to C\$534 million and C\$1.13, respectively.
- Diluted EPS of C\$1.13 increased by 49 per cent over adjusted diluted EPS of C\$0.76 for the second quarter of 2009. (1)
- Revenues rose 18 per cent to C\$2,093 million, while carloadings increased 27 per cent and revenue ton-miles rose 15 per cent.
 - Operating income increased 39 per cent to C\$813 million.
 - Operating ratio improved by 6.1 points to 61.2 per cent.
- Six-month free cash flow totalled C\$958 million, up from C\$463 million generated during the comparable period of 2009. (1)

Claude Mongeau, president and chief executive officer, said: “I am very pleased with our strong second-quarter 2010 earnings and free cash flow performance. We worked closely with our customers to help them grow their businesses and thereby increase our volumes, generating 27 per cent more carloads and 18 per cent more revenues in the quarter.

“CN’s outstanding results were anchored on careful planning – having the right resources in place at the right time – improved customer service, and our team’s strong execution of the CN Precision Railroading model. This performance allowed just a seven per cent increase in operating expenses and helped us to improve our operating ratio by more than six points to 61.2 per cent.”

Net income for the first-half of 2010 was C\$1,045 million, or C\$2.21 per diluted share, up from C\$811 million, or C\$1.72 per diluted share, for the comparable period of 2009.

Adjusted diluted EPS for the first six months of 2010 was C\$1.93, compared with adjusted diluted EPS of C\$1.40 for the first half of 2009. (1)

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CANADIAN NATIONAL RAILWAY COMPANY
PRESS RELEASE

Revised 2010 outlook (2)

CN's strong first-half results and an expectation of a continued economic recovery this year have led the Company to revise its 2010 guidance upwards. CN now believes it has the scope to achieve an increase of approximately 25 per cent in 2010 adjusted diluted EPS over 2009 adjusted diluted EPS of C\$3.24. In addition, CN expects to achieve free cash flow for 2010 in the range of C\$1.1 billion. (1) This revised free cash flow outlook is based on the Company's first-half performance, higher earnings forecast, proceeds from a Toronto rail-line sale in the first quarter, lower cash taxes, and expectation of making an additional voluntary pension plan contribution of approximately C\$250 million to improve the plan's funded status. (3)

Mongeau said: "CN has successfully taken advantage of the stronger than expected economic recovery in the first half of 2010. We will continue to seize opportunities going forward by supporting our customers in improving the efficiency of their supply chains to help sustain their competitiveness in end markets."

Foreign currency impact on results

Although CN reports its earnings in Canadian dollars, a large portion of its revenues and expenses is denominated in U.S. dollars. As such, the Company's results are affected by exchange-rate fluctuations. On a constant currency basis that excludes the impact of fluctuations in foreign currency exchange rates, CN's 2010 second-quarter and first-half net income would have been higher by approximately C\$35 million, or C\$0.07 per diluted share, and approximately C\$76 million, or C\$0.16 per diluted share, respectively. (1)

Second-quarter 2010 revenues, traffic volumes and expenses

The 18 per cent rise in second-quarter revenues mainly resulted from significantly higher freight volumes in all markets as a result of improving economic conditions in North America and globally; the impact of a higher fuel surcharge as a result of year-over-year increases in applicable fuel prices and higher volumes; and freight rate increases. These factors were partly offset by the negative translation impact of the stronger Canadian dollar on U.S.-dollar-denominated revenues.

Revenues increased for coal (40 per cent), automotive (39 per cent), metals and minerals (33 per cent), intermodal (25 per cent), forest products (six per cent), and petroleum and chemicals (six per cent). Revenues for grain and fertilizers declined one per cent.

Revenue ton-miles, measuring the relative weight and distance of rail freight transported by CN, increased 15 per cent from the year-earlier period.

Rail freight revenue per revenue ton-mile, a measurement of yield defined as revenue earned on the movement of a ton of freight over one mile, remained flat on a percentage basis in the second quarter, largely owing to the impact of a higher fuel surcharge, freight rate increases and a decrease in the average length of haul that were offset by the negative translation impact of the stronger Canadian dollar.

Operating expenses for the second quarter of 2010 increased seven per cent, largely because of higher fuel costs, partially offset by the positive translation impact of the stronger Canadian dollar on U.S.-dollar-denominated expenses and by productivity gains.

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- 1) See discussion and reconciliation of non-GAAP adjusted performance-measures in the attached supplementary schedule, Non-GAAP Measures.
- 2) See Forward-Looking Statements below for a summary of the key assumptions and risks regarding CN's 2010 outlook.
- 3) See Note 5 – Pensions and other postretirement benefits to the accompanying unaudited Interim Consolidated Financial Statements.

Forward-Looking Statements

Certain information included in this news release constitutes “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and under Canadian securities laws. CN cautions that, by their nature, these forward-looking statements involve risks, uncertainties and assumptions. The Company cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results or performance of the Company or the rail industry to be materially different from the outlook or any future results or performance implied by such statements.

Key assumptions

CN is revising its 2010 outlook, first issued on Jan. 26, 2010, in the news release announcing the Company's fourth-quarter and full-year 2009 financial results, and subsequently amended in the Company's first-quarter 2010 financial results news release dated April 26, 2010.

Current 2010 outlook as of July 22, 2010

CN now believes it has the scope to achieve an increase of approximately 25 per cent in 2010 adjusted diluted EPS over 2009 adjusted diluted EPS of C\$3.24. In addition, CN expects to achieve free cash flow for 2010 in the range of C\$1.1 billion. This current outlook is based on the following assumptions: 2010 North American industrial production increasing in the range of five per cent; U.S. housing starts to be about 675,000 units; CN carload growth, in percentage terms, in the mid-teens, along with Company pricing improvement of about 3.5 per cent; a Canadian-U.S. exchange rate for 2010 in the range of C\$0.95 to par; the price of crude oil (West Texas Intermediate) to be in the range of US\$75 to US\$80 per barrel; and investment of approximately C\$1.6 billion in Company capital programs. In addition, CN expects that U.S. motor vehicle sales will be approximately 11.5 million units for 2010. Although the Company anticipates the 2010/2011 Canadian grain crop will be below the five-year average, its impact on 2010 results is expected to be modest. CN is also assuming a strong U.S. crop, and has benefited from a good carry-over stock from the 2009/2010 Canadian grain crop.

Previous outlook as of April 26, 2010

CN, in percentage terms, was aiming for solid double-digit growth in 2010 adjusted diluted EPS over adjusted diluted EPS of C\$3.24 in 2009, with free cash flow for 2010 in the order of C\$1 billion. This outlook was based on the

following assumptions: 2010 North American industrial production increasing in the range of five per cent; U.S. housing starts to be about 675,000 units; low double-digit CN carload growth, along with Company pricing improvement of about 3.5 per cent; a Canadian-U.S. exchange rate for 2010 in the range of par; the price of crude oil (West Texas Intermediate) to be about US\$85 per barrel; and investment of approximately C\$1.6 billion in Company capital programs. In addition, CN expected that U.S. motor vehicle sales would be approximately 11.5 million units for 2010. The Company also assumed that the 2010/2011 Canadian grain crop would be in line with the five-year average, and that in 2010 the crop would be complemented by a good carry-over stock from 2009.

Important risk factors that could affect the forward-looking statements include, but are not limited to, the effects of general economic and business conditions, industry competition, inflation, currency and interest rate fluctuations, changes in fuel prices, legislative and/or regulatory developments, compliance with

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environmental laws and regulations, actions by regulators, various events which could disrupt operations, including natural events such as severe weather, droughts, floods and earthquakes, labor negotiations and disruptions, environmental claims, uncertainties of investigations, proceedings or other types of claims and litigation, risks and liabilities arising from derailments, and other risks detailed from time to time in reports filed by CN with securities regulators in Canada and the United States. Reference should be made to “Management’s Discussion and Analysis” in CN’s annual and interim reports, Annual Information Form and Form 40-F filed with Canadian and U.S. securities regulators, available on CN’s website, for a summary of major risk factors.

CN assumes no obligation to update or revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs, unless required by applicable Canadian securities laws. In the event CN does update any forward-looking statement, no inference should be made that CN will make additional updates with respect to that statement, related matters, or any other forward-looking statement.

CN – Canadian National Railway Company and its operating railway subsidiaries – spans Canada and mid-America, from the Atlantic and Pacific oceans to the Gulf of Mexico, serving the ports of Vancouver, Prince Rupert, B.C., Montreal, Halifax, New Orleans, and Mobile, Ala., and the key metropolitan areas of Toronto, Buffalo, Chicago, Detroit, Duluth, Minn./Superior, Wis., Green Bay, Wis., Minneapolis/St. Paul, Memphis, and Jackson, Miss., with connections to all points in North America. For more information on CN, visit the Company’s website at www.cn.ca.

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CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED STATEMENT OF INCOME (U.S. GAAP)
(In millions, except per share data)

	Three months ended June 30		Six months ended June 30	
	2010	2009 (Unaudited)	2010	2009
Revenues	\$ 2,093	\$ 1,781	\$ 4,058	\$ 3,640
Operating expenses				
Labor and fringe benefits	414	413	884	867
Purchased services and material	250	253	508	544
Fuel	240	174	478	356
Depreciation and amortization	205	199	410	402
Equipment rents	60	70	120	152
Casualty and other	111	89	242	255
Total operating expenses	1,280	1,198	2,642	2,576
Operating income	813	583	1,416	1,064
Interest expense	(91)	(108)	(183)	(220)
Other income (Note 2)	14	9	176	170
Income before income taxes	736	484	1,409	1,014
Income tax expense (Note 6)	(202)	(97)	(364)	(203)
Net income	\$ 534	\$ 387	\$ 1,045	\$ 811
Earnings per share (Note 9)				
Basic	\$ 1.14	\$ 0.83	\$ 2.22	\$ 1.73
Diluted	\$ 1.13	\$ 0.82	\$ 2.21	\$ 1.72
Weighted-average number of shares				
Basic	468.8	468.7	469.9	468.5
Diluted	472.6	473.0	473.7	472.7

See accompanying notes to unaudited consolidated financial statements.

CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED BALANCE SHEET (U.S. GAAP)
(In millions)

	June 30 2010 (Unaudited)	December 31 2009	June 30 2009 (Unaudited)
Assets			
Current assets:			
Cash and cash equivalents	\$ 896	\$ 352	\$ 431
Accounts receivable (Note 3)	794	797	865
Material and supplies	255	170	258
Deferred income taxes	96	105	113
Other	64	66	96
	2,105	1,490	1,763
Properties	22,801	22,630	23,160
Intangible and other assets	1,221	1,056	1,814
Total assets	\$ 26,127	\$ 25,176	\$ 26,737
Liabilities and shareholders' equity			
Current liabilities:			
Accounts payable and other	\$ 1,341	\$ 1,167	\$ 1,270
Current portion of long-term debt	210	70	506
	1,551	1,237	1,776
Deferred income taxes	5,298	5,119	5,443
Other liabilities and deferred credits	1,256	1,196	1,319
Long-term debt	6,345	6,391	7,093
Shareholders' equity:			
Common shares	4,275	4,266	4,203
Accumulated other comprehensive loss	(929)	(948)	(207)
Retained earnings	8,331	7,915	7,110
	11,677	11,233	11,106
Total liabilities and shareholders' equity	\$ 26,127	\$ 25,176	\$ 26,737

See accompanying notes to unaudited consolidated financial statements.

CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (U.S. GAAP)
(In millions)

	Three months ended June 30		Six months ended June 30	
	2010	2009 (Unaudited)	2010	2009
Common shares (1)				
Balance, beginning of period	\$ 4,301	\$ 4,188	\$ 4,266	\$ 4,179
Stock options exercised and other	23	15	79	24
Share repurchase program (Note 3)	(49)	-	(70)	-
Balance, end of period	\$ 4,275	\$ 4,203	\$ 4,275	\$ 4,203
Accumulated other comprehensive loss				
Balance, beginning of period	\$ (980)	\$ (126)	\$ (948)	\$ (155)
Other comprehensive income (loss):				
Unrealized foreign exchange gain (loss) on:				
Translation of the net investment in foreign operations	286	(583)	79	(332)
Translation of US dollar-denominated long-term debt designated as a hedge of the net investment in U.S. subsidiaries	(279)	580	(80)	322
Pension and other postretirement benefit plans (Note 5):				
Amortization of prior service cost included in net				
periodic benefit cost	-	-	1	1
Amortization of net actuarial loss included in net				
periodic benefit cost (income)	-	1	1	1
Derivative instruments	(1)	-	(1)	-
Other comprehensive income (loss) before income taxes	6	(2)	-	(8)
Income tax recovery (expense)	45	(79)	19	(44)
Other comprehensive income (loss)	51	(81)	19	(52)
Balance, end of period	\$ (929)	\$ (207)	\$ (929)	\$ (207)
Retained earnings				
Balance, beginning of period	\$ 8,191	\$ 6,841	\$ 7,915	\$ 6,535
Net income	534	387	1,045	811
Share repurchase program (Note 3)	(268)	-	(376)	-
Dividends	(126)	(118)	(253)	(236)
Balance, end of period	\$ 8,331	\$ 7,110	\$ 8,331	\$ 7,110

See accompanying notes to unaudited consolidated financial statements.

- (1) During the three and six months ended June 30, 2010, the Company issued 0.5 million and 2.1 million common shares, respectively, as a result of stock options exercised and repurchased 5.4 million and 7.7 million common shares, respectively, under its current share repurchase program. At June 30, 2010, the Company had 465.4 million common shares outstanding.

CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED STATEMENT OF CASH FLOWS (U.S. GAAP)
(In millions)

	Three months ended June 30		Six months ended June 30	
	2010	2009 (Unaudited)	2010	2009
Operating activities				
Net income	\$ 534	\$ 387	\$ 1,045	\$ 811
Adjustments to reconcile net income to net cash provided from operating activities:				
Depreciation and amortization	205	199	410	402
Deferred income taxes	41	40	111	50
Gain on disposal of property (Note 2)	-	-	(152)	(157)
Other changes in:				
Accounts receivable	14	28	13	29
Material and supplies	(17)	4	(84)	(49)
Accounts payable and other	98	(9)	199	(141)
Other current assets	11	5	12	41
Other	(27)	(22)	(98)	(36)
Cash provided from operating activities	859	632	1,456	950
Investing activities				
Property additions	(301)	(309)	(435)	(496)
Acquisitions, net of cash acquired (Note 2)	-	-	-	(373)
Disposal of property (Note 2)	23	40	167	150
Other, net	11	33	18	37
Cash used by investing activities	(267)	(236)	(250)	(682)
Financing activities				
Issuance of long-term debt	-	-	-	1,440
Reduction of long-term debt	(22)	(187)	(40)	(1,459)
Issuance of common shares due to exercise of stock options and related excess tax benefits realized	22	13	74	15
Repurchase of common shares	(317)	-	(446)	-
Dividends paid	(126)	(118)	(253)	(236)
Cash used by financing activities	(443)	(292)	(665)	(240)
Effect of foreign exchange fluctuations on US dollar-denominated cash and cash equivalents	(1)	(22)	3	(10)
Net increase in cash and cash equivalents	148	82	544	18

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Cash and cash equivalents, beginning of period	748	349	352	413
Cash and cash equivalents, end of period	\$ 896	\$ 431	\$ 896	\$ 431
Supplemental cash flow information				
Net cash receipts from customers and other	\$ 2,093	\$ 1,834	\$ 4,150	\$ 3,738
Net cash payments for:				
Employee services, suppliers and other expenses	(1,078)	(974)	(2,308)	(2,340)
Interest	(81)	(93)	(172)	(199)
Personal injury and other claims	(17)	(35)	(31)	(65)
Pensions	(6)	(28)	(106)	(28)
Income taxes	(52)	(72)	(77)	(156)
Cash provided from operating activities	\$ 859	\$ 632	\$ 1,456	\$ 950
See accompanying notes to unaudited consolidated financial statements.				

CANADIAN NATIONAL RAILWAY COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

Note 1 - Basis of presentation

In management's opinion, the accompanying unaudited Interim Consolidated Financial Statements and Notes thereto, expressed in Canadian dollars, and prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) for interim financial statements, contain all adjustments (consisting of normal recurring accruals) necessary to present fairly Canadian National Railway Company's (the Company) financial position as at June 30, 2010, December 31, 2009, and June 30, 2009, and its results of operations, changes in shareholders' equity and cash flows for the three and six months ended June 30, 2010 and 2009.

These unaudited Interim Consolidated Financial Statements and Notes thereto have been prepared using accounting policies consistent with those used in preparing the Company's 2009 Annual Consolidated Financial Statements. While management believes that the disclosures presented are adequate to make the information not misleading, these unaudited Interim Consolidated Financial Statements and Notes thereto should be read in conjunction with the Company's Interim Management's Discussion and Analysis (MD&A) and the 2009 Annual Consolidated Financial Statements and Notes thereto.

Note 2 - Acquisition and disposal of property

2010 - Disposal of Oakville subdivision

In March 2010, the Company entered into an agreement with Metrolinx to sell a portion of the property known as the Oakville subdivision in Toronto, Ontario, together with the rail fixtures and certain passenger agreements (collectively the "Rail Property"), for proceeds of \$168 million before transaction costs, of which \$24 million was placed in escrow to be released in accordance with the terms of the agreement. As at June 30, 2010, a minimal amount remained in escrow. Under the agreement, the Company obtained the perpetual right to operate freight trains over the Rail Property at its current level of operating activity, with the possibility of increasing its operating activity for additional consideration. The transaction resulted in a gain on disposal of \$152 million (\$131 million after-tax) that was recorded in Other income under the full accrual method of accounting for real estate transactions.

2009 - Acquisition of Elgin, Joliet and Eastern Railway Company

On January 31, 2009, the Company acquired the principal rail lines of the Elgin, Joliet and Eastern Railway Company (EJ&E), a short-line railway that operates over 198 miles of track in and around Chicago, for a total cash consideration of US\$300 million (Cdn\$373 million), paid with cash on hand. The Company accounted for the acquisition using the acquisition method of accounting pursuant to Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 805, "Business Combinations," which the Company adopted on January 1, 2009. As such, the consolidated financial statements of the Company include the assets, liabilities and results of operations of EJ&E as of January 31, 2009, the date of acquisition. The costs incurred to acquire the EJ&E of \$49 million (\$30 million after-tax) were expensed and reported in Casualty and other in the Consolidated Statement of Income in the first half of 2009.

2009 - Disposal of Weston subdivision

In March 2009, the Company entered into an agreement with GO Transit to sell the property known as the Weston subdivision in Toronto, Ontario, together with the rail fixtures and certain passenger agreements (collectively the "Rail Property"), for cash proceeds of \$160 million before transaction costs, of which \$50 million placed in escrow at the

time of disposal was entirely released by December 31, 2009 in accordance with the terms of the agreement. Under the agreement, the Company obtained the perpetual right to operate freight trains over the Rail Property at its then current level of operating activity, with the possibility of increasing its operating activity for additional consideration. The transaction resulted in a gain on disposal of \$157 million (\$135 million after-tax) that was recorded in Other income under the full accrual method of accounting for real estate transactions.

CANADIAN NATIONAL RAILWAY COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

Note 3 - Financing activities

Revolving credit facility

As at June 30, 2010, the Company had letters of credit drawn on its US\$1 billion revolving credit facility, expiring in October 2011, of \$423 million (\$421 million as at December 31, 2009). As at June 30, 2010, the Company had no outstanding borrowings under its revolving credit facility or commercial paper program (nil as at December 31, 2009).

Accounts receivable securitization

The Company has a five-year agreement, expiring in May 2011, to sell an undivided co-ownership interest in a revolving pool of freight receivables to an unrelated trust for maximum cash proceeds of \$600 million. Since the fourth quarter of 2009, the Company has gradually reduced the program limit, which now stands at \$100 million until January 31, 2011, to reflect the anticipated reduction in the use of the program. Thereafter, the program limit will return to \$600 million until the expiry of the program. Pursuant to the agreement, the Company sells an interest in its receivables and receives proceeds net of the required reserve as stipulated in the agreement. The required reserve represents an amount set aside to allow for possible credit losses and is recognized by the Company as a retained interest and recorded in Other current assets in its Consolidated Balance Sheet. The Company retains the responsibility for servicing, administering and collecting the receivables sold and receives no fee for such ongoing servicing responsibility. The average servicing period is approximately one month. Subject to customary indemnifications, the trust's recourse is generally limited to the receivables.

As at June 30, 2010, the Company had no receivables sold under this program (the Company had sold receivables that resulted in proceeds of \$2 million and recorded retained interest of approximately 10% in Other current assets as at December 31, 2009).

Share repurchase program

In January 2010, the Board of Directors of the Company approved a new share repurchase program which allows for the repurchase of up to 15.0 million common shares to the end of December 2010 pursuant to a normal course issuer bid, at prevailing market prices plus brokerage fees, or such other price as may be permitted by the Toronto Stock Exchange.

In the second quarter of 2010, under this current share repurchase program, the Company repurchased 5.4 million common shares for \$317 million, at a weighted-average price of \$58.70. As of June 30, 2010, the Company has repurchased 7.7 million common shares for \$446 million, at a weighted-average price of \$57.92 per share.

Note 4 - Stock plans

The Company has various stock-based incentive plans for eligible employees. A description of the plans is provided in Note 11 – Stock plans, to the Company's 2009 Annual Consolidated Financial Statements. For the three and six months ended June 30, 2010, the Company recorded total compensation expense for awards under all plans of \$10 million and \$50 million, respectively, and \$25 million and \$40 million, respectively, for the same periods in 2009. The total tax benefit recognized in income in relation to stock-based compensation expense for the three and six months ended June 30, 2010 was \$2 million and \$13 million, respectively, and \$7 million and \$11 million, respectively, for the same periods in 2009.

Cash settled awards

Following approval by the Board of Directors in January 2010, the Company granted 0.5 million restricted share units (RSUs) to designated management employees entitling them to receive payout in cash based on the Company's share price. The RSUs granted by the Company are generally scheduled for payout in cash after three years ("plan period") and vest conditionally upon the attainment of a target relating to return on invested capital over the plan period. Payout is conditional upon the attainment of a minimum share price calculated using the average of the last three months of the plan period. As at June 30, 2010, 0.2 million RSUs remained authorized for future grant under this plan.

CANADIAN NATIONAL RAILWAY COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

The following table provides the 2010 activity for all cash settled awards:

In millions	RSUs		Voluntary Incentive Deferral Plan (VIDP)	
	Nonvested	Vested	Nonvested	Vested
Outstanding at December 31, 2009	1.5	0.7	-	1.6
Granted	0.5	-	-	-
Payout	-	(0.7)	-	(0.1)
Outstanding at June 30, 2010	2.0	-	-	1.5

The following table provides valuation and expense information for all cash settled awards:

In millions, unless otherwise indicated	RSUs (1)					VIDP (2) 2003 onwards	Total
	2010	2009	2008	2007	2006		
Stock-based compensation expense (recovery) recognized over requisite service period							
Six months ended June 30, 2010	\$ 7	\$ 17	\$ 15	\$ -	N/A	\$ 6	\$ 45
Six months ended June 30, 2009	N/A	\$ 14	\$ 2	\$ 3	\$ (2)	\$ 14	\$ 31
Liability outstanding							
June 30, 2010	\$ 7	\$ 30	\$ 26	\$ -	N/A	\$ 96	\$ 159
December 31, 2009	N/A	\$ 13	\$ 11	\$ 38	N/A	\$ 102	\$ 164
Fair value per unit							
June 30, 2010 (\$)	\$ 38.44	\$ 55.42	\$ 56.47	N/A	N/A	\$ 61.01	N/A
Fair value of awards vested during the period							
Six months ended June 30, 2010	\$ -	\$ -	\$ -	N/A	N/A	\$ 1	\$ 1
Six months ended June 30, 2009	N/A	\$ -	\$ -	\$ -	N/A	\$ 1	\$ 1
Nonvested awards at June 30 2010	\$ 13	\$ 11	\$ 2	N/A	N/A	\$ 1	\$ 27

Unrecognized compensation cost							
Remaining recognition period (years)	2.5	1.5	0.5	N/A	N/A	N/A (3)	N/A
Assumptions (4)							
Stock price (\$)	\$ 61.01	\$ 61.01	\$ 61.01	N/A	N/A	\$ 61.01	N/A
Expected stock price volatility (5)	29%	31%	23%	N/A	N/A	N/A	N/A
Expected term (years) (6)	2.5	1.5	0.5	N/A	N/A	N/A	N/A
Risk-free interest rate (7)	1.57%	1.20%	0.73%	N/A	N/A	N/A	N/A
Dividend rate (\$) (8)	\$ 1.08	\$ 1.08	\$ 1.08	N/A	N/A	N/A	N/A

- (1) Compensation cost is based on the fair value of the awards at period-end using the lattice-based valuation model that uses the assumptions as presented herein.
- (2) Compensation cost is based on intrinsic value.
- (3) The remaining recognition period has not been quantified as it relates solely to the 25% Company grant and the dividends earned thereon, representing a minimal number of units.
- (4) Assumptions used to determine fair value are at June 30, 2010.
- (5) Based on the historical volatility of the Company's stock over a period commensurate with the expected term of the award.
- (6) Represents the remaining period of time that awards are expected to be outstanding.
- (7) Based on the implied yield available on zero-coupon government issues with an equivalent term commensurate with the expected term of the awards.
- (8) Based on the annualized dividend rate.

CANADIAN NATIONAL RAILWAY COMPANY
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

Stock option awards

Following approval by the Board of Directors in January 2010, the Company granted 0.7 million conventional stock options to designated senior management employees. The stock option plan allows eligible employees to acquire common shares of the Company upon vesting at a price equal to the market value of the common shares at the date of grant. The options are exercisable during a period not exceeding 10 years. The right to exercise options generally accrues over a period of four years of continuous employment. Options are not generally exercisable during the first 12 months after the date of grant. At June 30, 2010, 11.6 million common shares remained authorized for future issuances under this plan. The total number of options outstanding at June 30, 2010, including conventional and performance-accelerated options, was 7.6 million and 2.6 million, respectively.

The following table provides the activity of stock option awards in 2010. The table also provides the aggregate intrinsic value for in-the-money stock options, which represents the value that would have been received by option holders had they exercised their options on June 30, 2010 at the Company's closing stock price of \$61.01.

	Number of options In millions	Weighted-average exercise price	Options outstanding Weighted-average years to expiration	Aggregate intrinsic value In millions
Outstanding at December 31, 2009				
(1)	11.6	\$ 30.98		
Granted	0.7	\$ 54.73		
Exercised	(2.1)	\$ 26.66		
Outstanding at June 30, 2010 (1)	10.2	\$ 33.74	4.6	\$ 277
Exercisable at June 30, 2010 (1)	7.9	\$ 29.87	3.4	\$ 245

(1) Stock options with a US dollar exercise price have been translated to Canadian dollars using the foreign exchange rate in effect at the balance sheet date.

CANADIAN NATIONAL RAILWAY COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

The following table provides valuation and expense information for all stock option awards:

In millions, unless otherwise indicated

Year of grant	2010	2009	2008	2007	2006	2005	Total
Stock-based compensation expense recognized over requisite service period (1)							
Six months ended June 30, 2010	\$ 3	\$ 1	\$ 1	\$ -	\$ -	N/A	\$ 5
Six months ended June 30, 2009	N/A	\$ 6	\$ 1	\$ 1	\$ 1	\$ -	\$ 9
Fair value per unit							
At grant date (\$)	\$ 13.08	\$ 12.60	\$ 12.44	\$ 13.36	\$ 13.80	\$ 9.19	N/A
Fair value of awards vested during the period							
Six months ended June 30, 2010	\$ -	\$ 4	\$ 3	\$ 3	\$ 3	\$ -	\$ 13
Six months ended June 30, 2009	N/A	\$ -	\$ 3	\$ 3	\$ 3	\$ 3	\$ 12
Nonvested awards at June 30, 2010							
Unrecognized compensation cost	\$ 6	\$ 5	\$ 2	\$ 1	\$ -	\$ -	\$ 14
Remaining recognition period (years)	3.5	2.5	1.5	0.5	-	-	N/A
Assumptions							
Grant price (\$)	\$ 54.73	\$ 42.14	\$ 48.51	\$ 52.79	\$ 51.51	\$ 36.33	N/A
Expected stock price volatility (2)	28%	39%	27%	24%	25%	25%	N/A
Expected term (years) (3)	5.4	5.3	5.3	5.2	5.2	5.2	N/A
Risk-free interest rate (4)	2.45%	1.97%	3.58%	4.12%	4.04%	3.50%	N/A
Dividend rate (\$) (5)	\$ 1.08	\$ 1.01	\$ 0.92	\$ 0.84	\$ 0.65	\$ 0.50	N/A

(1) Compensation cost is based on the grant date fair value using the Black-Scholes option-pricing model that uses the assumptions at the grant date.

(2)

Based on the average of the historical volatility of the Company's stock over a period commensurate with the expected term of the award and the implied volatility from traded options on the Company's stock.

- (3) Represents the period of time that awards are expected to be outstanding. The Company uses historical data to estimate option exercise and employee termination, and groups of employees that have similar historical exercise behavior are considered separately.
- (4) Based on the implied yield available on zero-coupon government issues with an equivalent term commensurate with the expected term of the awards.
- (5) Based on the annualized dividend rate.

CANADIAN NATIONAL RAILWAY COMPANY
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

Note 5 - Pensions and other postretirement benefits

For the three and six months ended June 30, 2010 and 2009, the components of net periodic benefit cost (income) for pensions and other postretirement benefits were as follows:

(a) Components of net periodic benefit income for pensions

In millions	Three months ended		Six months ended	
	June 30		June 30	
	2010	2009	2010	2009
Service cost	\$ 26	\$ 22	\$ 53	\$ 44
Interest cost	210	221	418	443
Expected return on plan assets	(252)	(252)	(504)	(504)
Recognized net actuarial loss	1	2	2	3
Net periodic benefit (income)	\$ (15)	\$ (7)	\$ (31)	\$ (14)

(b) Components of net periodic benefit cost for other postretirement benefits

In millions	Three months ended		Six months ended	
	June 30		June 30	
	2010	2009	2010	2009
Service cost	\$ 1	\$ 1	\$ 2	\$ 2
Interest cost	5	4	8	8
Curtailement gain	-	-	-	(3)
Amortization of prior service cost	-	-	1	1
Recognized net actuarial gain	(1)	(1)	(1)	(2)
Net periodic benefit cost	\$ 5	\$ 4	\$ 10	\$ 6

In 2010, the Company expects to make contributions of approximately \$130 million for all its pension plans, mainly representing the current service costs as determined by the latest actuarial valuations. The Company also expects to make an additional voluntary contribution of approximately \$250 million to strengthen the financial position of its main pension plan, the CN Pension Plan. As at June 30, 2010, the Company has contributed \$106 million to its pension plans.

Additional information is provided in Note 12 – Pensions and other postretirement benefits to the Company's 2009 Annual Consolidated Financial Statements.

Note 6 – Income taxes

The Company recorded income tax expense of \$202 million for the three months ended June 30, 2010 and \$364 million for the six months ended June 30, 2010, compared to \$97 million and \$203 million, respectively, for the same periods in 2009. Included in the 2009 figures was a deferred income tax recovery of \$43 million, of which \$12 million and \$15 million, recorded in the second and first quarters, respectively, resulted from the enactment of lower

provincial corporate income tax rates; and \$16 million recorded in the second quarter resulted from the recapitalization of a foreign investment.

CANADIAN NATIONAL RAILWAY COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

Note 7 - Major commitments and contingencies

A. Commitments

As at June 30, 2010, the Company had commitments to acquire railroad ties, rail, freight cars, locomotives, and other equipment and services, as well as outstanding information technology service contracts and licenses, at an aggregate cost of \$819 million (\$854 million as at December 31, 2009). In addition, the Company has commitments in relation to the EJ&E acquisition to spend, over the next two years, approximately US\$100 million for railroad infrastructure improvements and over US\$60 million, over the next four years, under a series of agreements with individual communities, a comprehensive voluntary mitigation program that addresses municipalities' concerns, and additional conditions imposed by the Surface Transportation Board (STB). The Company also has agreements with fuel suppliers to purchase approximately 83% of the estimated remaining 2010 volume, 43% of its anticipated 2011 volume, 32% of its anticipated 2012 volume, 26% of its anticipated 2013 volume and 9% of its anticipated 2014 volume, at market prices prevailing on the date of the purchase.

B. Contingencies

The Company becomes involved, from time to time, in various legal actions seeking compensatory and occasionally punitive damages, including actions brought on behalf of various purported classes of claimants and claims relating to personal injuries, occupational disease, and property damage, arising out of harm to individuals or property allegedly caused by, but not limited to, derailments or other accidents.

Canada

Employee injuries are governed by the workers' compensation legislation in each province whereby employees may be awarded either a lump sum or future stream of payments depending on the nature and severity of the injury. Accordingly, the Company accounts for costs related to employee work-related injuries based on actuarially developed estimates of the ultimate cost associated with such injuries, including compensation, health care and third-party administration costs. For all other legal actions, the Company maintains, and regularly updates on a case-by-case basis, provisions for such items when the expected loss is both probable and can be reasonably estimated based on currently available information.

United States

Employee work-related injuries, including occupational disease claims, are compensated according to the provisions of the Federal Employers' Liability Act (FELA), which requires either the finding of fault through the U.S. jury system or individual settlements, and represent a major liability for the railroad industry. With limited exceptions where claims are evaluated on a case-by-case basis, the Company follows an actuarial-based approach and accrues the expected cost for personal injury and property damage claims and asserted and unasserted occupational disease claims, based on actuarial estimates of their ultimate cost. A comprehensive actuarial study is conducted on an annual basis by an independent actuarial firm for occupational and non-occupational disease claims. On an ongoing basis, management reviews and compares the assumptions inherent in the latest actuarial study with the current claim experience and, if required, adjustments to the liability are recorded.

As at June 30, 2010, the Company had aggregate reserves for personal injury and other claims of \$375 million, of which \$86 million was recorded as a current liability (\$344 million as at December 31, 2009, of which \$106 million was recorded as a current liability).

Although the Company considers such provisions to be adequate for all its outstanding and pending claims, the final outcome with respect to actions outstanding or pending at June 30, 2010, or with respect to future claims, cannot be predicted with certainty, and therefore there can be no assurance that their resolution will not have a material adverse effect on the Company's results of operations, financial position or liquidity in a particular quarter or fiscal year.

C. Environmental matters

The Company's operations are subject to numerous federal, provincial, state, municipal and local environmental laws and regulations in Canada and the United States concerning, among other things, emissions into the air; discharges into waters; the generation, handling, storage, transportation, treatment and disposal of waste, hazardous substances, and other materials; decommissioning of underground and aboveground storage tanks; and soil and groundwater contamination. A risk of environmental liability is inherent in railroad and related transportation operations; real estate ownership, operation or control; and other commercial activities of the Company with respect to both current and past operations.

CANADIAN NATIONAL RAILWAY COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

Known existing environmental concerns

The Company has identified approximately 315 sites at which it is or may be liable for remediation costs, in some cases along with other potentially responsible parties, associated with alleged contamination and is subject to environmental clean-up and enforcement actions, including those imposed by the United States Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (CERCLA), also known as the Superfund law, or analogous state laws. CERCLA and similar state laws, in addition to other similar Canadian and U.S. laws, generally impose joint and several liability for clean-up and enforcement costs on current and former owners and operators of a site, as well as those whose waste is disposed of at the site, without regard to fault or the legality of the original conduct. The Company has been notified that it is a potentially responsible party for study and clean-up costs at approximately 10 sites governed by the Superfund law (and analogous state laws) for which investigation and remediation payments are or will be made or are yet to be determined and, in many instances, is one of several potentially responsible parties.

The ultimate cost of addressing these known contaminated sites cannot be definitely established given that the estimated environmental liability for any given site may vary depending on the nature and extent of the contamination, the available clean-up techniques, the Company's share of the costs and evolving regulatory standards governing environmental liability. As a result, a liability is initially recorded when environmental assessments occur and/or remedial efforts are probable, and when the costs, based on a specific plan of action in terms of the technology to be used and the extent of the corrective action required, can be reasonably estimated. Adjustments to initial estimates are recorded as additional information becomes available.

The Company's provision for specific environmental sites is undiscounted and includes costs for remediation and restoration of sites, as well as significant monitoring costs. Environmental accruals, which are classified as Casualty and other in the Consolidated Statement of Income, include amounts for newly identified sites or contaminants as well as adjustments to initial estimates.

As at June 30, 2010, the Company had aggregate accruals for environmental costs of \$106 million, of which \$38 million was recorded as a current liability (\$103 million as at December 31, 2009, of which \$38 million was recorded as a current liability). The Company anticipates that the majority of the liability at June 30, 2010 will be paid out over the next five years. However, some costs may be paid out over a longer period. No individual site is considered to be material. Based on the information currently available, the Company considers its provisions to be adequate.

Unknown existing environmental concerns

While the Company believes that it has identified the costs likely to be incurred for environmental matters in the next several years based on known information, newly discovered facts, changes in laws, the possibility of spills and releases of hazardous materials into the environment and the Company's ongoing efforts to identify potential environmental liabilities that may be associated with its properties may result in the identification of additional environmental liabilities and related costs. The magnitude of such additional liabilities and the costs of complying with future environmental laws and containing or remediating contamination cannot be reasonably estimated due to many factors, including:

- (i) the lack of specific technical information available with respect to many sites;
- (ii) the absence of any government authority, third-party orders, or claims with respect to particular sites;
- (iii) the potential for new or changed laws and regulations and for development of new remediation technologies and uncertainty regarding the timing of the work with respect to particular sites;
- (iv) the ability to recover costs from any third parties with respect to particular sites; and

therefore, the likelihood of any such costs being incurred or whether such costs would be material to the Company cannot be determined at this time. There can thus be no assurance that liabilities or costs related to environmental matters will not be incurred in the future, or will not have a material adverse effect on the Company's financial position or results of operations in a particular quarter or fiscal year, or that the Company's liquidity will not be adversely impacted by such liabilities or costs, although management believes, based on current information, that the costs to address environmental matters will not have a material adverse effect on the Company's financial position or liquidity. Costs related to any unknown existing or future contamination will be accrued in the period in which they become probable and reasonably estimable.

CANADIAN NATIONAL RAILWAY COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

D. Guarantees and indemnifications

In the normal course of business, the Company, including certain of its subsidiaries, enters into agreements that may involve providing certain guarantees or indemnifications to third parties and others, which may extend beyond the term of the agreement. These include, but are not limited to, residual value guarantees on operating leases, standby letters of credit and surety and other bonds, and indemnifications that are customary for the type of transaction or for the railway business.

The Company is required to recognize a liability for the fair value of the obligation undertaken in issuing certain guarantees on the date the guarantee is issued or modified. In addition, where the Company expects to make a payment in respect of a guarantee, a liability will be recognized to the extent that one has not yet been recognized.

(i) Guarantee of residual values of operating leases

The Company has guaranteed a portion of the residual values of certain of its assets under operating leases with expiry dates between 2010 and 2020, for the benefit of the lessor. If the fair value of the assets, at the end of their respective lease term, is less than the fair value, as estimated at the inception of the lease, then the Company must, under certain conditions, compensate the lessor for the shortfall. At June 30, 2010, the maximum exposure in respect of these guarantees was \$230 million. There are no recourse provisions to recover any amounts from third parties.

(ii) Other guarantees

The Company, including certain of its subsidiaries, has granted irrevocable standby letters of credit and surety and other bonds, issued by highly rated financial institutions, to third parties to indemnify them in the event the Company does not perform its contractual obligations. As at June 30, 2010, the maximum potential liability under these guarantees was \$473 million, of which \$411 million was for workers' compensation and other employee benefits and \$62 million was for equipment under leases and other. Of the \$473 million of letters of credit and surety and other bonds, \$423 million was drawn on the Company's US\$1 billion revolving credit facility. During 2010, the Company has granted guarantees for which no liability has been recorded, as they relate to the Company's future performance. As at June 30, 2010, the Company had not recorded any additional liability with respect to these guarantees, as the Company does not expect to make any additional payments associated with these guarantees. The majority of the guarantee instruments mature at various dates between 2010 and 2013.

(iii) General indemnifications

In the normal course of business, the Company has provided indemnifications, customary for the type of transaction or for the railway business, in various agreements with third parties, including indemnification provisions where the Company would be required to indemnify third parties and others. Indemnifications are found in various types of contracts with third parties which include, but are not limited to:

- (a) contracts granting the Company the right to use or enter upon property owned by third parties such as leases, easements, trackage rights and sidetrack agreements;
- (b) contracts granting rights to others to use the Company's property, such as leases, licenses and easements;
- (c) contracts for the sale of assets and securitization of accounts receivable;
- (d) contracts for the acquisition of services;
- (e) financing agreements;
- (f) trust indentures, fiscal agency agreements, underwriting agreements or similar agreements relating to debt or equity securities of the Company and engagement agreements with financial advisors;
- (g) transfer agent and registrar agreements in respect of the Company's securities;
- (h) trust and other agreements relating to pension plans and other plans, including those establishing trust funds to secure payment to certain officers and senior employees of special retirement compensation arrangements;

- (i) pension transfer agreements;
- (j) master agreements with financial institutions governing derivative transactions; and
- (k) settlement agreements with insurance companies or other third parties whereby such insurer or third party has been indemnified for any present or future claims relating to insurance policies, incidents or events covered by the settlement agreements.

CANADIAN NATIONAL RAILWAY COMPANY
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

To the extent of any actual claims under these agreements, the Company maintains provisions for such items, which it considers to be adequate. Due to the nature of the indemnification clauses, the maximum exposure for future payments may be material. However, such exposure cannot be determined with certainty. During the period, the Company entered into various indemnification contracts with third parties for which the maximum exposure for future payments cannot be determined with certainty. As a result, the Company was unable to determine the fair value of these guarantees and accordingly, no liability was recorded. There are no recourse provisions to recover any amounts from third parties.

Note 8 – Financial instruments

Generally accepted accounting principles define the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. The Company uses the following methods and assumptions to estimate the fair value of each class of financial instruments for which the carrying amounts are included in the Consolidated Balance Sheet under the following captions:

(i) Cash and cash equivalents, Accounts receivable, Other current assets, Accounts payable and other:
 The carrying amounts approximate fair value because of the short maturity of these instruments.

(ii) Other assets:

Investments: The Company has various equity investments for which the carrying value approximates the fair value, with the exception of certain cost investments for which the fair value was estimated based on the Company's proportionate share of the underlying net assets.

(iii) Long-term debt:

The fair value of the Company's long-term debt is estimated based on the quoted market prices for the same or similar debt instruments, as well as discounted cash flows using current interest rates for debt with similar terms, company rating, and remaining maturity.

The following table presents the carrying amounts and estimated fair values of the Company's financial instruments as at June 30, 2010 and December 31, 2009 for which the carrying values on the Consolidated Balance Sheet are different from their fair values:

In millions	June 30, 2010		December 31, 2009	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments	\$ 24	\$ 116	\$ 22	\$ 111
Financial liabilities				
Long-term debt (including current portion)	\$ 6,555	\$ 7,659	\$ 6,461	\$ 7,152

CANADIAN NATIONAL RAILWAY COMPANY
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (U.S. GAAP)

Note 9 – Earnings per share

The following table provides a reconciliation between basic and diluted earnings per share:

In millions, except per share data	Three months ended June 30		Six months ended June 30	
	2010	2009	2010	2009
Net income	\$ 534	\$ 387	\$ 1,045	\$ 811
Weighted-average shares outstanding	468.8	468.7	469.9	468.5
Effect of stock options	3.8	4.3	3.8	4.2
Weighted-average diluted shares outstanding	472.6	473.0	473.7	472.7
Basic earnings per share	\$ 1.14	\$ 0.83	\$ 2.22	\$ 1.73
Diluted earnings per share	\$ 1.13	\$ 0.82	\$ 2.21	\$ 1.72

Diluted earnings per share have been calculated using the treasury stock method, which assumes that any proceeds received from the exercise of in-the-money options would be used to purchase common shares at the average market price for the period. The weighted-average number of stock options that were not included in the calculation of diluted earnings per share, as their inclusion would have had an anti-dilutive impact was nil and 0.1 million for the three and six months ended June 30, 2010, respectively, and 0.4 million and 0.7 million, respectively, for the corresponding periods in 2009.

CANADIAN NATIONAL RAILWAY COMPANY
SELECTED RAILROAD STATISTICS (1) (U.S. GAAP)

	Three months ended		Six months ended	
	June 30		June 30	
	2010	2009	2010	2009
	(Unaudited)			
Statistical operating data				
Rail freight revenues (\$ millions)	1,846	1,601	3,634	3,297
Gross ton miles (GTM) (millions)	85,129	74,556	169,119	148,113
Revenue ton miles (RTM) (millions)	44,576	38,865	88,656	77,556
Carloads (thousands)	1,182	928	2,290	1,882
Route miles (includes Canada and the U.S.)	20,859	21,104	20,859	21,104
Employees (end of period)	22,127	21,717	22,127	21,717
Employees (average for the period)	22,019	21,827	21,750	22,043
Productivity				
Operating ratio (%)	61.2	67.3	65.1	70.8
Rail freight revenue per RTM (cents)	4.14	4.12	4.10	4.25
Rail freight revenue per carload (\$)	1,562	1,725	1,587	1,752
Operating expenses per GTM (cents)	1.50	1.61	1.56	1.74
Labor and fringe benefits expense per GTM (cents)	0.49	0.55	0.52	0.59
GTMs per average number of employees (thousands)	3,866	3,416	7,776	6,719
Diesel fuel consumed (US gallons in millions)	88	80	179	165
Average fuel price (\$/US gallon)	2.43	2.00	2.41	1.99
GTMs per US gallon of fuel consumed	967	932	945	898
Safety indicators				
Injury frequency rate per 200,000 person hours (2)	1.61	1.68	1.64	1.48
Accident rate per million train miles (2)	1.78	1.71	1.83	1.92
Financial ratio				
Debt-to-total capitalization ratio (% at end of period)	36.0	40.6	36.0	40.6

(1) Includes data relating to companies acquired as of the date of acquisition.

(2) Based on Federal Railroad Administration (FRA) reporting criteria.

Certain statistical data and related productivity measures are based on estimated data available at such time and are subject to change as more complete information becomes available.

CANADIAN NATIONAL RAILWAY COMPANY
SUPPLEMENTARY INFORMATION (U.S. GAAP)

	Three months ended June 30			Six months ended June 30		
	2010	2009	Variance Fav (Unfav) (Unaudited)	2010	2009	Variance Fav (Unfav)
Revenues (millions of dollars)						
Petroleum and chemicals	329	309	6%	650	649	-
Metals and minerals	210	158	33%	420	356	18%
Forest products	299	283	6%	587	585	-
Coal	155	111	40%	287	214	34%
Grain and fertilizers	327	330	(1%)	699	687	2%
Intermodal	398	318	25%	749	637	18%
Automotive	128	92	39%	242	169	43%
Total rail freight revenues	1,846	1,601	15%	3,634	3,297	10%
Other revenues	247	180	37%	424	343	24%
Total revenues	2,093	1,781	18%	4,058	3,640	11%
Revenue ton miles (millions)						
Petroleum and chemicals	7,680	7,114	8%	15,544	14,641	6%
Metals and minerals	4,084	2,813	45%	7,988	6,065	32%
Forest products	7,460	6,782	10%	14,636	13,396	9%
Coal	4,941	3,445	43%	9,267	6,286	47%
Grain and fertilizers	10,447	10,049	4%	22,561	20,607	9%
Intermodal	9,230	8,108	14%	17,295	15,584	11%
Automotive	734	554	32%	1,365	977	40%
	44,576	38,865	15%	88,656	77,556	14%
Rail freight revenue / RTM (cents)						
Total rail freight revenue per RTM	4.14	4.12	-	4.10	4.25	(4%)
Commodity groups:						
Petroleum and chemicals	4.28	4.34	(1%)	4.18	4.43	(6%)
Metals and minerals	5.14	5.62	(9%)	5.26	5.87	(10%)
Forest products	4.01	4.17	(4%)	4.01	4.37	(8%)
Coal	3.14	3.22	(2%)	3.10	3.40	(9%)
Grain and fertilizers	3.13	3.28	(5%)	3.10	3.33	(7%)
Intermodal	4.31	3.92	10%	4.33	4.09	6%
Automotive	17.44	16.61	5%	17.73	17.30	2%
Carloads (thousands)						
Petroleum and chemicals	138	125	10%	272	253	8%
Metals and minerals	249	128	95%	489	308	59%
Forest products	107	100	7%	210	200	5%
Coal	132	107	23%	242	197	23%
Grain and fertilizers	136	130	5%	282	262	8%
Intermodal	364	300	21%	690	592	17%
Automotive	56	38	47%	105	70	50%

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Rail freight revenue / carload (dollars)	1,182	928	27%	2,290	1,882	22%
Total rail freight revenue per carload	1,562	1,725	(9%)	1,587	1,752	(9%)
Commodity groups:						
Petroleum and chemicals	2,384	2,472	(4%)	2,390	2,565	(7%)
Metals and minerals	843	1,234	(32%)	859	1,156	(26%)
Forest products	2,794	2,830	(1%)	2,795	2,925	(4%)
Coal	1,174	1,037	13%	1,186	1,086	9%
Grain and fertilizers	2,404	2,538	(5%)	2,479	2,622	(5%)
Intermodal	1,093	1,060	3%	1,086	1,076	1%
Automotive	2,286	2,421	(6%)	2,305	2,414	(5%)

Such statistical data and related productivity measures are based on estimated data available at such time and are subject to change as more complete information becomes available.

CANADIAN NATIONAL RAILWAY COMPANY
NON-GAAP MEASURES - unaudited

Adjusted performance measures

During the three and six months ended June 30, 2010, the Company reported adjusted net income of \$534 million, or \$1.13 per diluted share and \$914 million, or \$1.93 per diluted share, respectively. The adjusted figures for the six months ended June 30, 2010 exclude the gain on sale of the Oakville subdivision of \$152 million, or \$131 million after-tax (\$0.28 per diluted share).

During the three and six months ended June 30, 2009, the Company reported adjusted net income of \$361 million, or \$0.76 per diluted share and \$663 million, or \$1.40 per diluted share, respectively. The adjusted figures for the three months ended June 30, 2009 exclude a deferred income tax recovery of \$28 million (\$0.06 per diluted share), of which \$12 million (\$0.03 per diluted share) resulted from the enactment of a lower provincial corporate income tax rate and \$16 million (\$0.03 per diluted share) resulted from the recapitalization of a foreign investment, as well as the impact of EJ&E acquisition-related costs of \$3 million or \$2 million after-tax. The adjusted figures for the six months ended June 30, 2009 exclude the gain on sale of the Weston subdivision of \$157 million or \$135 million after-tax (\$0.29 per diluted share), EJ&E acquisition-related costs of \$49 million or \$30 million after-tax (\$0.06 per diluted share) and a deferred income tax recovery of \$43 million (\$0.09 per diluted share), of which \$27 million (\$0.06 per diluted share) resulted from the enactment of lower provincial corporate income tax rates and \$16 million (\$0.03 per diluted share) resulted from the recapitalization of a foreign investment.

Management believes that adjusted net income and adjusted earnings per share are useful measures of performance that can facilitate period-to-period comparisons, as they exclude items that do not necessarily arise as part of the normal day-to-day operations of the Company and could distort the analysis of trends in business performance. The exclusion of such items in adjusted net income and adjusted earnings per share does not, however, imply that such items are necessarily non-recurring. These adjusted measures do not have any standardized meaning prescribed by GAAP and may, therefore, not be comparable to similar measures presented by other companies. The reader is advised to read all information provided in the Company's 2010 unaudited Interim Consolidated Financial Statements and Notes thereto. The following tables provide a reconciliation of net income and earnings per share, as reported for the three and six months ended June 30, 2010 and 2009, to the adjusted performance measures presented herein.

In millions, except per share data	Three months ended June 30, 2010			Six months ended June 30, 2010		
	Reported	Adjustments	Adjusted	Reported	Adjustments	Adjusted
Revenues	\$ 2,093	\$ -	\$ 2,093	\$ 4,058	\$ -	\$ 4,058
Operating expenses	1,280	-	1,280	2,642	-	2,642
Operating income	813	-	813	1,416	-	1,416
Interest expense	(91)	-	(91)	(183)	-	(183)
Other income	14	-	14	176	(152)	24
Income before income taxes	736	-	736	1,409	(152)	1,257
Income tax expense	(202)	-	(202)	(364)	21	(343)
Net income	\$ 534	\$ -	\$ 534	\$ 1,045	\$ (131)	\$ 914
Operating ratio	61.2%		61.2%	65.1%		65.1%

Basic earnings per share	\$	1.14	\$	-	\$	1.14	\$	2.22	\$	(0.28)	\$	1.94
Diluted earnings per share	\$	1.13	\$	-	\$	1.13	\$	2.21	\$	(0.28)	\$	1.93

CANADIAN NATIONAL RAILWAY COMPANY
NON-GAAP MEASURES - unaudited

In millions, except per share data	Three months ended June 30, 2009			Six months ended June 30, 2009		
	Reported	Adjustments	Adjusted	Reported	Adjustments	Adjusted
Revenues	\$ 1,781	\$ -	\$ 1,781	\$ 3,640	\$ -	\$ 3,640
Operating expenses	1,198	(3)	1,195	2,576	(49)	2,527
Operating income	583	3	586	1,064	49	1,113
Interest expense	(108)	-	(108)	(220)	-	(220)
Other income	9	-	9	170	(157)	13
Income before income taxes	484	3	487	1,014	(108)	906
Income tax expense	(97)	(29)	(126)	(203)	(40)	(243)
Net income	\$ 387	\$ (26)	\$ 361	\$ 811	\$ (148)	\$ 663
Operating ratio	67.3%		67.1%	70.8%		69.4%
Basic earnings per share	\$ 0.83	\$ (0.06)	\$ 0.77	\$ 1.73	\$ (0.32)	\$ 1.41
Diluted earnings per share	\$ 0.82	\$ (0.06)	\$ 0.76	\$ 1.72	\$ (0.32)	\$ 1.40

Constant currency

Although the Company conducts its business and reports its earnings in Canadian dollars, a large portion of revenues and expenses is denominated in US dollars. As such, the Company's results are affected by exchange-rate fluctuations. On a constant currency basis, the Company's 2010 second quarter and first half net income would have been higher by approximately \$35 million, or \$0.07 per diluted share and approximately \$76 million, or \$0.16 per diluted share, respectively.

Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the foreign exchange rate of the comparable period of the prior year (1.1671 for the three months ended June 30 and 1.2064 for the six months ended June 30). Financial results at "constant currency" allow results to be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Measures at constant currency are considered non-GAAP measures and do not have any standardized meaning prescribed by GAAP and may, therefore, not be comparable to similar measures presented by other companies.

The following table presents a reconciliation of the 2010 impact of foreign exchange using a constant currency basis:

Diluted earnings per share

	Three months ended June 30	Six months ended June 30
	\$ 0.03	\$ 0.07

Actual foreign currency translation impact included in net income in
2010 when compared to the comparable period of 2009

Constant currency rate applied to the increase in US
dollar-denominated net income in 2010 when compared to the
comparable period of 2009

	0.04	0.09
Impact on 2010 net income using constant currency	\$ 0.07	\$ 0.16

CANADIAN NATIONAL RAILWAY COMPANY
NON-GAAP MEASURES - unaudited

Free cash flow

The Company generated \$465 million and \$958 million of free cash flow for the three and six months ended June 30, 2010 compared to \$256 million and \$463 million for the same periods in 2009. Free cash flow does not have any standardized meaning prescribed by GAAP and may, therefore, not be comparable to similar measures presented by other companies. The Company believes that free cash flow is a useful measure of performance as it demonstrates the Company's ability to generate cash after the payment of capital expenditures and dividends. The Company defines free cash flow as cash provided from operating activities, adjusted for changes in the accounts receivable securitization program and in cash and cash equivalents resulting from foreign exchange fluctuations, less cash used by investing activities, adjusted for the impact of major acquisitions, and the payment of dividends, calculated as follows:

In millions	Three months ended		Six months ended	
	June 30		June 30	
	2010	2009	2010	2009
Cash provided from operating activities \$	859	\$ 632	\$ 1,456	\$ 950
Cash used by investing activities	(267)	(236)	(250)	(682)
Cash provided before financing activities	592	396	1,206	268
Adjustments:				
Change in accounts receivable securitization	-	-	2	68
Dividends paid	(126)	(118)	(253)	(236)
Acquisition of EJ&E	-	-	-	373
Effect of foreign exchange fluctuations on US dollar-denominated cash and cash equivalents	(1)	(22)	3	(10)
Free cash flow	\$ 465	\$ 256	\$ 958	\$ 463

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

Management's discussion and analysis (MD&A) relates to the financial position and results of operations of Canadian National Railway Company, together with its wholly-owned subsidiaries, collectively "CN" or "the Company." Canadian National Railway Company's common shares are listed on the Toronto and New York stock exchanges. Except where otherwise indicated, all financial information reflected herein is expressed in Canadian dollars and determined on the basis of United States generally accepted accounting principles (U.S. GAAP). The Company's objective is to provide meaningful and relevant information reflecting the Company's financial position and results of operations. In certain instances, the Company may make reference to certain non-GAAP measures that, from management's perspective, are useful measures of performance. The reader is advised to read all information provided in the MD&A in conjunction with the Company's 2010 unaudited Interim Consolidated Financial Statements and Notes thereto as well as the 2009 Annual MD&A.

Business profile

CN is engaged in the rail and related transportation business. CN's network of approximately 20,900 route miles of track spans Canada and mid-America, connecting three coasts: the Atlantic, the Pacific and the Gulf of Mexico. CN's extensive network, and its co-production arrangements, routing protocols, marketing alliances, and interline agreements, provide CN customers access to all three North American Free Trade Agreement (NAFTA) nations. CN's freight revenues are derived from seven commodity groups representing a diversified and balanced portfolio of goods transported between a wide range of origins and destinations. This product and geographic diversity better positions the Company to face economic fluctuations and enhances its potential for growth opportunities. In 2009, no individual commodity group accounted for more than 18% of revenues. From a geographic standpoint, 19% of revenues came from United States (U.S.) domestic traffic, 28% from transborder traffic, 24% from Canadian domestic traffic and 29% from overseas traffic. The Company is the originating carrier for approximately 85% of traffic moving along its network, which allows it both to capitalize on service advantages and build on opportunities to efficiently use assets.

Corporate organization

The Company manages its rail operations in Canada and the United States as one business segment. Financial information reported at this level, such as revenues, operating income and cash flow from operations, is used by the Company's corporate management in evaluating financial and operational performance and allocating resources across CN's network. The Company's strategic initiatives, which drive its operational direction, are developed and managed centrally by corporate management and are communicated to its regional activity centers (the Western Region, Eastern Region and Southern Region), whose role is to manage the day-to-day service requirements of their respective territories, control direct costs incurred locally, and execute the corporate strategy and operating plan established by corporate management.

See Note 15 – Segmented information, to the Company's 2009 Annual Consolidated Financial Statements for additional information on the Company's corporate organization, as well as selected financial information by geographic area.

Strategy overview

CN's focus is on running a safe and efficient railroad. While remaining at the forefront of the rail industry, CN's goal is to be internationally regarded as one of the best-performing transportation companies.

CN's commitment is to create value for both its customers and shareholders. With a commitment to stay engaged with customers and by leveraging the strength of its franchise, the Company seeks to provide quality and cost-effective service that creates value for its customers. CN's corporate goals are generally based on five key financial performance targets: revenues, operating income, earnings per share, free cash flow and return on investment, as well as various key operating metrics, including safety metrics that the Company focuses on to measure efficiency and quality of service. By striving for sustainable financial performance through profitable growth, adequate free cash flow and return on investment, CN seeks to deliver increased shareholder value. At the beginning of 2010, the Company's Board of Directors approved an increase of 7% to the quarterly dividend to common shareholders, from \$0.2525 to \$0.2700, as well as a share repurchase program to be funded mainly from cash generated from operations. The share repurchase program allows for the repurchase of

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

up to 15.0 million common shares to the end of December 2010 pursuant to a normal course issuer bid, at prevailing market prices plus brokerage fees, or such other price as may be permitted by the Toronto Stock Exchange.

CN's business model is anchored on five corporate values: providing quality service, controlling costs, focusing on asset utilization, committing to safety, and developing people. Employees are encouraged to share these values and promote them in their day-to-day work. Precision Railroading is at the core of CN's business model. It is a highly disciplined process whereby CN handles individual rail shipments according to a specific trip plan and manages all aspects of railroad operations to meet customer commitments efficiently and profitably. Precision Railroading demands discipline to execute the trip plan, the relentless measurement of results, and the use of such results to generate further execution improvements in the service provided to customers. Precision Railroading increases velocity, improves reliability, lowers costs, enhances asset utilization and, ultimately, helps the Company to grow the top line. It has been a key contributor to CN's earnings growth and improved return.

Providing quality service, controlling costs and focusing on asset utilization

Although many industries, including transportation, have been impacted by the recent economic conditions, the basic driver of the Company's business has remained intact – demand for reliable, efficient, and cost effective transportation. The Company's focus during these volatile times has been and will continue to be the pursuit of its long-term business plan, providing a high level of service to customers, operating safely and efficiently, and meeting short- and long-term financial commitments.

As a result of the recession in the North American economy and the contraction of the global economy in 2009, most of the Company's commodity groups were significantly impacted, including forest products, automotive, petroleum and chemicals, metals and minerals and intermodal. The Company made the necessary changes to its operations to reflect the reduced freight volumes and imposed cost-reduction measures. The productivity gains achieved during 2009 position the Company well for the future.

At this time, it appears that many of the Company's markets are recovering. The Company is expecting to benefit from opportunities that will stem from an expected increase in North American industrial production, a turnaround in automotive production, and gradual improvements in housing and related segments.

In continuing to meet its long-term business plan objectives, the Company's focus remains on top-line growth through its pricing-to-value strategy, its "first mile-last mile" initiative which focuses on improving customer service at origin and destination, and on opportunities that extend beyond the business cycle, such as market share gains versus truck; commodities related to oil and gas development in western Canada; the Prince Rupert Intermodal Terminal; opportunities in the bulk sector; and through integrated transportation solutions. The Company is also focused on emerging market opportunities related to the transportation of sustainable energy products, which include biodiesel, ethanol, wind turbine components and wood pellets.

To operate efficiently and safely while maintaining a high level of customer service, the Company will continue to leverage its unique North American franchise consisting of its rail network, unique network of ports and efficient international trade gateways and complementary non-rail service offerings; and its superior business model. The Company plans to continue to invest in capital programs to maintain a safe railway and pursue strategic initiatives to improve its franchise. The Company continuously seeks productivity initiatives to reduce costs and leverage its assets. Opportunities to improve productivity extend across all functions in the organization. Train productivity is being improved through the acquisition of new locomotives that are more fuel-efficient than the ones they replace, which will also improve service reliability for customers and reduce greenhouse gas emissions. In addition, these locomotives are being equipped with distributed power capability, which allows the Company to run longer, more efficient trains, particularly in cold weather conditions, while improving train handling, reducing train separations and improving the overall safety of operations. These initiatives, combined with CN's investments in longer sidings over the years, offers train-mile savings, allows for efficient long-train operations and reduces wear on rail and wheels.

Yard throughput is being improved through SmartYard, an innovative use of real-time traffic information to sequence cars effectively and get them out on the line more quickly in the face of constantly changing conditions. In Engineering, the Company is continuously working to increase the productivity of its field forces, through better use of traffic information and the optimization of work scheduling, and as a result, better management of its engineering forces on the track. The Company also intends to maintain a solid focus on reducing accidents and related costs, as well as costs for legal claims and health care.

CN's capital programs support the Company's commitment to its corporate values and strategy and its ability to grow the business profitably. In 2010, CN plans to invest approximately \$1.6 billion on capital programs, of which approximately \$1 billion is targeted towards track infrastructure to continue to operate a safe railway and to improve the productivity and fluidity of the network, and includes the replacement of rail, ties, and other track materials and bridge improvements, as well as rail-line improvements for the Elgin, Joliet and Eastern Railway Company (EJ&E) property that was acquired in 2009. This amount also includes funds for strategic initiatives and additional

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

enhancements to the track infrastructure in western Canada. CN's equipment spending, targeted to reach approximately \$300 million in 2010, is intended to improve the quality of the fleet to meet customer requirements, and includes the acquisition of 69 new high-horsepower locomotives. CN also expects to spend approximately \$300 million on facilities to grow the business, including transloads and distribution centers; on information technology to improve service and operating efficiency; and on other projects to increase productivity. See the Liquidity and capital resources section of this MD&A for property additions in the six-month period ended June 30, 2010.

The Company also invests in various strategic initiatives to expand the scope of its business. A key initiative was the acquisition of the EJ&E lines in 2009, which will drive new efficiencies and operating improvements on CN's network as a result of streamlined rail operations and reduced congestion.

To meet short- and long-term financial commitments, the Company pursues a solid financial policy framework with the goal of maintaining a strong balance sheet, by monitoring its credit ratios, and preserving an investment-grade credit rating to be able to maintain access to public financing. The Company's principal source of liquidity is cash generated from operations, which can be supplemented by its commercial paper program and its accounts receivable securitization program, to meet short-term liquidity needs. The Company's primary uses of funds are for working capital requirements, including income tax installments as they become due and pension contributions, contractual obligations, capital expenditures relating to track infrastructure and other, acquisitions, dividend payouts, and the repurchase of shares through a share buyback program, when applicable. The Company sets priorities on its uses of available funds based on short-term operational requirements, expenditures to continue to operate a safe railway and strategic initiatives, while also considering its long-term contractual obligations and returning value to its shareholders.

Committing to safety and sustainability

The Company's commitment to safety is reflected in the wide range of initiatives that CN is pursuing and in the size of its capital programs. Comprehensive plans are in place to address safety, security, employee well-being and environmental management. CN's Safety Management Plan is the framework for putting safety at the center of its day-to-day operations. This proactive plan is designed to minimize risk and drive continuous improvement in the reduction of injuries and accidents, and engages employees at all levels of the organization.

The Company has made sustainability an integral part of its business strategy by aligning its sustainability agenda with its business model. As part of the Company's comprehensive sustainability action plan and to comply with the CN Environmental Policy, the Company proactively participates in a number of initiatives, including the use of fuel-efficient locomotives that reduce greenhouse gas emissions; increasing operational and building efficiencies; investing in virtualization, energy-efficient data centers and recycling programs for information technology systems; reducing, recycling and reusing waste at its facilities and on its network; engaging in modal shift agreements that favor low emission transport services; and participating in the Carbon Disclosure Project to gain a more comprehensive view of its carbon footprint. The Company's Environmental Policy, its Carbon Disclosure Project report, and its Corporate Citizenship Report "Delivering Responsibly" are available on CN's website.

Developing people

CN's ability to develop the best railroaders in the industry has been a key contributor to the Company's success. CN recognizes that without the right people – no matter how good a service plan or business model a company may have – it will not be able to fully execute. The Company is focused on recruiting the right people, developing employees with the right skills, motivating them to do the right thing, and training them to be the future leaders of the Company. The Human Resources and Compensation Committee of the Board of Directors reviews the progress made in developing current and future leaders through the Company's leadership development programs. These programs and initiatives provide a solid platform for the assessment and development of the Company's talent pool. The leadership

development programs are tightly integrated with the Company's business strategy.

The forward-looking statements provided in the above section and in other parts of this MD&A are subject to risks and uncertainties that could cause actual results or performance to differ materially from those expressed or implied in such statements and are based on certain factors and assumptions which the Company considers reasonable, about events, developments, prospects and opportunities that may not materialize or that may be offset entirely or partially by other events and developments. See the section of this MD&A entitled Forward-looking statements for assumptions and risk factors affecting such forward-looking statements.

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

Impact of foreign currency translation on reported results

Although the Company conducts its business and reports its earnings in Canadian dollars, a large portion of revenues and expenses is denominated in US dollars. As such, the Company's results are affected by exchange-rate fluctuations. Management's discussion and analysis includes reference to "constant currency," which allows the financial results to be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons in the analysis of trends in business performance. Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the foreign exchange rate of the comparable period of the prior year (1.1671 for the three months ended June 30 and 1.2064 for the six months ended June 30). Measures at constant currency are considered non-GAAP measures and do not have any standardized meaning prescribed by GAAP and may, therefore, not be comparable to similar measures presented by other companies.

Forward-looking statements

Certain information included in this MD&A are "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and under Canadian securities laws. CN cautions that, by their nature, forward-looking statements involve risks, uncertainties and assumptions. The Company cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. These forward-looking statements include, but are not limited to, statements with respect to long-term growth opportunities; statements that many of the Company's markets are recovering and that the Company is expecting to benefit from opportunities stemming from the economic turnaround; the anticipation that cash flow from operations and from various sources of financing will be sufficient to meet debt repayments and future obligations in the foreseeable future; statements regarding future payments, including income taxes and pension contributions; as well as the projected capital spending program. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results or performance of the Company or the rail industry to be materially different from the outlook or any future results or performance implied by such statements. Key assumptions used in determining forward-looking information are set forth below.

Forward-looking statements	Key assumptions or expectations
Statements relating to general economic and business conditions, including those referring to long-term growth opportunities, markets served by the Company recovering, and the Company expecting to benefit from opportunities stemming from the economic turnaround	<ul style="list-style-type: none"> · Gradual recovery in the North American economy · Improving global economic conditions · Long-term growth opportunities being less affected by current economic conditions · Improving production rates in specific industries · Improving carload traffic
Statements relating to the Company's ability to meet debt repayments and future obligations in the foreseeable future, including income tax payments and capital spending	<ul style="list-style-type: none"> · Gradual recovery in the North American economy · Improving global economic conditions · Adequate credit ratios · Investment grade credit rating · Access to capital markets · Adequate cash generated from operations

Statements relating to pension contributions

- Reasonable level of funding as determined by actuarial valuations
- Adequate return on investment on pension plan assets
- Adequate cash generated from operations

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

Important risk factors that could affect the forward-looking statements include, but are not limited to, the effects of general economic and business conditions; industry competition; inflation, currency and interest rate fluctuations; changes in fuel prices; legislative and/or regulatory developments; compliance with environmental laws and regulations; actions by regulators; various events which could disrupt operations, including natural events such as severe weather, droughts, floods and earthquakes; labor negotiations and disruptions; environmental claims; uncertainties of investigations, proceedings or other types of claims and litigation; risks and liabilities arising from derailments; and other risks detailed from time to time in reports filed by CN with securities regulators in Canada and the United States. See the section of this MD&A entitled Business risks for detailed information on major risk factors.

Financial and statistical highlights

\$ in millions, except per share data, or unless otherwise indicated	Three months ended June 30		Six months ended June 30	
	2010	2009 (Unaudited)	2010	2009
Financial results				
Revenues	\$ 2,093	\$ 1,781	\$ 4,058	\$ 3,640
Operating income (1)	\$ 813	\$ 583	\$ 1,416	\$ 1,064
Net income (1) (2) (3)	\$ 534	\$ 387	\$ 1,045	\$ 811
Operating ratio (1)	61.2%	67.3%	65.1%	70.8%
Basic earnings per share (1) (2) (3)	\$ 1.14	\$ 0.83	\$ 2.22	\$ 1.73
Diluted earnings per share (1) (2) (3)	\$ 1.13	\$ 0.82	\$ 2.21	\$ 1.72
Dividend declared per share	\$ 0.2700	\$ 0.2525	\$ 0.5400	\$ 0.5050
Financial position				
Total assets	\$ 26,127	\$ 26,737	\$ 26,127	\$ 26,737
Total long-term financial liabilities and other	\$ 12,899	\$ 13,855	\$ 12,899	\$ 13,855
Statistical operating data and productivity measures (4)				
Employees (average for the period)	22,019	21,827	21,750	22,043
Gross ton miles (GTM) per average number of employees (thousands)	3,866	3,416	7,776	6,719
GTMs per US gallon of fuel consumed	967	932	945	898

(1) The figures for the three and six months ended June 30, 2009 include \$3 million, or \$2 million after-tax, and \$49 million, or \$30 million after-tax (\$0.06 per basic or diluted share), respectively, for EJ&E acquisition-related costs.

(2)

The figures for the six months ended June 30, 2010 include a gain on sale of the Company's Oakville subdivision of \$152 million, or \$131 million after-tax (\$0.28 per basic or diluted share).

- (3) The figures for the three and six months ended June 30, 2009 include a deferred income tax recovery of \$28 million, of which \$12 million (\$0.03 per basic or diluted share) resulted from an income tax rate enactment and \$16 million (\$0.03 per basic or diluted share) from the recapitalization of a foreign investment. The figures for the six months ended June 30, 2009 also include a gain on sale of the Company's Weston subdivision of \$157 million or \$135 million after-tax (\$0.29 per basic or diluted share) and a deferred income tax recovery of \$15 million (\$0.03 per basic or diluted share) resulting from an income tax rate enactment.
- (4) Based on estimated data available at such time and subject to change as more complete information becomes available.

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

Financial results

Second quarter and first half of 2010 compared to corresponding periods in 2009

Second quarter 2010 net income was \$534 million, an increase of \$147 million, or 38%, when compared to the same period in 2009, with diluted earnings per share rising 38% to \$1.13. Net income for the six months ended June 30, 2010 was \$1,045 million, an increase of \$234 million, or 29%, when compared to the same period in 2009, with diluted earnings per share rising 28% to \$2.21.

The Company's results of operations in 2010 reflect a recovery in many of its markets as compared to 2009 when the Company experienced significant weakness across markets due to economic conditions.

Included in the results for the six months ended June 30, 2010 was the gain on sale of the Company's Oakville subdivision of \$152 million, or \$131 million after-tax (\$0.28 per basic or diluted share). Included in the second quarter of 2009 was a deferred income tax recovery of \$28 million (\$0.06 per basic or diluted share), of which \$12 million (\$0.03 per basic or diluted share) resulted from the enactment of a lower provincial corporate income tax rate and \$16 million (\$0.03 per basic or diluted share) resulted from the recapitalization of a foreign investment, as well as EJ&E acquisition-related costs of \$3 million or \$2 million after-tax. Included in the results for the six months ended June 30, 2009 was the gain on sale of the Weston subdivision of \$157 million or \$135 million after-tax (\$0.29 per basic or diluted share), EJ&E acquisition-related costs of \$49 million or \$30 million after-tax (\$0.06 per basic or diluted share) and a deferred income tax recovery of \$43 million (\$0.09 per basic or diluted share), of which \$27 million (\$0.06 per basic or diluted share) resulted from the enactment of lower provincial corporate income tax rates and \$16 million (\$0.03 per basic or diluted share) resulted from the recapitalization of a foreign investment.

Foreign exchange fluctuations continue to have an impact on the comparability of the results of operations. The translation of the Company's US dollar-denominated revenues and expenses has resulted in a positive impact in the second quarter of 2010 and 2009 of \$6 million, or \$0.01 per diluted share; and \$19 million, or \$0.04 per diluted share; respectively. For the six-month period of 2010 and 2009, the translation has resulted in a positive impact of \$14 million, or \$0.03 per diluted share; and \$47 million, or \$0.10 per diluted share; respectively.

Revenues for the second quarter of 2010 increased by \$312 million, or 18%, to \$2,093 million when compared to the same period in 2009. Revenues for the first half of 2010 increased by \$418 million, or 11%, to \$4,058 million when compared to the same period in 2009. The increases were mainly due to significantly higher freight volumes in all markets as a result of improving economic conditions in North America and globally; the impact of a higher fuel surcharge as a result of year-over-year increases in applicable fuel prices and higher volumes; and freight rate increases. These factors were partly offset by the negative translation impact of the stronger Canadian dollar on US dollar-denominated revenues.

For the second quarter of 2010, operating expenses increased by \$82 million, or 7%, to \$1,280 million when compared to the same period in 2009. Operating expenses for the six months ended June 30, 2010 increased by \$66 million, or 3%, to \$2,642 million when compared to the same period in 2009. The increases were primarily due to higher fuel costs and increased labor and fringe benefits expenses. These factors were partially offset by the positive translation impact of the stronger Canadian dollar on US dollar-denominated expenses and the impact of EJ&E acquisition-related costs recorded in the first half of 2009.

The operating ratio, defined as operating expenses as a percentage of revenues, was 61.2% in the current quarter compared to 67.3% in the second quarter of 2009, a 6.1-point improvement. The six-month operating ratio was 65.1% in 2010, compared to 70.8% in 2009, a 5.7-point improvement. Excluding the 2009 EJ&E acquisition-related costs, the six-month operating ratio was 65.1% in 2010, compared to an adjusted operating ratio of 69.4% in 2009, a 4.3-point improvement.

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

Revenues

In millions, unless otherwise indicated	Three months ended June 30				Six months ended June 30			
	2010	2009	Change	%	2010	2009	Change	%
				at				at
			% constant	currency			% constant	currency
				(Unaudited)				
Rail freight revenues	\$ 1,846	\$ 1,601	15%	24%	\$ 3,634	\$ 3,297	10%	20%
Other revenues	247	180	37%	47%	424	343	24%	33%
Total revenues	\$ 2,093	\$ 1,781	18%	26%	\$ 4,058	\$ 3,640	11%	21%
Rail freight revenues								
Petroleum and chemicals	\$ 329	\$ 309	6%	16%	\$ 650	\$ 649	-	11%
Metals and minerals	210	158	33%	46%	420	356	18%	33%
Forest products	299	283	6%	16%	587	585	-	12%
Coal	155	111	40%	49%	287	214	34%	43%
Grain and fertilizers	327	330	(1%)	6%	699	687	2%	10%
Intermodal	398	318	25%	29%	749	637	18%	22%
Automotive	128	92	39%	52%	242	169	43%	60%
Total rail freight revenues	\$ 1,846	\$ 1,601	15%	24%	\$ 3,634	\$ 3,297	10%	20%
Revenue ton miles (RTM) (millions)	44,576	38,865	15%	15%	88,656	77,556	14%	14%
Rail freight revenue/RTM (cents)	4.14	4.12	-	8%	4.10	4.25	(4%)	5%

Revenues for the quarter ended June 30, 2010 totaled \$2,093 million compared to \$1,781 million in the same period in 2009, an increase of \$312 million, or 18%. Revenues for the first half of 2010 were \$4,058 million, an increase of \$418 million, or 11%, when compared to the same period in 2009. The increases in both the second quarter and first half of 2010 were mainly due to significantly higher freight volumes in all markets as a result of improving economic conditions in North America and globally; the impact of a higher fuel surcharge, in the range of \$100 million for the second quarter and \$160 million for the first six months of the year, as a result of year-over-year increases in applicable fuel prices and higher volumes; and freight rate increases. These factors were partly offset by the negative translation impact of the stronger Canadian dollar on US dollar-denominated revenues.

Revenue ton miles (RTM), measuring the relative weight and distance of rail freight transported by the Company, increased by 15% in the second quarter and 14% in the first half of 2010, when compared to the same periods in 2009. Rail freight revenue per revenue ton mile, a measurement of yield defined as revenue earned on the movement of a ton of freight over one mile, remained flat on a percentage basis in the second quarter mainly due to the impact of a higher fuel surcharge, freight rate increases and a decrease in the average length of haul that were offset by the negative translation impact of the stronger Canadian dollar. Revenue per revenue ton mile decreased by 4% in the first half of 2010, mainly due to the negative translation impact of the stronger Canadian dollar, which was partly offset by the impact of a higher fuel surcharge, freight rate increases, and a decrease in the average length of haul.

CANADIAN NATIONAL RAILWAY COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS (U.S. GAAP)

Petroleum and chemicals

	Three months ended June 30				Six months ended June 30			
	2010	2009	Change	% Change % at constant currency	2010	2009	Change	% Change % at constant currency
Revenues (millions)	\$ 329	\$ 309	6%	16%	\$ 650	\$ 649	-	11%
RTMs (millions)	7,680	7,114	8%	8%	15,544	14,641	6%	6%
Revenue/RTM (cents)	4.28	4.34	(1%)	8%	4.18	4.43	(6%)	5%

Petroleum and chemicals comprises a wide range of commodities, including chemicals, sulfur, plastics, petroleum products and liquefied petroleum gas (LPG) products. The primary markets for these commodities are within North America, and as such, the performance of this commodity group is closely correlated with the North American economy. Most of the Company's petroleum and chemicals shipments originate in the Louisiana petrochemical corridor between New Orleans and Baton Rouge; in northern Alberta, which is a major center for natural gas feedstock and world scale petrochemicals and plastics; and in eastern Canadian regional plants. These shipments are destined for customers in Canada, the United States and overseas. Revenues for this commodity group increased by \$20 million, or 6%, in the second quarter and \$1 million, flat on a percentage basis, in the first six months of 2010 when compared to the same periods in 2009. The increases in both the second quarter and first six months of 2010 were mainly due to higher shipments of chemical products due to improvements in industrial production, increased shipments of refined petroleum products and sulfur, freight rate increases, and the impact of a higher fuel surcharge. These factors were partly offset by the negative translation impact of the stronger Canadian dollar. Revenue per revenue ton mile decreased by 1% in the second quarter and 6% in the first half of 2010, mainly due to the negative translation impact of the stronger Canadian dollar that was partly offset by freight rate increases and the impact of a higher fuel surcharge.

Metals and minerals