

CANADIAN NATIONAL RAILWAY COMPANY

CONSOLIDATED STATEMENT OF INCOME (U.S. GAAP) - unaudited

(In millions, except per share data)

	Three months ended December 31		Year ended December 31	
	2012	2011	2012	2011
Revenues	\$ 2,534	\$ 2,377	\$ 9,920	\$ 9,028
Operating expenses				
Labor and fringe benefits	463	511	1,952	1,812
Purchased services and material	340	295	1,248	1,120
Fuel	400	382	1,524	1,412
Depreciation and amortization	237	231	924	884
Equipment rents	64	63	249	228
Casualty and other	108	56	338	276
Total operating expenses	1,612	1,538	6,235	5,732
Operating income	922	839	3,685	3,296
Interest expense	(86)	(85)	(342)	(341)
Other income (loss)	(5)	21	315	401
Income before income taxes	831	775	3,658	3,356
Income tax expense	(221)	(183)	(978)	(899)
Net income	\$ 610	\$ 592	\$ 2,680	\$ 2,457
Earnings per share				
Basic	\$ 1.42	\$ 1.33	\$ 6.15	\$ 5.45
Diluted	\$ 1.41	\$ 1.32	\$ 6.12	\$ 5.41
Weighted-average number of shares				
Basic	430.3	444.3	435.6	451.1
Diluted	432.0	447.3	437.7	454.4

These unaudited interim consolidated financial statements, expressed in Canadian dollars, and prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP), contain all adjustments (consisting of normal recurring accruals) necessary to present fairly Canadian National Railway Company's (the Company) financial position as at December 31, 2012 and December 31, 2011, and its results of operations, comprehensive income, changes in shareholders' equity and cash flows for the three months and years ended December 31, 2012 and 2011. These consolidated financial statements have been prepared using accounting policies consistent with those used in preparing the Company's 2012 Annual Consolidated Financial Statements and should be read in conjunction with such statements, notes thereto and Management's Discussion and Analysis (MD&A).

CANADIAN NATIONAL RAILWAY COMPANY

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (U.S. GAAP) - unaudited*(In millions)*

	Three months ended December 31		Year ended December 31	
	2012	2011	2012	2011
Net income	\$ 610	\$ 592	\$ 2,680	\$ 2,457
Other comprehensive income (loss)				
Foreign exchange gain (loss) on:				
Translation of the net investment in foreign operations	71	(185)	(128)	130
Translation of US dollar-denominated long-term debt designated as a hedge of the net investment in U.S. subsidiaries	(66)	180	123	(122)
Pension and other postretirement benefit plans				
Net actuarial loss arising during the year	(660)	(1,541)	(660)	(1,541)
Prior service cost arising during the year	(6)	(28)	(6)	(28)
Amortization of net actuarial loss included in net periodic benefit cost (income)	27	2	119	8
Amortization of prior service cost included in net periodic benefit cost (income)	2	2	7	4
Derivative instruments	-	(1)	-	(2)
Other comprehensive loss before income taxes	(632)	(1,571)	(545)	(1,551)
Income tax recovery	178	379	127	421
Other comprehensive loss	(454)	(1,192)	(418)	(1,130)
Comprehensive income (loss)	\$ 156	\$ (600)	\$ 2,262	\$ 1,327

CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED BALANCE SHEET (U.S. GAAP) - unaudited

(In millions)

	December 31 2012	December 31 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 155	\$ 101
Restricted cash and cash equivalents	521	499
Accounts receivable	831	820
Material and supplies	230	201
Deferred and receivable income taxes	43	122
Other	89	105
Total current assets	1,869	1,848
Properties	24,541	23,917
Intangible and other assets	249	261
Total assets	\$ 26,659	\$ 26,026
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable and other	\$ 1,626	\$ 1,580
Current portion of long-term debt	577	135
Total current liabilities	2,203	1,715
Deferred income taxes	5,555	5,333
Pension and other postretirement benefits, net of current portion	784	1,095
Other liabilities and deferred credits	776	762
Long-term debt	6,323	6,441
Shareholders' equity:		
Common shares	4,108	4,141
Accumulated other comprehensive loss	(3,257)	(2,839)
Retained earnings	10,167	9,378
Total shareholders' equity	11,018	10,680
Total liabilities and shareholders' equity	\$ 26,659	\$ 26,026

These unaudited interim consolidated financial statements, expressed in Canadian dollars, and prepared in accordance with U.S. GAAP, contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the Company's financial position as at December 31, 2012 and December 31, 2011, and its results of operations, comprehensive income, changes in shareholders' equity and cash flows for the three months and years ended December 31, 2012 and 2011. These consolidated financial statements have been prepared using accounting policies consistent with those used in preparing the Company's 2012 Annual Consolidated Financial Statements and should be read in conjunction with such statements, notes thereto and MD&A.

CANADIAN NATIONAL RAILWAY COMPANY

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (U.S. GAAP) - unaudited

(In millions)

	Three months ended		Year ended	
	December 31		December 31	
	2012	2011	2012	2011
Common shares ⁽¹⁾				
Balance, beginning of period	\$ 4,120	\$ 4,149	\$ 4,141	\$ 4,252
Stock options exercised and other	23	24	128	74
Share repurchase programs	(35)	(32)	(161)	(185)
Balance, end of period	\$ 4,108	\$ 4,141	\$ 4,108	\$ 4,141
Accumulated other comprehensive loss				
Balance, beginning of period	\$ (2,803)	\$ (1,647)	\$ (2,839)	\$ (1,709)
Other comprehensive loss	(454)	(1,192)	(418)	(1,130)
Balance, end of period	\$ (3,257)	\$ (2,839)	\$ (3,257)	\$ (2,839)
Retained earnings				
Balance, beginning of period	\$ 9,988	\$ 9,154	\$ 9,378	\$ 8,741
Net income	610	592	2,680	2,457
Share repurchase programs	(270)	(224)	(1,239)	(1,235)
Dividends	(161)	(144)	(652)	(585)
Balance, end of period	\$ 10,167	\$ 9,378	\$ 10,167	\$ 9,378

(1) During the three months and year ended December 31, 2012, the Company issued 0.5 million and 3.2 million common shares, respectively, as a result of stock options exercised and repurchased 3.6 million and 16.9 million common shares, respectively, under its share repurchase programs. At December 31, 2012, the Company had 428.4 million common shares outstanding.

CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED STATEMENT OF CASH FLOWS (U.S. GAAP) - unaudited

(In millions)

	Three months ended December 31		Year ended December 31	
	2012	2011	2012	2011
Operating activities				
Net income	\$ 610	\$ 592	\$ 2,680	\$ 2,457
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	237	231	924	884
Deferred income taxes	120	204	451	531
Gain on disposal of property	-	-	(281)	(348)
Changes in operating assets and liabilities:				
Accounts receivable	17	(34)	(20)	(51)
Material and supplies	43	70	(30)	11
Accounts payable and other	(11)	(68)	129	34
Other current assets	(7)	(11)	(13)	(2)
Pensions and other, net	(285)	(393)	(780)	(540)
Net cash provided by operating activities	724	591	3,060	2,976
Investing activities				
Property additions	(610)	(613)	(1,731)	(1,625)
Disposal of property	-	-	311	369
Change in restricted cash and cash equivalents	(3)	(10)	(22)	(499)
Other, net	16	4	21	26
Net cash used in investing activities	(597)	(619)	(1,421)	(1,729)
Financing activities				
Issuance of debt	493	1,165	2,354	1,361
Repayment of debt	(195)	(858)	(2,001)	(1,083)
Issuance of common shares due to exercise of stock options and related excess tax benefits realized	20	21	117	77
Repurchase of common shares	(305)	(256)	(1,400)	(1,420)
Dividends paid	(161)	(144)	(652)	(585)
Net cash used in financing activities	(148)	(72)	(1,582)	(1,650)
Effect of foreign exchange fluctuations on US dollar-denominated cash and cash equivalents	1	9	(3)	14
Net increase (decrease) in cash and cash equivalents	(20)	(91)	54	(389)
Cash and cash equivalents, beginning of period	175	192	101	490
Cash and cash equivalents, end of period	\$ 155	\$ 101	\$ 155	\$ 101
Supplemental cash flow information				
Net cash receipts from customers and other	\$ 2,481	\$ 2,336	\$ 9,877	\$ 8,995
Net cash payments for:				
Employee services, suppliers and other expenses	(1,239)	(1,092)	(5,241)	(4,643)
Interest	(89)	(80)	(364)	(329)
Personal injury and other claims	(22)	(49)	(79)	(97)
Pensions	(257)	(365)	(844)	(468)
Income taxes	(150)	(159)	(289)	(482)
Net cash provided by operating activities	\$ 724	\$ 591	\$ 3,060	\$ 2,976

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

	Three months ended		Year ended	
	December 31		December 31	
	2012	2011	2012	2011
Statistical operating data				
Rail freight revenues (\$ millions)	2,280	2,132	8,938	8,111
Gross ton miles (GTM) (millions)	97,873	92,128	383,754	357,927
Revenue ton miles (RTM) (millions)	52,124	48,156	201,496	187,753
Carloads (thousands)	1,270	1,232	5,059	4,873
Route miles (includes Canada and the U.S.) ⁽¹⁾	20,100	20,000	20,100	20,000
Employees (end of period)	23,430	23,339	23,430	23,339
Employees (average for the period)	23,532	23,433	23,466	23,079

Productivity

Operating ratio (%)	63.6	64.7	62.9	63.5
Rail freight revenue per RTM (cents)	4.37	4.43	4.44	4.32
Rail freight revenue per carload (\$)	1,795	1,731	1,767	1,664
Operating expenses per GTM (cents)	1.65	1.67	1.62	1.60
Labor and fringe benefits expense per GTM (cents)	0.47	0.55	0.51	0.51
GTM per average number of employees (thousands)	4,159	3,932	16,354	15,509
Diesel fuel consumed (US gallons in millions)	99.9	94.3	388.7	367.7
Average fuel price (\$/US gallon)	3.53	3.55	3.47	3.39
GTM per US gallon of fuel consumed	980	977	987	973

Safety indicators

Injury frequency rate per 200,000 person hours ⁽²⁾	1.34	1.32	1.31	1.55
Accident rate per million train miles ⁽²⁾	1.77	1.96	2.10	2.25

Financial ratio

Debt-to-total capitalization ratio (% at end of period) ⁽³⁾	38.5	38.1	38.5	38.1
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(1) Rounded to the nearest hundred miles.

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

(3) Debt-to-total capitalization is calculated as total long-term debt plus current portion of long-term debt, divided by the sum of total debt plus total shareholders' equity.

Certain of the 2011 comparative figures have been restated to conform with the 2012 presentation. 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
SUPPLEMENTARY INFORMATION (U.S. GAAP) - unaudited

	Three months ended December 31				Year ended December 31			
	2012	2011	% Change Fav (Unfav)	% Change at constant currency Fav (Unfav) ⁽¹⁾	2012	2011	% Change Fav (Unfav)	% Change at constant currency Fav (Unfav) ⁽¹⁾
Revenues (millions of dollars)								
Petroleum and chemicals	427	377	13%	16%	1,640	1,420	15%	15%
Metals and minerals	274	278	(1%)	1%	1,133	1,006	13%	12%
Forest products	323	329	(2%)	-	1,331	1,270	5%	4%
Coal	171	149	15%	17%	712	618	15%	15%
Grain and fertilizers	459	413	11%	13%	1,590	1,523	4%	4%
Intermodal	498	464	7%	8%	1,994	1,790	11%	11%
Automotive	128	122	5%	7%	538	484	11%	10%
Total rail freight revenues	2,280	2,132	7%	9%	8,938	8,111	10%	10%
Other revenues	254	245	4%	5%	982	917	7%	6%
Total revenues	2,534	2,377	7%	8%	9,920	9,028	10%	9%
Revenue ton miles (millions)								
Petroleum and chemicals	10,154	8,532	19%	19%	37,449	32,962	14%	14%
Metals and minerals	5,000	5,119	(2%)	(2%)	20,236	18,899	7%	7%
Forest products	7,141	7,345	(3%)	(3%)	29,674	29,336	1%	1%
Coal	5,754	4,685	23%	23%	23,570	19,980	18%	18%
Grain and fertilizers	12,826	11,900	8%	8%	45,417	45,468	-	-
Intermodal	10,614	9,950	7%	7%	42,396	38,563	10%	10%
Automotive	635	625	2%	2%	2,754	2,545	8%	8%
	52,124	48,156	8%	8%	201,496	187,753	7%	7%
Rail freight revenue / RTM (cents)								
Total rail freight revenue per RTM	4.37	4.43	(1%)	-	4.44	4.32	3%	2%
Commodity groups:								
Petroleum and chemicals	4.21	4.42	(5%)	(3%)	4.38	4.31	2%	1%
Metals and minerals	5.48	5.43	1%	3%	5.60	5.32	5%	4%
Forest products	4.52	4.48	1%	3%	4.49	4.33	4%	3%
Coal	2.97	3.18	(7%)	(5%)	3.02	3.09	(2%)	(3%)
Grain and fertilizers	3.58	3.47	3%	5%	3.50	3.35	4%	4%
Intermodal	4.69	4.66	1%	2%	4.70	4.64	1%	1%
Automotive	20.16	19.52	3%	6%	19.54	19.02	3%	2%
Carloads (thousands)								
Petroleum and chemicals	150	139	8%	8%	594	560	6%	6%
Metals and minerals	246	261	(6%)	(6%)	1,024	1,013	1%	1%
Forest products	109	109	-	-	445	443	-	-
Coal	103	110	(6%)	(6%)	435	464	(6%)	(6%)
Grain and fertilizers	171	152	13%	13%	597	592	1%	1%
Intermodal	437	408	7%	7%	1,742	1,584	10%	10%
Automotive	54	53	2%	2%	222	217	2%	2%
	1,270	1,232	3%	3%	5,059	4,873	4%	4%
Rail freight revenue / carload (dollars)								
Total rail freight revenue per carload	1,795	1,731	4%	6%	1,767	1,664	6%	6%
Commodity groups:								
Petroleum and chemicals	2,847	2,712	5%	7%	2,761	2,536	9%	8%
Metals and minerals	1,114	1,065	5%	7%	1,106	993	11%	10%
Forest products	2,963	3,018	(2%)	-	2,991	2,867	4%	4%
Coal	1,660	1,355	23%	25%	1,637	1,332	23%	22%
Grain and fertilizers	2,684	2,717	(1%)	1%	2,663	2,573	3%	3%
Intermodal	1,140	1,137	-	1%	1,145	1,130	1%	1%
Automotive	2,370	2,302	3%	5%	2,423	2,230	9%	8%

(1) See supplementary schedule entitled Non-GAAP Measures for an explanation of this Non-GAAP measure.

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

For the three months and year ended December 31, 2012, the Company reported adjusted net income of \$610 million, or \$1.41 per diluted share and \$2,456 million, or \$5.61 per diluted share, respectively. The adjusted figures for the year ended December 31, 2012 exclude a gain on disposal of a segment of the Bala and a segment of the Oakville subdivisions, together with the rail fixtures and certain passenger agreements, of \$281 million, or \$252 million after-tax (\$0.57 per diluted share); and a net income tax expense of \$28 million (\$0.06 per diluted share) consisting of a \$35 million income tax expense resulting from the enactment of higher provincial corporate income tax rates that was partly offset by a \$7 million income tax recovery resulting from the recapitalization of a foreign investment.

For the three months and year ended December 31, 2011, the Company reported adjusted net income of \$581 million, or \$1.30 per diluted share and \$2,194 million, or \$4.84 per diluted share, respectively. The adjusted figures for the three months and year ended December 31, 2011 exclude an income tax recovery of \$11 million (\$0.02 per diluted share) relating to certain fuel costs attributed to various wholly owned subsidiaries in prior periods. The adjusted figures for the year ended December 31, 2011 also exclude a net income tax expense of \$40 million (\$0.08 per diluted share) resulting from the enactment of state corporate income tax rate changes and other legislated state tax revisions; a gain on disposal of a segment of the Company's Kingston subdivision, together with the rail fixtures and certain passenger agreements, of \$288 million, or \$254 million after-tax (\$0.55 per diluted share); and a gain on disposal of substantially all of the assets of IC RailMarine Terminal Company of \$60 million, or \$38 million after-tax (\$0.08 per diluted share).

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 2012 Annual Consolidated Financial Statements, Notes thereto and Management's Discussion and Analysis (MD&A). The following tables provide a reconciliation of net income and earnings per share, as reported for the three months and year ended December 31, 2012 and 2011, to the adjusted performance measures presented herein.

	Three months ended			Year ended		
	December 31, 2012			December 31, 2012		
<i>In millions, except per share data</i>	Reported	Adjustments	Adjusted	Reported	Adjustments	Adjusted
Revenues	\$ 2,534	\$ -	\$ 2,534	\$ 9,920	\$ -	\$ 9,920
Operating expenses	1,612	-	1,612	6,235	-	6,235
Operating income	922	-	922	3,685	-	3,685
Interest expense	(86)	-	(86)	(342)	-	(342)
Other income (loss)	(5)	-	(5)	315	(281)	34
Income before income taxes	831	-	831	3,658	(281)	3,377
Income tax expense	(221)	-	(221)	(978)	57	(921)
Net income	\$ 610	\$ -	\$ 610	\$ 2,680	\$ (224)	\$ 2,456
Operating ratio	63.6%		63.6%	62.9%		62.9%
Effective tax rate	26.6%		26.6%	26.7%		27.3%
Basic earnings per share	\$ 1.42	\$ -	\$ 1.42	\$ 6.15	\$ (0.51)	\$ 5.64
Diluted earnings per share	\$ 1.41	\$ -	\$ 1.41	\$ 6.12	\$ (0.51)	\$ 5.61

CANADIAN NATIONAL RAILWAY COMPANY
NON-GAAP MEASURES - unaudited

<i>In millions, except per share data</i>	Three months ended December 31, 2011			Year ended December 31, 2011		
	Reported	Adjustments	Adjusted	Reported	Adjustments	Adjusted
Revenues	\$ 2,377	\$ -	\$ 2,377	\$ 9,028	\$ -	\$ 9,028
Operating expenses	1,538	-	1,538	5,732	-	5,732
Operating income	839	-	839	3,296	-	3,296
Interest expense	(85)	-	(85)	(341)	-	(341)
Other income	21	-	21	401	(348)	53
Income before income taxes	775	-	775	3,356	(348)	3,008
Income tax expense	(183)	(11)	(194)	(899)	85	(814)
Net income	\$ 592	\$ (11)	\$ 581	\$ 2,457	\$ (263)	\$ 2,194
Operating ratio	64.7%		64.7%	63.5%		63.5%
Effective tax rate	23.6%		25.0%	26.8%		27.1%
Basic earnings per share	\$ 1.33	\$ (0.02)	\$ 1.31	\$ 5.45	\$ (0.57)	\$ 4.88
Diluted earnings per share	\$ 1.32	\$ (0.02)	\$ 1.30	\$ 5.41	\$ (0.57)	\$ 4.84

Constant currency

Although CN 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.

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. Financial results at constant currency are obtained by translating the current period results denominated in US dollars at the foreign exchange rates of the comparable period of the prior year. The average foreign exchange rates were \$0.99 and \$1.00 per US\$1.00, respectively, for the three months and year ended December 31, 2012, and \$1.02 and \$0.99 per US\$1.00, respectively, for the three months and year ended December 31, 2011.

On a constant currency basis, the Company's 2012 fourth quarter net income would have been higher by \$11 million, or \$0.03 per diluted share, and the 2012 twelve-month net income would have been lower by \$14 million, or \$0.03 per diluted share, respectively. The following table presents a reconciliation of 2012 net income as reported to net income on a constant currency basis:

<i>In millions</i>	Three months ended December 31, 2012	Year ended December 31, 2012
Net income, as reported	\$ 610	\$ 2,680
<i>Add back:</i>		
Negative (positive) impact due to the strengthening (weakening) Canadian dollar included in net income	9	(11)
<i>Add:</i>		
Increase (decrease) due to the strengthening (weakening) Canadian dollar on additional year-over-year US\$ net income	2	(3)
Impact of foreign exchange using constant currency rates	11	(14)
Net income, on a constant currency basis	\$ 621	\$ 2,666

CANADIAN NATIONAL RAILWAY COMPANY
NON-GAAP MEASURES - unaudited

Free cash flow

The Company utilized \$30 million and generated \$1,006 million of free cash flow for the three months and year ended December 31, 2012, respectively, compared to utilized \$153 million and generated \$1,175 million for the same periods in 2011, respectively. 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 the sum of net cash provided by operating activities, adjusted for changes in cash and cash equivalents resulting from foreign exchange fluctuations; and net cash used in investing activities, adjusted for changes in restricted cash and cash equivalents, if any, the impact of major acquisitions, if any; and the payment of dividends, calculated as follows:

<i>In millions</i>	Three months ended		Year ended	
	December 31		December 31	
	2012	2011	2012	2011
Net cash provided by operating activities	\$ 724	\$ 591	\$ 3,060	\$ 2,976
Net cash used in investing activities	(597)	(619)	(1,421)	(1,729)
Net cash provided (utilized) before financing activities	127	(28)	1,639	1,247
<i>Adjustments:</i>				
Dividends paid	(161)	(144)	(652)	(585)
Change in restricted cash and cash equivalents	3	10	22	499
Effect of foreign exchange fluctuations on US dollar-denominated cash and cash equivalents	1	9	(3)	14
<i>Free cash flow</i>	\$ (30)	\$ (153)	\$ 1,006	\$ 1,175