

CANADIAN NATIONAL RAILWAY CO
Form 6-K
October 22, 2015

**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 October, 2015

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

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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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1. 2015 CN Investor Fact Book - Building for the Future

Item 1

Except where otherwise indicated, all financial information reflected in this document is expressed in Canadian dollars and determined on the basis of United States generally accepted accounting principles (U.S. GAAP).

For the most up-to-date information, please visit www.cn.ca/en/investors. A variety of informative documents is available, including annual reports, proxy statements, quarterly earnings, press releases, company presentations and weekly performance metrics.

COMPANY PROFILE

CN is a world-class transportation leader and the only transcontinental railway in North America. Our 19,600-mile network spans Canada and Mid-America, connecting three coasts: the Atlantic, the Pacific and the Gulf of Mexico. We offer fully integrated rail and other transportation services, including intermodal, trucking, freight forwarding, warehousing and distribution. Our extensive network, along with our co-production arrangements, routing protocols, marketing alliances and interline agreements provide connections to all points in North America and beyond. A true backbone of the economy, CN handles over \$250 billion worth of goods, hauls about 20 per cent of Canada's exports, and carries more than 300 million tons of cargo annually. If you eat it, drive it or use it, chances are we move it.

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 positions CN to weather economic fluctuations and enhances our potential for growth opportunities. CN is the originating carrier for approximately 85 per cent of traffic moving along our network and close to 70 per cent of our traffic originates and terminates on our network, which allows CN to capitalize on service and asset utilization advantages.

CN is an engaged company, committed to safety for our employees, our customers and the communities in which we operate. CN strives to provide a safe, supportive work environment that values diversity, respect, integrity and pride. With a clear strategic agenda driven by a commitment to safety, innovation, productivity, collaboration and sustainability, CN aims to create value for its customers and shareholders.

2015 CN INVESTOR FACT BOOK

As used herein, the word “Company” or “CN” means, as the context requires, Canadian National Railway Company and/or its subsidiaries.

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Certain information included in the *2015 CN Investor Fact Book* 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.

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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. 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. 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 (www.cn.ca/en/investors), for a summary of major risks.

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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.

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2015 CN INVESTOR FACT BOOK 2

2015 CN INVESTOR FACT BOOK 3

This year's edition of the *CN Investor Fact Book* is aptly entitled "Building for the Future." Although CN has been an industry leader for many years, we're not content to rest on our laurels. We are intently focused on how to shape our future and the steps we need to take to stay at the forefront of the industry.

The *Fact Book* is an important resource for anyone wanting to learn more about CN. It explains our business model and operating philosophy, our network and equipment, as well as our markets and financials. It lays out our goals in a comprehensive manner. In short, this book has CN covered.

2014 was a good year for CN. Among our many achievements, we moved record volumes, including the largest grain harvest in Canadian history, earned our highest revenues and profits ever, and improved many of our service metrics. CN's growth continues to outpace base economic conditions at low incremental cost. We're building on a strong foundation of Operational and Service Excellence, with an end-to-end supply chain approach. We continue to grow the business by helping our customers to win in their markets and, at the same time, improve our own efficiencies. Our focus on efficiency and profitable growth is the basis for driving solid shareholder value.

A MESSAGE
FROM
CLAUDE
MONGEAU

Some of our other accomplishments in 2014 included launching innovative tools to improve our interaction with customers, such as iAdvise. iAdvise addresses key customer pinch points, especially in the first and last miles of the shipment cycle, by providing merchandise customers with a suite of electronic tools to help them manage their shipments. We also opened two new state-of-the-art training facilities for employees. Our CN Campus delivers a modern, hands-on training curriculum focused on instilling a strong safety culture and upgrading skills for hundreds of railroaders every week. Our sustainability practices confirmed CN as the leader in the Transportation and

Transportation Infrastructure sector of the Dow Jones Sustainability World Index and we were named to the CDP Climate Performance Leadership Index.

On a personal note, January 2015 marked five years since I became the President and CEO of CN. I am very proud of how we've performed since 2010, through innovation, teamwork, careful planning and solid execution. One of the amazing transformations that has happened since 2010 has been our workforce renewal. Well over half of CN employees today were not with us five years ago. The fact that we're still an industry leader despite that much change is a testament to how well our new recruits are being onboarded and adopting the CN way of railroading.

Our entire team is focused on building the CN of the future. We are determined to strengthen CN's role as a true backbone of the economy and continue to do so with an unwavering commitment to safety. We continue to invest ahead of the curve to support our growth agenda. In 2015, CN is planning to invest \$2.7 billion to maintain network integrity and fluidity, and to grow the business at low incremental cost.

Looking ahead, I feel tremendous confidence in our franchise, our opportunities and our people. We have a proven business model and demonstrated ability to execute and deliver every day. In this, our 20th year since CN's privatization, I look forward to building a solid future for the next 20 years.

Claude Mongeau

President and CEO

LEADERSHIP TEAM

Claude Mongeau became President and Chief Executive Officer of CN on January 1, 2010. He joined CN in May 1994 and has held the positions of Vice-President Strategic and Financial Planning, and Assistant Vice-President Corporate Development. He was appointed Executive Vice-President and Chief Financial Officer in October 2000.

Sean Finn was appointed Executive Vice-President Corporate Services and Chief Legal Officer in December 2008. He is responsible for a wide array of legal, government, regulatory, public affairs, risk mitigation and security matters. Mr. Finn joined CN in January 1994 and led the Company's corporate tax function. He was appointed Treasurer and Principal Tax Counsel in August 1996, Vice-President Treasurer and Principal Tax Counsel in January 2000, Senior Vice-President, Chief Legal Officer and Corporate Secretary in December 2000, and Senior Vice-President Public Affairs, Chief Legal Officer and Corporate Secretary in February 2003.

Luc Jobin, CN's Executive Vice-President and Chief Financial Officer, joined CN in mid-2009 to oversee the Company's financial management and strategic planning. In January 2010, Mr. Jobin also assumed responsibility for the information technology function at CN. From 2005 to 2009, Mr. Jobin was an Executive Vice-President of Power Corporation of Canada. Before that, he spent 22 years with Imasco Limited and Imperial Tobacco, rising to President and CEO.

Jean-Jacques Ruest was appointed Executive Vice-President and Chief Marketing Officer in January 2010, with responsibility for providing strategic

direction and leadership for CN's Sales, Marketing and CN Supply Chain Solutions groups. Mr. Ruest joined CN in 1996 as Vice-President Petroleum and Chemicals. He was appointed Vice-President Industrial Products in 2003, Vice-President Marketing in 2004 and Senior Vice-President Marketing in June 2006.

Jim Vena was appointed Executive Vice-President and Chief Operating Officer in February 2013. Mr. Vena joined CN in 1977 as a Brakeman and worked in numerous operating jobs from Yardmaster, Conductor and Locomotive Engineer to Trainmaster and Superintendent, among other duties. In 2005, he was named Vice-President of CN's Champlain District. In 2006, he was appointed Vice-President Operations Eastern Region and then Senior Vice-President Eastern Region. He became Senior Vice-President Western Region in June 2007. Prior to his most recent appointment, Mr. Vena had served as Senior Vice-President Southern Region since April 2009.

Janet Drysdale was appointed Vice-President Investor Relations in December 2012. Prior to that, she had been Director Economics and Strategy since October 2009. Ms. Drysdale joined CN in 1996, initially working as a Project Officer before moving to positions of increasing responsibility in Sales & Marketing, Investor Relations and Financial Planning.

Kimberly Madigan was appointed Vice-President Human Resources in January 2010. In her role, she is responsible for managing CN's Human Resources, Labor Relations and Medical Service groups. Ms. Madigan joined CN in 1999 as Vice-President Human Resources for CN's U.S. operations. She assumed network-wide responsibilities in 2002 as Vice-President Labor Relations for North America and Vice-President People in June 2009.

A TRANSFORMATIONAL JOURNEY

In 2015, CN is celebrating the 20th anniversary of our Initial Public Offering (IPO). It has been a remarkable transformational journey since the Government of Canada privatized CN on November 17, 1995. The privatization of CN was the largest in Canadian history, raising \$2.2 billion for government coffers.

We've made huge strides since that day. Once considered an industry laggard and largely a Canada-only enterprise, CN today is one of the leaders of the North American rail industry in terms of efficiency and service. We span eight Canadian provinces and 16 U.S. states, transporting freight traffic seamlessly over a 19,600-mile network that reflects more than \$8 billion of acquisitions since 1998. CN has taken the lead in developing collaborative supply chain solutions, emphasizing new first-mile/last-mile services for merchandise freight, and scheduled services for bulk freight.

BUILDING A STRONG FRANCHISE THROUGH ACQUISITIONS

Building from a strong core Canadian network, CN has made several strategic acquisitions since privatization:

1998

Illinois Central

This ground-breaking addition linked Canada to the Gulf of Mexico and made CN the fifth-largest railroad in North America (based on revenues), increasing its competitiveness with trucking and other railways.

2001

Wisconsin Central

This addition filled an important gap at the heart of CN's transcontinental network with a direct link from Western Canada into Chicago, IL.

2004

BC Rail

CN strengthened its forest products franchise and extended its reach into northern British Columbia.

Great Lakes Transportation

This acquisition allowed CN to gain new efficiencies in network performance, and become a major player in the commodities stream for the U.S. steel industry.

2009

Elgin, Joliet and Eastern

For the first time, CN linked its five rail lines entering Chicago from all directions into one seamless system around the city, creating an important competitive advantage.

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BUILDING A SOLID OPERATING MODEL

As a Precision Railroad® – CN’s business model that ensures disciplined operational execution and intense asset utilization – we’ve transformed ourselves into one of the most efficient railroads in North America. By balancing Operational and Service Excellence, we continue to drive asset utilization and productivity while also improving end-to-end customer service. Our unique supply chain approach is redefining the way we interact with customers and supply chain partners.

At CN, we believe that safety is the key to outstanding railroading. Our vision is to be the safest railroad in North America by building a strong safety culture. That’s why CN invests significantly in training, coaching, recognition and employee involvement initiatives. We also understand that minimizing our environmental footprint is fundamental to achieving sustainable business success.

BUILDING THE NEXT GENERATION OF RAILROADERS

The most important success factor for CN is our people. Since 2010, CN has hired 14,000 employees to renew our workforce because of attrition, retirements and our growing business. This seismic shift represents over half of our workforce! In 2014 alone, we onboarded more than 3,900 new employees. A cornerstone of this renewal is CN’s \$55-million investment in two state-of-the-art training centres in Winnipeg, MB, and Homewood, IL. Through our CN Campus, we are providing hundreds of CN students a week with consistent hands-on training for all key railway jobs.

REWARDING SHAREHOLDERS

With a clear strategic agenda, driven by a commitment to running trains safely, minimizing our environmental impact, and striving for innovation, productivity, and supply chain collaboration, CN continues to aim to create value for our shareholders. This value goes far beyond the long-term appreciation of our share price, which has grown at a compound annual rate of close to 20 per cent over the past 20 years. We also return significant amounts of dollars each year in the form of dividends and share repurchases (\$2.3 billion in 2014).

CONSISTENT DIVIDEND PAYMENT

CN's dividend policy is based on our overall financial performance and cash flow generation. Decisions on dividend payout are made on an annual and quarterly basis by our Board of Directors. CN has increased its dividend 19 consecutive times since 1995 at an average compound annual growth rate of 17 per cent. Earlier in 2015, CN's Board of Directors approved a 25 per cent increase in the quarterly dividend to common shareholders, from \$0.2500 per share in 2014 to \$0.3125 per share in 2015. For Canadian and U.S. tax information regarding CN dividends, please consult www.cn.ca/en/investors.

OPPORTUNISTIC SHARE REPURCHASE PROGRAM

CN has created significant value for shareholders through regular share repurchases since its first buyback program in 2000. The Company may repurchase shares pursuant to a normal course issuer bid at prevailing market prices plus brokerage fees, or such other prices as may be permitted by the Toronto Stock Exchange. Up to the end of 2014, CN repurchased over 550 million shares through normal course issuer bids for a total cash expense of close to \$14 billion. The current share repurchase program runs from October 24, 2014 until no later than October 23, 2015. It allows for the buyback of up to 28 million common shares, representing 3.9 per cent of the common shares outstanding not held by company insiders on October 15, 2014.

STRONG FINANCIAL PERFORMANCE

The strength of our franchise is evidence that CN can deliver the goods in more ways than one. Operational and Service Excellence is at the heart of our objective to grow the business faster than the overall economy and achieve this growth at low incremental cost. CN is committed to creating superior value for shareholders through sustainable financial performance, including strong free cash flow. We expect our strategy of pursuing deeper customer engagement as well as service and productivity improvements to support these efforts.

CN has split its stock on four occasions in the 20 years since the IPO. The most recent, a two-for-one stock split, occurred in 2013.

CN stock splits

Pay date	Split ratio
September 27, 1999	2 for 1
February 27, 2004	3 for 2
February 28, 2006	2 for 1
November 29, 2013	2 for 1

FINANCIAL & OPERATIONAL MEASURES

Financial measures	2010	2011	2012	2013	2014
Key financial performance indicators					
Total revenues (\$ millions)	8,297	9,028	9,920	10,575	12,134
Rail freight revenues (\$ millions) ⁽¹⁾	7,728	8,450	9,306	9,951	11,455
Operating income (\$ millions)	3,024	3,296	3,685	3,873	4,624
Adjusted diluted earnings per share (\$) ⁽²⁾	2.10	2.41	2.81	3.06	3.76
Free cash flow (\$ millions) ⁽³⁾	1,618	1,746	1,661	1,623	2,220
Gross property additions (\$ millions)	1,718	1,712	1,825	2,017	2,297
Share repurchases (\$ millions)	913	1,420	1,400	1,400	1,505
Dividends per share (\$)	0.54	0.65	0.75	0.86	1.00
Financial position					
Total assets (\$ millions)	25,206	26,026	26,659	30,163	31,792
Total liabilities (\$ millions)	13,922	15,346	15,641	17,210	18,322
Shareholders' equity (\$ millions)	11,284	10,680	11,018	12,953	13,470
Financial ratios					
Operating ratio (%)	63.6	63.5	62.9	63.4	61.9
Adjusted debt-to-total capitalization ratio (%) ⁽⁴⁾	36.8	40.0	40.4	39.4	40.1
Adjusted debt-to-adjusted EBITDA multiple (times) ⁽⁴⁾	1.69	1.69	1.61	1.72	1.58

In 2014, certain Other revenues were reclassified to the commodity groups within rail freight revenues. This change has no impact on the Company's previously reported results of operations as Total revenues remain unchanged. The 2010 to 2013 comparative figures have been reclassified in order to be consistent with the 2014 presentation.

⁽¹⁾ See the section entitled Adjusted performance measures in the MD&A of the 2014 Annual Report for an explanation of this non-GAAP measure.

⁽²⁾ See the section entitled Liquidity and capital resources – Free cash flow in the MD&A of the 2014 Annual Report for an explanation of this non-GAAP measure.

⁽³⁾ See the section entitled Liquidity and capital resources – Credit measures in the MD&A of the 2014 Annual Report for an explanation of this non-GAAP measure.

See page 146 for a reconciliation of non-GAAP measures.

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Operational measures⁽¹⁾	2010	2011	2012	2013	2014
Statistical operating data					
Gross ton miles (GTMs) (<i>billions</i>)	341.2	357.9	383.8	401.4	448.8
Revenue ton miles (RTMs) (<i>billions</i>)	179.2	187.8	201.5	210.1	232.1
Carloads (<i>thousands</i>)	4,696	4,873	5,059	5,190	5,625
Route miles (<i>includes Canada and the U.S.</i>)	20,600	20,000	20,100	20,000	19,600
Employees (<i>end of period</i>)	22,444	23,339	23,430	23,721	25,530
Employees (<i>average for the period</i>)	22,055	23,079	23,466	23,705	24,635
Key operating measures					
Rail freight revenue per RTM (<i>cents</i>) ⁽²⁾	4.31	4.50	4.62	4.74	4.93
Rail freight revenue per carload (\$) ⁽²⁾	1,646	1,734	1,839	1,917	2,036
GTMs per average number of employees (<i>thousands</i>)	15,471	15,509	16,354	16,933	18,217
Operating expenses per GTM (<i>cents</i>)	1.55	1.60	1.62	1.67	1.67
Labor and fringe benefits expense per GTM (<i>cents</i>)	0.51	0.51	0.51	0.54	0.52
Diesel fuel consumed (<i>US gallons in millions</i>)	355.7	367.7	388.7	403.7	440.5
Average fuel price (<i>\$ per US gallon</i>)	2.64	3.39	3.47	3.55	3.72
GTMs per US gallon of fuel consumed	959	973	987	994	1,019
CN-owned rolling stock					
Diesel locomotives (<i>end of period</i>)	1,839	1,880	1,913	2,029	2,087
Freight cars (<i>end of period</i>)	70,236	67,796	68,006	67,103	68,432

(1) *Statistical operating data, key operating measures and rolling stock information are unaudited and based on estimated data available at such time and are subject to change as more complete information becomes available. As such, certain of the comparative data have been restated. Definitions of these indicators are provided at the end of this Fact Book or on our website, www.cn.ca/glossary.*

(2) *In 2014, certain Other revenues were reclassified to the commodity groups within rail freight revenues. This change has no impact on the Company's previously reported results of operations as Total revenues remain unchanged. The 2010 to 2013 comparative figures have been reclassified in order to be consistent with the 2014 presentation.*

(3) See the section entitled Liquidity and capital resources – Free cash flow in the MD&A of the 2014 Annual Report for an explanation of this non-GAAP measure.

See page 146 for a reconciliation of non-GAAP measures.

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