

FORM 27

MATERIAL CHANGE REPORT

ITEM 1. REPORTING ISSUER

Finning International Inc. (the "Corporation"), 555
Great Northern Way, Vancouver, British Columbia, V5T
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ITEM 2. DATE OF MATERIAL CHANGE

May 18, 2000

ITEM 3. PRESS RELEASE

A press release was issued by the Company on May 19,
2000 at Vancouver, British Columbia, a copy of which is
attached hereto.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On May 18, 2000, Canadian Bond Rating Service (CBRS)
announced an adjustment to the rating of the
Corporation's corporate debt. In its press release,
CBRS stated that the Corporation's Senior Unsecured
Debenture/Medium Term Note program has been rated at
BBB+ and its commercial paper has been rated at A-1
(low) stable.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See Item 4 above.

ITEM 6. RELIANCE ON CONFIDENTIAL FILING PROVISIONS OF THE
SECURITIES ACT

This report is not being filed on a confidential
basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed
herein which have been omitted.

ITEM 8. SENIOR OFFICERS

For further information, please contact:

Name: David Climie
Office: Director of Investor and Corporate
Relations
Telephone: (604) 331-4885

ITEM 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 19th day of May, 2000.

(signed) John T. Struthers
Corporate Secretary



Corporate Press Release**May 19th, 2000**

On May 18th 2000, Canadian Bond Rating Service (CBRS) announced an adjustment to the rating of Finning International Inc.'s corporate debt. In its press release, CBRS stated that Finning International's Senior Unsecured Debenture/Medium Term Note program has been rated at BBB(+) and its commercial paper program has been rated at A-1(low) stable.

Finning International Inc. is a Vancouver-based international corporation that sells, finances and provides customer support services for Caterpillar and complementary equipment. The Company's principal markets are located in Western Canada, the United Kingdom and Chile. Finning International's consolidated revenue in 1999 was \$2.2 billion.

For further information, contact:

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