SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1994

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-2328

GATX Corporation

Incorporated in the State of New York

IRS Employer Identification Number 36-1124040

500 West Monroe Street
Chicago, Illinois 60661-3676
(312) 621-6200

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class or series	Name of each exchange on which registered
Common Stock	New York Stock Exchange Chicago Stock Exchange London Stock Exchange
$2.50 Cumulative Convertible Preferred Stock	New York Stock Exchange Chicago Stock Exchange
$2.50 Cumulative Convertible Preferred Stock, Series B	New York Stock Exchange Chicago Stock Exchange
$3.875 Cumulative Convertible Preferred Stock	New York Stock Exchange Chicago Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:

None

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. -------

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

As of March 10, 1995, 19,935,798 common shares were outstanding, and the aggregate market value of the common shares (based upon the March 10, 1995 closing price of these shares on the New York Stock Exchange) of GATX

Corporation held by nonaffiliates was approximately $899.6 million.

Documents Incorporated by Reference

Portions of the GATX Annual Report to Shareholders for the year ended December 31, 1994 are incorporated by reference into Parts I and II. Portions of GATX's proxy statement dated March 15, 1995 are incorporated by reference into Part III.

PART I

Item 1. Business

GATX Corporation is a holding company whose subsidiaries engage in the leasing and management of railroad tank cars and specialized freight cars; own and operate tank storage terminals, pipelines and related facilities; provide equipment and capital asset financing and related services; engage in Great Lakes shipping; and provide distribution and logistics support services, warehousing facilities, and related real estate services. Information concerning financial data of business segments and the basis for grouping products or services is contained in Exhibit 13, GATX Annual Report to Shareholders for the year ended December 31, 1994 on page 29 and pages 34 through 37, which is incorporated herein by reference (page references are to the Annual Report to Shareholders).

Industry Segments

Railcar Leasing and Management

The Railcar Leasing and Management segment (Transportation) is principally engaged in leasing specialized railcars, primarily tank cars, under full service leases. As of December 31, 1994, its fleet consisted of approximately 59,800 railcars, including 50,700 tank cars and 9,100 specialized freight cars, primarily Airslide covered hopper cars and plastic pellet cars. Transportation has upgraded its fleet over time by adding new larger capacity cars and retiring older, smaller capacity cars. Transportation's railcars have a useful life of approximately 30 to 33 years. The average age of the railcars in Transportation's fleet is approximately 15 years.

The following table sets forth the approximate tank car fleet capacity of Transportation as of the end of each of the years indicated and the number of cars of all types added to Transportation's fleet during such years:

	Year Ended December 31, 1994	1993	1992	1991	1990
Tank car fleet capacity (in millions of gallons)	1,090	1,024	993	977	964
Number of cars added to fleet	4,900	3,000	1,600	1,500	1,700

Transportation's customers use its railcars to ship over 700 different commodities, primarily chemicals, petroleum, food products and minerals. For 1994, approximately 54% of railcar leasing revenue was attributable to shipments of chemical products, 21% to petroleum products, 18% to food products and 7% to other products. Many of these products require cars with special features; Transportation offers a wide variety of sizes and types of cars to meet these needs. Transportation leases railcars to over 700 customers, including major chemical, oil, food and agricultural companies. No single customer accounts for more than 5% of total railcar leasing revenue.

Transportation typically leases new equipment to its customers for a term of five years or longer, whereas renewals or leases of used cars are typically for periods ranging from less than a year to seven years with an average lease term of about three years. The utilization rate of Transportation's railcars as of December 31, 1994 was approximately 95%.

Under its full service leases, Transportation maintains and services its railcars, pays ad valorem taxes, and provides many ancillary services. Through its Car Status Service System, for example, the company provides customers with timely information about the location and readiness of their leased cars to enhance and maximize the utilization of this equipment. Transportation also maintains a network of service centers consisting of four major service centers and 24 mobile trucks in 17 locations. Transportation also utilizes independent third-party repair shops.

Transportation purchases most of its new railcars from Trinity Industries, Inc. (Trinity), a Dallas-based metal products manufacturer, under a contract entered into in 1984 and extended from time to time thereafter, most recently in 1992. Transportation anticipates that through this contract it will continue to be able to satisfy its customers' new car lease requirements. Transportation's engineering staff provides Trinity with design criteria and equipment specifications, and works with Trinity's engineers to develop new technology where needed in order to upgrade or improve car performance or in response to regulatory requirements.

The full-service railcar leasing industry is comprised of Transportation, Union Tank Car Company, General Electric Railcar Services Corporation, Shippers Car Line division of ACF Industries, Incorporated, and many smaller companies. Of the approximately 193,000 tank cars owned and leased in the United States at December 31, 1994, Transportation had approximately 50,700. Principal competitive factors include price, service and availability.

Terminals and Pipelines

GATX Terminals Corporation (Terminals) is engaged in the storage, handling and intermodal transfer of petroleum and chemical commodities at key points in the bulk liquid distribution chain. All of its terminals are located near major distribution and transportation points and most are capable of receiving and shipping bulk liquids by ship, rail, barge and truck. Many of the terminals are also linked with major interstate pipelines. In addition to storing, handling and transferring bulk liquids, Terminals provides blending and testing services at most of its facilities. Terminals owns and operates 25 terminals in 11 states, two pipeline systems, and eight terminals in the United Kingdom; Terminals also has joint venture interests in 13 international facilities.

As of December 31, 1994, Terminals had a total storage capacity of 76 million barrels. This includes 57 million barrels of bulk liquid storage capacity in the United States, 7 million barrels in the United Kingdom, and an equity interest in another 12 million barrels of storage capacity in Europe and the Far East. Terminals' smallest bulk liquid facility has a storage capacity of 100,000 barrels while its largest facility, located in Pasadena, Texas, has a capacity of over 12 million barrels. Capacity utilization at Terminals' wholly-owned facilities was 94% at the end of 1994; throughput for the year was 671 million barrels.

For 1994, 76% of Terminals' revenue was derived from petroleum products and 21% from a variety of chemical products. Demand for Terminals' facilities is dependent in part upon demand for petroleum and chemical products and is also affected by refinery output, foreign imports, and the expansion of its customers into new geographical markets.

Terminals serves approximately 300 customers, including major oil and chemical companies as well as trading firms and larger independent refiners. No single customer accounts for more than 6% of Terminals' revenue. Customer service contracts are both short term and long term.

Terminals along with two Dutch companies, Paktank N.V. and Van Ommeren N.V., are the three major international public terminalling companies. The domestic public terminalling industry consists of Terminals, Paktank Corporation, International-Matex Tank Terminals, and many smaller independent terminalling companies. In addition to public terminalling companies, oil and chemical companies, which generally do not make their storage facilities available to others, also have significant storage capacity in their own private facilities. Terminals' pipelines compete with rail, trucks and other pipelines for movement of liquid petroleum products. Principal competitive factors include price, location relative to distribution facilities, and service.

Financial Services

GATX Financial Services, through its principal subsidiary, GATX Capital Corporation, provides asset-based financing of transportation and industrial equipment through capital leases, secured equipment loans, and operating leases. GATX Capital also provides related financial services which include the arrangement of lease transactions for investment by other lessors and the management of lease portfolios for third parties. In these underwriting and management activities, GATX Capital seeks fee income and residual participation income. In addition to its San Francisco headquarters, GATX Capital has offices in six foreign countries.

The financial services industry is both crowded and efficient. GATX Capital is one of the larger non-bank capital services companies. GATX Capital competes with captive leasing companies, leasing subsidiaries of commercial banks, independent leasing companies, lease underwriters and brokers, investment bankers, and also with the manufacturers of equipment. Financing companies compete on the basis of service and effective rates.

GATX Capital participates in selected areas where it believes the application of its strengths can result in above-market returns in exchange for assuming appropriate levels of risk. GATX Capital has developed a portfolio of assets diversified across industries and equipment classifications, the largest of which include air and rail. At December 31, 1994, GATX Capital had approximately 650 financing contracts with 450 customers, aggregating $1.3 billion of investments before reserves. Of this amount, 46% consisted of investments associated with commercial jet aircraft, 17% railroad equipment, 8% warehouse and production equipment, 8% marine equipment, 6% golf courses, 4% real estate, and 11% other equipment.

Great Lakes Shipping

American Steamship Company (ASC), with the largest carrying capacity of the domestic Great Lakes vessel fleets, provides modern and efficient waterborne transportation of dry bulk materials to the integrated steel, electric utility and construction industries. ASC's fleet is entirely comprised of self-unloading vessels which do not require any shoreside assistance to discharge cargo. ASC's eleven vessels range in size from 635 feet to 1,000 feet, transport cargoes from 17,000 net tons up to 70,000 net tons depending on vessel size, and can unload at speeds from 2,800 net tons per hour up to 10,000 net tons per hour. Because the Great Lakes are fresh water, Great Lakes vessels are not subject to the severe rusting condition typical of salt water vessels. As a result, ASC's vessels have expected lives of 50 to 75 years.

In 1994, ASC carried 26.3 million tons of cargo. The primary materials ASC transported were iron ore, coal and limestone aggregates. Other commodities transported include sand, salt, potash, gypsum, grain, marble chips, and slag. ASC's revenue source by industry served during 1994 was 47% steel, 27% power generation, 18% construction and 8% other. No single customer accounts for more than 24% of ASC's revenue.

ASC competes with three other U.S. flag Great Lakes commercial fleets, which include USS Great Lakes Fleet, Inc., Columbia Transportation, and Interlake Steamship, and with all steel companies which operate captive fleets. Great Lakes shipping is the only major activity of GATX which consumes substantial quantities of petroleum products; fuel for these operations is presently in adequate supply. Competition is based primarily on service and price. ASC is headquartered in Buffalo, New York, with one regional office.

Logistics and Warehousing

GATX Logistics, Inc. (Logistics) is one of the largest third-party providers in the United States of distribution and logistics support services, warehousing facilities, and related real estate services. Logistics operates 113 facilities covering approximately 23 million square feet of warehousing space in North America with utilization of 92 percent at the end of 1994.

Value-adding services are strategically the most important benefit GATX Logistics provides. Examples of these services are logistics planning, information systems, just-in-time delivery systems, packaging, sub-assembly, and returns management.

GATX Logistics serves about 750 customers, many of which are Fortune 1000-type companies. Most customers are manufacturers, but the customer base also includes retailers. In the warehousing sector, GATX Logistics competes primarily with in-house or private operations and with other national operators as well as multi-regional and local operators. In providing transportation and logistics services, GATX Logistics competes with the major trucking companies and providers of specialized distribution services.

GATX Logistics' revenue source by industry served during 1994 was 21% motor vehicle parts and components, 19% grocery, 17% consumer products, 9% farm and construction equipment, 8% electronics, 5% major appliances and 21% other. No single customer accounts for more than 8% of Logistics' revenue.

Trademarks, Patents and Research Activities

Patents, trademarks, licenses, and research and development activities are not material to these businesses taken as a whole.

Seasonal Nature of Business

Great Lakes shipping is seasonal due to the effects of winter weather conditions. However, seasonality is not considered significant to the operations of GATX and its subsidiaries taken as a whole.

Customer Base

GATX and its subsidiaries are not dependent upon a single customer or a few customers. The loss of any one customer would not have a material adverse effect on any segment or GATX as a whole.

Employees

GATX and its subsidiaries have approximately 5,800 active employees, of whom 25% are hourly employees covered by union contracts.

Environmental Matters

Certain of GATX's operations present potential environmental risks principally through the transportation or storage of various commodities. Recognizing that some risk to the environment is intrinsic to its operations, GATX is committed to protecting the environment, as well as complying with applicable environmental protection laws and regulations. GATX, as well as its competitors, is subject to extensive regulation under federal, state and local environmental laws which have the effect of increasing the costs and liabilities associated with the conduct of its operations. In addition, GATX's foreign operations are subject to environmental regulations in effect in each respective jurisdiction.

GATX's policy is to monitor and actively address environmental concerns in a responsible manner. GATX has received notices from the U.S. Environmental Protection Agency (EPA) that it is a potentially responsible party (PRP) for study and clean-up costs at 11 sites under the requirements of the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (Superfund). Under Superfund and comparable state laws, GATX may be required to share in the cost to clean-up various contaminated sites identified by the EPA and other agencies. In all but one instance, GATX is one of a number of financially responsible PRPs and has been identified as contributing only a small percentage of the contamination at each of the sites. Due to various factors such as the required level of remediation and participation in clean-up efforts by others, GATX's total clean-up costs at these sites cannot be predicted with certainty; however, GATX's best estimates for remediation and restoration of these sites have been determined and are included in its environmental reserves.

Future costs of environmental compliance are indeterminable due to unknowns such as the magnitude of possible contamination, the timing and extent of the corrective actions that may be required, the determination of the company's liability in proportion to other responsible parties, and the extent to which such costs are recoverable from third parties including insurers. Also, GATX may incur additional costs relating to facilities and sites where past operations followed practices and procedures that were considered acceptable at the time but in the future may require investigation and/or remedial work to ensure adequate protection to the environment under current or future standards. If future laws and regulations contain more stringent requirements than presently anticipated, expenditures may be higher than the estimates, forecasts, and assessments of potential environmental costs provided below. However, these costs are expected to be at least equal to the current level of expenditures. In addition, GATX has provided indemnities for environmental issues to the buyers of two divested companies for which GATX believes it has adequate reserves.

GATX's environmental reserve at the end of 1994 was $96 million and reflects GATX's best estimate of the cost to remediate its environmental conditions. Additions to the reserve were $27 million in 1994 and $17 million in 1993; 1994 included $13 million recorded in conjunction with terminal acquisitions. Expenditures charged to the reserve amounted to $12 million and $10 million in 1994 and 1993, respectively.

In 1994, GATX made capital expenditures of $15 million for environmental and regulatory compliance compared to $18 million in 1993. These projects included marine vapor recovery, discharge prevention compliance, waste water systems, impervious dikes, tank modifications for emissions control and tank car cleaning systems. Environmental projects authorized or currently under consideration would require capital expenditures of approximately $30 million in 1995. It is anticipated that GATX will make annual expenditures at a similar level over the next five years.

Item 2. Properties

Information regarding the location and general character of certain properties of GATX is included in Item 1, Business, of this document and in Exhibit 13, GATX Annual Report to Shareholders for the year ended December 31, 1994 on page 66, GATX Location of Operations (page reference is to the Annual Report to Shareholders). The major portion of Terminals' land is owned; the balance is leased. Most of the warehouses operated by GATX Logistics are leased; the others are managed for third parties.

Item 3. Legal Proceedings

A railcar owned by Transportation was involved in a derailment near Dunsmuir, California, in July 1991 that resulted in a spill of metam sodium into the Sacramento River. Various lawsuits seeking damages in unspecified amounts have been filed against General American Transportation Corporation (GATC), or an affiliated company, most of which have been consolidated in the Superior Court of the State of California for the City and County of San Francisco (Nos. 2617 and 2620). GATC has now been dismissed by the class plaintiffs in those cases but remains in the cases with respect to the plaintiffs who have opted out of the class and with respect to indemnity and contribution claims. There is one other case seeking recovery for response costs and natural resource damages: State of California, et al, vs. Southern Pacific, et al,

filed in the Eastern District of California (CIV-S-92 1117). All other actions have been consolidated with these two cases. GATC also has been named as a potentially responsible party by the State of California with respect to the assessment and remediation of possible damages to natural resources which claim has also been consolidated in the suit in the Eastern District of California. GATC has entered into provisional settlement agreements with the United States of America, the State of California, Southern Pacific and certain other defendants settling all material claims arising out of the above incident in an amount not material to GATC. Such settlement, however, is conditional on further court action. Further, it is the opinion of management that if damages are assessed and taking into consideration the probable insurance recovery, this matter will not have a material effect on GATX's consolidated financial position or results of operations.

Various lawsuits have been filed in the Superior Court for the State of California and served upon Terminals, Calnev Pipe Line Company, or another GATX subsidiary seeking an unspecified amount of damages arising out of the May 1989 explosion in San Bernardino, California. Those suits, all of which were filed in the County of San Bernardino unless otherwise indicated, are: Aguilar, et al, v. Calnev Pipe Line Company, et al, filed February 1990 in the County of Los Angeles (No. 0751026); Alba, et al, v. Southern Pacific Railroad Co., et al, filed November 1989 (No. 252842); Terry, et al, v. Southern Pacific, et al, filed December 1989 (No. 253604); Charles, et al, v. Calnev Pipe Line, Inc., et al, filed May 1990 (No. 256269); Abrego, et al, v. Southern Pacific Transportation Corporation, et al, filed May 1990 in the County of Los Angeles (No. BC 000947); Glaspie, et al, v. Southern Pacific Transportation, et al, filed May 1990 in the County of Los Angeles (No. BC002047); Burney, et al, v. Southern Pacific, et al, filed May 1990 in the County of Los Angeles (BC000876); Ledbetter, et al, v. City of San Bernardino, et al, filed May 1990 (No. 256173); Mary Washington v. Southern Pacific, et al, filed May 1990 and settled February 1995 (No. 256346); Stewart, et al, v. Southern Pacific Railroad Co., et al, filed May 1990 and settled May 1994 (No. 256464); Pearson v. Calnev Pipe Line Company, et al, filed May 1990 in the County of San Bernardino (No. 256206); Pollack v. Southern Pacific Transportation, et al, filed May 1992 (No. 271247); Davis v. Calnev Pipe Line Company, et al, filed May 1990 (No. 256207); J. Roberts, et al, v. Southern Pacific Transportation, et al, filed November 1992 and settled February 1995 (No. 275936); Goldie, et al, v. Southern Pacific, et al, filed May 1990 and settled July 1994; Irby, et al, v. Southern Pacific, et al, filed April 1990 and settled May 1994 (No. 255715); Reese, et al, v. Southern Pacific, et al filed May 1990 and settled April 1994 (No. 256434); Nancy Washington, et al, v. Southern Pacific, et al, filed May 1990 and settled March 1994 (No. 256435); and Zamarripa, et al, vs. Southern Pacific Railroad Company, et al, filed November 1993 (No. 526684). Based upon information known to management, it remains management's opinion that if damages are assessed and taking into consideration probable insurance recovery, the ultimate resolution of the lawsuits arising out of the May 1989 explosion will not have a material effect on GATX's consolidated financial position or results of operations.

The San Bernardino County, California, District Attorney has notified Calnev Pipe Line Company that the District Attorney expects to pursue an action against Calnev for the alleged violation of Section 25507 of the California

Health & Safety Code by failing to report, until May 23, 1994, a purported release of hazardous materials first discovered in July 1993. According to the District Attorney, violations of that Section are criminal misdemeanors punishable by a fine of $25,000 for each day that the release remained unreported. Calnev does not believe that it violated the reporting requirement of the Code and intends to vigorously defend any action brought by the District Attorney which alleges such a violation.

In October 1991, GATX and five of its senior officers were named as defendants in Searls vs. Glasser, et al, filed in the U.S. District Court for the Northern District of Illinois, a class action filed on behalf of certain purchasers of GATX's common stock alleging violation of the securities laws, common law fraud and negligent misrepresentation in various public statements made by GATX during 1991 concerning 1992 forecasted earnings. Upon the completion of extensive discovery, the court granted a motion for summary judgment in favor of GATX. The plaintiffs have appealed that decision. GATX believes that the decision of the U.S. District Court will not be reversed on appeal.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Executive Officers of the Registrant

Pursuant to General Instruction G(3), the following information regarding executive officers is included in Part I in lieu of inclusion in the GATX Proxy Statement:

Name	Office Held	Office Held Since	Age
James J. Glasser	Chairman of the Board and Chief Executive Officer	1978	60
Ronald H. Zech	President and Chief Operating Officer	1994	51
David M. Edwards	Vice President Finance, Chief Financial Officer and Secretary	1994	43
William L. Chambers	Vice President, Human Resources	1993	57
Ralph L. O'Hara	Controller	1986	50
E. Paul Dunn, Jr.	Treasurer	1990	41

Officers are elected annually by the Board of Directors. Previously, Mr. Zech was President of GATX Financial Services from 1985 to 1994. Mr. Edwards was Senior Vice President-Finance and Administration of GATX Financial Services from 1990 to 1994; from 1988 to 1990 he was Vice President of Finance and Administration of GATX Realty Corporation, a wholly-owned subsidiary of GATX Financial Services. Mr. Chambers was Senior Vice President of Human Resources and Corporate Relations for Beatrice Company from 1986 to 1990; from 1991 until 1993, he was engaged in human resource consulting. Mr. Dunn was Assistant Treasurer of The Hertz Corporation from 1985-1990.

PART II

Item 5. Market for the Registrant's Common Stock and Related Shareholder Matters

Information required by this item is contained in Exhibit 13, GATX Annual Report to Shareholders for the year ended December 31, 1994 on page 61, which is incorporated herein by reference (page reference is to the Annual Report to Shareholders).

Item 6. Selected Financial Data

Information required by this item is contained in Exhibit 13, GATX Annual Report to Shareholders for the year ended December 31, 1994, on pages 62 and 63, which is incorporated herein by reference (page references are to the Annual Report to Shareholders).

Item 7. Management Discussion and Analysis of Financial Condition and Results
of Operations

Information required by this item is contained in Item 1, Business, of this document and in Exhibit 13, GATX Annual Report to Shareholders for the year ended December 31, 1994, the management discussion and analysis of 1994 compared to 1993 on pages 31, 32, 33, 39, 41, 43 and 44, the financial data of business segments on pages 34 through 37, and the management discussion and analysis of 1993 compared to 1992 on pages 64 and 65, which is incorporated herein by reference (page references are to the Annual Report to Shareholders).

Item 8. Financial Statements and Supplementary Data

The following consolidated financial statements of GATX Corporation, included in Exhibit 13, GATX Annual Report to Shareholders for the year ended

December 31, 1994, which is incorporated herein by reference (page references are to the Annual Report to Shareholders):

Statements of Consolidated Income and Reinvested Earnings -- Years ended December 31, 1994, 1993 and 1992, on page 38.
Consolidated Balance Sheets -- December 31, 1994 and 1993, on page 40.
Statements of Consolidated Cash Flows -- Years ended December 31, 1994, 1993 and 1992, on page 42.
Notes to Consolidated Financial Statements on pages 45 through 60.

Quarterly results of operations are contained in Exhibit 13, GATX Annual Report to Shareholders for the year ended December 31, 1994 on page 61, which is incorporated herein by reference (page reference is to the Annual Report to Shareholders).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

PART III

Item 10. Directors and Executive Officers of the Registrant

Information required by this item regarding directors is contained in sections entitled "Nominees For Directors" and "Additional Information Concerning Nominees" in the GATX Proxy Statement dated March 15, 1995, which sections are incorporated herein by reference. Information regarding officers is included at the end of Part I.

Item 11. Executive Compensation

Information required by this item regarding executive compensation is contained in sections entitled "Compensation of Directors" and "Compensation of Executive Officers" in the GATX Proxy Statement dated March 15, 1995, which sections are incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management

Information required by this item regarding the Company's Common Stock is contained in sections entitled "Nominees For Directors," "Security Ownership of Management" and "Beneficial Ownership of Common Stock" in the GATX Proxy Statement dated March 15, 1995, which sections are incorporated herein by reference. The following are the only persons known to the Company who beneficially owned as of March 14, 1995 more than 5% of the Company's $3.875 Cumulative Convertible Preferred Stock ("CCP Stock"):

Name and Address of Beneficial Owner	Shares Beneficially Owned	Percent of Class
Fiduciary Trust Company International (1) Two World Trade Center, New York, New York 10048	330,700	9.74
SAFECO Corporation (2) SAFECO Plaza Seattle, Washington 98135	201,000	5.92
Froley, Revy Investment Co., Inc (3) 10900 Wilshire Boulevard Suite 11050 Los Angeles, California 90024	174,900	5.15

<FN>

(1) According to Schedule 13Gs dated February 1, 1995, furnished to the

Company, United Nations Joint Staff Pension Fund ("UN") and its appointed Investment Advisor, Fiduciary Trust Company ("Fiduciary"), share voting and dispositive power with respect to 330,700 shares of the CCP Stock and Fiduciary has sole dispositive and sole voting power over 700 shares of the CCP Stock. The 330,700 shares of CCP Stock represent 1.42% of the shares of Company stock entitled to vote at the Company's Annual Meeting.

(2) According to a Form 13F filed with the Securities and Exchange Commission on October 20, 1994, SAFECO Corporation has sole voting authority over and shares investment discretion over 201,000 shares of the CCP Stock, 111,000 of which are managed by General Insurance Company of America and 90,000 of which are managed by SAFECO Insurance Company of America. The 201,000 shares of CCP Stock represent .9% of the shares of the Company stock entitled to vote at the Company's Annual Meeting.

(3) According to a Form 13F filed with the Securities and Exchange Commission on November 17, 1994, Froley, Revy Investment Co., Inc. has sole voting authority and sole dispositive power over 174,900 shares of the CCP Stock. The 174,900 shares of CCP Stock represent .7% of the shares of the Company stock entitled to vote at the Company's Annual Meeting.
</FN>

Item 13. Certain Relationships and Related Transactions

None.

PART IV

Item 14. Financial Statement Schedules, Reports on Form 8-K and Exhibits.

a) 1. -Financial Statements

The following consolidated financial statements of GATX Corporation included in the Annual Report to Shareholders for the year ended December 31, 1994, are filed in response to Item 8:

Statements of Consolidated Income and Reinvested Earnings -- Years ended December 31, 1994, 1993 and 1992
Consolidated Balance Sheets -- December 31, 1994 and 1993
Statements of Consolidated Cash Flows -- Years ended December 31, 1994, 1993 and 1992
Notes to Consolidated Financial Statements

2. -Financial Statement Schedules:

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and, therefore, have been omitted.

B) EXHIBIT INDEX

Exhibit Number	Exhibit Description	Page
3A.	Restated Certificate of Incorporation of GATX Corporation, as amended, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, file number 1-2328.	
3B.	By-Laws of GATX Corporation, as amended and restated as of July 29, 1994, file number 1-2328. Submitted to the SEC along with the electronic submission of this Report on Form 10-K.	
10A.	GATX Corporation 1985 Long Term Incentive Compensation Plan, as amended, and restated as of April 27, 1990, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1990, file No. 1-2328. Amendment to said Plan effective as of April 1, 1991, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, file number 1-2328.	
10B.	Management Incentive Compensation Plan dated January 1, 1994, file number 1-2328. Submitted to the SEC along with the electronic submission of this Report on Form 10-K.	
10C.	GATX Corporation Deferred Fee Plan for Directors, effective April 1982, as amended, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, file number 1-2328.	
10D.	1984 Executive Deferred Income Plan Participation Agreement between GATX Corporation and participating directors and executive officers dated September 1, 1984, as amended, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, file number 1-2328.	
10E.	1985 Executive Deferred Income Plan Participation Agreement between GATX Corporation and participating directors and executive officers dated July 1, 1985, as amended, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, file number 1-2328.	
10F.	1987 Executive Deferred Income Plan Participation Agreement between GATX Corporation and participating directors and executive officers dated December 31, 1986, as amended, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, file number 1-2328.	

Exhibit Number	Exhibit Description	Page
10G.	Amendment to Executive Deferred Income Plan Participation Agreements between GATX and certain participating directors and participating executive officers entered into as of January 1, 1990, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1989, file number 1-2328.	
10H.	Retirement Supplement to Executive Deferred Income Plan Participation Agreements entered into as of January 23, 1990, between GATX and certain participating directors incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1989, file number 1-2328 and between GATX and	

certain other participating directors incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1990, file number 1-2328.

10I. Amendment to Executive Deferred Income Plan Participation Agreements between GATX and participating executive officers entered into as of April 23, 1993, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1993, file number 1-2328.

10J. Agreement for Continued Employment Following Change of Control or Disposition of a Subsidiary between GATX Corporation and certain executive officers dated as of January 1, 1992, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1991, file number 1-2328 and between GATX and an additional executive officer dated as of January 1, 1992, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, file number 1-2328.

10K. Agreement dated July 29, 1994, supplementing the Agreement for Continued Employment Following Change of Control or Disposition of a Subsidiary between GATX Corporation and Ronald H. Zech, file number 1-2328. Submitted to the SEC along with the electronic submission of this Report on Form 10-K.

10L. Director Retirement Plan effective January 1, 1992, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, file number 1-2328.

Exhibit Number	Exhibit Description	Page
11.	Statements regarding computation of net income (loss) per share.	22-23
12.	Statement regarding computation of ratios of earnings to combined fixed charges and preferred stockdividends	24
13.	Annual Report to Shareholders for the year ended December 31, 1994, pages 29-68, with respect to the Annual Report on Form 10-K for the fiscal year ended December 31, 1994, file number 1-2328. Submitted to the SEC along with the electronic submission of this Report on Form 10-K.	
21.	Subsidiaries of the Registrant.	25
23.	Consent of Independent Auditors.	26
24.	Powers of Attorney with respect to the Annual Report on Form 10-K for the fiscal year ended December 31, 1994, file number 1-2328. Submitted to the SEC along with the electronic submission of this Report on Form 10-K.	
27.	Financial Data Schedule for GATX Corporation for the fiscal year ended December 31, 1994, file number 1-2328. Submitted to the SEC along with the electronic submission of this Report on Form 10-K.	
99A	Undertakings to the GATX Corporation Salaried Employees Retirement Savings Plan, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1982, file number 1-2328.	

99B Undertakings to the GATX Corporation 1985 Long Term Incentive Plan, incorporated by reference to GATX's Annual Report on Form 10-K for the fiscal year ended December 31, 1985, file number 1-2328.

REPORT OF INDEPENDENT AUDITORS

To the Shareholders
and Board of Directors
GATX Corporation

We have audited the consolidated financial statements and related schedules of GATX Corporation and subsidiaries listed in Item 14 (a)(1) and (2) of the Annual Report on Form 10-K of GATX Corporation for the year ended December 31, 1994. These financial statements and related schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and related schedules based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of GATX Corporation and subsidiaries at December 31, 1994 and 1993, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1994, in conformity with generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects, the information set forth therein.

As discussed in the notes to the consolidated financial statements, in 1992 the company changed its method of accounting for postretirement benefits other than pensions and income taxes.

ERNST & YOUNG LLP

Chicago, Illinois
January 24, 1995

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GATX CORPORATION
(Registrant)

/s/James J. Glasser

James J. Glasser
Chairman of the Board
and Chief Executive Officer
March 22, 1995

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

/s/James J. Glasser

James J. Glasser March 22, 1995	Chairman of the Board and Chief Executive Officer

/s/Ronald H. Zech

Ronald H. Zech March 22, 1995	President and Chief Operating Officer

/s/David M. Edwards

David M. Edwards March 22, 1995	Vice President Finance, Chief Financial Officer and Secretary

/s/Ralph L. O'Hara

Ralph L. O'Hara March 22, 1995	Controller and Principal Accounting Officer

Franklin A. Cole	Director	
James W. Cozad	Director	By /s/David M. Edwards
Robert J. Day	Director	(David M.Edwards, Attorney-in-Fact)
James M. Denny	Director	
James L. Dutt	Director	
William C. Foote	Director	
Deborah M. Fretz	Director	
Richard A. Giesen	Director	
Charles Marshall	Director	
Michael E. Murphy	Director	
		Date: March 22, 1995

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT

GATX CORPORATION
(PARENT COMPANY)

STATEMENTS OF INCOME

(IN MILLIONS)

	Year Ended December 31		
	1994	1993	1992
Gross loss	$ (3.2)	$ (5.5)	$ (4.5)

Costs and expenses			
Interest	17.2	18.4	23.3
Provision for depreciation	.7	.4	.3
Selling, general and administrative	18.3	23.2	18.8
	36.2	42.0	42.4
Loss before income taxes, share of net income of subsidiaries and cumulative effect of accounting changes	(39.4)	(47.5)	(46.9)
Income taxes (credit)	(14.2)	(17.5)	(13.3)
Loss before share of net income of subsidiaries and cumulative effect of accounting changes	(25.2)	(30.0)	(33.6)
Share of net income of subsidiaries	116.7	102.7	59.8
Income before cumulative effect of accounting changes	91.5	72.7	26.2
Cumulative effect of accounting changes	-	-	(42.7)
Net income (loss)	$ 91.5	$ 72.7	$(16.5)

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (CONT'D)

GATX CORPORATION
(PARENT COMPANY)

BALANCE SHEETS

(IN MILLIONS)

ASSETS

	December 31 1994	1993
Cash and cash equivalents	$ 1.1	$ .1
Property, plant and equipment	8.4	7.9
Less - Allowances for depreciation	(1.6)	(.9)
	6.8	7.0
Investment in subsidiaries	1,169.0	1,101.7
Other assets	11.7	16.3
TOTAL ASSETS	$1,188.6	$1,125.1

LIABILITIES, DEFERRED ITEMS AND SHAREHOLDERS' EQUITY

	December 31 1994	1993
Accounts payable and accrued expenses	$ 27.7	$ 21.6
Due to subsidiaries	444.2	450.9
Other deferred items	54.3	62.7
Total liabilities and deferred items	526.2	535.2
Shareholders' equity:		
Preferred Stock	3.4	3.4
Common Stock	14.2	14.1
Additional Capital	318.1	312.4
Reinvested earnings	353.5	305.1
Cumulative foreign currency translation adjustment	20.3	2.0
	709.5	637.0
Less - Cost of shares in treasury	(47.1)	(47.1)
Total shareholders' equity	662.4	589.9
TOTAL LIABILITIES, DEFERRED ITEMS AND SHAREHOLDERS' EQUITY	$1,188.6	$1,125.1

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (CONT'D)

GATX CORPORATION
(PARENT COMPANY)

STATEMENTS OF CASH FLOWS

(IN MILLIONS)

	Year Ended December 31 1994	1993	1992
OPERATING ACTIVITIES			
Net income (loss)	$ 91.5	$ 72.7	$ (16.5)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Provision for depreciation	.7	.4	.3
Deferred income taxes (credit)	(5.8)	(9.1)	(21.0)
Cumulative effect of accounting changes	-	-	42.7
Share of net income of subsidiaries			

less dividends received	(49.0)	(33.7)	(3.5)
Other (includes working capital)	9.3	8.0	(7.7)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	46.7	38.3	(5.7)
INVESTING ACTIVITIES			
Additions to property, plant & equipment	(.5)	(7.1)	(.1)
Investment in subsidiaries	-	-	(12.1)
NET CASH (USED IN) INVESTING ACTIVITIES	(.5)	(7.1)	(12.2)
FINANCING ACTIVITIES			
Issuance of Common Stock under employee benefit programs	4.6	4.7	1.2
Cash dividends to shareholders	(43.1)	(40.7)	(38.6)
Advances (to) from subsidiaries	(6.7)	4.7	54.7
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(45.2)	(31.3)	17.3
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$ 1.0	$ (.1)	$ (.6)

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
GATX CORPORATION AND SUBSIDIARIES
(IN MILLIONS)

COL. A	COL. B	COL. C	COL. D	COL. E	COL.F
		ADDITIONS			
	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts-Describe	Deductions Describe	Balance at End ofPeriod
Year ended December 31, 1994:					
Allowance for possible losses - Note A	$ 96.0	$ 19.2	$ 2.5(C)	$ 28.1(D)	$ 89.6
Year ended December 31, 1993:					
Allowance for possible losses - Note A	$110.9	$ 29.6	$ 2.1(C)	$ 46.6(D)	$ 96.0
Year ended December 31, 1992:					
Allowance for possible losses - Note A	$ 81.0	$ 82.5	$ .7(C)	$ 53.3(D)	$110.9
Reserve for costs of closing or disposing of certain manufacturing facilities - Note B	2.7	-	-	2.7(E)	-

<FN>

Note A - Deducted from asset accounts.

Note B - Included in other deferred items in the consolidated balance sheets.

Note C - Represents recovery of amounts previously written off.

Note D - Represents principally reductions in asset values charged off or transferred to claims and uncollectible amounts.

Note E - Represents transfer to non-asset related reserves.

</FN>

EXHIBIT 11

GATX CORPORATION AND SUBSIDIARIES

COMPUTATION OF NET INCOME (LOSS) PER SHARE OF
COMMON STOCK AND COMMON STOCK EQUIVALENTS
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	Year Ended December 31				
	1994	1993	1992	1991	1990
Average number of shares of Common Stock outstanding	19.9	19.6	19.4	19.3	19.1
Shares issuable upon assumed exercise of stock options, reduced by the number of shares which could have been purchased with the proceeds from exercise of such options	.3	.3	*	.2	.2
Total	20.2	19.9	19.4	19.5	19.3
Net income (loss)	$ 91.5	$ 72.7	$(16.5)	$ 82.7	$ 82.9
Deduct - Dividends paid and accrued on Preferred Stock	13.3	13.3	13.3	13.3	13.4
Net income (loss), as adjusted	$ 78.2	$ 59.4	$(29.8)	$ 69.4	$ 69.5
Net income (loss) per share	$ 3.88	$ 2.99	$(1.53)	$ 3.56	$ 3.61

* Common share equivalents are not considered in the computation of loss per share.

EXHIBIT 11

GATX CORPORATION AND SUBSIDIARIES

COMPUTATION OF NET INCOME (LOSS) PER SHARE OF COMMON STOCK AND

COMMON STOCK EQUIVALENTS ASSUMING FULL DILUTION
(PRINCIPALLY CONVERSION OF ALL OUTSTANDING PREFERRED STOCK)
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	Year Ended December 31				
	1994	1993	1992	1991	1990
Average number of shares used to compute primary earnings per share	20.2	19.9	19.4	19.5	19.3
Common Stock issuable upon assumed conversion of Preferred Stock	4.0	*	*	4.1	4.1
Total	24.2	19.9	19.4	23.6	23.4
Net income (loss) as adjusted per primary computation	$ 78.2	$ 59.4	$(29.8)	$ 69.4	$ 69.5
Add - Dividends paid and accrued on Preferred Stock	13.3	*	*	13.3	13.4
Net income (loss), as adjusted	$ 91.5	$ 59.4	$(29.8)	$ 82.7	$ 82.9
Net income (loss) per share, assuming full dilution	$ 3.78	$ 2.99	$(1.53)	$ 3.51	$ 3.54

* Conversion of Preferred Stock is excluded from computation of fully diluted earnings because of antidilutive effects.

Additional fully diluted computation (1)

Average number of shares used to compute primary earnings per share..	19.6	19.4
Common stock issuable upon assumed conversion of Preferred Stock, and stock option exercises..............	4.4	4.3
	24.0	23.7
Net income (loss) as adjusted per primary computation............	$ 59.4	$(29.8)
Add - Dividends paid and accrued on Preferred Stock.................	13.3	13.3
	$ 72.7	$(16.5)
Net income (loss) per share, assuming full dilution.............	$ 3.03	$(.70)

(1) This calculation is submitted in accordance with Regulation S-K item 601(b)(11) although it is contrary to paragraph 40 of APB Opinion No. 15 because it produces an antidilutive result.

EXHIBIT 12

GATX CORPORATION AND SUBSIDIARIES

COMPUTATION OF RATIOS OF EARNINGS TO COMBINED FIXED CHARGES
AND PREFERRED STOCK DIVIDENDS
(IN MILLIONS EXCEPT FOR RATIOS)

<CAPTIONS>

	1994	1993	1992
Earnings available for fixed charges:			
Net income (loss)	$ 91.5	$ 72.7	$(16.5)
Add (deduct):			
Income taxes	48.8	51.4	9.6
Cumulative effect of accounting changes	-	-	45.8
Equity in net earnings of affiliated companies, net of distributions received	3.7	8.0	31.7
Interest on indebtedness and amortization of debt discount and expense	148.2	151.8	176.1
Amortization of capitalized interest	1.1	1.1	1.1
Portion of rents representative of interest factor (deemed to be one-third)	37.9	31.4	25.5
Total earnings available for fixed charges	$331.2	$316.4	$273.3
Preferred dividend requirements	$ 13.3	$ 13.3	$ 13.3
Ratio to convert preferred dividends to pretax basis (A)	171%	197%	281%
Preferred dividend factor on pretax basis	22.7	26.2	37.4
Fixed charges:			
Interest on indebtedness and amortization of debt discount and expense	148.2	151.8	176.1
Capitalized interest	3.0	2.7	4.2
Portion of rents representative of interest factor (deemed to be one-third)	37.9	31.4	25.5
Combined fixed charges and preferred stock dividends	$211.8	$212.1	$243.2
Ratio of earnings to combined fixed charges and preferred stock dividends (B)	1.56x	1.49x	1.12x

<FN>

(A) To adjust preferred dividends to a pretax basis, income before income taxes and equity in net earnings of affiliated companies and, in 1992, the cumulative effect of accounting changes, is divided by income before equity in net earnings of affiliated companies and, in 1992, the cumulative effect of accounting changes.

(B) The ratios of earnings to combined fixed charges and preferred stock dividends represent the number of times "fixed charges and preferred stock dividends" were covered by "earnings." "Fixed charges and preferred stock dividends" consist of interest on outstanding debt and capitalized interest, one-third (the proportion deemed representative of the interest factor) of rentals, amortization of debt discount and expense, and dividends on preferred stock adjusted to a pretax basis. "Earnings" consist of consolidated net income before income taxes, fixed charges, and, in 1992, the cumulative effect of accounting changes, less equity in net earnings of affiliated companies, net of distributions received.

</FN>

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

The following is a list of subsidiaries included in GATX's consolidated financial statements (excluding a number of subsidiaries which, considered in the aggregate, would not constitute a significant subsidiary), and the state of incorporation of each:

- General American Transportation Corporation (New York)--includes one foreign subsidiary and interests in two foreign affiliates, Business Segment--Railcar Leasing and Management
  - GATX Terminals Corporation (Delaware)--four domestic subsidiaries, one foreign subsidiary and interests in ten foreign affiliates, Business Segment--Terminals and Pipelines
- GATX Financial Services, Inc. (Delaware)--48 domestic subsidiaries (which includes GATX Capital Corporation), nine domestic affiliates and 12 foreign subsidiaries, Business Segment--Financial Services
- GATX Logistics, Inc. (Florida)--29 domestic subsidiaries and two foreign subsidiaries, Business Segment--Logistics and Warehousing
- American Steamship Company (New York)--12 domestic subsidiaries, Business Segment--Great Lakes Shipping

EXHIBIT 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the following: (i) Registration Statement No. 2-92404 on Form S-8, filed July 26, 1984; (ii) Registration Statement No. 2-96593 on Form S-8, filed March 22, 1985; (iii) Registration Statement No. 33-38790 on Form S-8 filed February 1, 1991; and (iv) Registration Statement No. 33-41007 on Form S-8 filed June 7, 1991; of GATX Corporation, of our report dated January 24, 1995 with respect to the consolidated financial statements and schedules of GATX Corporation included and/or incorporated by reference in the Annual Report on Form 10-K for the year ended December 31, 1994.

ERNST & YOUNG LLP

Chicago, Illinois
March 21, 1995

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BY-LAWS OF
GATX CORPORATION

ARTICLE I
MEETING OF SHAREHOLDERS

Section 1. Place of Meeting. Every meeting of the shareholders of GATX Corporation (hereinafter called the Corporation) shall be held at the principal office of the Corporation in the State of New York, or at such other place in or out of said State as shall be specified in the notice of such meeting or waiver of such notice.

Section 2. Annual Meetings. The annual meeting of the shareholders shall be held at the hour specified in the notice of such meeting, or waiver of such notice, on the fourth Friday of April in each year (or if that day shall be a legal holiday, then on the next succeeding business day) or on such other date as the Board may determine for the election of directors and for the transaction of such other business as may properly come before the meeting.

Section 3. Special Meetings. Special meetings of the shareholders may, unless otherwise provided by law, be called by the Chairman of the Board or the President of the Corporation, or by a majority of the Board of Directors of the Corporation (hereinafter called the Board).

Section 4. Notice of Meetings. Notice of the time and place of holding of each meeting of the shareholders and of the purpose or purposes for which the meeting is called shall be in writing and signed by the President or a Vice-President or the Secretary or an Assistant Secretary of the Corporation. A copy of such notice shall be served, either personally or by mail, upon each shareholder entitled to vote at the meeting not less than ten (10) nor more than fifty (50) days before the meeting. If mailed, such copy shall be directed to the shareholder at his address as it appears on the stock book, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other place, in which case it shall be mailed to the address designated in such request. No notice need be given of any adjourned meeting, except when expressly required by law.

Section 5. Quorum. Unless otherwise provided by law or in the Certificate of Incorporation of the Corporation as amended (hereinafter called the Certificate of Incorporation), the presence of the holders of record, in person or represented by proxy, of a majority of the shares of stock entitled to be voted thereat shall be necessary to constitute a quorum for the transaction of business at any meeting of shareholders. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, a majority in voting interest of those present in person or represented by proxy, or in the absence therefrom of all the shareholders, any officer entitled to preside at, or to act as secretary of, such meeting, may adjourn such meeting from time to time until a quorum is present thereat. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Organization. At each meeting of the shareholders, the Chairman of the Board, the President or a Vice-President designated for the purpose by the Chairman (with priority in the order named), or in the absence of said officers, a chairman chosen by a majority vote of the shareholders present in person or represented by proxy and entitled to vote thereat shall act as chairman. The Secretary shall act as secretary at each meeting of the shareholders, or in his absence the chairman may appoint any person present to act as secretary of the meeting.

Section 7. Order of Business. The order of business at all meetings of the shareholders shall be determined by the chairman of the meeting.

Section 8. Voting. Unless otherwise provided by law or in the Certificate of Incorporation, the Common Stock only shall have voting power. Each holder of record of shares of stock of the Corporation entitled to vote at any meeting of shareholders shall, in all matters, be entitled to one vote for each share of stock owned by him. Shareholders may vote either in person or by proxy. Except as otherwise provided by law or these By-Laws, or by the Certificate of Incorporation, the majority of the votes cast shall prevail on all matters submitted to vote at any meeting of the shareholders. Unless so directed by the chairman of the meeting, the vote at such meeting need not be by ballot, except that all elections of directors by shareholders shall be by ballot. At the direction of such chairman that a vote by ballot be taken on any question, such vote shall be taken. On a vote by ballot each ballot shall be signed by the shareholder voting, or by his proxy as such if there be such proxy. Except as otherwise provided by law or by these By-Laws all voting may be via voce.

Section 9. Inspectors of Election. At each meeting of the shareholders the chairman of such meeting shall appoint one or more inspectors of election to act thereat. No director or candidate for the office of director shall be appointed such inspector. Each inspector of election so appointed, before entering upon the discharge of his duties, shall be sworn faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability, and the oath so taken shall be subscribed by such inspectors. Such inspectors of election, after the voting on any question, shall make a certificate of the result of the vote taken. Inspectors need not be shareholders.

Section 10. Record Date. The Board may fix a day and hour not more than fifty (50) days prior to the day and hour then fixed for the holding of any meeting of shareholders as the time as of which shareholders entitled to notice of and to vote at such meeting shall be determined, and all persons who were holders of record of voting stock at such time and no others shall be entitled to notice of and to vote at such meeting.

ARTICLE II
Directors

Section 1. Number, Election, Term, Powers. The Corporation shall have such number of directors, not less than three (3) nor more than twenty-one (21), as shall from time to time be determined by the vote of a majority of the entire board. Except as otherwise provided herein, the directors shall be chosen at the annual meeting of shareholders in each year, by a plurality of the votes cast in the election therefor. The term of office of each director shall (unless vacated as provided herein) be from the time of his election and qualification until the annual meeting of shareholders next succeeding his election and until his successor shall have been duly elected and qualified, or until his earlier death or resignation. The directors shall act only as a board and the individual directors shall have no power as such. The Board shall have, in the management of the Corporation's affairs, all powers which are not inconsistent with the laws of the State of New York or these By-Laws, or the Certificate of Incorporation.

Section 2. Qualifications. All directors shall be at least twenty-one (21) years of age.

Section 3. First Meeting. After each election of directors by the shareholders, on the same day and at the conclusion of the meeting of shareholders at which such election shall be held, and at the place where such election is held, the newly elected Board shall meet for the purpose of organization, the election of officers and the transaction of other business. Notice of such meeting need not be given. If a quorum shall not be present at such time and place, but at least one director is present, then such meeting shall be adjourned as provided in Section 6 of this Article II. If no director shall be present at such time and place, then such meeting may be held at any other time and place which shall be specified in a notice given as hereinafter provided for special meetings of the Board or in a waiver of notice thereof.

Section 4. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day at said place. Except as provided by law or these By-Laws, notice of regular meetings need not be given.

Section 5. Special Meetings. Special meetings of the Board shall be held whenever called by the Chairman of the Board or the President or by the Secretary at the request of a majority of the members of the Board. Except as otherwise provided by law, notice of each such special meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two days before the day on which such meeting is to be held, or shall be sent addressed to him at such place by telegraph, cable or wireless, or be delivered personally or by telephone, not later than the day before the day on which such meeting is to be held. Notice of any meeting of the Board need not, however, be given to any director, if waived by him as in these By-Laws provided. Except as otherwise specifically provided by law or these By-Laws, the notice or waiver of notice of any meeting of the Board need not contain any statement of the purposes of the meeting or any specification of the business to be transacted thereat.

Section 6. Quorum. Unless otherwise provided by law or in the Certificate of Incorporation or in these By-Laws, the presence of not less than one-third of the number of directors as fixed in accordance with these By-Laws shall be necessary to constitute a quorum for the transaction of business by the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting of the Board from time to time until a quorum shall be present thereat. Notice of any adjourned meeting need not be given. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Voting. At all meetings of directors, a quorum being present, all matters, except those the manner of deciding upon which is otherwise provided by law or these By-Laws, or in the Certificate of Incorporation, shall be decided by the vote of a majority of the directors present.

Section 8. Organization. At each meeting of the Board the Chairman of the Board or, in the Chairman's absence, a director chosen by a majority of the directors present, shall act as chairman. The Secretary, or in the Secretary's absence any person appointed by the chairman, shall act as secretary of the meeting. Any meeting of the Board may be adjourned by the vote of a majority of the directors present at such meeting.

Section 9. Vacancies. Any vacancy in the Board whether arising from death, resignation, an increase in the number of directors or any other cause, may be filled by the vote of a majority of the remaining directors, provided that, in the case of a vacancy occurring through the resignation of a director, the resigning director shall be entitled to vote with the other directors for his successor.

Section 10. Place of Meeting. The Board may hold its meetings at such place or places within or without the State of New York as it may from time to time by resolution determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 11. Indemnification. (a) The Corporation shall indemnify to the fullest extent permitted by law, any person made, or threatened to be made, a party to an action or proceeding, civil or criminal (including an action by or in the right of the Corporation or by or in the right of any other corporation of any type or kind, domestic or foreign, which any director or officer of the Corporation served in any capacity at the request of the Corporation), by reason of the fact that he, his testator or intestate, was a director or officer of the Corporation (or served the Corporation or such other corporation in any capacity), against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, and the Corporation may pay, in advance of final disposition of any such action or proceeding, expenses incurred by such person in defending such action or proceeding. The Corporation may indemnify, and make advancements to, any person made, or threatened to be made, a party to any such action or proceeding by reason of the fact that he, his testator or intestate, is or was an agent or employee (other than a director or officer) of the Corporation (or served another corporation at the request of the Corporation in any capacity), on such terms, to such extent, and subject to such conditions, as the Board shall determine.

(b) A person shall be presumed to be entitled to indemnification for any act or omission covered by this By-Law. The burden of proof of establishing that a person is not entitled to indemnification because of the failure to fulfill some requirement of New York law, the Corporation's charter, or the By-Laws shall be on the Corporation.

(c) If a claim under this By-Law is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim, including attorneys' fees.

Section 12. Action by Written Consent. Unless otherwise provided by law or in the Certificate of Incorporation of the Corporation, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 13. Action by Means of Conference Telephone. Any one or more members of the Board may participate in a regular or special meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III
COMMITTEES

Section 1. Committees. On the terms, to the extent and subject to the conditions, prescribed by law or by resolution of the Board, the Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, each of which shall consist of three or more directors and shall have the authority of the Board. The Board may designate one or more directors as alternate members of any committee, who may act in the place of any absent member or members of such committee. The presence of not less than one-third of the number of members of any committee or two members of such committee, whichever shall be greater, shall be necessary to constitute a quorum of such committee and, except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, a majority vote of the committee members present shall be the act of the committee.

Section 2. Action by Means of Conference Telephone. Any one or more members of any committee of the Board may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chairman of the Board, a President, one or more Vice-Presidents, a Secretary, a Treasurer and a Controller. The officers of the Corporation may also include, at the option of the Board, one or more Vice-Chairmen of the Board, each of whom shall be a member of the Board. Two or more offices may be conferred upon one person, except the offices of President and Secretary. The Board may require any officer, agent or employee to give security for faithful performance of such person's duties.

Section 2. Election, Term of Office, Qualification. The officers of the Corporation shall be chosen by the Board as soon as practicable after each annual election of directors, each such officer to hold office until his successor shall have been chosen and qualified, or until his earlier death or resignation, or removal in the manner hereinafter provided.

Section 3. Subordinate Officers. The Board may appoint as subordinate officers, assistants to any officer including assistant secretaries and assistant treasurers, agents or employees as the Board may deem necessary or advisable, each of whom shall serve for such period, have such authority and perform such duties as the Board may from time to time determine or as may be set forth in these By-Laws. The Board may delegate to any officer the power to appoint and remove subordinate officers, assistant secretaries, assistant treasurers, agents or employees.

Section 4. Management Direction. The Board shall designate an officer of the Corporation to be the chief executive officer of the Corporation and such chief executive officer shall have, subject to the control of the Board, general and active supervision and direction over the property, business and affairs of the Corporation and the personnel thereof.

Section 5. The Chairman of the Board. The Chairman of the Board shall perform all duties customarily incident to the office of Chairman of the Board and such other duties as may from time to time be assigned to him by the Board. He shall, if present, preside at all meetings of the shareholders and of the Board.

Section 6. The Vice-Chairman of the Board. Each Vice-Chairman of the Board shall have such authority and perform such duties as may from time to time be assigned by these By-Laws, the Board or the Chairman of the Board.

Section 7. The President. The President shall perform all duties customarily incident to the office of President and such other duties as may from time to time be assigned to him by the Board. In case of the absence or inability to act of the Chairman of the Board, the President shall perform the duties of the Chairman of the Board, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board.

Section 8. Vice-Presidents. Each Vice-President shall have such powers and perform such duties as the Board, the Chairman of the Board or the President may from time to time prescribe, and shall perform such other duties as may be prescribed by these By-Laws. In case of the absence or inability to act of the President, then one of the Vice-Presidents who shall be designated for the purpose by the Board shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 9. The Secretary. The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and of the shareholders; he shall cause to be given such notice of all meetings of the shareholders and directors as required; he shall be custodian of the seal of the Corporation and shall affix the seal or cause it to be affixed to all certificates and documents, the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized; he shall have charge of the books, records and papers of the Corporation relating to its organization as a corporation; and he shall in general perform all the duties incident to the office of Secretary. He shall also have such other powers and perform such other duties, not inconsistent with these By-Laws, as the Chairman of the Board, the President or the Board shall from time to time prescribe.

Section 10. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositaries as may be designated by the Board; he shall disburse the funds of the Corporation, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President or the Board, whenever any one or more of them may require him so to do, a statement of all his transactions as Treasurer; and, in general, he shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Chairman of the Board, the President or the Board.

Section 11. The Controller. The Controller shall keep accurate accounts, in such form as may be approved by the Board of Directors, of all financial transactions of the Corporation; he shall supervise and direct the keeping of all of the financial records and accounting records of the Corporation, and shall have general charge, supervision and direction of the accounting departments of the Corporation; he shall discharge such other duties and have such other powers as may be required of or granted to him by the Board.

Section 12. Assistants to the President. Each assistant to the President shall, at the request of the President, aid and assist him in the performance of his duties and the exercise of his powers, and have such other powers and perform such other duties as may from time to time be assigned to him by the Chairman of the Board, the President or the Board.

Section 13. Assistant Secretaries. In case of the absence or inability to act of the Secretary, the Assistant Secretary, or, if there shall be more than one, any of the Assistant Secretaries, shall perform the duties of the Secretary, and, when so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each of the Assistant Secretaries shall perform such other duties as from time to time may be assigned to him by the Chairman of the Board, the President, the Secretary or the Board.

Section 14. Assistant Treasurers. In case of the absence or inability to act of the Treasurer, the Assistant Treasurer, or, if there be more than one, any of the Assistant Treasurers, shall perform the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each of the Assistant Treasurers shall perform such other duties as from time to time may be assigned to him by the Chairman of the Board, the President, the Treasurer or the Board.

Section 15. General Provisions. All officers shall serve under the direction of and at the pleasure of the Board and be subject to removal thereby at any time with or without cause. Any vacancy occurring in any office may be filled by the Board.

ARTICLE V

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Execution of Contracts. Except as otherwise provided by law or in these By-Laws, the Chairman of the Board, any Vice-Chairman of the Board, the President or any Vice-President shall have authority to execute and deliver any and all instruments for and in the name of the Corporation. The Board may authorize any other officer or officers, agent or agents to execute and deliver any instrument for and in the name of the Corporation and such authority may be general or confined to specific instances. Unless authorized by the Board or by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any amount.

Section 2. Indebtedness. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the resolutions of the Board. When authorized by the Board so to do, any officer or agent of the Corporation thereunto authorized may effect loans and advances for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, and other orders for the payment of moneys out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may from time to time be delegated by the Board; and, for the purpose of such deposit, the Chairman of the Board, the President, any Vice-President, the Treasurer or the Secretary, or any other officer, agent or employee of the Corporation to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of moneys which are payable to the order of the Corporation.

ARTICLE VI

SHARES AND DIVIDENDS

Section 1. Consideration for Issue of Stock. No stock shall be issued except as permitted under the Business Corporation Law of the State of New York.

Section 2. Certificates. Each holder of record of shares of stock of the Corporation shall be entitled to have a certificate or certificates, in such form as shall be approved by the Board, signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, and sealed with the seal of the Corporation, which seal may be an engraved or printed facsimile, certifying the number of shares owned by him in the Corporation. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation itself or its employee. In case any such person who shall have signed, or whose facsimile signature has been placed upon, such certificate shall have ceased to hold such position before such certificate is issued, it may be issued by the Corporation with the same effect as if such person had not ceased to hold such position at the date of its issue.

Section 3. Transfer of Shares. Shares of stock of the Corporation shall be transferable on the stock book of the Corporation by the holder thereof in person or by his attorney thereunto authorized by power of attorney duly executed and filed with the agent or officer in charge of such book, subject to such proof or guarantee of signature as the Corporation or its transfer agent may require. Except as hereinafter provided in the case of loss, destruction or mutilation of certificates, no transfer of stock shall be entered until the previous certificate given for the same shall have been duly endorsed, surrendered and cancelled. The Board may make such additional rules and regulations as it may deem expedient concerning the issue and transfer of certificates representing shares of stock of the Corporation. The person in whose name shares stand on the stock book of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

Section 4. Record Date. The Board may fix a day and hour not exceeding fifty (50) days preceding the date fixed for the payment of any dividend or the making of any distribution, or for the delivery of evidences of rights or evidences of interests arising out of any changes, conversion or exchange of capital stock, as a record time for the determination of the shareholders entitled to receive such dividend, distribution, rights or interests, and in such case only shareholders of record at the time so fixed shall be entitled to receive such dividend, distribution, rights or interests.

Section 5. Lost, Stolen, Destroyed or Mutilated Certificates. A certificate for shares of the stock of the Corporation may be issued in place of any certificate lost, stolen, destroyed or mutilated, but only on delivery to the Corporation, unless the Board of Directors otherwise determines, of a bond of indemnity, in form and amount and with one or more sureties satisfactory to the Board, or such officer or officers of the Corporation or such transfer agent as the Board may from time to time designate, and of such evidence of such loss, theft, destruction or mutilation as the Board, or such officer or officers or transfer agent, may require.

ARTICLE VII

OFFICES AND BOOKS

Section 1. Offices. The Board may from time to time and at any time establish offices of the Corporation or branches of its business at whatever place or places seem to it expedient. Offices or agencies for the transfer and registration of stock shall at all times be maintained in the City of New York. Additional such offices or agencies may be maintained elsewhere, in the discretion of the Board.

Section 2. Books. There shall be kept at the office of the Corporation in Chicago, Illinois, correct books of all the business and transactions of the Corporation, and, at the office of the Corporation in the State of New York, or at the office of a transfer agent of the Corporation in such State, the stock book of the Corporation, which shall contain the names, alphabetically arranged, of all persons who are shareholders of the Corporation, showing their respective places of residence, the number of shares held by them respectively, and the time when they respectively became the owners thereof. The stock book shall at all times during business hours be open to the inspection of all persons permitted by law to inspect the same.

ARTICLE VIII

SEAL

Section 1. The common seal of the Corporation shall consist of a round seal with the words "GATX CORPORATION" in the margin and the words "NEW YORK, 1916" in the center thereof.

ARTICLE IX
WAIVER OF NOTICE

Section 1. Whenever any notice whatever is required to be given by these By-Laws or the Certificate of Incorporation or by law, the person entitled thereto may, in person, or in the case of a shareholder, by his duly authorized attorney, waive such notice in writing (which shall include the use of telegraph, cable, radio or wireless), whether before or after the meeting or other matter or event in respect of which such notice is to be given, and in such event such waiver shall be equivalent to such notice and such notice need not be given to such person, and any action to be taken after such notice or after the lapse of a prescribed period of time may be taken without such notice and without the lapse of any period of time. The presence of a director at any meeting of the Board shall constitute waiver of notice thereof by him.

ARTICLE X
FISCAL YEAR

Section 1. The fiscal year of the Corporation shall end on the thirty-first day of December in each year.

ARTICLE XI
AMENDMENTS

Section 1. These By-Laws may be altered, changed, amended or repealed and new by-laws adopted at any regular or special meeting of the Board of Directors, by a majority vote of all the Directors, provided notice of the proposed alteration, change, amendment or repeal shall have been given with notice of the meeting.

January 1, 1994

GATX CORPORATION
MANAGEMENT INCENTIVE PLAN

1. OBJECTIVE.

This Management Incentive Plan (the "Plan"), which is administered by the Compensation Committee of the Board of Directors (the "Committee"), is established for the period January 1 through December 31, 1994 (the "Plan Year"), to motivate and reward those employees whose activities and contributions have a significant bearing on the success and profitability of GATX Corporation and its Subsidiaries (collectively, the "Company").

2. ELIGIBILITY.

Recommendation for participation in the Plan is initiated by the Subsidiary Presidents or the Vice President of Human Resources, and approved by the Chief Executive Officer.

3. PARTICIPATION.

Participants under this Plan will be exempt salaried employees with the Company who are individually authorized to participate (the "Participants"). Each Participant will be notified by the Subsidiary President or Corporate Department Head of his or her participation in the Plan, and of the percentage of the base salary at which the Participant will be eligible to participate in the Plan ("Target Bonus").

4. DEFINITIONS.

For purposes of this Plan, the following terms will have the following meanings:

A. "Base Salary" will mean (1) the total salary (excluding any incentive compensation or lump sum payments) paid to a Participant by the Company before reduction for any contribution authorized under the GATX Corporation Salaried Employees Retirement Savings Plan, plus (2) any compensation which the Participant elects to defer under any deferred compensation plan of the Company.

B. "Income Goals" will mean the net income goals established annually by the Committee for GATX and each subsidiary. See Exhibit II.

C. "Bonus" will mean the amount payable to a Participant under this Plan for the current Plan Year, calculated in accordance with the provisions of this Plan, and approved by the Committee.

D. "Profit Attainment Percentage" will mean the quotient of income divided by income goal expressed as a percentage.

E. "Payout Percentage" will mean the percentage of the Bonus paid for the Company or Subsidiary performance as determined by the Profit Attainment Percentage. The relationship between the Profit Attainment Percentage and the Payout Percentage is approved by the Committee and presented in Exhibit III.

F. "Personal Evaluation Percentage" will mean the percentage of the Bonus paid for the Participant's individual performance during the Plan Year as determined from the performance or MBO rating. See Exhibit IV.

G. "Threshold" will mean the minimum level of income required for payout under the Earnings Portion of this Plan. See Exhibit II.

5. COMPONENTS OF THE BONUS.

The Bonus is composed of a GATX Earnings Portion, a Subsidiary Earnings Portion and a Personal Portion. As soon as practical following the start of each Plan Year, the Committee will establish Income Goals for GATX and each participating subsidiary.

A. GATX Earnings Portion - The extent to which GATX meets its Income Goal - determined by reference to the Profit Attainment Percentages (Exhibit III) - will be the basis for the GATX Earnings Portion of the Bonus for both corporate and subsidiary participants.

B. Subsidiary Earnings Portion - For subsidiary Participants, the extent to which each subsidiary meets its Income Goal - determined by reference to the Profit Attainment Percentages (Exhibit III) - will be the basis for that subsidiary's Earnings Portion of the Bonus.

For corporate Participants, the Subsidiary Earnings Portion will recognize the relative proportion of the Income Goals established for each participating subsidiary. At the start of the Plan Year, each participating subsidiary will be assigned a weight by the Committee calculated on the basis of its Income Goal as a percent of the total of the Income Goals of all participating subsidiaries, with a minimum weight of 5.0% (Exhibit III). The extent to which each subsidiary meets its Income Goal - determined by reference to the Profit Attainment Percentages (Exhibit III) - will be the basis for the Subsidiary Earnings Portion of the Bonus.

C. Personal Portion - The Personal Portion recognizes the level of the Participant's individual performance (Exhibit IV). The percentage of the Bonus represented by the Personal Portion may vary depending upon whether or not the Threshold levels established annually for GATX (for corporate Participants) and the subsidiaries (for subsidiary Participants) are met.

6. WEIGHTING OF THE COMPONENTS OF THE BONUS.

As soon as practical following the start of each Plan Year, the Committee will determine the weight to be allocated to each of the component parts of the Bonus identified in paragraph 5 hereof. For the current Plan Year, the component parts of the Bonus for each category of Participant are attached as Exhibit I.

7. CALCULATION OF THE BONUS.

A. The weighting of the Income Goals is multiplied by a Participant's Target Bonus to determine the Target Value for the Income Goal. (Exhibit V, Section A).

B. Payout Percentage are determined from the Profit Attainment Percentages as described in paragraph 5 (Exhibit V, Section B.)

C. Payout Percentages are multiplied by the Target Values of the Income Goals to determine the Earnings Portion of the Bonus. (Exhibit V, Section C.) The Personal Portion is determined by multiplying the Target Value of the Personal Portion by the Personal Evaluation Percentage as determined from the table attached as Exhibit IV.

D. The Bonus will be the sum of the Earnings Portions and the Personal Portion of the Bonus, provided that no Bonus payment will be made with respect to the Earnings Portions unless the Company and participating subsidiaries reach Threshold levels as established by the Committee.

8. ADMINISTRATION OF THE PLAN.

A. Administration.
Administration of the Plan will be the responsibility of the Committee which may delegate responsibility thereunder to the Corporate Director of Compensation, Corporate Human Resources Department.

B. New Participants.
Subject to the provisions of the following sentence, new employees who join the Company during the Plan Year may be authorized to

participate in the Plan on a pro-rata basis with the approval of the Chief Executive Officer. Participation under this Plan will not be available to any new participant after October 1st of any Plan Year.

C. Transfers and Promotions.

If a Participant is transferred or promoted during the Plan Year causing an adjustment in his Target Bonus, such Participant's bonus will be calculated on a pro-rata basis to reflect this change.

D. Retirement, Death or Disability.

A Participant who retires, dies, or becomes totally and permanently disabled, as that term is defined in the GATX Pension Plan for Salaried Employees, during the Plan Year will be entitled to a pro-rated bonus in accordance with Paragraph E.

E. Payment of Bonus.

Bonuses will be paid as soon as possible after the completion of the Company's year-end audit, normally no later than March 1. The Participant does not have a contractual right to receive the Bonus. Participants become entitled to receive Bonus payments only after the payments have been approved and authorized by the Committee.

F. Employment as a Condition Precedent.

No bonus will be paid, except pursuant to the provisions of Paragraph D above, unless the Participant is an employee of the Company at the end of the Plan Year.

G. No Employment Contract.

Neither the establishment of the Plan nor the authorization to be a Participant in the Plan will be construed as giving the Participant the right to be retained in the service of the Company.

H. Modification of Goals.

The Committee may, from time to time during the Plan Year, modify the Plan as appropriate including (i) Income Goals, (ii) Thresholds, (iii) Payout Percentages, (iv) assigned weights established for one or more subsidiaries and (v) weighting of the Components of the Bonus if, in the sole discretion of the Committee, any part of the Plan, including the Income Goals, Thresholds, Payout Percentages, and weighting of the Components of the Bonus previously established cease to be reasonable measures of desired performance. Notwithstanding anything to the contrary contained herein, the Committee shall have the authority and exclusive discretion to determine whether income or expenses of an unusual or nonrecurring nature are to be included with other income of the Company for purposes of determining whether the established Income Goals have been achieved.

EXHIBIT I

WEIGHTING OF THE COMPONENTS OF THE BONUS
1994 MANAGEMENT INCENTIVE PLAN

CEO	100%	GATX
OTHER SENIOR CORPORATE OFFICERS	30%	GATX
and SUBSIDIARY PRESIDENTS	70%	subsidiary or combined subsidiaries

	100%	
OTHER PARTICIPANTS	10%	GATX
	40%	subsidiary or combined subsidiaries
	50%	Personal*
	100%	

*30% if Threshold not met

EXHIBIT II

INCOME GOALS, WEIGHTING OF THE INCOME GOALS, THRESHOLDS
1994 MANAGEMENT INCENTIVE PLAN

1994 INCOME GOALS ($ IN OOO'S)

	NET INCOME GOALS	CORP STAFF WEIGHTING
GATC	62,009	49.26%
CAPITAL	21,213	16.85%
TERMINALS	30,065	23.69%
ASC	5,451	5.00%
LOGISTICS	1,005	5.00%
GATX CORP	85,264	0.00%
		100.00%

THRESHOLDS

The threshold will be 80% of the Income Goal for GATX and each participating subsidiary with the exception of GATC, for which the Threshold will be 85% of the Income Goal.

EXHIBIT III

PROFIT ATTAINMENT AND PAYOUT PERCENTAGES
1994 MANAGEMENT INCENTIVE PLAN

PROFIT ATTAINMENT PERCENTAGE		PAYOUT PERCENTAGE	
		GATX & ALL SUBS EXCEPT GATC	GATC
THRESHOLD	80	30	
	81	35	
	82	40	
	83	45	
	84	50	
GATC	85	55	55.0
	86	60	60.0
	87	65	65.0
	88	70	70.0
	89	75	75.0

90	80	80.0
91	83	83.0
92	86	86.0
93	89	89.0
94	92	92.0
95	95	95.0
96	96	96.0
97	97	97.0
98	98	98.0
99	99	99.0
100	100	100.0
101	101	101.3
102	102	102.7
103	103	104.0
104	104	106.0
105	105	110.0
106	108	114.0
107	111	118.0
108	114	122.0
109	117	126.0
110	120	130.0
111	123	134.0
112	126	138.0
113	129	142.0
114	132	146.0
115	135	150.0
116	138	
117	141	
118	144	
119	147	
120	150	

Actual Payout Percentage will be interpolated, if necessary, and rounded to the nearest .01%.

EXHIBIT IV

PERFORMANCE EVALUATION PERCENTAGE DETERMINATION
1994 MANAGEMENT INCENTIVE PLAN

RATING	EVALUATION CRITERIA	PERFORMANCE EVALUATION PERCENTAGE
4	Performance was outstanding; consistently exceeded job requirements during the performance period.	150%
3	Performance was fully satisfactory; met or at times exceeded job requirements during the performance period.	100%
2	Performance was less than satisfactory; some but not all job requirements were met during the performance period.	50%
1	Performance was very unsatisfactory; few job requirements were met during the performance period.	-0-

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	Management By Objectives (MBO) Ratings	
4	Substantially Exceeding Target	150%
3	On Target or Exceeding Target	100%
2	Progressing	50%
1	Not on Target	-0-

Actual ratings may include a decimal place, i.e. a rating of 3.5 would result in 125% of the Personal Portion.

EXHIBIT V

1994 MANAGEMENT INCENTIVE PLAN
BONUS CALCULATION EXAMPLE

EMPLOYEE: (Corporate Participant)

Base Salary	$75,000
Target Percentage	20.0%
Target Bonus	$15,000

A. TARGETS - EARNINGS AND PERSONAL PORTIONS

	FACTOR	WEIGHTING			TARGET BONUS	TARGET VALUE
1.	CORP INCOME			10% =10.000%	$15,000.00	$1,500.00
2.	GATC	49.26%	x	40% =19.704%	$15,000.00	$2,955.60
	Capital	16.85%	x	40% = 6.740%	$15,000.00	$1,011.00
	Terminals	23.89%	x	40% = 9.556%	$15,000.00	$1,433.40
	ASC	5.00%	x	40% = 2.000%	$15,000.00	$300.00
	Logistics	5.00%	x	40% = 2.000%	$15,000.00	$300.00
3.	PERSONAL			50% =50.000%	$15,000.00	$7,500.00
TARGET AMOUNT				100.000%		$15,000.00

B. GATX AND SUBSIDIARY PERFORMANCE

	FACTOR	THRESHOLD	INCOME GOAL	ACTUAL	PROFIT %	PAYOUT %
1.	CORP INCOME	68,212,000	85,264,000	81,244,000	95.3%	95.3%
2.	GATC	49,607,200	62,009,000	57,989,000	93.5%	90.5%
	Capital	16,970,400	21,213,000	21,213,000	100.0%	100.0%
	Terminals	24,052,000	30,065,000	29,159,000	97.0%	97.0%
	ASC	4,360,800	5,451,000	5,451,000	100.0%	100.00%
	Logistics	804,000	1,005,000	904,500	90.0%	80.0%

C. INDIVIDUAL BONUS CALCULATION

	FACTOR	PAYOUT %		TARGET VALUE		AWARD	
1.	CORP INCOME	95.3%	x	$1,500.00	=	$1,429.50	$1,429.50
2.	GATC	90.5%	x	$2,955.60	=	$2,674.82	
	Capital	100.0%	x	$1,011.00	=	$1,011.00	
	Terminals	97.0%	x	$1,433.40	=	$1,390.40	
	ASC	100.0%	x	$300.00	=	$300.00	
	Logistics	80.0%	x	$300.00	=	$240.00	$5,616.22
3.	PERSONAL	125.0%	X	$7,500.00	=	$9,375.00	$9,375.00
				TOTAL BONUS		$16,420.72	

July 29, 1994

Mr. Ronald H. Zech
President and Chief Operating Officer
GATX Corporation

Dear Ron:

This letter agreement, which will be effective as of the date of your election as President and Chief Operating Officer of GATX Corporation ("GATX"), will supplement the two Agreements for Continued Employment Following Change of Control or Disposition of a Subsidiary, entered into between you and GATX, effective as of January 1, 1992 and January 1, 1995 (the "Agreements"), as set forth below:

(1)A "Triggering Event", as defined in the Agreements, is expanded to include your election by the Board of Directors of GATX (the "Board") to the office of President and Chief Operating Officer of GATX.

(2)Termination of employment by GATX will include a failure of the Board to elect you to the position of Chief Executive Officer of GATX on the first to occur of:

(a)James J. Glasser's retirement from that position or

(b)December 31, 1995 and, in either such case, the termination (except because of death or disability) of your employment with GATX and all of its subsidiaries within two years following such failure of the Board to act, whether such termination is effected by action initiated by you or by GATX.

(3)The "Employment Period", as defined in the Agreements, is expanded to include the two year period following the Board's failure to act, as set forth in (2), above.

(4)If, prior to termination of this letter agreement, there should be a termination of your employment by GATX, such termination of employment will be treated, for application to you of all compensation and benefit plans of GATX, in the same manner as would be a termination of employment by a person who, at the time of termination of his employment, was 55 years old and was retiring after 15 years of employment by GATX; provided that your retirement payments will be computed based on your actual years of service and will be actuarially discounted in accordance with the provisions of the GATX Pension Plan (as applicable to 55/15 retirees) to your actual age on the date of termination of your employment or age 55, whichever occurs later.

To the extent that any payments to which you may be entitled hereunder cannot be made under the terms of the GATX Pension Plan, such payments will be made from GATX's general funds, commencing at age 55.

This letter agreement, when properly executed, will become effective as of July 29, 1994 and will terminate on the earlier of the date of the Board elects you Chief Executive Officer of GATX or December 31, 1997.

If this letter agreement is in accord with your understandings, please sign both copies in the space indicated below and return one copy to me.

Sincerely,

Accepted:

/s/ Ronald H. Zech

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Ronald H. Zech

EXHIBIT 11

GATX CORPORATION AND SUBSIDIARIES

COMPUTATION OF NET INCOME (LOSS) PER SHARE OF
COMMON STOCK AND COMMON STOCK EQUIVALENTS
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

	Year Ended December 31				
	1994	1993	1992	1991	1990
Average number of shares of Common Stock outstanding	19.9	19.6	19.4	19.3	19.1
Shares issuable upon assumed exercise of stock options, reduced by the number of shares which could have been purchased with the proceeds from exercise of such options	.3	.3	*	.2	.2
Total	20.2	19.9	19.4	19.5	19.3
Net income (loss)	$ 91.5	$ 72.7	$(16.5)	$ 82.7	$ 82.9
Deduct - Dividends paid and accrued on Preferred Stock	13.3	13.3	13.3	13.3	13.4
Net income (loss), as adjusted	$ 78.2	$ 59.4	$(29.8)	$ 69.4	$ 69.5
Net income (loss) per share	$ 3.88	$ 2.99	$(1.53)	$ 3.56	$ 3.61

*Common share equivalents are not considered in the computation of
loss per share.

EXHIBIT 11

GATX CORPORATION AND SUBSIDIARIES

COMPUTATION OF NET INCOME (LOSS) PER SHARE OF COMMON STOCK AND
COMMON STOCK EQUIVALENTS ASSUMING FULL DILUTION
(PRINCIPALLY CONVERSION OF ALL OUTSTANDING PREFERRED STOCK)
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

Year Ended December 31				
1994	1993	1992	1991	1990

Average number of shares used to compute primary earnings per share	20.2	19.9	19.4	19.5	19.3
Common Stock issuable upon assumed conversion of Preferred Stock	4.0	*	*	4.1	4.1
Total	24.2	19.9	19.4	23.6	23.4
Net income (loss) as adjusted per primary computation	$ 78.2	$ 59.4	$(29.8)	$69.4	$ 69.5
Add - Dividends paid and accrued on Preferred Stock	13.3	*	*	13.3	13.4
Net income (loss), as adjusted	$ 91.5	$ 59.4	$(29.8)	$82.7	$ 82.9
Net income (loss) per share, assuming full dilution	$ 3.78	$ 2.99	$(1.53)	$3.51	$ 3.54

* Conversion of Preferred Stock is excluded from computation of fully diluted earnings because of antidilutive effects.

Additional fully diluted computation (1)

Average number of shares used to compute primary earnings per share..	19.6	19.4
Common stock issuable upon assumed conversion of Preferred Stock, and stock option exercises...............	4.4	4.3
	24.0	23.7
Net income (loss) as adjusted per primary computation.............	$ 59.4	$(29.8)
Add - Dividends paid and accrued on Preferred Stock.................	13.3	13.3
	$ 72.7	$(16.5)
Net income (loss) per share, assuming full dilution.............	$ 3.03	$(.70)

(1) This calculation is submitted in accordance with Regulation S-K item 601(b)(11) although it is contrary to paragraph 40 of APB Opinion No. 15 because it produces an antidilutive result.

EXHIBIT 12
GATX CORPORATION AND SUBSIDIARIES

COMPUTATION OF RATIOS OF EARNINGS TO COMBINED FIXED CHARGES
AND PREFERRED STOCK DIVIDENDS
(IN MILLIONS EXCEPT FOR RATIOS)

	1994	1993	1992
Earnings available for fixed charges:			
Net income (loss)	$ 91.5	$ 72.7	$(16.5)
Add (deduct):			
Income taxes	48.8	51.4	9.6
Cumulative effect of accounting changes	-	-	5.8
Equity in net earnings of affiliated companies, net of distributions received	3.7	8.0	31.7
Interest on indebtedness and amortization of debt discount and expense	148.2	151.8	176.1
Amortization of capitalized interest	1.1	1.1	1.1
Portion of rents representative of interest factor (deemed to be one-third)	37.9	31.4	25.5
Total earnings available for fixed charges	$331.2	$316.4	$273.3
Preferred dividend requirements	$ 13.3	$ 13.3	$13.3
Ratio to convert preferred dividends to pretax basis (A)	171%	197%	281%
Preferred dividend factor on pretax basis	22.7	26.2	37.4
Fixed charges:			
Interest on indebtedness and amortization of debt discount and expense	148.2	151.8	176.1
Capitalized interest	3.0	2.7	4.2
Portion of rents representative of interest factor (deemed to be one-third)	37.9	31.4	25.5
Combined fixed charges and preferred stock dividends	$211.8	$212.1	$243.2
Ratio of earnings to combined fixed charges and preferred stock dividends (B)	1.56x	1.49x	1.12x

<FN>

(A) To adjust preferred dividends to a pretax basis, income before income taxes and equity in net earnings of affiliated companies and, in 1992, the cumulative effect of accounting changes, is divided by income before equity in net earnings of affiliated companies and, in 1992, the cumulative effect of accounting changes.

(B) The ratios of earnings to combined fixed charges and preferred stock dividends represent the number of times "fixed charges and preferred stock dividends" were covered by "earnings." "Fixed charges and preferred stock dividends" consist of interest on outstanding debt and capitalized interest, one-third (the proportion deemed representative of the interest factor) of rentals, amortization of debt discount and expense, and dividends on preferred stock adjusted to a pretax basis. "Earnings" consist of consolidated net income before income

taxes, fixed charges, and, in 1992, the cumulative effect of accounting changes, less equity in net earnings of affiliated companies, net of distributions received.
</FN>

EXHIBIT 13

GATX REVIEW OF FINANCIAL OPERATIONS

BUSINESS SEGMENTS

The following summary describes GATX's current business segments:

RAILCAR LEASING AND MANAGEMENT represents General American Transportation Corporation and its foreign subsidiaries and affiliates (Transportation), which lease and manage tank cars and other specialized railcars.

TERMINALS AND PIPELINES represents GATX Terminals Corporation and its domestic and foreign subsidiaries and affiliates, which own and operate tank storage terminals, pipelines and related facilities.

FINANCIAL SERVICES represents GATX Financial Services, which through its principal subsidiary GATX Capital Corporation as well as its subsidiaries and joint ventures, arranges and services the financing of equipment and other capital assets on a world-wide basis.

GREAT LAKES SHIPPING represents American Steamship Company (ASC), which operates self-unloading vessels on the Great Lakes.

LOGISTICS AND WAREHOUSING represents GATX Logistics, Inc. (Logistics), which provides distribution and logistics support services, warehousing facilities, and related real estate services throughout North America.

REPORT OF GATX MANAGEMENT

To Our Shareholders:

The management of GATX Corporation has prepared the accompanying consolidated financial statements and related information included in this 1994 Annual Report to Shareholders, and management has the primary responsibility for the integrity of this information. The financial statements have been prepared in conformity with generally accepted accounting principles and necessarily include certain amounts which are based on estimates and informed judgments of management.

The financial statements have been audited by the company's independent auditors, whose report thereon appears on this page. Their role is to form an independent opinion as to the fairness with which such statements present the financial position of the company and the results of its operations.

GATX maintains a system of internal accounting controls which is designed to provide reasonable assurance as to the reliability of its financial records and the protection of its shareholders' assets. The concept of reasonable assurance is based on the recognition that the cost of a system of internal control should not exceed the related benefits. Management believes the company's system provides this appropriate balance in all material respects.

GATX's system of internal controls is further augmented by an audit committee composed of directors who are not officers or employees of GATX, which meets regularly throughout the year with management, the independent auditors and the internal auditors; an internal audit program that includes prompt, responsive action by management; and the annual audit of the company's financial statements by independent auditors.

/s/ James J. Glasser
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James J. Glasser
Chairman of the Board
and Chief Executive Officer

/s/ Ronald H. Zech
- ----------------------------
Ronald H. Zech
President and
Chief Operating Officer

/s/ David M. Edwards
- ---------------------------
David M. Edwards
Vice President Finance,
Chief Financial Officer
and Secretary

/s/ Ralph L. O'Hara
- ---------------------------
Ralph L. O'Hara
Controller and
Chief Accounting Officer

REPORT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

To the Shareholders and
Board of Directors of
GATX Corporation:

We have audited the accompanying consolidated balance sheets of GATX Corporation and subsidiaries as of December 31, 1994 and 1993, and the related statements of consolidated income and reinvested earnings and consolidated cash flows for each of the three years in the period ended December 31, 1994. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of GATX Corporation and subsidiaries as of December 31, 1994 and 1993, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1994, in conformity with generally accepted accounting principles.

As discussed in the notes to the consolidated financial statements, in 1992 the company changed its method of accounting for postretirement benefits other than pensions and income taxes.

/s/ Ernst & Young LLP

ERNST & YOUNG LLP

Chicago, Illinois
January 24, 1995

MANAGEMENT DISCUSSION AND ANALYSIS
1994 COMPARED TO 1993

GATX reported record net income of $91 million or $3.88 per common share for the year ended December 31, 1994 compared to $73 million or $2.99 per common share for 1993. The improvement was the result of strong operating results at GATX's three principal subsidiaries. Also, net income for 1993 was negatively impacted by a charge of $7 million or $.37 per common share recorded for the cumulative increase in deferred income taxes as the result of the federal income tax rate increase. GATX's return on common equity was 17.0% for 1994 compared to 14.6% in 1993.

Operating results at Transportation improved due to significantly more railcars on lease. Terminals reported record earnings as the result of increased utilization and throughput. Net income at Financial Services increased as new volume and a reduced loss provision more than offset lower disposition gains. American Steamship's net income decreased due to inclusion in 1993 income of a gain from the sale of a customer bankruptcy claim. Results were lower at Logistics due to continuing margin pressures.

To facilitate comparisons between years, the segment discussion below addresses income from operations for 1993 prior to the effect on deferred taxes of the tax rate change, but includes the effect of the tax rate increase on 1993 earnings. The impact of the tax rate change by segment is shown in a table on page 35. The comparative performance for 1993 versus 1992 is discussed in the prior year's management discussion on pages 64 and 65 of this report.

RAILCAR LEASING AND MANAGEMENT

Transportation's gross income of $322 million increased $20 million from 1993. Rental revenues increased 7% attributable to an average of 3,000 additional railcars on lease and slightly higher average fleet rental rates. The level of fleet additions increased in response to improved demand for new tank cars, which is expected to continue in 1995. At the end of 1994, Transportation had 56,500 railcars on lease compared to 51,900 at the end of 1993 and fleet utilization was 95% compared to 93%.

Income from operations of $55 million increased 6% over 1993. Increased rental income and lower environmental expense were partially offset by increased fleet repair costs, higher ownership costs, and lower investment earnings. Operating margins were in line with 1993. Pressure on operating margins is expected to continue as higher standards of repair without compensating revenue increases characterize the industry today. Ownership costs, consisting of rental expense, depreciation and interest, increased 9% primarily due to the high level of railcar additions.

Fleet repair costs increased 10% over 1993 reflecting the increased number of cars repaired. Transportation's commitment to provide its customers with well maintained railcars, coupled with stricter maintenance standards in the industry and mandated inspection programs, will continue to increase repair costs. Transportation has been upgrading its repair facilities to control costs by improving the efficiency and productivity of the repair process and reducing the time a car is out of service.

TERMINALS AND PIPELINES

Terminals' record gross income of $303 million in 1994 was the result of strong performance at a number of individual terminal and pipeline operations. The increase of $22 million or 8% over 1993 was due to high petroleum demand and improved chemical activity which resulted in both increased throughput and higher utilization. Capacity utilization at Terminals' wholly-owned facilities was 94% at the end of 1994 compared to 92% a year earlier. Throughput was 671 million barrels, up 6% from 1993, reflecting the overall improvement in the U.S. economy.

Terminals' income from operations of $32 million improved from $29 million in 1993. This 11% increase resulted from higher revenues, slightly improved operating margins and increased earnings by its foreign affiliates which were partially offset by higher SG&A expenses. Operating margins increased 1% through revenue improvement while controlling costs. Operating expenses increased mainly due to higher repair and maintenance spending, higher environmental costs and other costs as a result of expanded operations. Environmental and maintenance spending is expected to continue to grow in keeping with GATX's commitment to improve terminalling assets and to operate environmentally responsible facilities. Selling, general and administrative costs increased 26% over 1993 as a result of expanded operations and higher training and information systems costs. Overall, the continuing focus on improving physical assets, information systems and people to provide for the long-term success of Terminals may constrain near-term earnings growth. Equity in net earnings of the foreign affiliates increased $2 million. Improved results at certain terminals and favorable foreign exchange rates were the primary factors.

Terminals acquired six terminal facilities and an additional interest in a foreign joint venture during 1994. Spending on infrastructure and upgrading is in process to integrate these terminals into the Terminals' network. Terminals plans to continue an aggressive growth program, seeking to acquire and construct facilities both domestically and overseas.

FINANCIAL SERVICES

Financial Services' gross income of $207 million increased $3 million from 1993 due to higher lease and interest income, partially offset by lower disposition gains. The $18 million increase in lease income was attributable to increased volume and the inclusion of a full year's revenue from a rail portfolio acquired in mid-1993. Interest income was $7 million greater than 1993 primarily due to prepayment premiums on two golf facility loans and increased interest on variable rate loans. Pretax disposition gains of $21 million were $23 million lower than in 1993 as the prior year included $17 million of proceeds from an insurance settlement related to marine equipment. Current year gains were generated primarily from the sale of rail equipment. Disposition gains do not occur evenly period to period.

Income from operations was $25 million in 1994 compared to $23 million in 1993. The increase in lease income was partially offset by a $15 million increase in operating lease expense resulting from the incremental lease volume, additional expenses related to the acquired rail operating lease fleet, and accelerated aircraft depreciation. In addition, the rail operating lease results continue to benefit from a strong rail market. Equity in earnings of affiliated companies increased $1 million due to improved earnings at an international aircraft joint venture.

The provision for possible losses of $19 million for 1994 decreased $10 million from 1993's provision. The loss reserve at the end of 1994 was $82 million, or 6.4% of total investments. During the year, the carrying value of certain aircraft, primarily wide-body aircraft, was written down against the reserve to reflect current market conditions for those aircraft. Aircraft demand in the near term is expected to remain weak. However, with aircraft production rates lower and more older aircraft being retired than in recent years, oversupply of aircraft is being reduced and lease rates for certain aircraft are firming.

GREAT LAKES SHIPPING

American Steamship Company's gross income of $82 million increased $2 million over 1993, which included a pretax gain of $2 million generated from the sale of a bankruptcy claim. Tonnage carried in 1994 was 26.3 million tons, an increase of 1.9 million tons over 1993. Tonnage demand increased as the year progressed in response to high utilization rates in the steel and auto industries. Poor weather conditions earlier in the year necessitated late season operations to satisfy customers' winter inventory requirements. On a per ton basis, freight revenue decreased 4% from last year as a result of competitive rate pressures and a shift in commodity mix. Excess vessel capacity on the Great Lakes at the start of the 1994 season resulted in downward competitive pressure on rates.

Income from operations decreased $1 million from 1993 primarily reflecting the sale of a bankruptcy claim. Contribution margin decreased 9% in 1994 as the lower revenue per ton was partially offset by lower operating expenses per ton. ASC continues to focus on managing existing capacity and controlling costs.

The economic climate of the Great Lakes continued to improve in 1994. Iron ore demand was firm throughout 1994 reflecting the strongest domestic market for finished steel in the past two decades.

LOGISTICS AND WAREHOUSING

GATX Logistics' gross income of $244 million increased $20 million over 1993 as a result of new customers, higher volume, and some rate increases. Total warehousing square footage of 23 million square feet approximated 1993 space. Space utilization at year end was 92% compared to 94% last year although the decrease was primarily in two regions. Programs are underway to reduce empty space and to develop a customer mix with a higher percentage of long-term integrated logistic contracts.

Logistics reported a net loss of $.5 million in 1994 compared to net income of $.1 million in 1993. Although revenue increased, the costs of implementing new business, relocating existing customers, and labor inefficiencies offset contributions from new business, and as a result, operating margins decreased. Margins continue to be under pressure in Logistics' competitive environment.

Logistics has identified priorities for service offerings with an emphasis on contract logistics and niche markets, which should allow the company to improve margins. However, this strategy is evolutionary and may take several years to significantly improve earnings.

CORPORATE AND OTHER

Corporate and Other net expense of $25 million in 1994 was $5 million less than the prior year. Results for 1993 included legal expenses relating to a shareholder suit which was partially offset by a gain on the sale of an insurance investment. Upon completion of extensive discovery in that shareholder suit, the court granted a motion for summary judgement in favor of GATX. The plaintiffs have appealed that decision. GATX believes that it has a strong defense and that the appeal is without merit.

The management discussion and analysis of the financial statements is continued on pages 39, 41 and 43.

Financial Data of Business Segments

GATX provides services to a variety of capital goods markets through five principal business segments. The financial data which are presented on this and the following three pages depict the profitability, financial position, and cash flow of each of GATX's business segments.

The presentation of segment profitability includes the direct costs incurred at the segment's operating level plus expenses allocated by the parent company. Allocated expenses represent costs which these operations would have incurred otherwise, but do not include general corporate expense or interest on debt of the parent company. Interest costs associated with segment indebtedness are included in the determination of profitability of each segment since interest expense directly influences any investment decision and the evaluation of subsequent operational performance. Interest expense by segment has been shown separately on page 37 to enable the reader to ascertain segment profitability before deducting interest expense.

SEGMENT PROFITABILITY (In Millions):

GROSS INCOME	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 322.1	$ 302.2	$ 289.3	$ 285.3	$ 279.4
Terminals and Pipelines	303.1	281.1	266.5	249.7	229.7
Financial Services	206.8	204.0	177.7	205.6	184.5
Great Lakes Shipping	82.4	80.6	78.7	76.0	79.3
Logistics and Warehousing	244.2	224.4	212.2	174.0	98.1
Subtotal	1,158.6	1,092.3	1,024.4	990.6	871.0
Corporate and Other	(3.6)	(5.4)	(5.3)	(1.5)	(.6)
Total Consolidated Amounts	$1,155.0	$1,086.9	$1,019.1	$ 989.1	$ 870.4

INCOME BEFORE INCOME TAXES, EQUITY IN NET EARNINGS OF AFFILIATED COMPANIES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGES	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 79.6	$ 74.4	$ 68.4	$ 73.6	$ 75.3
Terminals and Pipelines	33.2	30.2	19.8	14.9	19.4
Financial Services	34.4	34.5	(38.9)	35.6	50.3
Great Lakes Shipping	8.8	10.2	9.3	8.6	6.7
Logistics and Warehousing		1.6	2.5	3.8	.5
Subtotal	157.6	151.8	62.4	133.2	152.2
Corporate and Other:					
Selling, general and administrative expense	(18.3)	(22.9)	(18.9)	(14.4)	(16.2)
Interest expense	(17.2)	(18.4)	(23.4)	(24.8)	(32.5)
Other, net	(4.3)	(6.1)	(5.2)	(1.9)	.3
Subtotal	(39.8)	(47.4)	(47.5)	(41.1)	(48.4)
Total Consolidated Amounts	$ 117.8	$ 104.4	$ 14.9	$ 92.1	$ 103.8

EQUITY IN NET EARNINGS OF AFFILIATED COMPANIES	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 4.7	$ 4.5	$ 4.5	$ 4.5	$ 4.2
Terminals and Pipelines	12.2	10.1	11.8	10.2	7.6
Financial Services	5.6	5.1	7.7	9.5	2.6

Total Consolidated Amounts	$ 22.5	$ 19.7	$ 24.0	$ 24.2	$ 14.4

INCOME BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGES	1994	1993(A)	1992(B)	1991	1990
Railcar Leasing and Management	$ 55.1	$ 47.6	$ 49.4	$ 55.2	$ 57.2
Terminals and Pipelines	31.9	26.5	23.4	19.0	19.4
Financial Services	24.9	21.5	(16.7)	28.5	31.6
Great Lakes Shipping	5.6	6.8	6.2	6.3	4.0
Logistics and Warehousing	(.5)	.1	.9	(.7)	(.4)
Subtotal	117.0	102.5	63.2	108.3	111.8
Corporate and Other	(25.5)	(29.8)	(33.9)	(25.6)	(28.9)
Total Consolidated Amounts	$ 91.5	$ 72.7	$ 29.3	$ 82.7	$ 82.9

<FN>

(A) Income includes a $7.3 million charge for the cumulative increase in deferred income taxes as a result of the 1993 federal tax rate change (See following table for breakdown by segment).

(B) Income was reduced further by $45.8 million for the cumulative effect of accounting changes resulting in a net loss of $16.5 million (see following table for breakdown by segment).

</FN>

FEDERAL INCOME TAX RATE CHANGE IN 1993

The following table shows the effect of the federal tax legislation enacted in 1993 which increased the federal income tax rate from 34% to 35% retroactively to January 1, 1993.

In Millions, Except Per Share Data	Net Income (Loss) --1994--	Income (Loss) Before Tax Rate Change --1993--	Tax Rate Change(A) --1993--	Net Income (Loss) --1993--
Railcar Leasing and Management	$ 55.1	$ 51.9	$ (4.3)	$ 47.6
Terminals and Pipelines	31.9	28.8	(2.3)	26.5
Financial Services	24.9	23.1	(1.6)	21.5
Great Lakes Shipping	5.6	6.8	-	6.8
Logistics and Warehousing	(.5)	.1	-	.1
Subtotal	117.0	110.7	(8.2)	102.5
Corporate and Other	(25.5)	(30.7)	.9	(29.8)
Total Consolidated Amounts	$ 91.5	$ 80.0	$ (7.3)	$ 72.7
Income (Loss) Per Common Share	$ 3.88	$ 3.36	$ (.37)	$ 2.99

<FN>
(A) Effect of 1993 tax rate change on pre-1993 deferred taxes.
</FN>

ACCOUNTING CHANGES IN 1992

The effect in 1992 on net income of adopting SFAS No. 106 and No. 109 for each of GATX's segments is displayed below.

In Millions, Except Per Share Data	Income (Loss) Before Cumulative Effect of Accounting Changes	Cumulative Effect of Accounting Changes SFAS 106 Post-Retirement Benefits	SFAS 109 Income Taxes	Net Income (Loss)
	1992			
Railcar Leasing and Management	$ 49.4	$(32.5)	$ 38.7	$ 55.6
Terminals and Pipelines	23.4	(7.7)	3.0	18.7
Financial Services	(16.7)	(.6)	10.1	(7.2)
Great Lakes Shipping	6.2	(1.0)	(3.2)	2.0
Logistics and Warehousing	.9	-	-	.9
Subtotal	63.2	(41.8)	48.6	70.0
Corporate and Other	(33.9)	(13.7)	(38.9)	(86.5)
Total Consolidated Amounts	$ 29.3	$(55.5)	$ 9.7	$(16.5)
Income (Loss) Per Common Share	$ .82	$(2.85)	$ .50	$(1.53)

The financial position data below present the identifiable asset base of each of GATX's business segments and the degree to which such assets have been financed with external sources of capital. GATX utilizes additional assets, such as railcars and warehouses, which are obtained through off-balance-sheet operating leases and therefore are not included in identifiable assets.

FINANCIAL POSITION (In Millions):

Identifiable Assets	1994	1993	1992	1991	1990
Railcar Leasing and Management	$1,882.8	$1,701.0	$1,694.7	$1,678.3	$1,695.1
Terminals and Pipelines	1,022.5	872.5	816.2	781.7	727.7
Financial Services	1,255.8	1,240.1	1,320.0	1,366.0	1,158.5
Great Lakes Shipping	189.8	194.5	204.8	199.8	205.5
Logistics and Warehousing	172.6	172.8	165.2	189.0	140.7
Subtotal	4,523.5	4,180.9	4,200.9	4,214.8	3,927.5

	1994	1993	1992	1991	1990
Corporate and Other	20.9	25.0	27.3	32.7	29.4
Intersegment Amounts	(893.7)	(813.8)	(801.9)	(733.3)	(647.2)
Total Consolidated Amounts	$3,650.7	$3,392.1	$3,426.3	$3,514.2	$3,309.7

Long-Term Debt and Capital Lease Obligations	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 874.9	$ 744.8	$ 744.1	$ 829.3	$ 895.0
Terminals and Pipelines	506.8	422.8	389.0	392.3	400.4
Financial Services	688.3	715.3	728.4	689.2	542.5
Great Lakes Shipping	117.7	122.6	127.1	131.6	136.4
Logistics and Warehousing	13.1	17.1	10.3	29.9	20.1
Subtotal	2,200.8	2,022.6	1,998.9	2,072.3	1,994.4
Intersegment Amounts	(395.7)	(308.8)	(274.3)	(273.8)	(279.3)
Total Consolidated Amounts	$1,805.1	$1,713.8	$1,724.6	$1,798.5	$1,715.1

Deferred Income Taxes (Benefit)	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 188.3	$ 181.0	$ 175.1	$ 235.6	$ 236.1
Terminals and Pipelines	85.2	87.0	76.8	70.5	57.4
Financial Services	(.1)	(7.1)	(7.8)	10.1	7.5
Great Lakes Shipping	8.2	6.8	4.5	(2.6)	(4.5)
Logistics and Warehousing	.9	.8	(.1)	-	1.2
Subtotal	282.5	268.5	248.5	313.6	297.7
Corporate and Other	(25.0)	(20.3)	(14.4)	(10.0)	31.8
Total Consolidated Amounts	$ 257.5	$ 248.2	$ 234.1	$ 303.6	$ 329.5

Major components of GATX's cash flow are shown in the following tabular data. GATX's cash flow from operations and portfolio proceeds has been strong over the five-year period as a result of the long-lived asset base on which GATX has built its service-oriented businesses. Portfolio proceeds represent the proceeds from dispositions and the return of principal on Financial Services' investments. Net cash provided by operating activities includes net income as adjusted for non-cash items which principally consists of the provisions for depreciation and amortization, for deferred income taxes, and for possible losses.

ITEMS AFFECTING CASH FLOW (In Millions):

Cash From Operations and Portfolio Proceeds	1994	1993	1992	1991	1990

Net cash provided by operating activities	$ 265.4	$ 229.6	$ 211.3	$ 202.4	$ 164.1
Portfolio proceeds	212.3	243.4	155.0	207.0	240.3
Total Consolidated Amounts	$ 477.7	$ 473.0	$ 366.3	$ 409.4	$ 404.4

Financial Data of Business Segments (Continued)

Net Cash Provided By Operating Activities	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 118.0	$ 136.5	$ 108.7	$ 114.1	$ 129.0
Terminals and Pipelines	83.5	71.2	82.4	64.2	54.7
Financial Services	67.7	33.0	45.8	52.3	1.6
Great Lakes Shipping	8.2	11.4	17.6	11.7	10.4
Logistics and Warehousing	9.5	4.9	14.5	6.7	(10.7)
Subtotal	286.9	257.0	269.0	249.0	185.0
Corporate and Other	(21.5)	(27.4)	(57.7)	(46.6)	(20.9)
Total Consolidated Amounts	$ 265.4	$ 229.6	$ 211.3	$ 202.4	$ 164.1

Provision For Depreciation and Amortization	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 68.3	$ 63.9	$ 62.6	$ 62.2	$ 62.5
Terminals and Pipelines	43.5	41.0	38.6	35.8	32.7
Financial Services	35.1	29.5	21.1	15.5	8.8
Great Lakes Shipping	6.0	5.6	5.6	5.6	6.2
Logistics and Warehousing	11.5	10.2	10.1	8.2	4.8
Subtotal	164.4	150.2	138.0	127.3	115.0
Corporate and Other	.7	.5	.3	.4	.4
Total Consolidated Amounts	$ 165.1	$ 150.7	$ 138.3	$ 127.7	$ 115.4

Capital Additions	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 285.4	$ 195.3	$ 116.6	$ 102.4	$ 96.5
Terminals and Pipelines	154.4	77.8	76.2	85.1	204.8
Financial Services	279.2	302.1	178.0	367.9	462.2
Great Lakes Shipping	.7	.1	.6	2.5	-

Logistics and Warehousing	8.1	14.1	16.0	53.0	27.5
Subtotal	727.8	589.4	387.4	610.9	791.0
Corporate and Other	.5	7.0	.1	.1	.2
Total Consolidated Amounts	$ 728.3	$ 596.4	$ 387.5	$ 611.0	$791.2

Interest Expense	1994	1993	1992	1991	1990
Railcar Leasing and Management	$ 70.0	$ 69.6	$ 87.3	$ 92.3	$ 96.0
Terminals and Pipelines	39.7	39.0	40.3	38.9	34.5
Financial Services	62.7	65.4	71.9	71.4	56.3
Great Lakes Shipping	8.1	9.2	9.5	9.9	10.2
Logistics and Warehousing	1.0	.7	1.7	2.1	1.1
Subtotal	181.5	183.9	210.7	214.6	198.1
Corporate and Other	17.2	18.4	23.4	24.8	32.6
Intersegment Amounts	(50.5)	(50.5)	(58.0)	(57.5)	(60.5)
Total Consolidated Amounts	$ 148.2	$ 151.8	$ 176.1	$ 181.9	$ 170.2

Long-Term Debt and Capital Lease Obligation Maturities	1995	1996	1997	1998	1999
Railcar Leasing and Management	$ 87.0	$ 59.3	$ 60.9	$ 1.5	$ 54.3
Terminals and Pipelines	11.0	13.4	12.0	71.0	39.0
Financial Services	113.8	119.2	111.2	81.9	89.9
Great Lakes Shipping	4.6	5.1	6.3	5.2	5.7
Logistics and Warehousing	.4	.4	.4	.1	.1
Total Consolidated Amounts	$ 216.8	$ 197.4	$ 190.8	$ 159.7	$ 189.0

Statements of Consolidated Income and Reinvested Earnings
GATX Corporation and Subsidiaries

In Millions Except Per Share Data/Year Ended December 31

	1994	1993	1992
GROSS INCOME	$1,155.0	$1,086.9	$1,019.1
COSTS AND EXPENSES			
Operating expenses	579.5	527.6	493.0
Interest	148.2	151.8	176.1
Provision for depreciation and amortization	165.1	150.7	138.3
Provision for possible losses	19.2	29.6	82.5
Selling, general and administrative	125.2	122.8	114.3
	1,037.2	982.5	1,004.2

INCOME BEFORE INCOME TAXES, EQUITY IN NET EARNINGS OF AFFILIATED COMPANIES, AND CUMULATIVE EFFECT OF ACCOUNTING CHANGES	117.8	104.4	14.9
INCOME TAXES	48.8	51.4	9.6
INCOME BEFORE EQUITY IN NET EARNINGS OF AFFILIATED COMPANIES AND CUMULATIVE EFFECT OF ACCOUNTING CHANGES	69.0	53.0	5.3
EQUITY IN NET EARNINGS OF AFFILIATED COMPANIES	22.5	19.7	24.0
INCOME BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGES	91.5	72.7	29.3
CUMULATIVE EFFECT OF ACCOUNTING CHANGES	-	-	(45.8)
NET INCOME (LOSS)	91.5	72.7	(16.5)
Reinvested earnings at beginning of year	305.1	273.1	328.2
Dividends declared on Common and Preferred Stock	(43.1)	(40.7)	(38.6)
REINVESTED EARNINGS AT END OF YEAR	$ 353.5	$ 305.1	$ 273.1

PER SHARE DATA			
Income before cumulative effect of accounting changes	$ 3.88	$ 2.99	$ .82
Cumulative effect of accounting changes	-	-	(2.35)
Net income (loss)	3.88	2.99	(1.53)
Net income (loss), assuming full dilution	3.78	2.99	(1.53)
Dividends declared per common share	1.50	1.40	1.30
Dividends declared per $2.50 Cumulative Preferred share	2.50	2.50	2.50
Dividends declared per $3.875 Cumulative Preferred share	3.875	3.875	3.875
Average number of common shares and, in 1994 and 1993, common share equivalents	20,153,000	19,894,000	19,441,000

See Notes to Consolidated Financial Statements.

MANAGEMENT DISCUSSION & ANALYSIS OF INCOME
1994 COMPARED TO 1993

GROSS INCOME of $1.2 billion exceeded 1993 by $68 million, or 6%, as a result of a larger active railcar fleet and record revenues at many terminal locations due to strong demand. Further, Logistics' revenue increased as a result of new customers, higher volumes and some rate increases.

OPERATING EXPENSES of $580 million increased $52 million. Logistics' expenses increased due to the costs of servicing new customers and continuing productivity issues. Operating lease expenses at Transportation and Financial Services increased as a result of the increased level of operating lease assets. Transportation continues to utilize sale leasebacks to finance a portion of its railcar additions. The leaseback is recorded as an operating lease which removes the asset and related liability from the balance sheet; the payments under the operating lease are recorded as operating lease expense. Financial Services' operating lease expenses increased primarily as a result of the acquisition of a large rail portfolio in mid-1993 and increased operating lease volume in 1994. Terminals' operating expenses were higher primarily due to increased repair and maintenance spending, higher environmental expense, and other costs as a result of expanded operations.

INTEREST EXPENSE decreased slightly from the prior year, primarily as a result of lower average debt outstanding and slightly lower average interest rates. A portion of the decrease in interest expense was offset by an increase in the operating lease rent component of operating expenses as a result of the sale leasebacks at Transportation. The increase in interest rates in the last half of 1994 and into 1995 should have minimal effect on results as assets are for the most part match funded. Other assets offer repricing opportunities as contracts are renewed.

The company continues to use interest rate swaps to better match the duration of the debt portfolio to the terms of the railcar leases and floating rate assets. The effect of the swaps was to reduce interest expense in 1994 and 1993.

DEPRECIATION AND AMORTIZATION EXPENSE increased $14 million from 1993 due to capital additions and accelerated aircraft depreciation.

THE PROVISION FOR POSSIBLE LOSSES of $19 million, which is largely attributable to Financial Services, is $10 million less than the prior year's provision based on estimated reserve needs.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES increased $2 million primarily due to increased information systems, consulting, and moving and relocation costs at Terminals, partially offset by reduced legal costs at Corporate.

INCOME TAX EXPENSE of $49 million decreased $3 million from 1993. The 1993 statutory federal tax rate increase from 34% to 35% added a $7 million charge in 1993 for the cumulative increase in deferred income taxes and a $1 million charge for 1993 current year taxes. The 1993 effective tax rate of 49% exceeded the statutory rate primarily as the result of the increase in deferred taxes due to the increased tax rate. The effective tax rate for 1994 was 41%. The effective tax rate for both years was higher than the statutory rate because of state taxes, foreign income and nondeductible items.

EQUITY IN NET EARNINGS OF AFFILIATED COMPANIES increased $3 million, primarily due to higher equity earnings at certain European terminals as a result of improved results and favorable foreign exchange rates. Earnings at Financial Services increased due to improved results at its international aircraft joint venture.

CONSOLIDATED NET INCOME of $91 million increased from $73 million in 1993 as a result of improved operating performance. Further, net income for 1993 was reduced by a charge of $7 million for the cumulative increase in deferred income taxes.

Consolidated Balance Sheets
GATX Corporation and Subsidiaries

In Millions/December 31	1994	1993
ASSETS		
CASH AND CASH EQUIVALENTS	$ 27.3	$ 26.2
RECEIVABLES		
Trade accounts	101.6	88.0
Finance leases	533.4	537.0
Secured loans	231.2	226.1

Less - Allowance for possible losses	(89.6)	(96.0)
	776.6	755.1
PROPERTY, PLANT AND EQUIPMENT		
Railcars and support facilities	1,857.4	1,735.8
Tank storage terminals and pipelines	1,171.8	1,014.8
Great Lakes vessels	203.4	203.4
Operating lease investments and other	412.3	351.1
	3,644.9	3,305.1
Less - Allowances for depreciation	(1,452.6)	(1,342.8)
	2,192.3	1,962.3
INVESTMENTS IN AFFILIATED COMPANIES	365.3	329.1
OTHER ASSETS	289.2	319.4
	$3,650.7	$3,392.1

LIABILITIES, DEFERRED ITEMS AND SHAREHOLDERS' EQUITY		
ACCOUNTS PAYABLE	$ 269.5	$ 190.6
ACCRUED EXPENSES	49.6	53.0
DEBT		
Short-term debt	268.2	226.1
Long-term debt	1,549.7	1,446.5
Capital lease obligations	255.4	267.3
	2,073.3	1,939.9
DEFERRED INCOME TAXES	257.5	248.2
OTHER DEFERRED ITEMS	338.4	370.5
TOTAL LIABILITIES AND DEFERRED ITEMS	2,988.3	2,802.2
SHAREHOLDERS' EQUITY		
Preferred Stock	3.4	3.4
Common Stock	14.2	14.1
Additional capital	318.1	312.4
Reinvested earnings	353.5	305.1
Cumulative foreign currency translation adjustment	20.3	2.0
	709.5	637.0
Less - Cost of common shares in treasury	(47.1)	(47.1)
TOTAL SHAREHOLDERS' EQUITY	662.4	589.9
	$3,650.7	$3,392.1

See Notes to Consolidated Financial Statements.

MANAGEMENT DISCUSSION & ANALYSIS OF BALANCE SHEETS
1994 COMPARED TO 1993

TOTAL ASSETS of $3.7 billion increased $259 million as the high level of capital additions and investments in affiliates more than offset the depreciation of capitalized assets and the normal runoff of the portfolio.

TOTAL RECEIVABLES increased $22 million from the prior year end. Trade receivables increased due to the higher level of revenues. Finance leases decreased slightly as the normal runoff of the portfolio offset the current year lease additions. The secured loan balance increased $5 million as new volume exceeded proceeds received on the loan portfolio. The allowance for possible losses decreased $6 million. Financial Services provided a $19 million addition to the loss reserve in 1994, which was more than offset by $25 million of writedowns, net of recoveries, primarily on aircraft. The allowance for losses remained largely unchanged at the other subsidiaries.

PROPERTY, PLANT AND EQUIPMENT increased $230 million. Transportation invested $264 million in new and used railcars and $18 million to upgrade its repair shops, which was partially offset by the sale and leaseback of $130 million of such railcar additions. As these leasebacks qualified as operating leases, the assets were removed from the balance sheet. Terminals invested $154 million for tank construction, facility improvements, and terminal acquisitions.

INVESTMENTS IN AFFILIATED COMPANIES increased $36 million. New investments of $29 million included a European rail joint venture and an increased ownership interest in a Singapore terminal facility. Equity income of $22 million and $11 million of unrealized translation gains and other changes were partially offset by $26 million of cash distributions received primarily from air and technology joint ventures.

OTHER ASSETS decreased $30 million to $289 million. Assets held for sale or lease at Financial Services decreased $32 million to a balance of $24 million as a result of real estate sales and aircraft writedowns.

ACCOUNTS PAYABLE increased $79 million primarily as a result of a previously deferred prepayment from an airline to be refunded due to the exercise of their option to return four DC-10 aircraft in January 1995.

TOTAL DEBT increased $133 million to fund a portion of the significant volume of capital additions made during the year.

CONSOLIDATED EQUITY increased $72 million, reflecting net income of $91 million and declaration of $43 million of common and preferred dividends. The cumulative foreign currency translation adjustment increased $18 million as a result of the weakening of the dollar against most major currencies. The balance of the change is attributable to proceeds from stock option exercises.

STATEMENTS OF CONSOLIDATED CASH FLOWS
GATX Corporation and Subsidiaries

In Millions/Year Ended December 31	1994	1993	1992
OPERATING ACTIVITIES			
Net income (loss)	$ 91.5	$ 72.7	$ (16.5)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Realized gain on disposition of leased equipment	(21.7)	(45.7)	(21.8)
Provision for depreciation and amortization	165.1	150.7	138.3
Provision for possible losses	19.2	29.6	82.5
Deferred income taxes (credit)	9.4	11.7	(24.4)
Cumulative effect of accounting changes	-	-	45.8
Net change in trade receivables, inventories, accounts payable and accrued expenses	64.6	15.9	.6
Other	(62.7)	(5.3)	6.8
Net cash provided by operating activities	265.4	229.6	211.3
INVESTING ACTIVITIES			
Additions to property, plant and equipment	(435.0)	(292.9)	(210.7)
Additions to equipment on lease, net of nonrecourse financing	(161.3)	(216.0)	(80.1)
Secured loans extended	(101.5)	(39.4)	(40.2)
Investments in affiliated companies	(29.5)	(43.3)	(54.6)
Progress payments and other	(1.0)	(4.8)	(1.9)

Capital additions	(728.3)	(596.4)	(387.5)
Portfolio proceeds:			
From disposition of leased equipment	65.4	102.2	52.5
From return of investment	146.9	141.2	102.5
Total portfolio proceeds	212.3	243.4	155.0
Proceeds from other asset dispositions	148.5	243.4	112.0
Net cash (used in) investing activities	(367.5)	(109.6)	(120.5)
FINANCING ACTIVITIES			
Proceeds from issuance of long-term debt	239.0	199.3	225.2
Repayment of long-term debt	(127.0)	(160.1)	(279.7)
Net increase (decrease) in short-term debt	42.1	(105.3)	9.7
Repayment of capital lease obligations	(12.4)	(14.6)	(10.8)
Issuance of Common Stock under employee benefit programs	4.6	4.7	1.2
Cash dividends	(43.1)	(40.7)	(38.6)
Net cash provided by (used in) financing activities	103.2	(116.7)	(93.0)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$ 1.1	$ 3.3	$ (2.2)

See Notes to Consolidated Financial Statements.

MANAGEMENT DISCUSSION AND ANALYSIS OF CASH FLOW
1994 COMPARED TO 1993

GATX generates significant cash from its operating activities and proceeds from its investment portfolio which are used to service debt, pay dividends and fund capital additions. Most of the capital requirements represent additions to the railcar fleet, terminal and pipeline facilities, capital equipment investment portfolio, and joint ventures, and are considered discretionary capital expenditures. As a result, the level of capital spending can be adjusted as conditions in the economy or GATX's businesses warrant.

CASH PROVIDED BY OPERATING ACTIVITIES generated $265 million of cash flow in 1994, a $36 million increase from 1993. Net income adjusted for noncash items generated $263 million, an increase of $44 million over 1993 due to improved net income and an increase in noncash items as a result of increased depreciation and reduced disposition gains. The $24 million decrease in realized gains on disposition of leased equipment effectively increased cash from operating activities as the full amount of the proceeds was included under investing activities as portfolio proceeds. Changes in working capital and other generated $9 million less cash in the current year. The increase in working capital and decrease in other is primarily the result of a reclassification from deferred items to accounts payable; American Airlines has exercised its option to return four DC-10 aircraft in early 1995.

CASH USED IN INVESTING ACTIVITIES increased $258 million from the prior year. Capital additions totaled $728 million, an increase of $132 million from 1993. Transportation invested $264 million in the railcar fleet versus $171 million in the prior year; $18 million also was invested in a multi-year program to significantly upgrade its repair facilities versus $24 million in 1993. This program should be completed in 1995. Terminals' capital spending of $154 million increased $77 million from 1993 and included the acquisition of six additional terminal facilities plus the expansion or upgrading of several existing terminal facilities. Additions at Financial Services of $279 million were $23 million less than the previous year. Logistics' spending of $8 million was down $6 million from a year ago. In 1993, $7 million was expended at Corporate related to the relocation of the Chicago operations to a new office building.

Proceeds of $212 million were generated from the portfolio compared to $243 million in 1993. Proceeds from the disposition of leased equipment of $65 million, primarily from the sale of rail equipment, were $37 million less than the prior year. Proceeds from the return of investment of $147 million increased $6 million due to increased secured loan repayments which were partially offset by reduced cash from leases. Loan proceeds included $42 million from the early payoff of two golf facility loans and $18 million of real estate loan repayments.

Proceeds from other asset dispositions of $149 million decreased $95 million from 1993. In 1994, General American Transportation Corporation (GATC) completed a $130 million sale leaseback of certain railcars at Transportation. In 1993, net proceeds of $229 million were received from the sale leaseback of railcars at Transportation and the sale leaseback of a rail equipment portfolio acquired by Financial Services. GATX has used sale leasebacks as a cost effective method of financing assets given GATX's alternative minimum tax position.

CASH PROVIDED BY FINANCING ACTIVITIES was $103 million in 1994 compared to $117 million of cash used in financing activities in 1993. GATX finances its capital additions through cash generated from operations and portfolio proceeds supplemented by debt financings and sale leasebacks. During the year $239 million of long-term debt was issued and $127 million of long-term obligations were repaid. Short-term debt increased by $42 million to a balance of $268 million.

Cash dividends increased $2 million in 1994 due to an increase in the common stock dividend from $1.40 per share in 1993 to $1.50 in 1994. This was the ninth consecutive year GATX increased its dividend. The dividend was increased to $1.60 in January 1995.

LIQUIDITY AND CAPITAL RESOURCES. GATC, GATX Capital, GATX Terminals and GATX Logistics have revolving credit facilities. GATC and GATX Capital also have commercial paper programs and uncommitted money market lines which are used to fund operating needs. In 1994, GATC amended its credit facility to extend until 1998 while GATX Capital's amended three-year revolver now expires in 1997. Under the covenants of the commercial paper programs and rating agency guidelines, GATC and GATX Capital individually must keep unused revolver capacity at least equal to the amount of commercial paper and money market lines outstanding.

At December 31, 1994, GATX and its subsidiaries had available unused committed lines of credit amounting to $334 million.

GATC has a $650 million shelf registration for debt securities and pass through trust certificates under which $175 million of notes and $93 million of pass through trust certificates have been issued. GATX Capital has a $300 million shelf registration under which $55 million of medium-term notes have been issued. At year end, GATX has $366 million of commitments to provide financing to customers or to acquire assets, $264 million of which is scheduled to fund in 1995.

At December 31, 1994, approximately $597 million of net assets of subsidiaries have certain restrictions which limit the ability to transfer assets to GATX parent in the form of loans, advances or dividends. The majority of the restricted net assets relate to the revolving credit agreement of GATC and the various loan agreements of GATX Capital and GATX Logistics. Such restrictions are not expected to have an adverse impact on the ability of GATX to meet its cash obligations.

ENVIRONMENTAL MATTERS Certain of GATX's operations present potential environmental risks principally through the transportation or storage of various commodities. Recognizing that some risk to the environment is intrinsic to its operations, GATX is committed to protecting the environment as well as complying with applicable environmental protection laws and regulations. GATX, as well as its competitors, is subject to extensive regulation under federal, state and local environmental laws which have the effect of increasing the costs and liabilities associated with the conduct of its operations. In addition, GATX's foreign operations are subject to environmental regulations in effect in each respective jurisdiction.

GATX's policy is to monitor and actively address environmental concerns in a responsible manner. GATX has received notices from the U.S. Environmental Protection Agency (EPA) that it is a potentially responsible party (PRP) for study and clean-up costs at 11 sites under the requirements of the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (Superfund). Under Superfund and comparable state laws, GATX may be required to share in the cost to clean-up various contaminated sites identified by the EPA and other agencies. In all but one instance, GATX is one of a number of financially responsible PRPs and has been identified as contributing only a small percentage of the contamination at each of the sites. Due to various factors such as the required level of remediation and participation in clean-up efforts by others, GATX's total clean-up costs at these sites cannot be predicted with certainty; however, GATX's best estimates for remediation and restoration of these sites have been determined and are included in its environmental reserves.

Future costs of environmental compliance are indeterminable due to unknowns such as the magnitude of possible contamination, the timing and extent of the corrective actions that may be required, the determination of the company's liability in proportion to other responsible parties, and the extent to which such costs are recoverable from third parties including insurers. Also, GATX may incur additional costs relating to facilities and sites where past operations followed practices and procedures that were considered acceptable at the time but in the future may require investigation and/or remedial work to ensure adequate protection to the environment under current or future standards. If future laws and regulations contain more stringent requirements than presently anticipated, expenditures may be higher than the estimates, forecasts, and assessments of potential environmental costs provided. However, these costs are expected to be at least equal to the current level of expenditures. In addition, GATX has provided indemnities for environmental issues to the buyers of two divested companies for which GATX believes it has adequate reserves.

GATX's environmental reserve at the end of 1994 was $96 million and reflects GATX's best estimate of the cost to remediate its environmental conditions. Additions to the reserve were $27 million in 1994 and $17 million in 1993; 1994 included $13 million recorded in conjunction with terminal acquisitions. Expenditures charged to the reserve amounted to $12 million and $10 million in 1994 and 1993, respectively.

In 1994, GATX made capital expenditures of $15 million for environmental and regulatory compliance compared to $18 million in 1993. These projects included marine vapor recovery, discharge prevention compliance, waste water systems, impervious dikes, tank modifications for emissions control, and tank car cleaning systems. Environmental projects authorized or currently under consideration would require capital expenditures of approximately $30 million in 1995. It is anticipated that GATX will make annual expenditures at a similar level over the next five years.

Notes to Consolidated Financial Statements

Financial data of business segments for 1994, 1993, and 1992 on pages 34 through 37 are an integral part of the consolidated financial statements of GATX Corporation and subsidiaries.

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies of GATX and its consolidated subsidiaries are discussed below.

Consolidation

The consolidated financial statements include the accounts of GATX and its majority-owned subsidiaries. Investments in 20 to 50 percent-owned companies and joint ventures are accounted for under the equity method and are shown as investments in affiliated companies. Less than 20 percent-owned affiliated companies are recorded using the cost method.

Cash Equivalents

GATX considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. The carrying amounts reported in the balance sheet for cash and cash equivalents approximate the fair value of those assets.

Property, Plant and Equipment

Property, plant and equipment are stated principally at cost. Assets acquired under capital leases are included in property, plant and equipment and the related obligations are recorded as liabilities. Provisions for depreciation include the amortization of the cost of capital leases and are computed by the straight-line method which results in equal annual depreciation charges over the estimated useful lives of the assets. The estimated useful lives of depreciable assets are as follows:

Railcars	20-33 years
Buildings, leasehold improvements, storage tanks, and pipelines	5-45 years
Great Lakes vessels	30-40 years
Machinery and related equipment	3-20 years
Operating lease investments	3-30 years

Goodwill

GATX has classified the cost in excess of the fair value of net assets acquired as goodwill. Goodwill, which is included in other assets, is being amortized on a straight-line basis over 40 years. Goodwill, net of accumulated amortization of $21.3 million and $18.2 million, was $133.8 million and $136.6 million as of December 31, 1994 and 1993, respectively. Amortization expense was $4.1 million in 1994, 1993 and 1992.

Income Taxes

In February 1992, Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes, was issued by the Financial Accounting Standards Board which, among other things, requires that recognition of deferred income taxes be measured by the provisions of enacted tax laws in effect at the date of the financial statements. This Statement was adopted by GATX in the first quarter of 1992. The cumulative effect of the adoption of this Statement was to reduce the deferred tax liability by $9.7 million. This amount was added to net income and thereby to shareholders' equity.

United States income taxes have not been provided on the undistributed earnings of foreign subsidiaries and affiliates which GATX intends to permanently reinvest in these foreign operations. The cumulative amount of such earnings was $134.8 million at December 31, 1994.

GATX participates in a Capital Construction Fund agreement with the United States Maritime Administration. Contributions to the Fund reduce taxable income and the tax basis of the related vessels. Deferred taxes are not required to be provided for such contributions and, consequently, income taxes in future years will increase if not offset by additional deposits. Based on current statutory rates, such income tax liability would be $4.2 million.

Other Deferred Items

Other deferred items include the accrual for postretirement benefits other than pensions in addition to environmental, general liability and workers' compensation reserves, and other deferred credits.

Off-Balance-Sheet Financial Instruments

GATX uses interest rate and currency swaps and currency forwards to set interest and exchange rates on existing or anticipated transactions. GATX may also, on occasion, use caps, forwards, and other similar contracts. These contracts qualify for hedge accounting. Fair values of GATX's off-balance-sheet financial instruments (futures, swaps, forwards, options, guarantees, and lending and purchase commitments) are based on current market prices, settlement values or fees currently charged to enter into similar agreements. The fair values of the hedge contracts are not recognized in the financial statements. Net amounts paid or received on such contracts are recognized over the term of the contract as an adjustment to interest expense on the basis of the hedged financial instrument.

Environmental Liabilities

Expenditures that relate to current or future operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation are charged to environmental reserves. Reserves are recorded in accordance with accounting guidelines to cover work at identified sites when GATX's liability for environmental clean-up is both probable and a minimum estimate of associated costs can be made; adjustments to initial estimates are recorded as necessary.

Revenue Recognition

The majority of GATX's gross income is derived from the rentals of railcars, commercial aircraft, Great Lakes vessels, and terminalling, warehousing and logistics services. In addition, income is derived from finance leases, asset dispositions, secured loans and other services.

Foreign Currency Translation

The assets and liabilities of GATX operations located outside the United States are translated at exchange rates in effect at year end, and income statements are translated at the average exchange rates for the year. Gains or losses resulting from the translation of foreign currency financial statements are deferred and recorded as a separate component of consolidated shareholders' equity. Incremental unrealized translation gains (losses) recorded in the cumulative foreign currency adjustment account were $18.3 million, $(5.4) million, and $(3.4) million, during 1994, 1993 and 1992, respectively.

Earnings Per Share

Primary earnings per share are based on the weighted average number of common shares and, in 1994 and 1993, common share equivalents outstanding. Net income is adjusted for the preferred stock dividends. The common share equivalents represent the dilutive shares issuable upon exercise of employee stock options. Fully dilutive earnings per share are based on the weighted average number of common shares outstanding, including shares issuable upon exercise of employee stock options, and assume all preferred stock has been converted into common shares if the effect of such conversion is not antidilutive.

Reclassifications

Certain amounts in the 1993 and 1992 financial statements have been reclassified to conform to the 1994 presentation.

NOTE B - ACCOUNTING FOR LEASES

The following information pertains to GATX as a lessor:

Finance Leases - The components of the investment in finance leases were (in millions):

	December 31 1994	December 31 1993
Minimum future lease receivables	$ 558.4	$ 601.1
Estimated residual values	266.1	260.0
	824.5	861.1
Less - Unearned income	(291.1)	(324.1)

Investment in finance leases	$ 533.4	$ 537.0

Operating Leases - The majority of railcar and tankage assets and certain other equipment leases included in property, plant and equipment are accounted for as operating leases.

Minimum Future Receipts - Minimum future lease receipts from finance leases and minimum future rental receipts from noncancelable operating leases by year at December 31, 1994 were (in millions):

	Finance Leases	Operating Leases	Total
1995	$ 92.2	$ 484.6	$ 576.8
1996	84.6	333.3	417.9
1997	60.8	258.4	319.2
1998	48.6	195.8	244.4
1999	50.5	124.3	174.8
Years thereafter	221.7	403.0	624.7
	$558.4	$1,799.4	$2,357.8

The following information pertains to GATX as a lessee:

Capital Leases - Certain assets classified as property, plant and equipment and finance leases which have been financed under capital leases were (in millions):

	December 31 1994	1993
Railcars	$ 153.1	$ 153.2
Great Lakes vessels	159.5	159.5
	312.6	312.7
Less - Allowances for depreciation	(141.1)	(130.1)
	171.5	182.6
Finance leases	18.9	23.6
	$ 190.4	$ 206.2

Operating Leases - GATX has financed railcars and warehouses through sale leasebacks which are accounted for as operating leases. In addition, GATX leases certain other assets and office facilities. Total rental expense, net of sublease income, for the years ended December 31, 1994, 1993 and 1992 was $113.7 million, $94.1 million, and $76.5 million, respectively. Sublease income was $6.8 million, $6.3 million and $4.6 million in 1994, 1993 and 1992, respectively.

Minimum Future Rental Payments - Future minimum rental payments due under noncancelable leases at December 31, 1994 were (in millions):

	Capital Leases	Operating Leases

1995	$ 34.2	$ 110.7
1996	33.8	115.9
1997	32.9	107.5
1998	31.9	95.1
1999	31.9	80.0
Years thereafter	278.5	943.9
	443.2	$1,453.1
Less - Amounts representing interest	(187.8)	
Present value of future minimum capital lease payments	$ 255.4	

The above capital lease amounts and certain operating leases do not include the costs of licenses, taxes, insurance, and maintenance which GATX is required to pay. Minimum future operating lease payments have not been reduced by aggregate future noncancelable sublease rentals of $23.7 million. Interest expense on the above capital leases was $21.2 million in 1994, $23.6 million in 1993, and $24.8 million in 1992.

NOTE C - SECURED LOANS

Investments in secured loans are stated at the principal amount outstanding plus accrued interest. The loans are collateralized by equipment, golf courses or real estate. As of December 31, 1994, secured loan principal due by year was as follows (in millions):

	Loan Principal
1995	$ 39.9
1996	35.8
1997	32.8
1998	34.8
1999	18.7
Years thereafter	69.2
	$ 231.2

NOTE D - INVESTMENTS IN AFFILIATED COMPANIES

GATX has investments in 20 to 50 percent-owned companies and joint ventures which are accounted for using the equity method. These investments include a Canadian railcar company, foreign tank storage terminals, and aircraft and technology equipment joint ventures. Distributions received from such affiliates were $26.2 million, $27.7 million, and $55.7 million, in 1994, 1993 and 1992, respectively.

Summarized operating results for all affiliated companies in their entirety were (in millions):

For the Year	1994	1993	1992
Revenues	$ 489.2	$ 400.9	$ 453.4
Net income	60.9	42.9	53.7

Summarized balance sheet data for all affiliated companies in their entirety were (in millions):

	December 31 1994	1993
Total assets	$2,031.0	$1,784.6
Long-term liabilities	780.7	664.9
Other liabilities	214.8	228.9
Shareholders' equity	$1,035.5	$ 890.8

NOTE E - FOREIGN OPERATIONS

Foreign operations were not material to the consolidated gross income or pretax income of GATX Corporation for any of the years presented. However, GATX does have a number of investments in affiliated companies which are located in, or derive income from, foreign countries which contribute significantly to equity in net earnings of affiliated companies. The foreign identifiable assets are primarily investments in affiliated companies, and a United Kingdom terminalling operation and foreign lease and loan investments which are fully consolidated.

Equity in Net Earnings of Affiliated Companies (in Millions)	1994	1993	1992
Foreign	$ 21.2	$ 18.1	$ 18.8
United States	1.3	1.6	5.2
	$ 22.5	$ 19.7	$ 24.0

Identifiable Assets (in Millions)	1994	1993	1992
Foreign	$ 479.6	$ 419.4	$ 382.7
United States	3,171.1	2,972.7	3,043.6
	$3,650.7	$3,392.1	$3,426.3

Foreign cash flows generated are used to meet local operating needs and for reinvestment. The translation of the foreign balance sheets into U.S. dollars results in an increase or decrease to the unrealized foreign currency translation account.

NOTE F - SHORT-TERM DEBT AND LINES OF CREDIT

Short-term debt and its weighted average interest rate as of year end were (in millions):

December 31	1994		1993	
	Amount	Rate	Amount	Rate
Commercial paper	$184.8	6.12%	$129.7	3.60%
Other short-term borrowings	83.4	6.03	96.4	4.23
	$268.2		$226.1	

Under a revolving credit agreement with a group of banks, General American Transportation Corporation (GATC) may borrow up to $250.0 million. The revolving credit agreement contains various restrictive covenants which include, among other things, minimum net worth, restrictions on additional indebtedness, and requirements to maintain certain financial ratios for GATC. Under the agreement GATC met its requirement to maintain a minimum net worth of $550.0 million at December 31, 1994. While at year end no borrowings were outstanding under the agreement, the available line of credit was reduced by $60.0 million of commercial paper outstanding. GATC had borrowings of $36.5 million under unsecured money market lines. Also, GATX Terminals has a revolving credit agreement of pounds25.0 million of which pounds4.0 million was available at year end.

GATX Capital has commitments under its credit agreements with a group of banks for revolving credit loans totaling $250.0 million of which $125.2 million was available at December 31, 1994. The amount available was reduced by outstanding commercial paper and bankers' acceptances. The credit agreement contains various covenants which include, among other things, minimum net worth, restrictions on dividends, and requirements to maintain certain financial ratios for GATX Capital. At December 31, 1994, such covenants limited GATX Capital's ability to transfer net assets to GATX to no more than $100.1 million.

Interest expense on short-term debt was $13.2 million in 1994, $10.9 million in 1993, and $13.2 million in 1992.

NOTE G- LONG-TERM DEBT

Long-term debt consisted of (in millions):

	Interest Rates	Final Maturity	December 31 1994	December 31 1993
Variable rate:				
Term notes	4.25%-7.075%	1995-1999	$ 81.0	$ 54.0
Nonrecourse obligations	7.375-10.0	1995-2002	48.8	60.5
			129.8	114.5
Fixed rate:				
Term notes	5.16%-10.80%	1995-2012	1,321.9	1,230.9
Nonrecourse obligations	8.25	1996	6.5	7.6
Industrial revenue bonds	6.625-7.3	2019-2024	87.9	88.9
Title XI bonds	7.1	1998	3.6	4.6
			1,419.9	1,332.0
			$1,549.7	$1,446.5

Maturities of GATX's long-term debt as of December 31, 1994 for each of the years 1995 through 1999 were (in millions):

	Long-Term Debt
1995	$ 203.1
1996	183.0
1997	176.2
1998	144.6
1999	172.6

At December 31, 1994, certain vessels and warehouse equipment with a net carrying value of $16.6 million were pledged as collateral for $6.2 million of notes and bonds.

Interest cost incurred on long-term debt, net of capitalized interest, was $113.8 million in 1994, $117.3 million in 1993, and $138.1 million in 1992. Interest cost capitalized as part of the cost of construction of major assets was $3.0 million in 1994, $2.7 million in 1993, and $4.2 million in 1992. Losses of $.3 million, $.5 million and $3.3 million were recorded on the early retirement of debt in 1994, 1993 and 1992, respectively.

At December 31, 1994, certain debt agreements of subsidiaries restrict the ability of the subsidiaries to transfer net assets to the parent company in the form of loans, advances or dividends. Such restrictions affect $597.1 million of the $1,170.3 million of total subsidiary net assets. The majority of these restrictions relate to the revolving credit agreement of GATC and certain loan agreements of GATX Capital and GATX Logistics.

NOTE H - OFF-BALANCE-SHEET FINANCIAL INSTRUMENTS

In the ordinary course of business, GATX enters into various types of transactions that involve contract and financial instruments with off-balance-sheet risk. These instruments are entered into to manage financial market risk, including interest rate and foreign exchange risk.

At December 31, 1994 GATX had the following off-balance-sheet financial instruments (amounts in millions):

Interest Rate Swaps	Amount	Pay Rate/Index	Receive Rate/Index	Maturity
GATX pays fixed, receives floating	$500.0	4.18-6.82%	LIBOR	1995-1997
GATX pays floating, receives fixed	780.0	LIBOR	5.45-8.2%	1995-2006

Currency Forwards and Swaps	Deliver	Purchase	Maturity
Peso forwards	$6.2	30.375 Pesos	1995
Singapore dollar forwards	9.6	14.0 Singapore	1995
Canadian dollar swap	3.7	5.0 Canadian	2001

GATX has had the following interest rate hedge activity (in millions):

Interest Rate Swaps	Pay Fixed	Pay Floating
Balance at December 31, 1992	$ -	$ 60.0
Additions	400.0	620.0
Maturities	-	-
Balance at December 31, 1993	400.0	680.0
Additions	200.0	100.0
Maturities	(100.0)	-
Balance at December 31, 1994	$ 500.0	$ 780.0

GATX manages its assets and liabilities using interest rate swaps to better match the duration of its debt portfolio to the lease terms of its railcar assets. Also, GATX uses interest rate swaps in addition to commercial paper and floating rate medium-term notes to match fund its floating rate lease and loan portfolios with floating rate borrowings. Railcar assets are financed with fixed rate long-term debt or through sale leasebacks. Assets are placed on lease with average new lease terms of 5 years; the average renewal term is 3 years. Rents are fixed over these lease terms. In its swaps, GATX agrees to exchange, at specific intervals, the difference between fixed and floating rate interest amounts calculated on an agreed upon notional principal amount. The swaps have in effect converted $280 million of long-term fixed rate debt into floating rate debt and $500 million of long-term fixed rate debt into 1-3 year fixed rate debt. As leases on railcars are renewed, the new lease rate should more closely correlate with the terms of the swapped debt.

The net amount payable or receivable from the interest rate swap agreements is accrued as an adjustment to interest expense. The fair value of its interest rate swap agreements is the amount the company would receive or pay to terminate the swap agreement; at year end, GATX would pay $55.7 million if the swaps were terminated. At December 31, 1993, $1,080.0 million of interest rate swaps were in effect; the fair value of the swap components would have resulted in a net payment to GATX of $10.9 million if the swaps were terminated at that time.

Transportation has a contract to operate and manage a Mexican railcar operation with an advance Peso payment due in January 1995. In December 1994, a forward contract to purchase Pesos was entered into to convert U.S. $6.2 million to 30.375 million pesos. This contract was settled in January and the subsequent loss recorded as an adjustment to the concession cost to be amortized straight line over its life. In conjunction with the financing of the purchase of an interest in a joint venture, Terminals has forward contracts to purchase 14.0 million Singapore dollars in exchange for $9.6 million. These contracts will settle between January and September 1995. Any gain or loss from the settlement will be allocated over the term of the financing. In addition, a currency swap was entered into at GATX Capital to lock in the conversion rate on the eventual cash flow on a Canadian dollar denominated investment.

In the event that a counterparty fails to meet the terms of the interest rate swap agreement or a foreign exchange contract, GATX's exposure is limited to the interest rate or currency differential. GATX manages the credit risk of counterparties by dealing only with institutions that the company considers financially sound and by avoiding concentrations of risk with a single counterparty. GATX considers the risk of nonperformance to be remote.

NOTE I - FAIR VALUE OF OTHER FINANCIAL INSTRUMENTS

The following table presents the carrying amounts and estimated fair values of GATX's financial instruments that are recorded on the balance sheet. SFAS No. 107, Disclosures about Fair Value of Financial Instruments, defines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties.

December 31	1994		1993	
(In Millions):	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:				
Cash and cash equivalents	$ 27.3	$ 27.3	$ 26.2	$ 26.2
Trade accounts receivables	101.6	101.6	88.0	88.0
Secured loans	231.2	221.2	226.1	228.3
Liabilities:				
Accounts payable - trade	269.5	269.5	190.6	190.6

Short-term debt	268.2	268.2	226.1	226.1
Long-term debt - variable	129.8	129.8	114.5	114.5
Long-term debt - fixed	1,419.9	1,439.9	1,332.0	1,481.6

The carrying amounts shown in the table are included in the balance sheet under the indicated captions.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Cash and cash equivalents, trade receivables, trade payables and short-term debt are carried at cost which approximates fair value because of the short maturity of those instruments.

Secured loan investments are stated at the principal amount outstanding plus accrued interest. The loans are collateralized by equipment, golf courses or real estate. The fair value of variable rate loans is assumed to be equal to their recorded amounts. The fair value of fixed rate loans is estimated using discounted cash flow analyses, at interest rates currently offered for loans with similar terms to borrowers of similar credit quality.

The carrying amounts of variable rate long-term debt reported in the balance sheet approximate fair value. The fair value of fixed rate long-term debt was estimated by aggregating the notes and performing a discounted cash flow calculation using a weighted average note term and market rate based on GATX's current incremental borrowing rates for similar types of borrowing arrangements.

NOTE J - PENSION BENEFITS

GATX and its subsidiaries, exclusive of GATX Logistics, maintain several noncontributory defined benefit pension plans covering substantially all employees. Logistics' employees participate in a 401(k) retirement plan. Benefits payable under the pension plans are based on years of service and/or final average salary. The funding policy for all plans is based on an actuarially determined cost method allowable under Internal Revenue Service regulations.

The net periodic pension cost for the GATX defined benefit plans was determined based on the funds' status at the beginning of the year. Significant assumptions used in determining pension cost for 1992 through 1994 were:

	1994	1993	1992
Discount rate	7.75%	8.5%	9.0%
Expected long-term rate of return on assets	8.75%	9.0%	9.0%
Rate of increase in compensation levels	5.5%	6.0%	6.0%

The components of net periodic pension cost were (in millions):

For the Year	1994	1993	1992
Service cost of benefits earned during the period	$ 5.6	$ 5.0	$ 4.3
Interest cost on projected benefit obligation	19.4	19.2	18.8
Actual return on plan assets	1.6	(26.4)	(12.4)
Net amortization and deferral	(22.5)	7.2	(6.0)
Net periodic pension cost	$ 4.1	$ 5.0	$ 4.7

The projected benefit obligation was determined based on the funded status at year end. Significant assumptions used in determining the projected benefit obligations were:

	1994-1993	1992
Discount rate	7.75%	8.5%
Rate of increase in compensation levels	5.5%	6.0%

The effect of the change in assumptions in 1993 was a decrease of $12.4 million in the unrecognized net gain resulting in an unrecognized net loss position at the end of 1993. The funded status of the defined benefit plans and the amounts recognized in GATX's consolidated balance sheet were (in millions):

December 31	1994	1993
Actuarial present value of benefit obligation:		
Accumulated benefit obligation		
- vested	$224.7	$223.6
- nonvested	6.9	5.0
	231.6	228.6
Effects of projected future compensation levels	32.3	34.4
Projected benefit obligation	263.9	263.0
Plan assets at fair market value, primarily listed stocks and bonds	237.9	254.4
Projected benefit obligation in excess of plan assets	$ 26.0	$ 8.6
Reconciliation of funded status to recorded amounts:		
Net pension liability included in balance sheet	$ (.2)	$ .6
Unrecognized net asset from transition to new pension accounting standard	(.5)	(.5)
Unrecognized net loss	21.8	3.5
Unrecognized prior service cost	4.9	5.0
Projected benefit obligation in excess of plan assets	$ 26.0	$ 8.6

GATX makes contributions to its defined benefit pension plans in addition to the multiemployer pension plans of various unions. The contributions to such plans were (in millions):

	For the Year		
	1994	1993	1992
Contributions to GATX's pension plans	$ 7.9	$ 7.4	$ 6.0
Contributions to multiemployer pension plans	2.1	1.8	2.0

NOTE K - POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

GATX provides health care, life insurance and other benefits for certain retired employees who meet established criteria. Most domestic employees are eligible for health care and life insurance benefits if they retire from GATX with immediate pension benefits under the GATX pension plan. The plans are either contributory or non-contributory, depending on various factors.

In 1992, GATX implemented SFAS No. 106, Employers' Accounting for Postretirement Benefits Other Than Pensions, using the immediate recognition transition method, effective as of January 1, 1992. SFAS

No. 106 requires recognition of the cost of postretirement benefits during an employee's active service life. GATX's previous practice was to expense these costs as they were paid. GATX recorded a charge of $55.5 million ($85.4 million pretax) in the first quarter of 1992 to reflect the cumulative effect of the change in accounting principle for periods prior to 1992. Aside from the one-time impact of the transition obligation, adoption of SFAS No. 106 was not material to 1992 financial results.

Net periodic postretirement cost included the following components (in millions):

	For the Year 1994	1993	1992
Current service cost	$ .5	$ .5	$ .3
Interest cost on accumulated postretirement benefit obligation	6.2	7.3	7.8
Net periodic postretirement benefit cost	$ 6.7	$7.8	$8.1
Discount rate	7.75%	8.5%	9.0%

The following table sets forth the amounts recognized in GATX's consolidated balance sheet (in millions):

December 31	1994	1993
Accumulated postretirement benefit obligation:		
Retirees	$ 71.7	$ 84.3
Fully eligible active plan participants	3.3	4.1
Other active plan participants	5.8	6.1
Total accumulated postretirement benefits obligation	80.8	94.5
Unrecognized gain (loss)	.8	(10.5)
Accrued postretirement benefit liability	$ 81.6	$ 84.0

The accrued postretirement benefit liability was determined using an assumed discount rate of 7.75% for 1994 and 1993 and 8.5% for 1992. The effect of the change in the discount rate assumption was a deferred loss of $5.2 million in 1993.

For measurement purposes, blended rates ranging from 11% decreasing to 5% over the next three years and remaining at that level thereafter were used for the increase in the per capita cost of covered health care benefits. The health care cost trend rate assumption has a significant effect on the amount of the obligation and periodic cost reported. An increase in the assumed health care cost trend rates by 1% would increase the accumulated postretirement benefit obligation by $4.9 million and would increase aggregate service and interest cost components of net periodic postretirement benefit cost by $.7 million per year.

NOTE L - INCOME TAXES

Effective January 1, 1992, GATX changed its method of accounting for income taxes from the deferred method to the liability method as required by SFAS

No. 109, Accounting for Income Taxes. As permitted under the new rules, prior years' financial statements have not been restated. The cumulative effect of adopting this Statement as of January 1, 1992 was to increase net income by $9.7 million. Aside from the one-time impact due to the reassessment of deferred taxes, adoption of SFAS No. 109 was not material to 1992 financial results.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of GATX's deferred tax liabilities and assets were (in millions):

December 31	1994	1993
Deferred tax liabilities:		
Book/tax basis differences due to depreciation	$307.8	$298.5
Leveraged leases	73.9	83.0
Lease accounting (other than leveraged)	25.5	33.4
Other	50.5	37.9
Total deferred tax liabilities	457.7	452.8
Deferred tax assets:		
Alternative minimum tax credit	58.6	56.1
Accruals not currently deductible for tax purposes	54.8	53.4
Allowance for possible losses	32.2	34.6
Postretirement benefits other than pensions	28.2	29.2
Other	26.4	31.3
Total deferred tax assets	200.2	204.6
Net deferred tax liabilities	$257.5	$248.2

At December 31, 1994, GATX had an alternative minimum tax credit of $58.6 million that can be carried forward indefinitely to reduce future regular tax liabilities.

GATX and its United States subsidiaries file a consolidated federal income tax return. Amounts shown as Current - Federal represent taxes payable as determined by the Alternative Minimum Tax. Income taxes (credit) consisted of (in millions):

For the Year	1994	1993	1992
Current -			
Domestic:			
Federal	$ 35.9	$ 35.9	$ 28.5
State and local	2.5	1.6	2.2
	38.4	37.5	30.7
Foreign	1.0	2.2	3.3
	39.4	9.7	34.0
Deferred -			
Domestic:			
Federal	3.1	6.9	(24.4)
State and local	4.3	4.7	(1.1)
	7.4	11.6	(25.5)
Foreign	2.0	.1	1.1
	9.4	11.7	(24.4)
Income tax expense	$ 48.8	$ 51.4	$ 9.6

Income taxes paid	$ 42.1	$ 40.9	$ 31.2

The sources of income before income taxes and equity in net earnings of affiliated companies were (in millions):

For the Year	1994	1993	1992
Domestic	$ 112.8	$ 98.2	$ 13.9
Foreign	5.0	6.2	1.0
	$ 117.8	$ 104.4	$ 14.9

The reasons for the difference between the effective income tax rate and the federal statutory income tax rate were:

For the Year	1994	1993	1992
Federal statutory income tax rate	35.0%	35.0%	34.0%
Add (deduct) effect of:			
State income taxes	3.8	3.9	3.3
Corporate owned life insurance	(3.2)	(3.6)	(28.2)
Foreign income	1.9	1.4	11.3
Goodwill amortization	1.3	1.1	9.4
Purchase accounting adjustments	.3	2.1	2.6
Tax rate increase on deferred taxes	-	7.0	-
Liquidation of foreign subsidiary	-	-	26.7
Other	2.3	2.3	5.3
Effective income tax rate	41.4%	49.2%	64.4%

NOTE M - SHAREHOLDERS' EQUITY

GATX's Certification of Incorporation has authorized 60,000,000 shares of Common Stock at a par value of $.625 per share and 5,000,000 shares of Preferred Stock at $1.00 per share. Shares of Preferred Stock issued and outstanding consist of Series A and B $2.50 Cumulative Convertible Preferred Stock and $3.875 Cumulative Convertible Preferred Stock.

Holders of both series of $2.50 Cumulative Convertible Preferred Stock are entitled to receive a cumulative annual cash dividend of $2.50 per share. Each share of such Preferred Stock may be called for redemption by GATX at $63 per share, has a liquidating value of $60 per share, and may be converted into 2.5 shares of Common Stock.

Holders of $3.875 Cumulative Convertible Preferred Stock are entitled to receive a cumulative annual cash dividend of $3.875 per share. Each share of such Preferred Stock may be converted at the option of the holder at any time, unless previously redeemed, into 1.1494 shares of Common Stock. The shares became redeemable at GATX's option on and after August 1, 1992, initially at a redemption price of $52.7125 per share and thereafter at prices declining to $50 per share on and after August 1, 1999, plus dividends accrued and unpaid at the redemption date. The liquidating value is $50 per share plus accrued and unpaid dividends.

At December 31, 1994, 5,518,454 shares of Common Stock were reserved for:

	Shares
Conversion of outstanding Preferred Stock	4,009,387
Incentive compensation programs	1,489,817
Employee service awards	19,250
	5,518,454

Holders of $2.50 and $3.875 Cumulative Convertible Preferred Stock and Common Stock are entitled to one vote for each share held. Except in certain instances, all such classes vote together as a single class.

GATX has redeemed the Preferred Stock Purchase Rights which were issued pursuant to the Rights Agreement dated as of May 15, 1986, and amended and restated as of June 2, 1989. Redemption payments totaling $.5 million were made in cash to the holders of record of Common Stock as of the close of business on May 15, 1994.

Transactions in Preferred Stock, Common Stock, treasury shares, and additional capital are shown in the following table:

Capital Transactions (In Thousands, Except Number of Shares)	Preferred Stock Issued		Common Stock Issued		Cost of Common Shares in Treasury (Deduction)		Additional Capital
	Shares	Amount	Shares	Amount	Shares	Amount	Amount
Balance at January 1, 1992	3,444,459	$3,444	22,189,559	$13,868	(2,790,954)	$(47,082)	$304,769
Add (deduct):							
Conversion of Preferred Stock into Common Stock	(2,696)	(2)	6,740	4			(2)
Common Stock issued under option, incentive and service award plans			92,598	58			2,099
Balance at December 31, 1992	3,441,763	3,442	22,288,897	13,930	(2,790,954)	(47,082)	306,866
Add (deduct):							
Conversion of Preferred Stock into Common Stock	(1,212)	(1)	3,029	2			(1)
Common Stock issued under option, incentive and service award plans			199,425	125			5,564
Balance at December 31, 1993	3,440,551	3,441	22,491,351	14,057	(2,790,954)	(47,082)	312,429
Add (deduct):							
Conversion of Preferred Stock into Common Stock	(2,716)	(3)	6,789	4			(1)
Common Stock issued under option, incentive and service award plans			187,450	117			5,634
Balance at December 31, 1994	3,437,835	$3,438	22,685,590	$14,178	(2,790,954)	$(47,082)	$318,062

NOTE N - INCENTIVE COMPENSATION PLANS

The GATX Corporation 1985 Long Term Incentive Compensation Plan (the 1985 Plan), as amended, contains provisions for the granting of non-qualified stock options, incentive stock options, stock appreciation rights (SARs), cash and Common Stock individual performance units (IPUs), restricted stock rights, restricted Common Stock and performance awards. An aggregate of 2,700,000 shares of Common Stock may be issued under the 1985 Plan. As of December 31, 1994, 173,142 shares are available for issuance under the 1985 Plan.

Non-qualified stock options and incentive stock options may be granted for the purchase of Common Stock for periods not longer than ten years from the date of grant. The exercise price will be not less than the higher of market value at date of grant or par value of the Common Stock. All options become exercisable one year from the date of grant.

SARs can be issued in conjunction with non-qualified or incentive stock options and entitle the holder to receive the difference between option price and fair market value of the Common Stock at time of exercise, either in shares of Common Stock, cash, or a combination of the two at GATX's discretion. Exercise of SARs results in cancellation of the underlying options. During 1994, no SARs were issued and none were outstanding.

IPUs may be granted to key employees and, if predetermined performance goals are met, will be redeemed in cash and Common Stock, as applicable, with the redemption value determined in part by the fair market value of the Common Stock as of the date of redemption and in part by the extent to which pre-established performance goals have been achieved. A total of 10,011 IPUs were granted during 1994 and 34,946 IPUs in total were outstanding at the end of the year. In 1994, no shares of Common Stock or cash were paid to the participants in redemption of previously issued IPUs.

Restricted stock rights may be granted to key employees entitling them to receive a specified number of shares of restricted Common Stock. The recipients of restricted Common Stock are entitled to all dividends and voting rights, but the shares are not transferable prior to the expiration of a "restriction period" as determined at the discretion of the Compensation Committee of the Board of Directors. Performance Awards are granted to employees who have been granted restricted stock rights or restricted Common Stock, but these Awards may not exceed the market value of the restricted Common Stock when restrictions lapse. The Performance Awards provide cash payments if certain criteria and earnings goals are met over a predetermined period. During 1994, no grants or payments were made.

Data with respect to the plan is set forth below:

	Number of Shares Under The Stock Option Plan	Price Per Share
Outstanding at January 1, 1994	1,225,575	$14.53 - $37.6875
Granted	294,400	41.8125
Exercised or issued	187,300	16.345 - 37.6875
Canceled	16,000	15.0625 - 37.6875
Outstanding at December 31, 1994	1,316,675	$14.53 - $41.8125
Outstanding at December 31, 1994 by year granted:		
1985-1987	63,000	$14.53 - $19.47
1988	105,500	25.655
1989	105,500	29.9375
1990	101,100	19.94
1991	184,600	26.13 - 28.1875
1992	198,425	25.50 - 30.75
1993	264,150	37.6875
1994	294,400	41.8125
	1,316,675	$14.53 - $41.8125
Options exercisable at December 31, 1994	1,022,275	

Options available for future
grant at December 31, 1994 173,142

NOTE O - COMMITMENTS, CONTINGENCIES AND CONCENTRATIONS OF CREDIT RISK

GATX's revenues are derived from a wide range of industries and companies. However, approximately 50% of total consolidated revenues are generated from the transportation or storage of products for the chemical and petroleum industries. In addition, approximately 15% of GATX's assets consist of commercial aircraft operated by various domestic and international airlines.

Under its lease agreements, GATX retains legal ownership of the asset. With loan financings, the loan is collateralized by the equipment. GATX performs credit evaluations prior to approval of a lease or loan contract. Subsequently, the creditworthiness of the customer and the value of the collateral are monitored on an ongoing basis. GATX maintains an allowance for possible losses and other reserves to provide for potential losses which could arise should customers become unable to discharge their obligations to GATX and to provide for permanent declines in investment value.

At December 31, 1994, GATX had commitments of $192 million to acquire additional portfolio equipment, to lend funds, or to purchase residuals from lessors. The commitments include orders and options by an aircraft joint venture for four new aircraft to be purchased in 1998-99. In addition, GATX has issued $119 million of residual and rental guarantees. GATX also has firm commitments to acquire railcars and to upgrade terminal and repair facilities totaling $174 million.

GATX and its subsidiaries are engaged in various matters of litigation and have a number of unresolved claims pending, including proceedings under governmental laws and regulations related to environmental matters. While the amounts claimed are substantial and the ultimate liability with respect to such litigation and claims cannot be determined at this time, it is the opinion of management that such liability, to the extent not recoverable from third parties including insurers, is not likely to be material to GATX's consolidated financial position or results of operations.

GATX Corporation and Subsidiaries
Quarterly Results of Operations (Unaudited)

Quarter Ended: In Millions, Except Per Share Data	March 31 1994	 1993	June 30 1994	 1993	September 30 1994	 1993	December 31 1994	 1993
Gross income	$260.7	$237.1	$284.4	$289.4	$298.9	$279.9	$311.0	$280.5
Operating expenses and provision for depreciation	165.5	144.4	185.0	169.0	191.2	177.6	198.4	183.2
Net income	20.2	18.6	20.9	26.2	25.3	11.7(C)	25.1	16.2
Net income per share (A)	.84	.77	.87	.15	1.09	.42	1.08	.64
Net income per share assuming full dilution (A)	.84	.77 (B)	.87	1.09	1.04	.42 (B)	1.04	.64 (B)

<FN>
(A) Quarterly results are not additive, as per share amounts are computed independently for each quarter and the full year based on the respective weighted average common shares and common share equivalents outstanding.

(B) Conversion of Preferred Stock is excluded from computation of fully diluted earnings because of antidilutive effects.

(C) Net income includes a $7.3 million charge for the cumulative increase in

deferred income taxes and a $1.2 million charge for 1993 income taxes as a result of the 1993 tax legislation which increased the federal income tax rate from 34% to 35% retroactively to January 1, 1993.
</FN>

Common and Preferred Stock Information

GATX common shares are listed on the New York, Chicago and London Stock Exchanges under ticker symbol GMT. Shares of $2.50 Cumulative Convertible Preferred Stock and $3.875 Cumulative Convertible Preferred Stock are listed on the New York and Chicago Stock Exchanges.

The approximate number of holders of record of Common Stock, $2.50 Cumulative Convertible Preferred Stock and $3.875 Cumulative Convertible Preferred Stock as of February 28, 1995 was 3,503; 154 and 321, respectively. The following table shows the reported high and low sales price of GATX common and preferred shares on the New York Stock Exchange, the principal market for GATX shares, and the dividends declared per share:

	Common Stock		$2.50 Cumulative Convertible Preferred Stock		$3.875 Cumulative Convertible Preferred Stock	
	High	Low	High	Low	High	Low
1994						
First Quarter	$44.625	$39.25	$103.00	$101.00	$56.375	$53.00
Second Quarter	43.00	38.50	103.00	101.00	54.00	50.00
Third Quarter	41.25	38.25	102.00	101.00	53.00	50.00
Fourth Quarter	44.00	38.25	102.00	101.00	54.00	49.875
Annual Dividends Declared	$1.50		$2.50		$3.875	
1993						
First Quarter	$37.375	$31.375	$90.00	$70.00	$54.00	$48.25
Second Quarter	38.375	34.50	92.50	90.00	54.50	51.75
Third Quarter	41.50	37.25	101.00	92.50	55.50	52.625
Fourth Quarter	42.25	33.00	101.00	93.75	56.00	51.50
Annual Dividends Declared	$1.40		$2.50		$3.875	

SELECTED FINANCIAL DATA

GATX Corporation and Subsidiaries
In Millions, Except Per Share Data

	1994	1993	1992	1991	1990	1989
RESULTS OF OPERATIONS						
Gross income	$1,155.0	$1,086.9	$1,019.1	$ 989.1	$ 870.4	$ 701.7
Costs and expenses	1,037.2	982.5	1,004.2	897.0	766.6	609.7
Income before income taxes, equity in net earnings of affiliated companies and cumulative effect of accounting changes	117.8	104.4	14.9	92.1	103.8	92.0
Income taxes	48.8	51.4	9.6	33.6	35.3	35.5
Income before equity in net earnings of affiliated companies and cumulative effect of accounting changes	69.0	53.0	5.3	58.5	68.5	56.5
Equity in net earnings of affiliated companies	22.5	19.7	24.0	24.2	14.4	9.2
Income before cumulative effect of accounting changes	91.5	72.7	29.3	82.7	82.9	65.7
Cumulative effect of accounting changes	-	-	(45.8)	-	-	-
Net income (loss)	$ 91.5	$ 72.7	$ (16.5)	$ 82.7	$ 82.9	$ 65.7
PER SHARE DATA						
Net income (loss) applicable to Common Stock, as adjusted	$ 78.2	$ 59.4	$ (29.8)	$ 69.4	$ 69.5	$ 61.1

Per share of Common Stock and common stock equivalents:						
Income before cumulative effect of accounting changes	$ 3.88	$ 2.99	$ .82	$ 3.56	$ 3.61	$ 3.18
Cumulative effect of accounting changes	-	-	(2.35)	-	-	-
Net income (loss)	$ 3.88	$ 2.99	$ (1.53)	$ 3.56	$ 3.61	$ 3.18
Shares used in computation (in thousands)	20,153	19,894	19,441	19,506	19,279	19,212
Per share assuming conversion, except in 1993 and 1992, of all outstanding Preferred Stock:						
Net income (loss)	$ 3.78	$ 2.99	$ (1.53)	$ 3.51	$ 3.54	$ 3.16
Shares used in computation (in thousands)	24,216	19,894	19,441	23,561	23,399	21,024
Dividends declared per share of Common Stock	$ 1.50	$ 1.40	$ 1.30	$ 1.20	$ 1.10	$ 1.00

SELECTED FINANCIAL DATA (Continued)
GATX Corporation and Subsidiaries

In Millions, Except Per Share Data	1994	1993	1992	1991	1990	1989
FINANCIAL CONDITION						
Total assets	$3,650.7	$3,392.1	$3,426.3	$3,514.2	$3,309.7	$3,060.1
Total long-term debt and capital lease obligations	1,805.1	1,713.8	1,724.6	1,798.5	1,715.1	1,456.2
Shareholders' equity	662.4	589.9	557.6	614.0	558.4	504.0
Common shareholders' equity	496.1	423.6	391.2	447.6	391.4	336.1
Common shareholders' equity per share	24.30	20.78	19.27	22.27	19.56	16.73

MANAGEMENT DISCUSSION AND ANALYSIS: 1993 COMPARED TO 1992

The following discussion analyzes GATX's comparative performance for the years ended December 31, 1993 and 1992. This information should be read in conjunction with the consolidated financial statements on pages 38, 40 and 42. The discussion of the comparative results of GATX's operations for the years ended December 31, 1994 and 1993 is presented in the management discussion and analysis on pages 31, 32, 33, 39, 41, 43 and 44, and the financial data of business segments on pages 34 through 37.

GATX reported net income of $73 million or $2.99 per common share for the year ended December 31, 1993 compared to a net loss of $17 million or $1.53 per common share for 1992. Overall, operating income improved in 1993 due to better results at Transportation and Terminals, and higher disposition gains and a lower loss provision at Financial Services. The comparison between years was impacted by the federal tax rate increase in 1993 and the adoption of two accounting pronouncements in 1992. As a result of new tax legislation which increased the federal income tax rate from 34% to 35% retroactively to January 1, 1993, net income for 1993 included an increase to income taxes of $7 million for the cumulative increase in deferred income taxes and a $1 million increase for the current year. The 1992 loss was due to the adoption of two accounting pronouncements which resulted in a one-time non-cash net accounting charge of $46 million and the recording of a $37 million aftertax special provision to the loss reserve reflecting the continued deterioration in the freighter aircraft and real estate portfolios. Before the cumulative effect of the accounting changes, 1992 earnings were $29 million or $.82 per common share.

GATX's return on common equity for 1993 was 14.6%. The improvement from 1992's return of 3.6% before the cumulative effect of the accounting changes was due to the combined effects of higher earnings and lower average equity.

To facilitate comparisons between years, the discussion below addresses income from operations for 1993 prior to the effect of the 1993 tax rate change on current and deferred taxes. Income for 1992 is before the impact of the accounting changes.

RAILCAR LEASING AND MANAGEMENT - Transportation's gross income of $302 million in 1993 increased $13 million from 1992. Rental revenues increased 4% attributable to an average of 940 additional cars on lease and higher average rental rates. Transportation had approximately 51,900 railcars on lease at December 31, 1993 compared to 50,100 a year earlier, and fleet utilization improved to 93% from 92%.

Income from operations of $53 million increased 7% over 1992 as higher revenues and lower ownership costs were somewhat offset by increased fleet repair expenses. Ownership costs, consisting of rental expense, depreciation and interest, decreased slightly despite an increased fleet size due to lower interest rates, debt refinancings and interest rate swaps which were executed to more closely match Transportation's debt with the railcar lease terms. Fleet repair costs increased 9% from the prior year reflecting higher volumes as a result of regulatory and customer requirements. Operating margins decreased slightly as the increase in fleet repair costs exceeded the growth in revenues. Earnings for 1992 reflect a $1 million pretax charge relating to refinancing equipment trust certificates at favorable rates.

Transportation invested $171 million in the railcar fleet versus $108 million in 1992, and expended $24 million on its multi-year program to significantly upgrade its repair facilities.

TERMINALS AND PIPELINES - Terminals' gross income of $281 million increased $15 million from 1992 reflecting continued strong demand for tanks and blending services at domestic petroleum terminals. Capacity utilization at Terminals' wholly-owned facilities was 92% at year end 1993, up from 91% the year before. Throughput of 635 million barrels was down 4 million barrels from 1992 reflecting changes in the operating pattern of certain customers.

Terminals' income from operations of $29 million increased 24% from 1992. Higher revenues, reduced interest expense reflecting lower interest rates and debt refinancings, and improved margins were partially offset by higher SG&A expense and decreased earnings at foreign affiliates. Even though revenues increased, operating costs were comparable with 1992 through cost controls resulting in improved operating margins. SG&A costs increased 18% due to higher relocation, consulting, and information systems costs. Equity in net earnings of Terminals' foreign affiliates of $10 million decreased $2 million from 1992 reflecting the weak economies in Europe and Japan. Terminals' 1992 consolidated earnings were negatively affected by $2 million of pretax charges relating to the recognition of debt issuance costs and call premiums associated with refinancings effected at favorable terms and interest rates.

Terminals' expended $78 million in 1993, similar to the prior year, for tank construction and other modifications and improvements.

FINANCIAL SERVICES - Gross income of $204 million in 1993 exceeded the prior year by $26 million primarily due to higher disposition gains. Pretax disposition gains were $44 million for 1993 compared to $22 million in 1992. Disposition gains for 1993 included a $17 million gain from an insurance settlement related to marine equipment. Lease income increased $10 million to an all-time high of $125 million principally due to new lease volume in 1993 of approximately $200 million. These increases were partially offset by lower fee and interest income. Fee income decreased $5 million due to changes in the international markets. The decrease in interest income of $2 million corresponds to the decrease in the secured loan portfolio.

Income from operations was $24 million compared to a loss of $17 million in 1992. The substantial earnings improvement was principally attributable to the special loss provision recorded in 1992 and the higher level of disposition gains recorded in 1993. The loss provision for 1993 was $29 million compared to $81 million in 1992, which included a $60 million special provision to the loss reserve reflecting continued deterioration in the freighter aircraft and real estate portfolios. The loss reserve at the end of 1993 was $88 million or 6.9% of portfolio investment. Interest expense decreased $7 million due to lower interest rates and lower average debt outstanding. Operating lease expense increased $13 million due to the increased level of operating lease investment and accelerated aircraft depreciation. Equity in net earnings of affiliated companies of $5 million in 1993 decreased $3 million from 1992 primarily due to less income from technology joint ventures and a gain on the sale of a real estate joint venture included in 1992.

Financial Services' portfolio additions of $302 million, a $124 million increase from the prior year, included an acquired portfolio of rail assets.

GREAT LAKES SHIPPING - American Steamship's 1993 gross income of $81 million increased $2 million as the result of the sale of a bankruptcy claim. Tonnage carried of 24.4 million tons increased slightly from the prior year's 23.9 million tons in response to high steel production and late season operations to meet customers' winter inventory requirements.

Income from operations of $7 million increased $1 million over the prior year primarily reflecting the sale of the bankruptcy claim and the refinancing of debt. Operating margins decreased slightly from 1992 as the reduction in rates was largely offset by a reduction in operating costs due to lower costs for fuel and maintenance and repairs.

LOGISTICS AND WAREHOUSING - GATX Logistics' gross income of $224 million increased $12 million over 1992 due to increased volumes and new customers. Total square footage of warehousing space increased to 22 million square feet reflecting greater demand by customers for space. Space utilization was 94% at the end of 1993 compared to 90% a year ago. However, empty space continues to be a problem in certain regions of the country.

Logistics' net income was $.1 million in 1993 compared to $.9 million in 1992. The decrease from 1992 reflects increased systems costs, decreased labor efficiencies, and lower contribution margins as continued margin pressure and the competitive environment limited operating profits.

Logistics' spending of $14 million for additions in 1993 decreased $2 million from the prior year.

CORPORATE AND OTHER - Corporate and Other net expense was $31 million in 1993 compared to $34 million in 1992. The primary reason for the improvement in 1993 was the result of an additional tax provision of $4 million recorded in 1992 associated with the liquidation of a foreign finance subsidiary, the gain in 1993 on the sale of an insurance investment, and reduced interest expense due to lower interest rates and debt refinancings. These were partially offset by legal expenses regarding a shareholder suit.

Capital additions of $7 million at Corporate in 1993 related to the relocation of the Chicago operations to a new office building in the city.

GATX LOCATION OF OPERATIONS
GATX Corporation and Subsidiaries

GENERAL AMERICAN	HEADQUARTERS	LOCATION OF SERVICE FACILITIES	MOBILE SERVICE UNITS
TRANSPORTATION	Chicago, Illinois		Mobile, Alabama
CORPORATION		MAJOR SERVICE CENTERS	Colton, California
	BUSINESS OFFICES	Colton, California	Macon, Georgia
	Glendale, California	Waycross, Georgia	East Chicago, Indiana
	Atlanta, Georgia	East Chicago, Indiana	Good Hope, Louisiana
	Chicago, Illinois	Hearne, Texas	Carteret, New Jersey
	Hackensack, New Jersey		Las Cruces, New Mexico
	Pittsburgh, Pennsylvania	MINI SERVICE CENTERS	Albany, New York
	Houston, Texas	Muscle Shoals, Alabama	Galena Park, Texas
	Mexico City, Mexico	White Springs, Florida	Olympia, Washington
		Terre Haute, Indiana	
		Ivorydale, Ohio	
		Masury, Ohio	
		Catoosa, Oklahoma	
		Copper Hill, Tennesee	
GATX TERMINALS	HEADQUARTERS	PIPELINE TERMINAL LOCATIONS	JOINT VENTURE LOCATIONS
CORPORATION	Chicago, Illinois		Antwerpen/Lillo, Belgium
		CALNEV PIPE LINE	Kawasaki, Japan
	DOMESTIC TERMINAL LOCATIONS	Adelanto, California	Kobe, Japan
	Carson, California	Barstow, California	Yokohama, Japan
	Los Angeles, California (2)	Colton, California	Jurong Town, Singapore
	Richmond, California	Las Vegas, Nevada	Pulau Busing, Singapore
	San Pedro, California		Barcelona, Spain
	Orlando, Florida	CENTRAL FLORIDA PIPELINE	Bilbao, Spain
	Port Everglades, Florida	Orlando, Florida	Tarragona, Spain
	Tampa, Florida	Tampa, Florida	Valencia, Spain
	Argo, Illinois		Seal Sands, United Kingdom
	Norco, Louisiana	INTERNATIONAL TERMINAL LOCATIONS	Wymondham, United Kingdom
	Carteret, New Jersey	WHOLLY-OWNED	Manchester Jet Line,
	Paulsboro, New Jersey	Avonmouth, United Kingdom	United Kingdom
	Staten Island, New York	Belfast, United Kingdom	
	Portland, Oregon (2)	Bromsgrove, United Kingdom	
	Philadelphia, Pennsylvania	Eastham, United Kingdom	
	Galena Park, Texas	Glasgow, United Kingdom	
	Pasadena, Texas	Grays, United Kingdom	
	Seattle, Washington (2)	Leith, United Kingdom	
	Vancouver, Washington	Runcorn, United Kingdom	
GATX CAPITAL	HEADQUARTERS	OFFICES	Cedex, France
CORPORATION	San Fransisco, California	Sydney, Australia	Frankfurt, Germany
		Toronto, Canada	Singapore, Republic
		London, England	of Singapore
AMERICAN STEAMSHIP	HEADQUARTERS	VESSELS	M/V Charles E. Wilson
COMPANY	Williamsville, New York	M/V Indiana Harbor	M/V Adam E. Cornelius
		M/V Walter J. McCarthy, Jr.	M/V American Republic
	REGIONAL OFFICE	M/V St. Clair	M/V Buffalo
	Toledo, Ohio	M/V American Mariner	M/V Sam Laud
		M/V H. Lee White	Str. John J. Boland

GATX LOGISTICS, INC.	HEADQUARTERS	Lexington, Kentucky-CW,T,S	Columbus, Ohio-4 CW,T
	Jacksonville, Florida	Shreveport, Louisiana-CW,T	Oklahoma City, Oklahoma-CW,T
		Baltimore, Maryland-2 CW,T	Philadelphia,
113 FACILITIES WITH	NUMBER OF LOCATIONS AND	Grand Rapids, Michigan-2 CW	Pennsylvania-2 CW,PW,T,S
23.5 MILLION SQUARE	SERVICES OFFERED	Gulfport, Mississippi-CW	Memphis, Tennessee-2 CW,T
FEET	Los Angeles, California-9 CW,PW,T,S	St. Louis, Missouri-PW,T	Nashville, Tennessee-CW
	Stockton, California-2 CW,T	Greensboro,	Dallas, Texas-8 CW,PW,T,S
CW=Contract	Walnut, California-2 PW,T	North Carolina-10 CW,PW,T	El Paso, Texas-CW
Warehousing	Denver, Colorado-2 CW,T	Winston-Salem,	Fort Worth, Texas-CW
T= Transportation	Jacksonville, Florida-5 CW,PW,T,S	North Carolina-4 CW,PW,T,S	Clearfield, Utah-3 PW,T
PW=Public	Atlanta, Georgia-16 CW,PW,T,S	New York, New York-CW	Seattle, Washington-3 CW,T
Warehousing	Chicago, Illinois-10 CW,PW,T,S	Syracuse, New York-8 PW,T,S	Mexico City, Mexico-PW,T
S= Sales	Normal, Illinois-5 CW,T	Akron, Ohio-PW,T	Toronto, Ontario-CW,T
	Richmond, Indiana-CW,T	Cleveland, Ohio-CW,T,S	

GATX OFFICERS AND DIRECTORS
GATX Corporation and Subsidiaries

GATX OFFICERS

JAMES J. GLASSER
Chairman of the Board and
Chief Executive Officer

RONALD H. ZECH
President and Chief
Operating Officer

DAVID M. EDWARDS
Vice President Finance,
Chief Financial Officer
and Secretary

WILLIAM L. CHAMBERS
Vice President,
Human Resources

RALPH L. O'HARA
Controller

E. PAUL DUNN, JR.
Treasurer

GATX SUBSIDIARIES

GENERAL AMERICAN
TRANSPORTATION CORPORATION
D. Ward Fuller, President

GATX TERMINALS CORPORATION
Robert E. Claypoole, Chairman
John F. Chlebowski, Jr. President

GATX CAPITAL CORPORATION
Joseph C. Lane, President

AMERICAN STEAMSHIP COMPANY
Ned A. Smith, President

GATX LOGISTICS, INC.
Joseph A. Nicosia, President

GATX BOARD OF DIRECTORS

FRANKLIN A. COLE 2,3
Chairman of the Board
Croesus Corporation

JAMES W. COZAD 2,3
Retired: Former Chairman
and Chief Executive Officer,
Whitman Corporation

JAMES M. DENNY 1
Vice Chairman,
Sears, Roebuck and Co.

WILLIAM C. FOOTE 1,4
President and Chief Operating
Officer, USG Corporation

DEBORAH M. FRETZ 1,4
Senior Vice President,
Sun Company, Inc.

RICHARD A. GIESEN 2,3
Chairman of the Board and
Chief Executive Officer,
Continental Glass & Plastic, Inc.

JAMES J. GLASSER 3
Chairman of the Board and
Chief Executive Officer
of the Company

CHARLES MARSHALL 1,3
Retired: Former Vice Chairman
of the Board,
American Telephone and
Telegraph Company

MICHAEL E. MURPHY 1,4
Vice Chairman and Chief
Administrative Officer
Sara Lee Corporation

RONALD H. ZECH
President and Chief Operating
Officer of the Company

1 Member, Audit Committee
2 Member, Compensation Committee
3 Member, Nominating Committee
4 Member, Retirement Funds Review Committee

GATX CORPORATE INFORMATION
GATX Corporation and Subsidiaries

INQUIRIES

Inquiries regarding dividend checks, the dividend reinvestment plan, stock certificates, replacement stock certificates, address changes, account consolidation, transfer procedures and year-end tax information should be addressed to GATX Corporation's Transfer Agent and Registrar:

Chemical Bank, Stock Transfer Department
450 West 33rd Street
New York, New York 10001-2697
Telephone: 1-800-647-4273

ANNUAL MEETING

Friday, April 28, 1995, 9:00 a.m.
GATX Corporation
500 West Monroe Street
Chicago, Illinois 60661-3676

A copy of the company's annual report on Form 10-K for 1994 and selected other information is available without charge. GATX Corporation welcomes and encourages questions and comments from its shareholders, potential investors, financial professionals and the public at large. To better serve interested parties, the following GATX personnel may be contacted by telephone and/or writing. To request published financial information and financial reports, contact:

GATX CORPORATION
Investor Relations Department
500 W. Monroe Street
Chicago, Illinois 60661-3676
Telephone:
Voice Mail Only: (312) 621-6300
Jan Bower, Communications Coordinator
(312) 621-4297
FAX: (312) 621-6698

Analysts, institutional shareholders and financial community professionals:
George S. Lowman, Director of Communications,
Telephone: (312) 621-6599

Information relating to shareholder ownership:
Janice M. Alonso, Assistant Corporate Secretary, Law Department,
Telephone: (312) 621-6603

Questions regarding sales, service or lease information contact:

General American Transportation Corporation-(312) 621-6564

GATX Terminals Corporation- (312) 621-8032

GATX Capital Corporation- (415) 955-3200

American Steamship Company- (716) 635-0222

GATX Logistics, Inc.- (904) 396-2517

INDEPENDENT AUDITORS

Ernst & Young LLP

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

The following is a list of subsidiaries included in GATX's consolidated financial statements (excluding a number of subsidiaries which, considered in the aggregate, would not constitute a significant subsidiary), and the state of incorporation of each:

- General American Transportation Corporation (New York)--includes one foreign subsidiary and interests in two foreign affiliates, Business Segment--Railcar Leasing and Management
  - GATX Terminals Corporation (Delaware)--four domestic subsidiaries, one foreign subsidiary and interests in ten foreign affiliates, Business Segment--Terminals and Pipelines
- GATX Financial Services, Inc. (Delaware)--48 domestic subsidiaries (which includes GATX Capital Corporation), nine domestic affiliates and 12 foreign subsidiaries, Business Segment--Financial Services
- GATX Logistics, Inc. (Florida)--29 domestic subsidiaries and two foreign subsidiaries, Business Segment--Logistics and Warehousing
- American Steamship Company (New York)--12 domestic subsidiaries, Business Segment--Great Lakes Shipping

EXHIBIT 23
CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the following: (i) Registration Statement No. 2-92404 on Form S-8, filed July 26, 1984; (ii) Registration Statement No. 2-96593 on Form S-8, filed March 22, 1985; (iii) Registration Statement No. 33-38790 on Form S-8 filed February 1, 1991; and (iv) Registration Statement No. 33-41007 on Form S-8 filed June 7, 1991; of GATX Corporation, of our report dated January 24, 1995 with respect to the consolidated financial statements and schedules of GATX Corporation included and/or incorporated by reference in the Annual Report on Form 10-K for the year ended December 31, 1994.

ERNST & YOUNG LLP

Chicago, Illinois
March 21, 1995

POWER OF ATTORNEY

The undersigned director of GATX Corporation, a New York corporation, does hereby constitute and appoint James J. Glasser, Ronald H. Zech and David M. Edwards, or any of them, attorneys and agents of the undersigned, with full power and authority to sign in such director's name, and on behalf of GATX Corporation, the 1994 Annual Report on Form 10-K under the Securities Exchange Act of 1934, together with any amendments thereto, hereby ratifying and confirming all that said attorneys and agents and each of them may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ Franklin A. Cole
____
Franklin A. Cole

Date: March 22, 1995

POWER OF ATTORNEY

The undersigned director of GATX Corporation, a New York corporation, does hereby constitute and appoint James J. Glasser, Ronald H. Zech and David M. Edwards, or any of them, attorneys and agents of the undersigned, with full power and authority to sign in such director's name, and on behalf of GATX Corporation, the 1994 Annual Report on Form 10-K under the Securities Exchange Act of 1934, together with any amendments thereto, hereby ratifying and confirming all that said attorneys and agents and each of them may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ James W. Cozad
____
James W. Cozad

Date: March 22, 1995

POWER OF ATTORNEY

The undersigned director of GATX Corporation, a New York corporation, does hereby constitute and appoint James J. Glasser, Ronald H. Zech and David M. Edwards, or any of them, attorneys and agents of the undersigned, with full power and authority to sign in such director's name, and on behalf of GATX Corporation, the 1994 Annual Report on Form 10-K under the Securities Exchange Act of 1934, together with any amendments thereto, hereby ratifying and confirming all that said attorneys and agents and each of them may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ James M. Denny
____
James M. Denny

Date: March 22, 1995

POWER OF ATTORNEY

The undersigned director of GATX Corporation, a New York corporation, does hereby constitute and appoint James J. Glasser, Ronald H. Zech and David M. Edwards, or any of them, attorneys and agents of the undersigned, with full power and authority to sign in such director's name, and on behalf of GATX

Corporation, the 1994 Annual Report on Form 10-K under the Securities Exchange Act of 1934, together with any amendments thereto, hereby ratifying and confirming all that said attorneys and agents and each of them may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ William C. Foote
____
William C. Foote

Date: March 22, 1995

POWER OF ATTORNEY

The undersigned director of GATX Corporation, a New York corporation, does hereby constitute and appoint James J. Glasser, Ronald H. Zech and David M. Edwards, or any of them, attorneys and agents of the undersigned, with full power and authority to sign in such director's name, and on behalf of GATX Corporation, the 1994 Annual Report on Form 10-K under the Securities Exchange Act of 1934, together with any amendments thereto, hereby ratifying and confirming all that said attorneys and agents and each of them may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ Deborah M. Fretz
____
Deborah M. Fretz

Date: March 22, 1995

POWER OF ATTORNEY

The undersigned director of GATX Corporation, a New York corporation, does hereby constitute and appoint James J. Glasser, Ronald H. Zech and David M. Edwards, or any of them, attorneys and agents of the undersigned, with full power and authority to sign in such director's name, and on behalf of GATX Corporation, the 1994 Annual Report on Form 10-K under the Securities Exchange Act of 1934, together with any amendments thereto, hereby ratifying and confirming all that said attorneys and agents and each of them may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ Richard A. Giesen
____
Richard A. Giesen

Date: March 22, 1995

POWER OF ATTORNEY

The undersigned director of GATX Corporation, a New York corporation, does hereby constitute and appoint James J. Glasser, Ronald H. Zech and David M. Edwards, or any of them, attorneys and agents of the undersigned, with full power and authority to sign in such director's name, and on behalf of GATX Corporation, the 1994 Annual Report on Form 10-K under the Securities Exchange Act of 1934, together with any amendments thereto, hereby ratifying and confirming all that said attorneys and agents and each of them may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ Charles Marshall
____
Charles Marshall

Date: March 22, 1995

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal.

/s/ Michael E. Murphy
____
Michael E. Murphy

Date: March 22, 1995

<ARTICLE> 5
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This schedule contains summary financial information extracted from the Consolidated Balance Sheet and Consolidated Income Statement of GATX and is qualified in its entirety by reference to such financial statements.
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<FN>
<F1>Receivables consists of three components: Trade Accounts of 102 million, Finance Leases of 533 million and Secured Loans of 231 million.
<F2>Bonds consists of two components: Long-term Debt of 1,550 million and Capital Lease Obligations of 255 million. Short-term Debt is not included in this value.
<F3>Total Costs represents Operating Expenses on the Consolidated Income Statement.
<F4>This value represents Provision for Depreciation and Amortization on the Consolidated Income Statement.
<F5>This value represents Income Before Income Taxes and Equity in Net Earnings of Affiliated Companies.
<F6>Not applicable because GATX has an unclassified balance sheet.

</FN>