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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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

For the quarterly period ended March 31, 2017  
or

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

Commission File Number: 1-2328



**GATX Corporation**

(Exact name of registrant as specified in its charter)

**New York**  
(State of incorporation)

**36-1124040**  
(I.R.S. Employer Identification No.)

**222 West Adams Street**  
**Chicago, Illinois 60606-5314**  
(Address of principal executive offices, including zip code)  
**(312) 621-6200**  
(Registrant's telephone number, including area code)

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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

☒ Large accelerated filer

☐ Accelerated filer

☐ Non-accelerated filer

☐ Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Common shares outstanding were 39.1 million at March 31, 2017.

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**GATX CORPORATION**  
**FORM 10-Q**  
**QUARTERLY REPORT FOR THE PERIOD ENDED MARCH 31, 2017**

**INDEX**

| <b><u>Item No.</u></b> |   | <b><u>Page No.</u></b> |
|------------------------|---|------------------------|
|                        | <b>Part I - FINANCIAL INFORMATION</b>   |                        |
|                        | Forward-Looking Statements  | 1                      |
| Item 1.                | Financial Statements  |                        |
|                        | Consolidated Balance Sheets (Unaudited)   | 2                      |
|                        | Consolidated Statements of Comprehensive Income (Unaudited)                           | 3                      |
|                        | Consolidated Statements of Cash Flows (Unaudited)                                     | 4                      |
|                        | Notes to the Consolidated Financial Statements (Unaudited)                            | 5                      |
| Item 2.                | Management's Discussion and Analysis of Financial Condition and Results of Operations |                        |
|                        | Business Overview   | 16                     |
|                        | Discussion of Operating Results   | 17                     |
|                        | Segment Operations  | 18                     |
|                        | Cash Flow and Liquidity   | 29                     |
|                        | Critical Accounting Policies and Estimates  | 31                     |
|                        | Non-GAAP Financial Measures   | 32                     |
| Item 3.                | Quantitative and Qualitative Disclosures About Market Risk                            | 35                     |
| Item 4.                | Controls and Procedures   | 35                     |
|                        | <b>Part II - OTHER INFORMATION</b>  |                        |
| Item 1.                | Legal Proceedings   | 36                     |
| Item 1A.               | Risk Factors  | 36                     |
| Item 2.                | Unregistered Sales of Equity Securities and Use of Proceeds                           | 36                     |
| Item 6.                | Exhibits  | 36                     |
|                        | <b>SIGNATURE</b>  | 37                     |
|                        | <b>EXHIBIT INDEX</b>  | 38                     |

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## FORWARD-LOOKING STATEMENTS

Statements in this report not based on historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and, accordingly, involve known and unknown risks and uncertainties that are difficult to predict and could cause our actual results, performance, or achievements to differ materially from those discussed. These statements include statements as to our future expectations, beliefs, plans, strategies, objectives, events, conditions, financial performance, prospects, or future events. In some cases, forward-looking statements can be identified by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” “likely,” “will,” and “would”, and similar words and phrases. Forward-looking statements are necessarily based on estimates and assumptions that, while considered reasonable by us and our management, are inherently uncertain. Accordingly, you should not place undue reliance on forward-looking statements, which speak only as of the date they are made, and are not guarantees of future performance. We do not undertake any obligation to publicly update or revise these forward-looking statements.

A detailed discussion of the known material risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in our *Annual Report on Form 10-K* for the year ended December 31, 2016, and in our other filings with the Securities and Exchange Commission (“SEC”). The following factors, in addition to those discussed under “Risk Factors”, in our *Annual Report on Form 10-K* for the year ended December 31, 2016, could cause actual results to differ materially from our current expectations expressed in forward looking statements:

- exposure to damages, fines, criminal and civil penalties, and reputational harm arising from a negative outcome in litigation, including claims arising from an accident involving our railcars
- inability to maintain our assets on lease at satisfactory rates due to oversupply of railcars in the market or other changes in supply and demand
- weak economic conditions and other factors that may decrease demand for our assets and services
- decreased demand for portions of our railcar fleet due to adverse changes in the price of, or demand for, commodities that are shipped in our railcars
- higher costs associated with increased railcar assignments following non-renewal of leases, customer defaults, and compliance maintenance programs or other maintenance initiatives
- events having an adverse impact on assets, customers, or regions where we have a concentrated investment exposure
- financial and operational risks associated with long-term railcar purchase commitments
- reduced opportunities to generate asset remarketing income
- operational and financial risks related to our affiliate investments, including the Rolls-Royce & Partners Finance joint ventures (collectively the “RRPF affiliates”)
- fluctuations in foreign exchange rates
- failure to successfully negotiate collective bargaining agreements with the unions representing a substantial portion of our employees
- changes in railroad operations that could decrease demand for railcars, either due to increased railroad efficiency or decreased attractiveness of rail service relative to other modes
- the impact of regulatory requirements applicable to tank cars carrying crude, ethanol, and other flammable liquids
- asset impairment charges we may be required to recognize
- deterioration of conditions in the capital markets, reductions in our credit ratings, or increases in our financing costs
- competitive factors in our primary markets, including competitors with a significantly lower cost of capital than GATX
- risks related to international operations and expansion into new geographic markets
- changes in, or failure to comply with, laws, rules, and regulations
- inability to obtain cost-effective insurance
- environmental remediation costs
- inadequate allowances to cover credit losses in our portfolio
- inability to maintain and secure our information technology infrastructure from cybersecurity threats and related disruption of our business

PART I - FINANCIAL INFORMATION  
Item 1. *Financial Statements*

GATX CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(In millions, except share data)

|  | March 31<br>2017<br>(Unaudited) | December 31<br>2016 |
|--|---------------------------------|---------------------|
| <b>Assets</b>  |                                 |                     |
| <b>Cash and Cash Equivalents</b>                             | \$ 155.2                        | \$ 307.5            |
| <b>Restricted Cash</b>                                       | 3.8                             | 3.6                 |
| <b>Receivables</b>   |                                 |                     |
| Rent and other receivables                                   | 67.0                            | 85.9                |
| Finance leases   | 144.5                           | 147.7               |
| Less: allowance for losses                                   | (5.7)                           | (6.1)               |
|  | 205.8                           | 227.5               |
| <b>Operating Assets and Facilities</b>                       | 8,631.1                         | 8,446.4             |
| Less: allowance for depreciation                             | (2,666.1)                       | (2,641.7)           |
|  | 5,965.0                         | 5,804.7             |
| <b>Investments in Affiliated Companies</b>                   | 396.9                           | 387.0               |
| <b>Goodwill</b>  | 78.7                            | 78.0                |
| <b>Other Assets</b>  | 291.5                           | 297.1               |
| <b>Total Assets</b>  | <u>\$ 7,096.9</u>               | <u>\$ 7,105.4</u>   |
| <b>Liabilities and Shareholders' Equity</b>                  |                                 |                     |
| <b>Accounts Payable and Accrued Expenses</b>                 | \$ 143.3                        | \$ 174.8            |
| <b>Debt</b>  |                                 |                     |
| Commercial paper and borrowings under bank credit facilities | 3.0                             | 3.8                 |
| Recourse   | 4,250.9                         | 4,253.2             |
| Capital lease obligations                                    | 13.5                            | 14.9                |
|  | 4,267.4                         | 4,271.9             |
| <b>Deferred Income Taxes</b>                                 | 1,110.4                         | 1,089.4             |
| <b>Other Liabilities</b>                                     | 190.6                           | 222.1               |
| <b>Total Liabilities</b>                                     | 5,711.7                         | 5,758.2             |
| <b>Shareholders' Equity</b>                                  |                                 |                     |
| Common stock, \$0.625 par value:                             |                                 |                     |
| Authorized shares — 120,000,000                              |                                 |                     |
| Issued shares — 67,029,641 and 66,953,606                    |                                 |                     |
| Outstanding shares — 39,093,265 and 39,442,893               | 41.6                            | 41.5                |
| Additional paid in capital                                   | 690.7                           | 687.8               |
| Retained earnings  | 1,868.0                         | 1,828.0             |
| Accumulated other comprehensive loss                         | (191.1)                         | (211.1)             |
| Treasury stock at cost (27,936,376 and 27,510,713 shares)    | (1,024.0)                       | (999.0)             |
| <b>Total Shareholders' Equity</b>                            | 1,385.2                         | 1,347.2             |
| <b>Total Liabilities and Shareholders' Equity</b>            | <u>\$ 7,096.9</u>               | <u>\$ 7,105.4</u>   |

See accompanying notes to consolidated financial statements.

**GATX CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**  
(In millions, except per share data)

|   | Three Months Ended<br>March 31 |                |
|---|--------------------------------|----------------|
|   | 2017                           | 2016           |
| <b>Revenues</b>   |                                |                |
| Lease revenue   | \$ 272.7                       | \$ 284.5       |
| Marine operating revenue  | 17.0                           | 20.3           |
| Other revenue   | 26.4                           | 29.6           |
| <b>Total Revenues</b>   | <b>316.1</b>                   | <b>334.4</b>   |
| <b>Expenses</b>   |                                |                |
| Maintenance expense   | 77.9                           | 78.5           |
| Marine operating expense  | 12.9                           | 12.3           |
| Depreciation expense  | 72.0                           | 69.3           |
| Operating lease expense   | 15.8                           | 16.8           |
| Other operating expense   | 9.6                            | 8.8            |
| Selling, general and administrative expense                         | 42.9                           | 38.8           |
| <b>Total Expenses</b>   | <b>231.1</b>                   | <b>224.5</b>   |
| <b>Other Income (Expense)</b>                                       |                                |                |
| Net gain on asset dispositions                                      | 24.9                           | 23.2           |
| Interest expense, net   | (39.2)                         | (37.2)         |
| Other expense   | (1.3)                          | (3.3)          |
| <b>Income before Income Taxes and Share of Affiliates' Earnings</b> | <b>69.4</b>                    | <b>92.6</b>    |
| Income taxes  | (20.6)                         | (30.8)         |
| Share of affiliates' earnings, net of taxes                         | 8.7                            | 7.5            |
| <b>Net Income</b>   | <b>\$ 57.5</b>                 | <b>\$ 69.3</b> |
| <b>Other Comprehensive Income, Net of Taxes</b>                     |                                |                |
| Foreign currency translation adjustments                            | 17.9                           | 25.9           |
| Unrealized gain on securities                                       | —                              | 0.1            |
| Unrealized gain (loss) on derivative instruments                    | 0.8                            | (2.5)          |
| Post-retirement benefit plans                                       | 1.3                            | 1.4            |
| Other comprehensive income  | 20.0                           | 24.9           |
| <b>Comprehensive Income</b>   | <b>\$ 77.5</b>                 | <b>\$ 94.2</b> |
| <b>Share Data</b>   |                                |                |
| Basic earnings per share  | \$ 1.46                        | \$ 1.67        |
| Average number of common shares                                     | 39.4                           | 41.4           |
| Diluted earnings per share  | \$ 1.44                        | \$ 1.66        |
| Average number of common shares and common share equivalents        | 39.9                           | 41.8           |
| Dividends declared per common share                                 | \$ 0.42                        | \$ 0.40        |

See accompanying notes to consolidated financial statements.

**GATX CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**  
(In millions)

|   | <b>Three Months Ended<br/>March 31</b> |                 |
|---|--|-----------------|
|   | <b>2017</b>                            | <b>2016</b>     |
| <b>Operating Activities</b>   |  |                 |
| Net income  | \$ 57.5                                | \$ 69.3         |
| Adjustments to reconcile net income to net cash provided by operating activities:               |  |                 |
| Depreciation expense  | 75.2                                   | 72.5            |
| Change in accrued operating lease expense   | (26.9)                                 | (21.1)          |
| Net gains on sales of assets  | (24.5)                                 | (21.4)          |
| Deferred income taxes   | 16.5                                   | 25.8            |
| Change in income taxes payable  | (6.2)                                  | (9.0)           |
| Share of affiliates' earnings, net of dividends   | (8.7)                                  | (7.4)           |
| Other   | (30.9)                                 | (28.8)          |
| Net cash provided by operating activities   | 52.0                                   | 79.9            |
| <b>Investing Activities</b>   |  |                 |
| Portfolio investments and capital additions   | (129.0)                                | (140.2)         |
| Purchases of leased-in assets   | (79.3)                                 | (92.8)          |
| Portfolio proceeds  | 44.0                                   | 98.4            |
| Proceeds from sales of other assets   | 7.6                                    | 9.4             |
| Net cash used in investing activities   | (156.7)                                | (125.2)         |
| <b>Financing Activities</b>   |  |                 |
| Net proceeds from issuances of debt (original maturities longer than 90 days)                   | 297.9                                  | 322.7           |
| Repayments of debt (original maturities longer than 90 days)                                    | (300.1)                                | (202.3)         |
| Net (decrease) increase in debt with original maturities of 90 days or less                     | (0.8)                                  | 9.8             |
| Stock repurchases   | (25.0)                                 | (50.0)          |
| Dividends   | (18.4)                                 | (18.1)          |
| Other   | (2.3)                                  | (4.0)           |
| Net cash (used in) provided by financing activities   | (48.7)                                 | 58.1            |
| <b>Effect of Exchange Rate Changes on Cash and Cash Equivalents</b>                             | 1.3                                    | 1.0             |
| <b>Net (decrease) increase in Cash, Cash Equivalents, and Restricted Cash during the period</b> | (152.1)                                | 13.8            |
| <b>Cash, Cash Equivalents, and Restricted Cash at beginning of period</b>                       | 311.1                                  | 219.7           |
| <b>Cash, Cash Equivalents, and Restricted Cash at end of period</b>                             | <u>\$ 159.0</u>                        | <u>\$ 233.5</u> |

See accompanying notes to consolidated financial statements.

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 1. Description of Business**

As used herein, "GATX," "we," "us," "our," and similar terms refer to GATX Corporation and its subsidiaries, unless indicated otherwise.

We lease, operate, manage, and remarket long-lived, widely-used assets, primarily in the rail market. We report our financial results through four primary business segments: Rail North America, Rail International, American Steamship Company ("ASC"), and Portfolio Management.

**NOTE 2. Basis of Presentation**

We prepared the accompanying unaudited consolidated financial statements in accordance with US Generally Accepted Accounting Principles ("GAAP") for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, our unaudited consolidated financial statements do not include all of the information and footnotes required for complete financial statements. We have included all of the normal recurring adjustments that we deemed necessary for a fair presentation.

Operating results for the three months ended March 31, 2017, are not necessarily indicative of the results we may achieve for the entire year ending December 31, 2017. In particular, ASC's fleet is inactive for a significant portion of the first quarter of each year due to winter conditions on the Great Lakes. In addition, asset remarketing income does not occur evenly throughout the year. For more information, refer to the consolidated financial statements and footnotes in our *Annual Report on Form 10-K* for the year ended December 31, 2016.

***New Accounting Pronouncements Adopted***

*Equity Method and Joint Ventures*

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-07, *Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting*, which eliminates the requirement to retrospectively apply equity method accounting when an entity increases ownership or influence in a previously held investment. The new guidance was effective for us in the first quarter of 2017. Application of the new guidance did not impact our financial statements or related disclosures.

*Stock Compensation*

In March 2016, the FASB issued ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which simplifies and clarifies certain aspects of share-based payment accounting and presentation. The update requires recognition of excess tax benefits and tax deficiencies, which arise due to differences between the measure of compensation expense and the amount deductible for tax purposes, to be recorded directly through earnings as a component of income tax expense. Previously, these differences were generally recorded in additional paid-in capital and thus had no impact on net income. The change in treatment of excess tax benefits and tax deficiencies also impacts the computation of diluted earnings per share, and the cash flows associated with those items are classified as operating activities on the consolidated statements of cash flows. The guidance also clarifies that all cash payments made to taxing authorities on the employees' behalf for withheld shares should be classified as financing activities on the consolidated statements of cash flows. Additionally, the guidance permits entities to make an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards. Forfeitures can be estimated, as allowed under the previous guidance, or recognized when they occur. We changed our accounting policy to recognize forfeitures when they occur as part of this adoption. These amendments became effective in the first quarter of 2017, and we adopted this guidance as of January 1, 2017. Adoption of this new standard did not have a material impact on our financial statements or related disclosures.

*Statement of Cash Flows*

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, which clarifies the classification and presentation of changes in restricted cash on the statement of cash flows. We elected to early adopt the new guidance as of January 1, 2017, using the retrospective method. Application of the new guidance requires presentation of restricted cash together with cash and cash equivalents on the consolidated statements of cash flows and eliminates the disclosure of the related changes in restricted cash within investing activities.

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

***New Accounting Pronouncements Not Yet Adopted***

*Revenue from Contracts with Customers*

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which supersedes most current revenue recognition guidance, including industry-specific guidance. Subsequently, the FASB has issued updates which provide additional implementation guidance. The new guidance requires companies to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration it expects to be entitled to in exchange for those goods or services. The FASB delayed the effective date of this guidance to the first quarter of 2018, with early adoption permitted as of the original effective date of the first quarter of 2017. We plan to adopt this guidance as of January 1, 2018 using the modified retrospective approach. Our primary source of revenue is lease revenue, which will continue to be within the scope of existing lease accounting guidance upon adoption of Topic 606. With respect to our other revenue elements, marine operating revenue is our biggest component. The new standard may modify the recognition timing of certain in-transit cargo revenue, but we do not expect such changes to have a material impact on our financial statements.

*Leases*

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which supersedes most current lease guidance. The new guidance requires companies to recognize most leases on the balance sheet and modifies accounting, presentation, and disclosure for both lessors and lessees. The new guidance is effective for us in the first quarter of 2019 with early adoption permitted, using a modified retrospective transition method. We plan to adopt this guidance on January 1, 2019, using a modified retrospective transition method. We are evaluating the effect that the new guidance will have on our consolidated financial statements and related disclosures.

*Financial Instruments*

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments - Overall (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities*, which modifies the accounting and reporting requirements for certain equity securities and financial liabilities. The new guidance is effective for us beginning in the first quarter of 2018 with certain provisions eligible for early adoption. We do not expect the new guidance to have a significant impact on our financial statements or related disclosures.

*Credit Losses*

In June 2016, the FASB issued ASU 2016-13, *Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which modifies how entities will measure credit losses. The new guidance is effective for us in the first quarter of 2020 with early adoption permitted. We are evaluating the effect that the new guidance will have on our financial statements and related disclosures.

*Statement of Cash Flows*

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which clarifies the classification of certain cash receipts and payments in the statement of cash flows. The new guidance is effective for us in the first quarter of 2018 with early adoption permitted. We do not expect the new guidance to have a significant impact on our financial statements or related disclosures.

*Income Taxes*

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*, which modifies how an entity will recognize the income tax consequences of an intra-entity transfer of an asset when the transfer occurs. The new guidance is effective for us in the first quarter of 2018 with early adoption permitted. We are evaluating the effect that the new guidance will have on our financial statements and related disclosures.



**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

*Compensation*

In March 2017, the FASB issued ASU 2017-07, *Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* which modifies how an entity must present service costs and other components of net benefit cost. The new guidance is effective for us in the first quarter of 2018 with early adoption permitted. We are evaluating the effect the new guidance will have on our financial statements and related disclosures.

**NOTE 3. Fair Value Disclosure**

The following tables show our assets and liabilities that are measured at fair value on a recurring basis (in millions):

|                                       | <b>Total<br/>March 31<br/>2017</b> | <b>Quoted<br/>Prices in<br/>Active Markets<br/>for<br/>Identical Assets<br/>(Level 1)</b> | <b>Significant<br/>Observable Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|---------------------------------------|------------------------------------|---|--|--|
| <b><u>Assets</u></b>                  |                                    |   |  |  |
| Interest rate derivatives (1)         | \$ 0.2                             | \$ —  | \$ 0.2   | \$ —   |
| Foreign exchange rate derivatives (1) | 10.2                               | —   | 10.2   | —  |
| Foreign exchange rate derivatives (2) | 0.3                                | —   | 0.3  | —  |
| <b><u>Liabilities</u></b>             |                                    |   |  |  |
| Interest rate derivatives (1)         | 1.7                                | —   | 1.7  | —  |
| Foreign exchange rate derivatives (1) | 0.3                                | —   | 0.3  | —  |
| Foreign exchange rate derivatives (2) | 3.5                                | —   | 3.5  | —  |

|                                       | <b>Total<br/>December 31<br/>2016</b> | <b>Quoted<br/>Prices in<br/>Active Markets<br/>for<br/>Identical Assets<br/>(Level 1)</b> | <b>Significant<br/>Observable Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|---------------------------------------|---------------------------------------|---|--|--|
| <b><u>Assets</u></b>                  |                                       |   |  |  |
| Interest rate derivatives (1)         | \$ 2.9                                | \$ —  | \$ 2.9   | \$ —   |
| Foreign exchange rate derivatives (1) | 12.2                                  | —   | 12.2   | —  |
| Foreign exchange rate derivatives (2) | 1.3                                   | —   | 1.3  | —  |
| <b><u>Liabilities</u></b>             |                                       |   |  |  |
| Interest rate derivatives (1)         | 0.1                                   | —   | 0.1  | —  |

(1) Designated as hedges.

(2) Not designated as hedges.

We value derivatives using a pricing model with inputs (such as yield curves and foreign currency rates) that are observable in the market or that can be derived principally from observable market data.

***Derivative instruments***

***Fair Value Hedges***

We use interest rate swaps to manage the fixed-to-floating rate mix of our debt obligations by converting the fixed rate debt to floating rate debt. For fair value hedges, we recognize changes in fair value of both the derivative and the hedged item as interest expense. As of March 31, 2017, we had eight instruments outstanding with an aggregate notional amount of \$450.0 million and maturities ranging from

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

2018 to 2022, compared to eight instruments outstanding, with an aggregate notional amount of \$550.0 million and maturities ranging from 2017 to 2020, as of December 31, 2016.

*Cash Flow Hedges*

We use interest rate swaps to convert floating rate debt to fixed rate debt. We use Treasury rate locks to hedge our exposure to interest rate risk on anticipated transactions. We also use currency swaps to hedge our exposure to fluctuations in the exchange rates of the foreign currencies in which we conduct business. We had fifteen instruments outstanding with an aggregate notional amount of \$317.6 million as of March 31, 2017 that mature from 2017 to 2022 and nine instruments outstanding with an aggregate notional amount of \$412.1 million as of December 31, 2016 with maturities ranging from 2017 to 2022. Within the next 12 months, we expect to reclassify \$5.7 million (\$3.5 million after-tax) of net losses on previously terminated derivatives from accumulated other comprehensive income (loss) to interest expense or operating lease expense, as applicable. We reclassify these amounts when interest and operating lease expense on the related hedged transactions affect earnings.

*Non-designated Derivatives*

We do not hold derivative financial instruments for purposes other than hedging, although certain of our derivatives are not designated as accounting hedges. We recognize changes in the fair value of these derivatives in other (income) expense immediately.

Some of our derivative instruments contain credit risk provisions that could require us to make immediate payment on net liability positions in the event that we default on certain outstanding debt obligations. The aggregate fair value of our derivative instruments with credit risk related contingent features that are in a liability position as of March 31, 2017, was \$2.0 million. We are not required to post any collateral on our derivative instruments and do not expect the credit risk provisions to be triggered.

In the event that a counterparty fails to meet the terms of an interest rate swap agreement or a foreign exchange contract, our exposure is limited to the fair value of the swap, if in our favor. We manage the credit risk of counterparties by transacting with institutions that we consider financially sound and by avoiding concentrations of risk with a single counterparty. We believe that the risk of non-performance by any of our counterparties is remote.

The following table shows the impacts of our derivative instruments on our statement of comprehensive income (in millions):

| <b>Derivative Designation</b> | <b>Location of Loss (Gain) Recognized</b>  | <b>Three Months Ended March 31</b> |             |
|-------------------------------|--|------------------------------------|-------------|
|                               |  | <b>2017</b>                        | <b>2016</b> |
| Fair value hedges (1)         | Interest expense   | \$ 2.1                             | \$ (4.8)    |
| Cash flow hedges              | Other comprehensive (income) loss (effective portion)  | (5.1)                              | (23.2)      |
| Cash flow hedges              | Interest expense (effective portion reclassified from accumulated other comprehensive loss)        | 1.7                                | 1.7         |
| Cash flow hedges              | Operating lease expense (effective portion reclassified from accumulated other comprehensive loss) | —                                  | 0.3         |
| Cash flow hedges (2)          | Other (income) expense (effective portion reclassified from accumulated other comprehensive loss)  | 4.1                                | 17.0        |
| Non-designated                | Other (income) expense   | 4.8                                | 1.3         |

(1) The fair value adjustments related to the underlying debt equally offset the amounts recognized in interest expense.

(2) Includes \$4.1 million of losses in 2017 and \$17.0 million of losses in 2016 on foreign currency derivatives which are substantially offset by gains from foreign currency remeasurement adjustments, also recognized in Other (income) expense.

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

***Other Financial Instruments***

The carrying amounts of cash and cash equivalents, restricted cash, rent and other receivables, accounts payable, and commercial paper and bank credit facilities approximate fair value due to the short maturity of those instruments. We base the fair values of investment funds, which are accounted for under the cost method, on the best information available, which may include quoted investment fund values. We estimate the fair values of loans and fixed and floating rate debt using discounted cash flow analyses that are based on interest rates currently offered for loans with similar terms to borrowers of similar credit quality. The inputs we use to estimate each of these values are classified in Level 2 of the fair value hierarchy because they are directly or indirectly observable inputs.

The following table shows the carrying amounts and fair values of our other financial instruments (in millions):

|                             | <b>March 31, 2017</b>  |                   | <b>December 31, 2016</b> |                   |
|-----------------------------|------------------------|-------------------|--------------------------|-------------------|
|                             | <b>Carrying Amount</b> | <b>Fair Value</b> | <b>Carrying Amount</b>   | <b>Fair Value</b> |
| <b><u>Assets</u></b>        |                        |                   |                          |                   |
| Investment funds            | \$ 0.6                 | \$ 1.1            | \$ 0.6                   | \$ 1.2            |
| Loans                       | 5.7                    | 5.7               | 6.2                      | 6.2               |
| <b><u>Liabilities</u></b>   |                        |                   |                          |                   |
| Recourse fixed rate debt    | \$ 3,857.0             | \$ 3,902.9        | \$ 3,858.5               | \$ 3,852.6        |
| Recourse floating rate debt | 418.6                  | 417.6             | 417.8                    | 412.2             |

**NOTE 4. Assets Held for Sale**

As previously disclosed, we have made the decision to sell certain of our assets, including marine investments in the Portfolio Management segment and railcars in the Rail North America segment. The following table summarizes the components of assets held for sale (in millions):

|                      | <b>March 31<br/>2017</b> | <b>December 31<br/>2016</b> |
|----------------------|--------------------------|-----------------------------|
| Rail North America   | \$ 27.2                  | \$ 43.9                     |
| Portfolio Management | 45.6                     | 45.6                        |
|                      | <u>\$ 72.8</u>           | <u>\$ 89.5</u>              |

All assets classified as held for sale are expected to be sold in 2017.

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**NOTE 5. Pension and Other Post-Retirement Benefits**

The following table shows components of our pension and other post-retirement benefits expense for the three months ended March 31, 2017 and 2016 (in millions):

|  | 2017 Pension<br>Benefits | 2016 Pension<br>Benefits | 2017 Retiree<br>Health<br>and Life | 2016 Retiree<br>Health<br>and Life |
|--|--------------------------|--------------------------|------------------------------------|------------------------------------|
| Service cost                           | \$ 1.6                   | \$ 1.6                   | \$ —                               | \$ —                               |
| Interest cost                          | 3.8                      | 3.9                      | 0.2                                | 0.3                                |
| Expected return on plan assets         | (6.0)                    | (6.5)                    | —                                  | —                                  |
| Amortization of (1):                   |                          |                          |                                    |                                    |
| Unrecognized prior service credit      | —                        | (0.2)                    | —                                  | (0.1)                              |
| Unrecognized net actuarial loss (gain) | 2.3                      | 2.6                      | (0.1)                              | —                                  |
| Net expense                            | <u>\$ 1.7</u>            | <u>\$ 1.4</u>            | <u>\$ 0.1</u>                      | <u>\$ 0.2</u>                      |

(1) Amounts reclassified from accumulated other comprehensive loss.

**NOTE 6. Share-Based Compensation**

During the three months ended March 31, 2017, we granted 354,400 non-qualified employee stock options, 49,840 restricted stock units, 63,710 performance shares, and 6,121 phantom stock units. For the three months ended March 31, 2017, total share-based compensation expense was \$3.2 million and the related tax benefits were \$1.2 million. For the three months ended March 31, 2016, total share-based compensation expense was \$3.0 million and the related tax benefits were \$1.1 million.

The estimated fair value of our 2017 stock option awards and related underlying assumptions are shown in the table below.

|  | 2017     |
|--|----------|
| Estimated fair value, including present value of dividends | \$ 19.40 |
| Quarterly dividend rate                                    | \$ 0.42  |
| Expected term of stock option awards, in years             | 4.7      |
| Risk-free interest rate                                    | 1.9%     |
| Dividend yield   | 2.8%     |
| Expected stock price volatility                            | 27.7%    |
| Present value of dividends                                 | \$ 7.50  |

**NOTE 7. Income Taxes**

Our effective tax rate was 30% for the three months ended March 31, 2017, compared to 33% for three months ended March 31, 2016. The difference in the effective rates for the current year compared to prior year is primarily attributable to the mix of pretax income among domestic and foreign jurisdictions which are taxed at different rates. In addition, the effective tax rate reflects incremental benefits associated with equity awards in accordance with new accounting rules, as well as the impact on deferred taxes of reductions in the statutory tax rates in Quebec, Canada and India.

As of March 31, 2017, our gross liability for unrecognized tax benefits was \$4.3 million. If fully recognized, these tax benefits would decrease our income tax expense by \$4.3 million (\$2.8 million, net of federal tax). Based upon the status of current state income tax audits and our expectation of the ultimate resolution, we believe that it is reasonably possible that we will recognize a tax benefit of \$4.3 million (\$2.8 million, net of federal tax) within the next 12 months.

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**NOTE 8. Commercial Commitments**

We have entered into various commercial commitments, such as guarantees, standby letters of credit, and performance bonds, related to certain transactions. These commercial commitments require us to fulfill specific obligations in the event of third-party demands. Similar to our balance sheet investments, these commitments expose us to credit, market, and equipment risk. Accordingly, we evaluate these commitments and other contingent obligations using techniques similar to those we use to evaluate funded transactions.

The following table shows our commercial commitments (in millions):

|   | <b>March 31<br/>2017</b> | <b>December 31<br/>2016</b> |
|---|--------------------------|-----------------------------|
| Lease payment guarantees                        | \$ 11.7                  | \$ 15.0                     |
| Standby letters of credit and performance bonds | 8.9                      | 8.9                         |
| Total commercial commitments (1)                | <u>\$ 20.6</u>           | <u>\$ 23.9</u>              |

(1) The carrying value of liabilities on the balance sheet for commercial commitments was \$2.8 million at March 31, 2017 and \$3.0 million at December 31, 2016. The expirations of these commitments range from 2017 to 2023. We are not aware of any event that would require us to satisfy any of our commitments.

Lease payment guarantees are commitments to financial institutions to make lease payments for a third party in the event they default. We reduce any liability that may result from these guarantees by the value of the underlying asset or group of assets.

We are also parties to standby letters of credit and performance bonds, which primarily relate to contractual obligations and general liability insurance coverages. No material claims have been made against these obligations, and no material losses are anticipated.

**NOTE 9. Earnings per Share**

We compute basic earnings per share by dividing net income available to our common shareholders by the weighted average number of shares of our common stock outstanding. We appropriately weighted shares issued or reacquired during the period for the portion of the period that they were outstanding. Our diluted earnings per share reflect the impacts of our potentially dilutive securities, which include our equity compensation awards.

The following table shows the computation of our basic and diluted net income per common share (in millions, except per share amounts):

|   | <b>Three Months Ended<br/>March 31</b> |                |
|---|--|----------------|
|   | <b>2017</b>                            | <b>2016</b>    |
| <b>Numerator:</b>                             |  |                |
| Net income                                    | <u>\$ 57.5</u>                         | <u>\$ 69.3</u> |
| <b>Denominator:</b>                           |  |                |
| Weighted average shares outstanding - basic   | 39.4                                   | 41.4           |
| Effect of dilutive securities:                |  |                |
| Equity compensation plans                     | 0.5                                    | 0.4            |
| Weighted average shares outstanding - diluted | 39.9                                   | 41.8           |
| Basic earnings per share                      | <u>\$ 1.46</u>                         | <u>\$ 1.67</u> |
| Diluted earnings per share                    | <u>\$ 1.44</u>                         | <u>\$ 1.66</u> |

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**NOTE 10. Accumulated Other Comprehensive Income (Loss)**

The following table shows the change in components for accumulated other comprehensive loss (in millions):

|  | <b>Foreign<br/>Currency<br/>Translation<br/>Gain (Loss)</b> | <b>Unrealized Gain<br/>(Loss) on Securities</b> | <b>Unrealized Gain<br/>(Loss) on<br/>Derivative<br/>Instruments</b> | <b>Post-Retirement<br/>Benefit Plans</b> | <b>Total</b>      |
|--|---|---|---|--|-------------------|
| Balance at December 31, 2016               | (103.7)   | —   | (20.3)  | (87.1)                                   | (211.1)           |
| Change in component                        | 17.9  | —   | (5.1)   | —  | 12.8              |
| Reclassification adjustments into earnings | —   | —   | 5.8   | 2.2                                      | 8.0               |
| Income tax effect                          | —   | —   | 0.1   | (0.9)                                    | (0.8)             |
| Balance at March 31, 2017                  | <u>\$ (85.8)</u>  | <u>\$ —</u>                                     | <u>\$ (19.5)</u>  | <u>\$ (85.8)</u>                         | <u>\$ (191.1)</u> |

See "Note 3. Fair Value Disclosure" and "Note 5. Pension and Other Post-Retirement Benefits" for impacts of the reclassification adjustments on the statement of comprehensive income.

**NOTE 11. Legal Proceedings and Other Contingencies**

Various legal actions, claims, assessments and other contingencies arising in the ordinary course of business are pending against GATX and certain of our subsidiaries. These matters are subject to many uncertainties, and it is possible that some of these matters could ultimately be decided, resolved or settled adversely. For a full discussion of our pending legal matters, please refer to "Note 22. Legal Proceedings and Other Contingencies" of our consolidated financial statements in our *Annual Report on Form 10-K* for the year ended December 31, 2016.

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**NOTE 12. Financial Data of Business Segments**

The financial data presented below depicts the profitability, financial position, and capital expenditures of each of our business segments.

We lease, operate, manage, and remarket long-lived, widely-used assets, primarily in the rail market. We report our financial results through four primary business segments: Rail North America, Rail International, American Steamship Company ("ASC"), and Portfolio Management.

Rail North America is composed of our wholly owned operations in the United States, Canada, and Mexico, as well as an affiliate investment. Rail North America primarily provides railcars pursuant to full-service leases under which it maintains the railcars, pays ad valorem taxes and insurance, and provides other ancillary services.

Rail International is composed of our wholly owned European operations ("GATX Rail Europe" or "GRE"), a wholly owned railcar leasing business in India ("Rail India"), and our operations in Russia. GRE leases railcars to customers throughout Europe pursuant to full-service leases under which it maintains the railcars and provides value-adding services according to customer requirements.

ASC operates the largest fleet of US-flagged vessels on the Great Lakes, providing waterborne transportation of dry bulk commodities such as iron ore, coal, limestone aggregates, and metallurgical limestone.

Portfolio Management is composed primarily of our ownership in a group of joint ventures with Rolls-Royce plc that lease aircraft spare engines, as well as five liquefied gas carrying vessels and assorted other marine assets. In prior years, Portfolio Management generated leasing, marine operating, asset remarketing, and management fee income through a collection of diversified wholly owned assets and joint venture investments. We are in the process of disposing of the majority of the marine investments in this segment.

Segment profit is an internal performance measure used by the Chief Executive Officer to assess the performance of each segment in a given period. Segment profit includes all revenues, pretax earnings from affiliates, and net gains on asset dispositions that are attributable to the segments, as well as expenses that management believes are directly associated with the financing, maintenance, and operation of the revenue earning assets. Segment profit excludes selling, general and administrative expenses, income taxes, and certain other amounts not allocated to the segments. These amounts are included in Other.

We allocate debt balances and related interest expense to each segment based upon predetermined debt to equity leverage ratios. The leverage levels are 5:1 for Rail North America, 3:1 for Rail International, 1.5:1 for ASC, and 1:1 for Portfolio Management. We believe that by using this leverage and interest expense allocation methodology, each operating segment's financial performance reflects appropriate risk-adjusted borrowing costs.

**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

The following tables show certain segment data for each of our business segments (in millions):

|   | Rail North<br>America | Rail International | ASC             | Portfolio<br>Management | Other         | GATX<br>Consolidated |
|---|-----------------------|--------------------|-----------------|-------------------------|---------------|----------------------|
| <b>Three Months Ended March 31, 2017</b>                      |                       |                    |                 |                         |               |                      |
| <b>Profitability</b>  |                       |                    |                 |                         |               |                      |
| <b>Revenues</b>   |                       |                    |                 |                         |               |                      |
| Lease revenue   | \$ 227.2              | \$ 43.3            | \$ 1.0          | \$ 1.2                  | \$ —          | \$ 272.7             |
| Marine operating revenue                                      | —                     | —                  | 6.4             | 10.6                    | —             | 17.0                 |
| Other revenue   | 24.8                  | 1.1                | —               | 0.5                     | —             | 26.4                 |
| <b>Total Revenues</b>   | <b>252.0</b>          | <b>44.4</b>        | <b>7.4</b>      | <b>12.3</b>             | <b>—</b>      | <b>316.1</b>         |
| <b>Expenses</b>   |                       |                    |                 |                         |               |                      |
| Maintenance expense   | 67.7                  | 10.0               | 0.2             | —                       | —             | 77.9                 |
| Marine operating expense                                      | —                     | —                  | 5.3             | 7.6                     | —             | 12.9                 |
| Depreciation expense  | 59.0                  | 11.2               | 0.1             | 1.7                     | —             | 72.0                 |
| Operating lease expense                                       | 15.0                  | —                  | 0.8             | —                       | —             | 15.8                 |
| Other operating expense                                       | 8.1                   | 1.2                | —               | 0.3                     | —             | 9.6                  |
| <b>Total Expenses</b>   | <b>149.8</b>          | <b>22.4</b>        | <b>6.4</b>      | <b>9.6</b>              | <b>—</b>      | <b>188.2</b>         |
| <b>Other Income (Expense)</b>                                 |                       |                    |                 |                         |               |                      |
| Net gain on asset dispositions                                | 23.8                  | 0.8                | —               | 0.3                     | —             | 24.9                 |
| Interest (expense) income, net                                | (31.1)                | (7.9)              | (1.2)           | (2.2)                   | 3.2           | (39.2)               |
| Other (expense) income  | (2.0)                 | (1.5)              | —               | 2.3                     | (0.1)         | (1.3)                |
| Share of affiliates' pretax income                            | 0.1                   | —                  | —               | 11.6                    | —             | 11.7                 |
| <b>Segment profit (loss)</b>                                  | <b>\$ 93.0</b>        | <b>\$ 13.4</b>     | <b>\$ (0.2)</b> | <b>\$ 14.7</b>          | <b>\$ 3.1</b> | <b>124.0</b>         |
| Selling, general and administrative expense                   |                       |                    |                 |                         |               | 42.9                 |
| Income taxes (includes \$3.0 related to affiliates' earnings) |                       |                    |                 |                         |               | 23.6                 |
| <b>Net income</b>   |                       |                    |                 |                         |               | <b>\$ 57.5</b>       |
| <b>Net Gain on Asset Dispositions</b>                         |                       |                    |                 |                         |               |                      |
| <u>Asset Remarketing Income:</u>                              |                       |                    |                 |                         |               |                      |
| Disposition gains on owned assets                             | \$ 21.1               | \$ —               | \$ —            | \$ —                    | \$ —          | \$ 21.1              |
| Residual sharing income                                       | 0.1                   | —                  | —               | 0.3                     | —             | 0.4                  |
| Non-remarketing disposition gains (1)                         | 2.6                   | 0.8                | —               | —                       | —             | 3.4                  |
| Asset impairments   | —                     | —                  | —               | —                       | —             | —                    |
|   | <b>\$ 23.8</b>        | <b>\$ 0.8</b>      | <b>\$ —</b>     | <b>\$ 0.3</b>           | <b>\$ —</b>   | <b>\$ 24.9</b>       |
| <b>Capital Expenditures</b>                                   |                       |                    |                 |                         |               |                      |
| Portfolio investments and capital additions                   | \$ 102.8              | \$ 18.7            | \$ 7.3          | \$ —                    | \$ 0.2        | \$ 129.0             |
| <b>Selected Balance Sheet Data at March 31, 2017</b>          |                       |                    |                 |                         |               |                      |
| Investments in affiliated companies                           | \$ 10.5               | \$ 1.2             | \$ —            | \$ 385.2                | \$ —          | \$ 396.9             |
| Identifiable assets   | \$ 4,862.5            | \$ 1,169.7         | \$ 306.9        | \$ 600.0                | \$ 157.8      | \$ 7,096.9           |

(1) Includes scrapping gains.



**GATX CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

|   | Rail North<br>America | Rail International | ASC           | Portfolio<br>Management | Other         | GATX<br>Consolidated |
|---|-----------------------|--------------------|---------------|-------------------------|---------------|----------------------|
| <b>Three Months Ended March 31, 2016</b>                      |                       |                    |               |                         |               |                      |
| <b>Profitability</b>  |                       |                    |               |                         |               |                      |
| <b>Revenues</b>   |                       |                    |               |                         |               |                      |
| Lease revenue   | \$ 236.6              | \$ 44.9            | \$ 1.0        | \$ 2.0                  | \$ —          | \$ 284.5             |
| Marine operating revenue                                      | —                     | —                  | 4.1           | 16.2                    | —             | 20.3                 |
| Other revenue   | 27.8                  | 1.6                | —             | 0.2                     | —             | 29.6                 |
| <b>Total Revenues</b>   | <b>264.4</b>          | <b>46.5</b>        | <b>5.1</b>    | <b>18.4</b>             | <b>—</b>      | <b>334.4</b>         |
| <b>Expenses</b>   |                       |                    |               |                         |               |                      |
| Maintenance expense   | 65.8                  | 12.5               | 0.2           | —                       | —             | 78.5                 |
| Marine operating expense                                      | —                     | —                  | 2.9           | 9.4                     | —             | 12.3                 |
| Depreciation expense  | 56.5                  | 11.1               | —             | 1.7                     | —             | 69.3                 |
| Operating lease expense                                       | 16.8                  | —                  | —             | —                       | —             | 16.8                 |
| Other operating expense                                       | 6.9                   | 1.4                | —             | 0.5                     | —             | 8.8                  |
| <b>Total Expenses</b>   | <b>146.0</b>          | <b>25.0</b>        | <b>3.1</b>    | <b>11.6</b>             | <b>—</b>      | <b>185.7</b>         |
| <b>Other Income (Expense)</b>                                 |                       |                    |               |                         |               |                      |
| Net gain on asset dispositions                                | 18.6                  | 0.7                | —             | 3.9                     | —             | 23.2                 |
| Interest (expense) income, net                                | (27.2)                | (7.3)              | (1.1)         | (2.2)                   | 0.6           | (37.2)               |
| Other (expense) income  | (1.3)                 | (2.2)              | —             | —                       | 0.2           | (3.3)                |
| Share of affiliates' pretax income (loss)                     | 0.2                   | (0.1)              | —             | 10.1                    | —             | 10.2                 |
| <b>Segment profit</b>   | <b>\$ 108.7</b>       | <b>\$ 12.6</b>     | <b>\$ 0.9</b> | <b>\$ 18.6</b>          | <b>\$ 0.8</b> | <b>141.6</b>         |
| Selling, general and administrative expense                   |                       |                    |               |                         |               | 38.8                 |
| Income taxes (includes \$2.7 related to affiliates' earnings) |                       |                    |               |                         |               | 33.5                 |
| <b>Net income</b>   |                       |                    |               |                         |               | <b>\$ 69.3</b>       |
| <b>Net Gain on Asset Dispositions</b>                         |                       |                    |               |                         |               |                      |
| <u>Asset Remarketing Income:</u>                              |                       |                    |               |                         |               |                      |
| Disposition gains on owned assets                             | \$ 17.6               | \$ —               | \$ —          | \$ 2.4                  | \$ —          | \$ 20.0              |
| Residual sharing income                                       | 0.3                   | —                  | —             | 1.5                     | —             | 1.8                  |
| Non-remarketing disposition gains (1)                         | 0.7                   | 0.7                | —             | —                       | —             | 1.4                  |
| Asset impairments   | —                     | —                  | —             | —                       | —             | —                    |
|   | <b>\$ 18.6</b>        | <b>\$ 0.7</b>      | <b>\$ —</b>   | <b>\$ 3.9</b>           | <b>\$ —</b>   | <b>\$ 23.2</b>       |
| <b>Capital Expenditures</b>                                   |                       |                    |               |                         |               |                      |
| Portfolio investments and capital additions                   | \$ 112.9              | \$ 22.0            | \$ 4.7        | \$ —                    | \$ 0.6        | \$ 140.2             |
| <b>Selected Balance Sheet Data at December 31, 2016</b>       |                       |                    |               |                         |               |                      |
| Investments in affiliated companies                           | \$ 10.5               | \$ 1.2             | \$ —          | \$ 375.3                | \$ —          | \$ 387.0             |
| Identifiable assets   | \$ 4,775.6            | \$ 1,128.7         | \$ 278.8      | \$ 593.5                | \$ 328.8      | \$ 7,105.4           |

(1) Includes scrapping gains.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**BUSINESS OVERVIEW**

We lease, operate, manage, and remarket long-lived, widely-used assets, primarily in the rail market. We report our financial results through four primary business segments: Rail North America, Rail International, American Steamship Company ("ASC"), and Portfolio Management.

The following discussion and analysis should be read in conjunction with the MD&A in our *Annual Report on Form 10-K* for the year ended December 31, 2016. We based the discussion and analysis that follows on financial data we derived from the financial statements prepared in accordance with US Generally Accepted Accounting Standards ("GAAP") and on certain other financial data that we prepared using non-GAAP components. For a reconciliation of these non-GAAP components to the most comparable GAAP components, see "Non-GAAP Financial Measures" at the end of this item.

Operating results for the three months ended March 31, 2017 are not necessarily indicative of the results we may achieve for the entire year ending December 31, 2017. In particular, ASC's fleet is inactive for a significant portion of the first quarter of each year due to winter conditions on the Great Lakes. In addition, asset remarketing income does not occur evenly throughout the year. For more information about our business, refer to our *Annual Report on Form 10-K* for the year ended December 31, 2016.

## DISCUSSION OF OPERATING RESULTS

The following table shows a summary of our reporting segments and consolidated financial results for the three months ended March 31 (in millions, except per share data):

|  | Three Months Ended<br>March 31 |                 |
|--|--------------------------------|-----------------|
|  | 2017                           | 2016            |
| <b>Segment Revenues</b>  |                                |                 |
| Rail North America   | \$ 252.0                       | \$ 264.4        |
| Rail International   | 44.4                           | 46.5            |
| ASC  | 7.4                            | 5.1             |
| Portfolio Management   | 12.3                           | 18.4            |
|  | <u>\$ 316.1</u>                | <u>\$ 334.4</u> |
| <b>Segment Profit</b>  |                                |                 |
| Rail North America   | \$ 93.0                        | \$ 108.7        |
| Rail International   | 13.4                           | 12.6            |
| ASC  | (0.2)                          | 0.9             |
| Portfolio Management   | 14.7                           | 18.6            |
|  | <u>120.9</u>                   | <u>140.8</u>    |
| Less:  |                                |                 |
| Selling, general and administrative expense                                      | 42.9                           | 38.8            |
| Unallocated interest expense, net  | (3.2)                          | (0.6)           |
| Other, including eliminations  | 0.1                            | (0.2)           |
| Income taxes (\$3.0 and \$2.7 related to affiliates' earnings)                   | 23.6                           | 33.5            |
| <b>Net Income</b>  | <u>\$ 57.5</u>                 | <u>\$ 69.3</u>  |
| Net income, excluding tax adjustments and other items (non-GAAP)                 | \$ 57.5                        | \$ 67.8         |
| Diluted earnings per share (GAAP)  | \$ 1.44                        | \$ 1.66         |
| Diluted earnings per share, excluding tax adjustments and other items (non-GAAP) | \$ 1.44                        | \$ 1.62         |
| Investment Volume  | \$ 129.0                       | \$ 140.2        |

The following table shows our return on equity ("ROE") for the trailing twelve months ended March 31:

|   | 2017  | 2016  |
|---|-------|-------|
| ROE (GAAP)  | 18.2% | 16.4% |
| ROE, excluding tax adjustments and other items (non-GAAP) | 16.8% | 18.6% |

Net income was \$57.5 million, or \$1.44 per diluted share, for the first quarter 2017 compared to \$69.3 million, or \$1.66 per diluted share, in 2016. Results in the first quarter 2016 included a gain of approximately \$1.5 million, net of tax, associated with the planned exit of the majority of Portfolio Management's marine investments (see "Non-GAAP Financial Measures" at the end of this item for further details). Excluding the impact of the gain, net income decreased \$10.3 million compared to the prior year, the result of lower lease revenue, lower marine operating results, and higher selling, general, and administrative expenses, partially offset by higher disposition gains.

## Segment Operations

Segment profit is an internal performance measure used by the Chief Executive Officer to assess the performance of each segment in a given period. Segment profit includes all revenues, pretax earnings from affiliates, and net gains on asset dispositions that are attributable to the segments, as well as expenses that management believes are directly associated with the financing, maintenance, and operation of the revenue earning assets. Segment profit excludes selling, general and administrative expenses, income taxes, and certain other amounts not allocated to the segments. These amounts are included in Other.

We allocate debt balances and related interest expense to each segment based upon predetermined debt to equity leverage ratios. The leverage levels are 5:1 for Rail North America, 3:1 for Rail International, 1.5:1 for ASC, and 1:1 for Portfolio Management. We believe that by using this leverage and interest expense allocation methodology, each operating segment's financial performance reflects appropriate risk-adjusted borrowing costs.

### *RAIL NORTH AMERICA*

## Segment Summary

Continued railcar oversupply, a large manufacturing backlog, and low fleet utilization within the North America market all combined to maintain pressure on lease rates across the fleet in the first quarter. Rail North America's strategy to compete aggressively on lease rates and lease terms in this difficult environment, coupled with attractive long-term leases it entered into during stronger market conditions, have combined to allow it to maintain high utilization of its railcars.

At March 31, 2017, Rail North America's wholly owned fleet, excluding boxcars, consisted of approximately 103,700 cars. Fleet utilization, excluding boxcars, was 99.1% at the end of March 31, 2017, compared to 98.9% at the end of prior quarter, and 98.9% at March 31, 2016. Fleet utilization for approximately 17,400 boxcars was 92.9% at the end of March 31, 2017 compared to 93.8% at the end of the prior quarter and 97.1% at March 31, 2016.

During the first quarter of 2017, the Lease Price Index (the "LPI", see definition below) decreased 32.6%, compared to a decrease of 36.2% in the prior quarter and an increase of 6.4% in the first quarter of 2016. Lease terms on renewals for cars in the LPI averaged 29 months in the current quarter, compared to 29 months in the prior quarter, and 34 months in first quarter of 2016. Additionally, the renewal success rate was 72.4% in the current quarter, compared to 64.7% in the prior quarter and 67.5% in the first quarter of 2016. As the challenging lease rate environment persists, we will continue to experience pressure on the LPI. For the first quarter of 2017, an average of approximately 103,000 railcars, excluding boxcars, were on lease, compared to 103,700 in the prior quarter and 104,500 in the first quarter of 2016. The decrease in railcars on lease in the current year is largely due to railcars that were sold or scrapped in an effort to optimize the composition of our fleet.

As of March 31, 2017, leases for approximately 12,500 railcars in our term lease fleet and approximately 4,550 boxcars are scheduled to expire over the remainder of 2017. These amounts exclude railcars on leases that are scheduled to expire later in 2017 but have already been renewed or assigned to a new lessee.

The following table shows Rail North America's segment results (in millions):

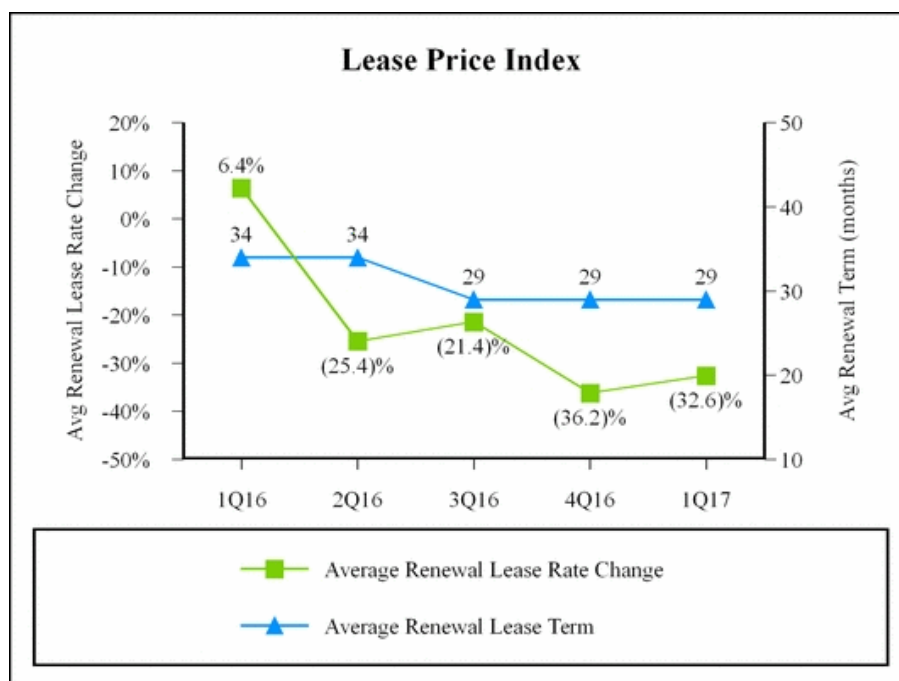
|                                    | Three Months Ended<br>March 31 |                 |
|------------------------------------|--------------------------------|-----------------|
|                                    | 2017                           | 2016            |
| <b>Revenues</b>                    |                                |                 |
| Lease revenue                      | \$ 227.2                       | \$ 236.6        |
| Other revenue                      | 24.8                           | 27.8            |
| <b>Total Revenues</b>              | <b>252.0</b>                   | <b>264.4</b>    |
| <b>Expenses</b>                    |                                |                 |
| Maintenance expense                | 67.7                           | 65.8            |
| Depreciation expense               | 59.0                           | 56.5            |
| Operating lease expense            | 15.0                           | 16.8            |
| Other operating expense            | 8.1                            | 6.9             |
| <b>Total Expenses</b>              | <b>149.8</b>                   | <b>146.0</b>    |
| <b>Other Income (Expense)</b>      |                                |                 |
| Net gain on asset dispositions     | 23.8                           | 18.6            |
| Interest expense, net              | (31.1)                         | (27.2)          |
| Other expense                      | (2.0)                          | (1.3)           |
| Share of affiliate's pretax income | 0.1                            | 0.2             |
| <b>Segment Profit</b>              | <b>\$ 93.0</b>                 | <b>\$ 108.7</b> |
| <b>Investment Volume</b>           | <b>\$ 102.8</b>                | <b>\$ 112.9</b> |

The following table shows the components of Rail North America's lease revenue (in millions):

|             | Three Months Ended<br>March 31 |                 |
|-------------|--------------------------------|-----------------|
|             | 2017                           | 2016            |
| Railcars    | \$ 198.8                       | \$ 206.1        |
| Boxcars     | 18.7                           | 20.8            |
| Locomotives | 9.7                            | 9.7             |
|             | <b>\$ 227.2</b>                | <b>\$ 236.6</b> |

#### Lease Price Index

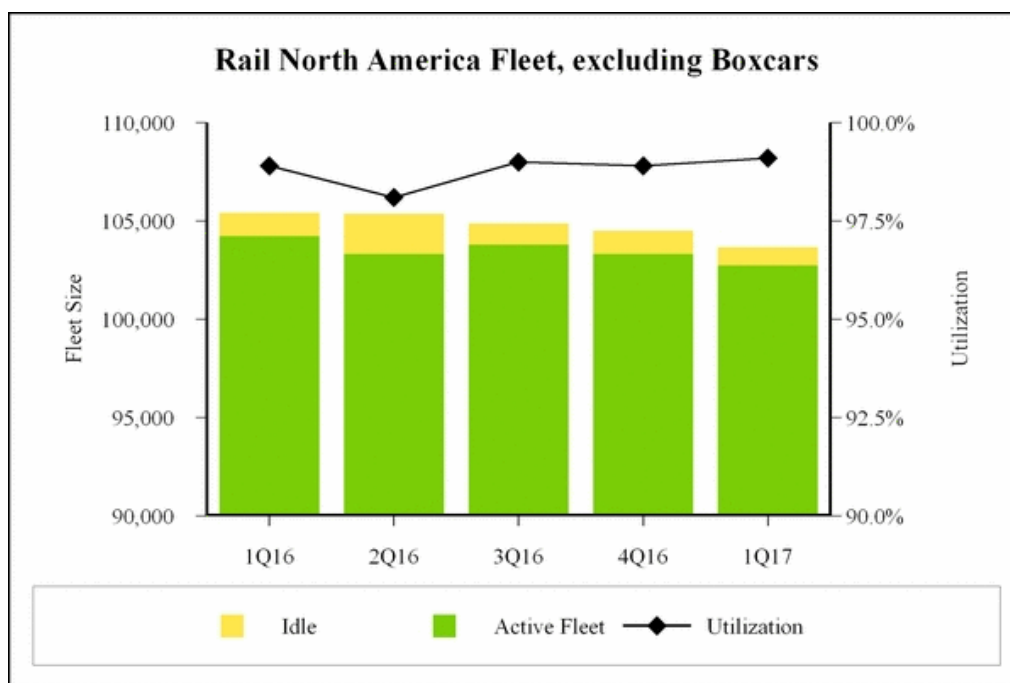
Our LPI is an internally-generated business indicator that measures lease rate pricing on renewals for our North American railcar fleet, excluding boxcars. We calculate the index using the weighted average lease rate for a group of railcar types that we believe best represents our overall North American fleet, excluding boxcars. The average renewal lease rate change is reported as the percentage change between the average renewal lease rate and the average expiring lease rate, weighted by fleet composition. The average renewal lease term is reported in months and reflects the average renewal lease term of railcar types in the LPI, weighted by fleet composition.



#### Rail North America Fleet Data

The following table shows fleet activity for Rail North America railcars, excluding boxcars for the quarter ended:

|                                 | March 31<br>2016 | June 30<br>2016 | September 30<br>2016 | December 31<br>2016 | March 31<br>2017 |
|---------------------------------|------------------|-----------------|----------------------|---------------------|------------------|
| Beginning balance               | 106,146          | 105,422         | 105,368              | 104,874             | 104,522          |
| Cars added                      | 811              | 857             | 764                  | 1,087               | 795              |
| Cars scrapped                   | (743)            | (567)           | (590)                | (579)               | (806)            |
| Cars sold                       | (792)            | (344)           | (668)                | (860)               | (839)            |
| Ending balance                  | 105,422          | 105,368         | 104,874              | 104,522             | 103,672          |
| Utilization rate at quarter end | 98.9%            | 98.1%           | 99.0%                | 98.9%               | 99.1%            |
| Average active railcars         | 104,505          | 103,824         | 103,479              | 103,702             | 102,976          |



The following table shows fleet statistics for Rail North America boxcars:

|                | March 31<br>2016 | June 30<br>2016 | September 30<br>2016 | December 31<br>2016 | March 31<br>2017 |
|----------------|------------------|-----------------|----------------------|---------------------|------------------|
| Ending balance | 18,338           | 18,209          | 18,089               | 17,706              | 17,415           |
| Utilization    | 97.1%            | 97.1%           | 94.7%                | 93.8%               | 92.9%            |

***Comparison of the First Three Months of 2017 to the First Three Months of 2016***

**Segment Profit**

Segment profit was \$93.0 million in the first quarter of 2017, compared to \$108.7 million in the prior year. The decrease was driven by lower lease revenue and higher maintenance expense, partially offset by higher asset disposition gains.

**Revenues**

Lease revenue decreased \$9.4 million in the first quarter of 2017, primarily due to lower lease rates and fewer cars on lease. Other revenue decreased \$3.0 million due to lower repair revenue and lower lease termination fees. Fees in 2016 included approximately \$10.0 million for a penalty imposed by GATX for allowing a customer to return crude oil railcars prior to the contractual end of an existing lease. The current year included \$7.8 million for the reimbursement of damage on returned cars. The expenses to repair these cars will be recognized over the course of the year as incurred. In some cases, we may scrap the railcar rather than incur these expenses if it is not economical to do so.

## **Expenses**

Maintenance expense increased \$1.9 million in the first quarter of 2017, primarily due to an increase in transition costs associated with cars assigned to new lessees, partially offset by lower expenses for repairs performed by the railroads on the boxcar fleet. Depreciation expense increased \$2.5 million, largely due to new investments. Operating lease expense decreased \$1.8 million, resulting from the purchase of railcars previously on operating leases in both years. Other operating expense increased \$1.2 million, primarily due to higher switching and freight costs from the movement of assigned railcars.

## **Other Income (Expense)**

Net gain on asset dispositions increased \$5.2 million in the first quarter of 2017, primarily due to higher disposition gains on railcars sold in the current year, as well as higher scrapping gains resulting from more railcars scrapped and higher scrap proceeds. Net interest expense increased \$3.9 million, due to a higher average interest rates and higher average debt balances. Other expense was comparable to prior year.

## **Investment Volume**

During the first quarter of 2017, investment volume was \$102.8 million compared to \$112.9 million in 2016. We acquired 778 newly built railcars and purchased 22 railcars in the secondary market in the first quarter of 2017, compared to 689 newly built railcars and 20 railcars purchased in the secondary market in the first quarter of 2016.

## ***RAIL INTERNATIONAL***

### **Segment Summary**

Rail International, composed primarily of GATX Rail Europe ("GRE"), continued to maintain high utilization of its railcars and produced solid operating results in 2017. Railcar utilization for GRE was 95.0% at the end of the first quarter of 2017, compared to 95.6% at the end of the prior quarter and 95.1% at March 31, 2016.

GRE's results in 2016 were impacted by higher wheelset costs, primarily due to a refurbishment program enacted to address corrosion paint issues on certain wheelsets.

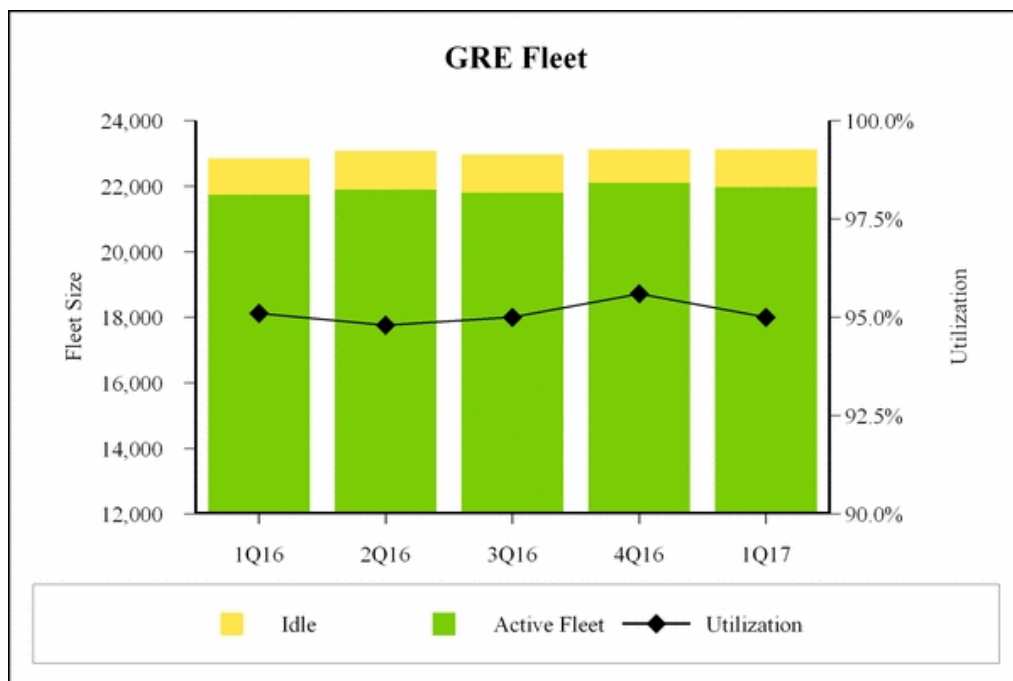


The following table shows Rail International's segment results (in millions):

|                                  | Three Months Ended<br>March 31 |                |
|----------------------------------|--------------------------------|----------------|
|                                  | 2017                           | 2016           |
| <b>Revenues</b>                  |                                |                |
| Lease revenue                    | \$ 43.3                        | \$ 44.9        |
| Other revenue                    | 1.1                            | 1.6            |
| <b>Total Revenues</b>            | <b>44.4</b>                    | <b>46.5</b>    |
| <b>Expenses</b>                  |                                |                |
| Maintenance expense              | 10.0                           | 12.5           |
| Depreciation expense             | 11.2                           | 11.1           |
| Other operating expense          | 1.2                            | 1.4            |
| <b>Total Expenses</b>            | <b>22.4</b>                    | <b>25.0</b>    |
| <b>Other Income (Expense)</b>    |                                |                |
| Net gain on asset dispositions   | 0.8                            | 0.7            |
| Interest expense, net            | (7.9)                          | (7.3)          |
| Other expense                    | (1.5)                          | (2.2)          |
| Share of affiliate's pretax loss | —                              | (0.1)          |
| <b>Segment Profit</b>            | <b>\$ 13.4</b>                 | <b>\$ 12.6</b> |
| <b>Investment Volume</b>         |                                |                |
|                                  | \$ 18.7                        | \$ 22.0        |

The following table shows fleet activity for GRE railcars for the quarter ended:

|                                 | March 31<br>2016 | June 30<br>2016 | September 30<br>2016 | December 31<br>2016 | March 31<br>2017 |
|---------------------------------|------------------|-----------------|----------------------|---------------------|------------------|
| Beginning balance               | 22,923           | 22,859          | 23,088               | 22,966              | 23,122           |
| Cars added                      | 191              | 323             | 78                   | 287                 | 207              |
| Cars scrapped or sold           | (255)            | (94)            | (200)                | (131)               | (198)            |
| Ending balance                  | 22,859           | 23,088          | 22,966               | 23,122              | 23,131           |
| Utilization rate at quarter end | 95.1%            | 94.8%           | 95.0%                | 95.6%               | 95.0%            |
| Average active railcars         | 21,854           | 21,747          | 21,830               | 22,002              | 22,012           |



***Comparison of the First Three Months of 2017 to the First Three Months of 2016***

**Foreign Currency**

Rail International's reported results of operations are impacted by fluctuations in the exchange rates of the foreign currencies in which it conducts business, primarily the euro. In the first three months of 2017, a weaker euro negatively impacted lease revenue by approximately \$1.5 million and segment profit, excluding other income (expense), by approximately \$0.7 million compared to the first three months of 2016.

**Segment Profit**

Segment profit was \$13.4 million in the first quarter of 2017, compared to \$12.6 million in the prior year. The increase was largely due to lower maintenance expense, primarily as a result of lower wheelset costs, and lower legal defense costs, partially offset by lower lease revenue.

**Revenues**

Lease revenue decreased \$1.6 million in the first quarter of 2017, primarily due to the effects of a weaker euro, as noted above. Other revenue decreased \$0.5 million, primarily due to lower compensation for damaged railcars and lower repair revenue.

## Expenses

Maintenance expense decreased \$2.5 million in the first quarter of 2017, primarily due to lower wheelset costs, as well as fewer railcar revisions and lower refurbishment costs. Depreciation expense and other operating expense were comparable to prior year.

## Other Income (Expense)

Net gain on asset dispositions was comparable to prior year. Net interest expense increased \$0.6 million, largely due to higher average interest rates and higher average debt balances. Other expense decreased \$0.7 million, largely due to lower legal costs, partially offset by the unfavorable impact of changes in foreign exchange rates on non-functional currency items and derivatives.

## Investment Volume

During the first quarter of 2017, investment volume was \$18.7 million compared to \$22.0 million in the first quarter of 2016. We acquired approximately 207 railcars in the first quarter of 2017 compared to 191 railcars in the first quarter of 2016.

## ASC

## Segment Summary

ASC's fleet is largely inactive for the first three months of each year due to winter conditions on the Great Lakes. Freight volume in the first quarter is largely attributable to prior year commitments completed in January of each period. Our 2017 sailing season began in late March. Because of the mild winter weather, there was less ice coverage on the Great Lakes, which will benefit early season operations. During the first quarter of 2017, we carried 1.0 million net tons of freight compared to 0.6 million net tons during the first quarter of 2016.

The following table shows ASC's segment results (in millions):

|                                       | Three Months Ended<br>March 31 |               |
|---------------------------------------|--------------------------------|---------------|
|                                       | 2017                           | 2016          |
| <b>Revenues</b>                       |                                |               |
| Lease revenue                         | \$ 1.0                         | \$ 1.0        |
| Marine operating revenue              | 6.4                            | 4.1           |
| <b>Total Revenues</b>                 | <b>7.4</b>                     | <b>5.1</b>    |
| <b>Expenses</b>                       |                                |               |
| Maintenance expense                   | 0.2                            | 0.2           |
| Marine operating expense              | 5.3                            | 2.9           |
| Depreciation expense                  | 0.1                            | —             |
| Operating lease expense               | 0.8                            | —             |
| <b>Total Expenses</b>                 | <b>6.4</b>                     | <b>3.1</b>    |
| <b>Other Income (Expense)</b>         |                                |               |
| Interest expense, net                 | (1.2)                          | (1.1)         |
| <b>Segment (Loss) Profit</b>          | <b>\$ (0.2)</b>                | <b>\$ 0.9</b> |
| <b>Investment Volume</b>              | <b>\$ 7.3</b>                  | <b>\$ 4.7</b> |
| <b>Total Net Tons Carried (000's)</b> | <b>1,034</b>                   | <b>625</b>    |

## ***Comparison of the First Three Months of 2017 to the First Three Months of 2016***

### **Segment (Loss) Profit**

Segment loss was \$0.2 million in the first quarter of 2017, compared to segment profit of \$0.9 million in the prior year. The decrease was primarily due to costs related to the return of a leased vessel in 2017.

### **Revenues**

Marine operating revenue increased \$2.3 million in the first quarter of 2017, primarily due to higher volume. In addition, higher fuel revenue, which is offset in marine operating expense, contributed to the variance. The terms of ASC's contracts provide that a substantial portion of fuel costs is passed on to customers.

### **Expenses**

Marine operating expense increased \$2.4 million in the first quarter of 2017, largely driven by higher fuel costs and the impact of more operating days. Operating lease expense increased \$0.8 million, attributable to costs related to the return of a leased vessel in 2017.

### **Investment Volume**

ASC's investments in each period consisted of structural and mechanical upgrades to our vessels.

## ***PORTFOLIO MANAGEMENT***

### **Segment Summary**

A significant portion of Portfolio Management's segment profit is generated by the Rolls-Royce & Partners Finance companies (collectively the "RRPF affiliates"). The RRPF affiliates are a group of fifteen 50% owned domestic and foreign joint ventures with Rolls-Royce plc (or affiliates thereof, collectively "Rolls-Royce"), a leading manufacturer of commercial aircraft jet engines. Segment profit included earnings from the RRPF affiliates of \$11.2 million for the first quarter of 2017, compared to \$10.1 million in 2016.

As we have disclosed previously, we made the decision to exit the majority of our marine investments, including six chemical parcel tankers (the "Nordic Vessels"), most of our inland marine vessels, and our 50% interest in the Cardinal Marine joint venture. To date, we completed the sales of all six of the Nordic Vessels, our 50% interest in the Cardinal Marine joint venture, and the majority of our inland marine assets. No sales were completed in the first quarter of 2017; in the prior year quarter, we sold marine assets for net proceeds of \$36.7 million, resulting in a net gain of \$2.4 million. We expect to sell the remaining targeted inland marine assets in 2017. Upon completion of these sales, Portfolio Management will continue to own and operate other marine investments, consisting primarily of five liquefied gas carrying vessels (the "Norgas Vessels").

Portfolio Management's total asset base was \$600.0 million at March 31, 2017, compared to \$593.5 million at December 31, 2016, and \$605.8 million at March 31, 2016. Assets held for sale were \$45.6 million at March 31, 2017 and December 31, 2016, and \$69.6 million at March 31, 2016.

The following table shows Portfolio Management's segment results (in millions):

|                                    | Three Months Ended<br>March 31 |                |
|------------------------------------|--------------------------------|----------------|
|                                    | 2017                           | 2016           |
| <b>Revenues</b>                    |                                |                |
| Lease revenue                      | \$ 1.2                         | \$ 2.0         |
| Marine operating revenue           | 10.6                           | 16.2           |
| Other revenue                      | 0.5                            | 0.2            |
| <b>Total Revenues</b>              | <b>12.3</b>                    | <b>18.4</b>    |
| <b>Expenses</b>                    |                                |                |
| Marine operating expense           | 7.6                            | 9.4            |
| Depreciation expense               | 1.7                            | 1.7            |
| Other operating expense            | 0.3                            | 0.5            |
| <b>Total Expenses</b>              | <b>9.6</b>                     | <b>11.6</b>    |
| <b>Other Income (Expense)</b>      |                                |                |
| Net gain on asset dispositions     | 0.3                            | 3.9            |
| Interest expense, net              | (2.2)                          | (2.2)          |
| Other income                       | 2.3                            | —              |
| Share of affiliates' pretax income | 11.6                           | 10.1           |
| <b>Segment Profit</b>              | <b>\$ 14.7</b>                 | <b>\$ 18.6</b> |

The following table shows the approximate net book values of Portfolio Management's assets (in millions):

|                                  | March 31<br>2016 | June 30<br>2016 | September 30<br>2016 | December 31<br>2016 | March 31<br>2017 |
|----------------------------------|------------------|-----------------|----------------------|---------------------|------------------|
| Net book value of owned assets   | \$ 261.8         | \$ 268.1        | \$ 241.2             | \$ 218.2            | \$ 214.8         |
| Affiliate investments            | 344.0            | 348.9           | 365.0                | 375.3               | 385.2            |
| Net book value of managed assets | 123.3            | 57.7            | 55.9                 | 51.8                | 50.0             |

#### *Comparison of the First Three Months of 2017 to the First Three Months of 2016*

Comparisons of reported results for the current year and the prior year are impacted by the sales of marine investments.

#### **Segment Profit**

Segment profit was \$14.7 million for the first quarter of 2017, compared to \$18.6 million for the prior year. Segment profit for 2016 included a net gain of approximately \$2.4 million associated with the sale of certain marine investments. Excluding this gain, results for the Portfolio Management segment were \$1.5 million lower for the first quarter of 2017, primarily due to lower residual sharing gains from the managed portfolio and lower aggregate marine operating results, offset by higher earnings from affiliates and other income.

#### **Revenues**

Lease revenue decreased \$0.8 million in the first quarter of 2017, primarily due to the impact of the sales of leased assets in 2016. Marine operating revenue decreased \$5.6 million, largely due to lower revenue from the Norgas vessels, as well as the absence of revenue from the Nordic vessels that were sold during 2016.

## Expenses

Marine operating expense decreased \$1.8 million in the first quarter of 2017, primarily due to the absence of the Nordic vessels that were sold in 2016, as well as lower expenses for the Norgas vessels, partially offset by higher inland marine expenses. Depreciation expense and other operating expense were comparable to prior year.

## Other Income (Expense)

Net gain on asset dispositions decreased \$3.6 million in the first quarter of 2017. The prior year included a pre-tax gain of \$2.4 million associated with the planned exit of marine investments. Excluding this gain, net gain on asset dispositions decreased \$1.2 million, primarily due to lower residual sharing fees from the managed portfolio in the first quarter of 2017.

Other income in 2017 reflects conditional proceeds that we received related to the sale of certain aircraft assets completed in a prior year.

Share of affiliates' pretax income increased \$1.5 million in the first quarter of 2017, primarily due to higher operating results at the RRPF affiliates, as well as additional proceeds received in the first quarter of 2017 attributable to the prior Cardinal Marine affiliate sale.

## OTHER

Other comprises selling, general and administrative expenses ("SG&A"), unallocated interest expense, and miscellaneous income and expense not directly associated with the reporting segments and eliminations.

The following table shows components of other (in millions):

|  | Three Months Ended<br>March 31 |         |
|--|--------------------------------|---------|
|  | 2017                           | 2016    |
| Selling, general and administrative expense    | \$ 42.9                        | \$ 38.8 |
| Unallocated interest (income) expense, net     | (3.2)                          | (0.6)   |
| Other expense (income), including eliminations | 0.1                            | (0.2)   |

## SG&A, Unallocated Interest and Other

SG&A increased \$4.1 million in the first quarter of 2017. The increase was primarily due to higher compensation costs.

Unallocated interest expense (the difference between external interest expense and interest expense allocated to the reporting segments in accordance with assigned leverage targets) in any year is affected by our consolidated leverage position, the timing of debt issuances and investing activities, and intercompany allocations.

Other (income) expense, including eliminations, was comparable to prior year.

## Consolidated Income Taxes

See "Note 7. Income Taxes" in Part I, Item 1 of this Form 10-Q.

## CASH FLOW AND LIQUIDITY

We generate a significant amount of cash from operating activities and from our investment portfolio proceeds. We also access domestic and international capital markets by issuing unsecured or secured debt and commercial paper. We use these sources of cash, along with our available cash balances, to fulfill our debt, lease, and dividend obligations, to support our share repurchase program, and to fund portfolio investments and capital additions. We primarily use cash from operations and commercial paper issuances to fund daily operations.

The timing of asset dispositions and changes in working capital impacts cash flows from portfolio proceeds and operations. As a result, these cash flow components may vary materially from quarter to quarter and year to year. As of March 31, 2017, we had an unrestricted cash balance of \$155.2 million.

The following table shows our principal sources and uses of cash for the three months ended March 31, 2017 (in millions):

|   | 2017              | 2016              |
|---|-------------------|-------------------|
| <b>Principal sources of cash</b>  |                   |                   |
| Net cash provided by operating activities                               | \$ 52.0           | \$ 79.9           |
| Portfolio proceeds  | 44.0              | 98.4              |
| Other asset sales   | 7.6               | 9.4               |
| Proceeds from issuance of debt, commercial paper, and credit facilities | 297.9             | 332.5             |
|   | <u>\$ 401.5</u>   | <u>\$ 520.2</u>   |
| <b>Principal uses of cash</b>   |                   |                   |
| Portfolio investments and capital additions                             | \$ (129.0)        | \$ (140.2)        |
| Repayments of debt, commercial paper, and credit facilities             | (300.9)           | (202.3)           |
| Purchases of leased-in assets   | (79.3)            | (92.8)            |
| Payments on capital lease obligations                                   | (1.4)             | (1.6)             |
| Stock repurchases   | (25.0)            | (50.0)            |
| Dividends   | (18.4)            | (18.1)            |
|   | <u>\$ (554.0)</u> | <u>\$ (505.0)</u> |

Net cash provided by operating activities of \$52.0 million decreased \$27.9 million compared to 2016. The decrease was primarily due to lower lease revenue and lower contributions from our marine operations at Portfolio Management and higher operating lease payments, partially offset by lower interest payments and lower income tax payments. In addition, the net impact of changes in the balances of certain working capital items negatively impacted cash provided from operating activities.

Portfolio proceeds primarily consist of loan and finance lease receipts, proceeds from sales of operating assets, proceeds from sales of securities, and capital distributions from affiliates. In 2016, portfolio proceeds included net proceeds of \$36.7 million from the sales of marine investments as part of our decision to exit the majority of the marine assets at our Portfolio Management segment.

Proceeds from the issuance of debt for the first three months of 2017 were \$297.9 million (net of hedges and debt issuance costs). In 2017, a \$300-million, 10-year unsecured financing was completed. Additionally, we extended the maturity on \$180 million of a \$200-million term loan by one year to May 2022. Debt repayments of \$300.9 million for the first three months of 2017 were \$98.6 million higher than prior year. Each year consisted of scheduled maturity payments.

Portfolio investments and capital additions primarily consist of purchases of operating assets, investments in affiliates, and capitalized asset improvements. Portfolio investments and capital additions of \$129.0 million decreased \$11.2 million compared to 2016, largely due to lower railcar purchases at Rail North America.

Purchases of leased-in assets of \$79.3 million decreased \$13.5 million compared to 2016. The decrease was a result of fewer leased railcars purchased at Rail North America, partially offset by the purchase of a previously leased vessel at ASC.

In the first quarter of 2016, our board of directors authorized a \$300 million share repurchase program. During the three months ended March 31, 2017, we acquired 0.4 million shares of stock for \$25.0 million, compared to 1.2 million shares for \$50.0 million during the same period in 2016. As of March 31, 2017, \$155.0 million remained available under the repurchase authorization.

#### ***Contractual and Other Commercial Commitments***

The following table shows our contractual commitments, including debt principal and related interest payments, lease payments, and purchase commitments at March 31, 2017 (in millions):

|   | Payments Due by Period |                 |                   |                   |                 |                 |                   |
|---|------------------------|-----------------|-------------------|-------------------|-----------------|-----------------|-------------------|
|   | Total                  | 2017 (1)        | 2018              | 2019              | 2020            | 2021            | Thereafter        |
| Recourse debt                                 | \$ 4,287.9             | \$ 2.7          | \$ 516.6          | \$ 550.0          | \$ 350.0        | \$ 378.6        | \$ 2,490.0        |
| Interest on recourse debt (2)                 | 1,767.6                | 97.7            | 150.1             | 133.1             | 118.5           | 102.6           | 1,165.6           |
| Commercial paper and credit facilities        | 3.0                    | 3.0             | —                 | —                 | —               | —               | —                 |
| Capital lease obligations, including interest | 14.5                   | 1.4             | 1.6               | 11.5              | —               | —               | —                 |
| Recourse operating leases                     | 565.9                  | 36.9            | 76.5              | 79.5              | 73.2            | 60.6            | 239.2             |
| Purchase commitments (3)                      | 1,075.5                | 402.6           | 350.2             | 322.7             | —               | —               | —                 |
|   | <u>\$ 7,714.4</u>      | <u>\$ 544.3</u> | <u>\$ 1,095.0</u> | <u>\$ 1,096.8</u> | <u>\$ 541.7</u> | <u>\$ 541.8</u> | <u>\$ 3,894.8</u> |

(1) For the remainder of the year.

(2) For floating rate debt, future interest payments are based on the applicable interest rate as of March 31, 2017.

(3) Primarily railcar purchase commitments. The amounts shown for all years are based on management's estimates of the timing, anticipated car types, and related costs of railcars to be purchased under its agreements.

In 2014, we entered into a long-term supply agreement with Trinity Rail Group, LLC ("Trinity"), a subsidiary of Trinity Industries that took effect in mid-2016. Under the terms of that agreement, we may order up to 8,950 newly built railcars over a four-year period from March, 2016 through March, 2020. We may order either tank or freight cars; however, we expect that the majority of the order will be for tank cars. Pursuant to the terms of the agreement, the parties conducted a review of the contract pricing in January 2017 as it no longer reflected market rates. Based on this review, the parties agreed to reduce contract pricing for future orders pursuant to the terms of the agreement.



### **Short-Term Borrowings**

The following table provides additional information regarding our short-term borrowings for the three months ended March 31, 2017:

|   |    | <b>Europe (1)</b> |
|---|----|-------------------|
| Balance as of March 31 (in millions)                              | \$ | 3.0               |
| Weighted average interest rate                                    |    | 1.0%              |
| Euro/Dollar exchange rate   |    | 1.07              |
| Average daily amount outstanding during the quarter (in millions) | \$ | 3.4               |
| Weighted average interest rate                                    |    | 1.0%              |
| Average Euro/Dollar exchange rate                                 |    | 1.07              |
| Maximum daily amount outstanding (in millions)                    | \$ | 8.5               |
| Euro/Dollar exchange rate   |    | 1.06              |

(1) Short-term borrowings in Europe are composed of borrowings under bank credit facilities.

### **Credit Lines and Facilities**

We have a \$600 million, 5-year unsecured credit facility in the US that matures in May 2021. As of March 31, 2017, the full \$600 million was available under the facility. Additionally, we have a \$250 million 5-year secured railcar facility with a 3-year revolving period in the US that matures in February 2021. As of March 31, 2017, the full \$250 million was available under this facility.

### **Restrictive Covenants**

Our \$600 million revolving credit facility contains various restrictive covenants, including requirements to maintain a fixed charge coverage ratio and an asset coverage test. Certain of our other financings have the same financial covenants as the facility.

The indentures for our public debt also contain various restrictive covenants, including limitations on liens provisions that limit the amount of additional secured indebtedness that we may incur. Additionally, certain exceptions to the covenants permit us to incur an unlimited amount of purchase money and nonrecourse indebtedness.

The loan agreements for certain of our European rail subsidiaries also contain restrictive covenants, including leverage and cash flow covenants specific to those subsidiaries, restrictions on making loans, and limitations on the ability of those subsidiaries to repay loans or to distribute capital to certain related parties (including GATX, the US parent company). These covenants effectively limit GRE's ability to transfer funds to us.

We do not anticipate any covenant violations nor do we anticipate that any of these covenants will restrict our operations or our ability to obtain additional financing. At March 31, 2017, we were in compliance with all covenants and conditions of all of our credit agreements.

### **Credit Ratings**

The global capital market environment and outlook may affect our funding options and our financial performance. Our access to capital markets at competitive rates depends on our credit rating and ratings outlook, as determined by rating agencies. As of March 31, 2017, our long-term unsecured debt was rated BBB by Standard & Poor's and Baa2 by Moody's Investors Service and our short-term unsecured debt was rated A-2 by Standard & Poor's and P-2 by Moody's Investors Service. Our rating outlook from both agencies was stable.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

There have been no changes to our critical accounting policies during the three months ended March 31, 2017. Refer to our *Annual Report on Form 10-K* for the year ended December 31, 2016, for a summary of our policies.

## NON-GAAP FINANCIAL MEASURES

In addition to financial results reported in accordance with GAAP, we compute certain financial measures using non-GAAP components, as defined by the SEC. These measures are not in accordance with, or a substitute for, GAAP and our financial measures may be different from non-GAAP financial measures used by other companies. We have provided a reconciliation of our non-GAAP components to the most directly comparable GAAP components.

### Reconciliation of Non-GAAP Components Used in the Computation of Certain Financial Measures

#### Balance Sheet Measures

We include total on- and off-balance sheet assets because a portion of our North American railcar fleet has been financed through sale-leasebacks that are accounted for as operating leases and are not recorded on the balance sheet. Similarly, ASC utilizes vessels that are accounted for as operating leases and are not recorded on the balance sheet. We include these leased-in assets in our calculation of total assets (as adjusted) because we believe it gives investors a more comprehensive representation of the magnitude of the assets we operate and that drive our financial performance. In addition, this calculation of total assets (as adjusted) provides consistency with other non-financial information we disclose about our fleet, including the number of railcars in the fleet, average number of cars on lease, and utilization. We also provide information regarding our leverage ratios, which are expressed as a ratio of debt (including off-balance sheet debt) to equity. The off-balance sheet debt amount in this calculation is the equivalent of the off-balance sheet asset amount. We believe reporting this corresponding off-balance sheet debt amount provides investors and other users of our financial statements with a more comprehensive representation of our debt obligations, leverage, and capital structure.

The following table shows total balance sheet assets (in millions):

|                                      | March 31<br>2016  | June 30<br>2016   | September 30<br>2016 | December 31<br>2016 | March 31<br>2017  |
|--------------------------------------|-------------------|-------------------|----------------------|---------------------|-------------------|
| Total assets (GAAP)                  | \$ 7,062.0        | \$ 7,090.6        | \$ 7,089.3           | \$ 7,105.4          | \$ 7,096.9        |
| Off-balance sheet assets:            |                   |                   |                      |                     |                   |
| Rail North America                   | 447.3             | 443.3             | 478.9                | 456.5               | 423.9             |
| ASC                                  | 7.1               | 5.7               | 4.2                  | 2.6                 | 0.7               |
| Total off-balance sheet assets       | \$ 454.4          | \$ 449.0          | \$ 483.1             | \$ 459.1            | \$ 424.6          |
| Total assets, as adjusted (non-GAAP) | <u>\$ 7,516.4</u> | <u>\$ 7,539.6</u> | <u>\$ 7,572.4</u>    | <u>\$ 7,564.5</u>   | <u>\$ 7,521.5</u> |
| Shareholders' Equity                 | \$ 1,305.3        | \$ 1,308.5        | \$ 1,371.5           | \$ 1,347.2          | \$ 1,385.2        |

The following table shows the components of recourse leverage (in millions, except recourse leverage ratio):

|  | March 31<br>2016 | June 30<br>2016 | September 30<br>2016 | December 31<br>2016 | March 31<br>2017 |
|--|------------------|-----------------|----------------------|---------------------|------------------|
| Debt, net of unrestricted cash:                              |                  |                 |                      |                     |                  |
| Unrestricted cash  | \$ (216.2)       | \$ (177.6)      | \$ (211.5)           | \$ (307.5)          | \$ (155.2)       |
| Commercial paper and bank credit facilities                  | 17.9             | 28.5            | 5.1                  | 3.8                 | 3.0              |
| Recourse debt  | 4,304.3          | 4,298.8         | 4,204.4              | 4,253.2             | 4,250.9          |
| Nonrecourse debt   | 4.7              | 2.3             | —                    | —                   | —                |
| Capital lease obligations                                    | 16.9             | 16.6            | 15.1                 | 14.9                | 13.5             |
| Total debt, net of unrestricted cash (GAAP)                  | 4,127.6          | 4,168.6         | 4,013.1              | 3,964.4             | 4,112.2          |
| Off-balance sheet recourse debt                              | 454.4            | 449.0           | 483.1                | 459.1               | 424.6            |
| Total debt, net of unrestricted cash, as adjusted (non-GAAP) | \$ 4,582.0       | \$ 4,617.6      | \$ 4,496.2           | \$ 4,423.5          | \$ 4,536.8       |
| Total recourse debt (1)                                      | \$ 4,577.3       | \$ 4,615.3      | \$ 4,496.2           | \$ 4,423.5          | \$ 4,536.8       |
| Shareholders' Equity   | \$ 1,305.3       | \$ 1,308.5      | \$ 1,371.5           | \$ 1,347.2          | \$ 1,385.2       |
| Recourse Leverage (2)  | 3.5              | 3.5             | 3.3                  | 3.3                 | 3.3              |

(1) Includes on- and off-balance sheet recourse debt, capital lease obligations, and commercial paper and bank credit facilities, net of unrestricted cash.

(2) Calculated as total recourse debt / shareholder's equity.

#### Net Income Measures

We exclude the effects of certain tax adjustments and other items for purposes of presenting net income, diluted earnings per share, and return on equity, because we believe these items are not attributable to our business operations. Management utilizes net income, excluding tax adjustments and other items, when analyzing financial performance because such amounts reflect the underlying operating results that are within management's ability to influence. Accordingly, we believe presenting this information provides investors and other users of our financial statements with meaningful supplemental information for purposes of analyzing year-to-year financial performance on a comparable basis and assessing trends.

The following tables show our net income and diluted earnings per share, excluding tax adjustments and other items (in millions, except per share data):

#### Impact of Tax Adjustments and Other Items on Net Income:

|  | Three Months Ended<br>March 31 |          |
|--|--------------------------------|----------|
|  | 2017                           | 2016     |
| Net income (GAAP)  | \$ 57.5                        | \$ 69.3  |
| Adjustments attributable to consolidated income, pretax:             |                                |          |
| Net gain on wholly owned Portfolio Management marine investments (1) | —                              | (2.4)    |
| Total adjustments attributable to consolidated income, pretax        | \$ —                           | \$ (2.4) |
| Income taxes thereon, based on applicable effective tax rate         | —                              | 0.9      |
| Net income, excluding tax adjustments and other items (non-GAAP)     | \$ 57.5                        | \$ 67.8  |

**Impact of Tax Adjustments and Other Items on Diluted Earnings per Share:**

|  | <b>Three Months Ended<br/>March 31</b> |             |
|--|--|-------------|
|  | <b>2017</b>                            | <b>2016</b> |
| Diluted earnings per share (GAAP)  | \$ 1.44                                | \$ 1.66     |
| Adjustments attributable to consolidated income, net of taxes:                   |  |             |
| Net gain on wholly owned Portfolio Management marine investments (1)             | —                                      | (0.04)      |
| Diluted earnings per share, excluding tax adjustments and other items (non-GAAP) | \$ 1.44                                | \$ 1.62     |

The following table shows our net income and return on equity, excluding tax adjustments and other items, for the trailing twelve months ended March 31 (in millions):

|  | <b>2017</b> | <b>2016</b> |
|--|-------------|-------------|
| Net income (GAAP)  | \$ 245.3    | \$ 212.4    |
| Adjustments attributable to consolidated income, pretax:               |             |             |
| Net loss on wholly owned Portfolio Management marine investments (1)   | 4.9         | 6.8         |
| Railcar impairment at Rail North America (2)                           | 29.8        | —           |
| Residual sharing settlement at Portfolio Management (3)                | (49.1)      | —           |
| Early retirement program (4)   | —           | 9.0         |
| Total adjustments attributable to consolidated income, pretax          | \$ (14.4)   | \$ 15.8     |
| Income taxes thereon, based on applicable effective tax rate           | \$ 6.3      | \$ (6.0)    |
| Other income tax adjustments attributable to consolidated income:      |             |             |
| Foreign tax credit utilization (5)                                     | (7.1)       | —           |
| Income tax rate changes (6)  | —           | 14.1        |
| Total other income tax adjustments attributable to consolidated income | \$ (7.1)    | \$ 14.1     |
| Adjustments attributable to affiliates' earnings, net of taxes:        |             |             |
| Net (gain) loss on Portfolio Management marine affiliate (1)           | (0.6)       | 11.9        |
| Income tax rate changes (7)  | (3.9)       | (7.7)       |
| Total adjustments attributable to affiliates' earnings, net of taxes   | \$ (4.5)    | \$ 4.2      |
| Net income, excluding tax adjustments and other items (non-GAAP)       | \$ 225.6    | \$ 240.5    |
| Return on Equity (GAAP)  | 18.2%       | 16.4%       |
| Return on Equity, excluding tax adjustments and other items (non-GAAP) | 16.8%       | 18.6%       |

(1) In 2015, we made the decision to exit the majority of our non-core, marine investments within our Portfolio Management segment. As a result, we recorded losses and gains associated with the impairments and sales of certain investments.

(2) In 2016, we recorded impairment losses related specifically to certain railcars in flammable service that we believe have been permanently and negatively impacted by regulatory changes.

(3) Proceeds were recorded as a result of the settlement of a residual sharing agreement related to a residual guarantee we provided on certain rail assets.

(4) Expenses associated with an early retirement program offered to certain eligible employees.

(5) Benefits attributable to the utilization of foreign tax credit carryforwards.

(6) Deferred income tax adjustments attributable to an increase of our effective state income tax rate in 2015.

(7) Deferred income tax adjustments due to enacted statutory rate decreases in the United Kingdom for each of 2017 and 2016.

**Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

Since December 31, 2016, there have been no material changes in our interest rate and foreign currency exposures or types of derivative instruments used to hedge these exposures. For a discussion of our exposure to market risk, refer to "Item 7A. Quantitative and Qualitative Disclosure about Market Risk" of our *Annual Report on Form 10-K* for the year ended December 31, 2016.

**Item 4. *Controls and Procedures***

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")). Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this quarterly report, our disclosure controls and procedures were effective.

No change in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) occurred during the quarter ended March 31, 2017, that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. *Legal Proceedings*

Information concerning litigation and other contingencies is described in "Note 11. Legal Proceedings and Other Contingencies" in Part I, Item 1 of this Form 10-Q and is incorporated herein by reference.

### Item 1A. *Risk Factors*

Since December 31, 2016, there have been no material changes in our risk factors. For a discussion of our risk factors, refer to "Item 1A. Risk Factors" of our *Annual Report on Form 10-K* for the year ended December 31, 2016.

### Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

(c) On January 29, 2016, our board of directors authorized a \$300 million share repurchase program. As of March 31, 2017, \$155.0 million remained available under the repurchase authorization.

The following is a summary of common stock repurchases completed by month during the first quarter of 2017:

|                                      | Issuer Purchases of Equity Securities         |  |  | (d)<br>Maximum Number (or<br>Approximate Dollar Value) of<br>Shares that May Yet Be<br>Purchased Under the Plans or<br>Programs (in millions) |
|--------------------------------------|---|--|--|---|
|                                      | (a)<br>Total Number of<br>Shares<br>Purchased | (b)<br>Average Price<br>Paid per Share | (c)<br>Total Number of Shares<br>Purchased as Part of<br>Publicly Announced<br>Plans or Programs |   |
| Total                                |   |  |  |   |
| February 1, 2017 - February 28, 2017 | 78,622  | \$ 58.85                               | 78,622   | \$ 175.4  |
| March 1, 2017 - March 31, 2017       | 347,041                                       | \$ 58.71                               | 347,041  | \$ 155.0  |
| Total                                | 425,663                                       | \$ 58.73                               | 425,663  |   |

### Item 6. *Exhibits*

Exhibits:

Reference is made to the exhibit index which is included herewith and is incorporated by reference hereto.

**SIGNATURE**

Pursuant to the requirements 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/ Robert C. Lyons

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Robert C. Lyons  
*Executive Vice President and Chief Financial Officer*  
(Duly Authorized Officer)

Date: May 5, 2017

## EXHIBIT INDEX

| Exhibit<br>Number | Exhibit Description  |
|-------------------|--|
|                   | <i>Filed with this Report:</i>   |
| 31A.              | Certification Pursuant to Exchange Act Rule 13a-14(a) and Rule 15d-14(a) (CEO Certification).  |
| 31B.              | Certification Pursuant to Exchange Act Rule 13a-14(a) and Rule 15d-14(a) (CFO Certification).  |
| 32.               | Certification Pursuant to 18 U.S.C. Section 1350 (CEO and CFO Certification).  |
| 101.              | The following materials from GATX Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at March 31, 2017 and December 31, 2016, (ii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2017 and 2016, (iii) Consolidated Statements of Cash Flows for the three months ended March 31, 2017 and 2016, and (iv) Notes to the Consolidated Financial Statements. |



**Certification of Principal Executive Officer**

I, Brian A. Kenney, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of GATX Corporation (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ Brian A. Kenney

Brian A. Kenney

*Chairman, President and Chief Executive Officer*

May 5, 2017

**Certification of Principal Financial Officer**

I, Robert C. Lyons, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of GATX Corporation (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ Robert C. Lyons

Robert C. Lyons

*Executive Vice President and Chief Financial Officer*

May 5, 2017

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of GATX Corporation (the "Company") on Form 10-Q for the period ending March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brian A. Kenney

Brian A. Kenney

*Chairman, President and Chief Executive Officer*

/s/ Robert C. Lyons

Robert C. Lyons

*Executive Vice President and Chief Financial Officer*

May 5, 2017

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by GATX Corporation for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to GATX Corporation and will be retained by GATX Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

