

GATX CORPORATION
CORPORATE GOVERNANCE GUIDELINES

July 25, 2008

I. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

A. Director Responsibilities

The Board of Directors is the ultimate decision-making body of the Company except with respect to those matters reserved to the shareholders. It selects the senior management which conducts the Company's day-to-day business. The Board acts as an advisor and counselor to senior management and monitors its performance. Directors are expected to perform their duties, including duties as a member of any Committee, in good faith and give reasonable and careful attention to the affairs of the Company. This requires appropriate review of any materials distributed in advance of meetings, attendance and active participation at meetings, undivided loyalty and being well informed concerning the business of the Company. Members of the Board of Directors are expected to attend all meetings of the Board and the Annual Meeting of Shareholders.

B. Director Qualification Standards

The Board of Directors upon recommendation of the Governance Committee has established minimum criteria (set forth in the Company's proxy statement) that all candidates proposed by it for election to the Board of Directors should possess. The Company seeks members to the Board of Directors from diverse professional backgrounds who possess a broad spectrum of experience and expertise and a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, have leadership experience in the companies or institutions with which they are or have been affiliated, be selected based upon contributions they can make to the Board and management and be independent (as that term is defined in I.I. below).

C. Responsibility for Selection of Members

The Board is responsible for recommending nominees for election by the shareholders. The Board delegates the process for screening potential candidates for Board membership to the Governance Committee with input from the Chairman of the Board and Chief Executive Officer. The Board will consider nominees recommended by shareholders of the Company who meet the qualification standards set forth herein. The Board should extend an invitation to join the Board through the Chairman of the Board and Chief Executive Officer of the Company, together with the Lead Director when appropriate.

D. Orientation and Continuing Education

The Board believes that the Company should maintain an orientation process for new Board members that includes background materials on the Company and its lines of business, meetings with key members of management and visits to Company offices and facilities. The Company will provide to Directors in Board materials updated information on the Company and laws and regulations affecting the Company. The Board of Directors encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations specializing in Director education. The company will reimburse Directors for tuition and related expenses related to such programs.

E. Selection/Separation of Chairman and Chief Executive Officer

The Company's By-laws require that the Chairman of the Board and the Chief Executive Officer both be officers of the Company, but not necessarily the same individual. The Board should remain free to decide whether the same individual should hold both positions based on particular circumstances.

F. Lead Director

At each annual meeting of Directors or as soon as practicable thereafter, the independent Directors shall appoint a Lead Director. No Director appointed as Lead Director on or after August 1, 2008, may serve in such position for more than three consecutive terms and, thereafter, may not serve again as Lead Director without an interval of at least three years during which one or more other independent Directors serve in such position. With respect to the selection of a Lead Director candidate, in those instances where a Lead Director has served for three consecutive years, the outgoing Lead Director shall consult with the other independent directors, in advance of the Annual Meeting of Directors, to select a Lead Director candidate from among the independent Directors then serving on the Board. In those years where a Lead Director has served for a period of time less than three consecutive years, the Chair of the Governance Committee shall consult with the independent Directors, in advance of the Annual Meeting of Directors, to select a Lead Director candidate from among the independent Directors then serving on the Board.

G. Board Size

The By-laws of the Company provide that the number of Directors should not be less than three or more than twenty-one as shall, from time to time, be determined by the Board of Directors. It is the belief of the Board of Directors that the optimal number of Directors is between seven and twelve.

H. Mix of Management and Independent Directors

The Board will have a significant majority of independent Directors; the current expectation of the Board is the number of employee Directors should not exceed two.

I. Definition of Independence

No director shall qualify as “independent” unless the Board of Directors affirmatively determines that the director has met the independence requirements specified in the Listing Standards of the New York Stock Exchange or such stricter standards of any exchange on which the Company's shares are then listed. The Board of Directors will make an annual determination of the independence of each Director and disclose such determination to the shareholders each year in the Company's proxy statement.

J. Former Chairman and Chief Executive Officer Membership

The Board believes that a resigning Chairman of the Board or Chief Executive Officer should also submit a resignation from the Board. Whether the individual continues to serve on the Board is a matter for discussion with the new Chairman of the Board or Chief Executive Officer and the Board. The Company will not consider a former Chairman of the Board or Chief Executive Officer serving on the Board who is or was an employee of the Company to be an independent Director for a period of three years following the date of termination of his or her employment with the Company.

K. Term Limits and Retirement

The Board has not established term limits but, on a regular basis, the Governance Committee in consultation with the Chairman of the Board will review each Director's continuation on the Board. The Board believes that the current retirement age of 72 is appropriate. However, the Governance Committee and the Board may waive that requirement in any particular case or amend the retirement age for good cause. Directors who change the principal position they held when they were initially elected to the Board are expected to offer to resign from the Board as of the date of change in position. The Board does not believe that a Director in this circumstance should necessarily be required to leave the Board. Rather, the Board believes the Governance Committee should have the opportunity to assess each situation based on the individual circumstances and make a recommendation to the Board. The Board may request a Director to resign his or her membership without regard to age for performance reasons.

L. Director Compensation

As part of a Director's total compensation, and to create a direct linkage with the Company's performance, the Board believes that a meaningful portion of a Director's compensation should be provided and held in common stock of the Company (or units of common stock) or other equity based compensation.

M. Stock Ownership Guidelines

The stock ownership target for non-employee Directors is \$250,000 (or 5x the cash retainer effective January 1, 2008). The target is to be attained within five years.

N. Guidelines for Determining Form and Amount of Compensation

The Company will report the status of Board compensation in relation to other large U.S. companies annually to the Compensation Committee. The Compensation Committee will suggest to the full Board of Directors changes, if any, to Board compensation.

II. FUNCTIONING OF THE BOARD

A. Establishment of Board Agenda

The Lead Director shall, in consultation with the Chairman and Chief Executive Officer, establish an agenda for each Board meeting; the Lead Director may, as he or she deems appropriate, consult with the other non-management Directors of the Board for suggestions as to matters to be included on the agenda for any Board meeting.

B. Board Materials and Presentations

Where appropriate and when practical, the Company will provide materials to Board members related to agenda items and presentations in advance of Board meetings. The Lead Director will advise the Chairman and Chief Executive Officer as to the sense of the independent Directors regarding the quality, quantity and timeliness of the flow of information from the Company for the Board to effectively and responsibly perform its duties.

C. Executive Sessions of Independent Directors

The Lead Director may call for executive sessions as need requires or circumstances dictate. Executive sessions for independent Directors will typically occur before or after a regularly scheduled Board meeting. The Lead Director shall serve as Chairman of each executive session. Following each meeting of the independent Directors, the Lead Director will discuss with the Chairman and

Chief Executive Officer, to the extent appropriate, matters addressed in or arising from the executive session.

Formal deliberations or decisions concerning the business and affairs of the Company will occur only during regular or special meetings of the Board, and not at executive sessions.

D. Management Attendance at Board Meetings

The Board welcomes the regular attendance of senior management of the Company at each Board meeting. The Chairman of the Board or the Chief Executive Officer may, with the concurrence of the Board, include independent advisors as attendees on an “as required” basis. In addition, the Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

E. Board Access to Management

Board members shall have access, as necessary, to all members of management and employees of the Company.

F. Direct Board Access to Independent Advisors

Directors shall have access, as necessary or appropriate, to independent advisors.

G. Direct Interaction with Institutional Investors, Peers, Customers, etc.

The Board believes that management speaks for the Company. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come through the Chairman of the Board or the Chief Executive Officer.

H. Evaluating Board Performance

Each year the Board of Directors will conduct an annual self evaluation to determine whether it is performing effectively. The Governance Committee is responsible for seeking comments from all Directors and reporting to the full Board the collective assessment of the Board's performance. This assessment should be of the Board's contribution as a whole and, where appropriate, should include a specific review of areas in which the Board believes it may make a

better contribution. The full Board will discuss the evaluation report to determine what, if any, action should be taken to improve performance.

III. FUNCTIONING OF COMMITTEES

A. Committee Structure

The Board will have the following standing Committees: the Audit Committee, the Compensation Committee, and the Governance Committee. Except as limited by law or regulation, the Board may form a new committee or disband an existing Committee as provided in the By-laws of the Company. Each Committee will have a written charter that is periodically reviewed and updated as necessary. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees.

B. Ex Officio Member

The Lead Director will serve as an *ex officio* member of each Committee of the Board. The Lead Director will not serve as a member of any particular Board Committee, but may attend such Committee Meetings as he or she deems appropriate.

C. Committee Assignment and Rotation

The Governance Committee, in consultation with the Lead Director, the Chairman of the Board and the Chief Executive Officer, taking into account the preference of each Director, shall make assignment recommendations for members and Chairs of Committees of the Board. Rotation of Board members and Chairs should occur if rotation is likely to increase performance or facilitate a Committee's work. In making assignments, consideration shall be given to (a) each Board member's desires, tenure and subject-matter expertise, (b) the need for both continuity and fresh ideas and perspectives, and (c) applicable Securities and Exchange Commission, New York Stock Exchange and legal requirements.

D. Determination of Agenda; Frequency and Length of Meetings

The Chair of each Committee, in consultation with the appropriate members of management, will develop the Committee's agenda for each meeting. Each Committee will issue a schedule of agenda subjects for the ensuing year at the beginning of each year (to the degree these can be foreseen).

The Chair of each Committee shall determine the frequency and length of meetings of each of the Committees. Each Committee meeting will allow sufficient time to consider each agenda item. Where appropriate, and when practical, materials related to agenda items will be provided to the Committee

members in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

E. Committee Performance Review

The Chairman of the Board and Chief Executive Officer should regularly consult with Committee Chairs to obtain their insights and to optimize Committee performance. In accordance with applicable listing standards, each committee shall conduct an annual performance review of its effectiveness.

IV. CHIEF EXECUTIVE OFFICER EVALUATION AND SUCCESSION PLANNING

A. Evaluation by Board or Board Committee

The Compensation Committee together with the Lead Director will evaluate the performance of the Chief Executive Officer and will review such evaluation with the full Board of Directors and Chief Executive Officer. The evaluation shall be based on objective criteria including performance of the business, establishment of long-term strategies and accomplishment of long-term strategic objectives as is more fully set forth in the Compensation Committee Report in the Company's Proxy Statement. The Lead Director and the Chair of the Compensation Committee will meet with the Chairman and Chief Executive Officer to discuss such evaluation.

B. Evaluation Used to Determine Compensation

The Compensation Committee will set the compensation of the Chief Executive Officer based on its evaluation taking into consideration such advice from independent compensation consultants as it deems appropriate. The Compensation Committee will report its determination as to the level of compensation of the Chief Executive Officer to the full Board of Directors as appropriate.

C. Approve and Maintain a Succession Plan for Chief Executive Officer

The Chief Executive Officer shall review succession planning on a regular basis with the Board of Directors.

D. Development Plan for Other Members of Senior Management

Senior executives of the Company periodically should compile and evaluate succession plans for their areas of responsibility and review that plan with the Chief Executive Officer. The Chief Executive Officer shall provide input on each succession plan and discuss the plans with the Board of Directors in an Executive Session.

V. **PERIODIC REVIEW OF GUIDELINES**

A. Annual Review

The Governance Committee shall, no less frequently than annually, review these Corporate Governance Guidelines, and make recommendation for changes, if any, to the full Board of Directors.