8937 **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Is	suer								
1 Issuer's name		2 Issuer's employer identification number (EIN)							
Textainer Group Holdings L	imitod	00.0500040							
3 Name of contact for addit		98-0530316							
o warne or contact for addit	.ionar imormation	5 Email address of contact							
Christopher M. Adair		cma@textainer.com							
6 Number and street (or P.0	box if mail is not	7 City, town, or post office, state, and Zip code of contact							
Century House, 16 Par-La-V	ille Road	Hamilton HM 08, Bermuda							
8 Date of action		Thamaton Time of Dominada							
			ı Shares						
December 4, 2015									
10 CUSIP number	11 Serial number(s	5)	12 Ticker symbol	13 Account number(s)					
G8766E109			TGH						
				see back of form for additional questions.					
				ate against which shareholders' ownership is measured for					
the action ► <u>Textainer</u>	r Group Holdings I	_imited (TGF	I) made a cash distributio	n of \$0.24 per share to its common shareholders					
on December 4, 2015.									

		nizational act	ion on the basis of the secu	rity in the hands of a U.S. taxpayer as an adjustment per					
share or as a percentag	-								
				in 2015, we should not have any current or accumulated					
earnings or profits in 2015.	Distributions in ex	cess of our	current and accumulated	earnings and profits should reduce the adjusted tax basis					
				rdingly, since all of the December 4, 2015 distribution					
				eholder's basis in our common shares should be reduced					
				6045B of the IRC, if our assumptions are incorrect, we will					
provide a revised Form 8937 within 45 days of such determination.									
-		\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\							

Describe the calculation valuation dates ►	of the change in b	asis and the	data that supports the calcu	lation, such as the market values of securities and the					
				in 2015, we should not have any current or accumulated					
				ould reduce each shareholder's basis in our common					
shares with any distributions in excess of a shareholder's basis treated as capital gain.									

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		ev. 12-2011)			Page
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17 IRC S	List th	ac 201(a)(2) and 201(a)(2)	ection(s) and subsection(s) upon which	the tax treatment is based	>
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			11th or one of the state of the		

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18 (Can ar	y resulting loss be recognized? \triangleright No.	o tax loss can be recognized by shar	reholders as a result of re	ceiving this distribution.

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· · · · · · · · · · · · · · · · · · ·					

19 P	rovide	rany other information necessary to in	mplement the adjustment, such as the	reportable tax year ► The r	reportable tax year is 2015.
					
				· · · · · · · · · · · · · · · · · · ·	
^			·		
	Unde belief	r penalties of perjury, I declare that I have , it is true, correct , and complete. Declarati	examined this return, including accompany on of preparer (other than officer) is based of	ring schedules and statements on all information of which prep	, and to the best of my knowledge an earer has any knowledge.
Sign		0	1		, ,
Here	Signa	ture >		Date ►	
	Print	your name ► Phillip K, Brewer	- 10mmanula alassi (1)		t and CEO
Paid		Print/Type preparer's name	Preparer's signature	Date 1/9/12	Check if PTIN PO0293825
Prepa		Alan B. Chinn Firm's name ► ACG, LLP	Jane	111/1/15	self-employed P00293825 Firm's ElN ▶ 38-3892404
Use C	ınly	***************************************	I., Suite 100 Pleasanton, CA 94588		Phone no. 925,463,8833
Send Fo	rm 89		nts) to: Department of the Treasury, Int	ernal Revenue Service, Og	·····