(December 2011)

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

Internal Revenue Service			- Con conquete instructions		
	a locuer		► See separate instructions.		
Part Reportin 1 Issuer's name	g issuer	2 Issuer's employer identification number (EIN)			
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Textainer Group Holdin	as Limited	98-0530316			
Name of contact for additional information				5 Email address of contact	
Ernest J. Furtado		ejf@textainer.com			
6 Number and street (d	or P.O. box if mail is not o	delivered to s	street address) of contact	7 City, town, or post office, state, and Zip code of contact	
Contume House 40 Box	La Villa Dand	Hamilton HM 08, Bermuda			
Century House, 16 Par- 8 Date of action	La-ville Road	Itaninon Tim vo, Dermada			
4 - 1 1 1 1 1 1 1 1 1 1			sification and description		
March 4, 2014		Commo	n Shares		
10 CUSIP number	11 Serial number(s))	12 Ticker symbol	13 Account number(s)	
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				back of form for additional questions. against which shareholders' ownership is measured for	
				f \$0.47 per share to its common shareholders	
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Form 893	7 (Rev	. 12-2011)			Page 2
Part I		Organizational Action (continued)		
17 Lis		applicable Internal Revenue Code section		x treatment is based	>
IRC Sec	tions	301(c)(2) and 301(c)(3).			
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18 Ca	ın anv	resulting loss be recognized? ► No tax	loss can be recognized by sharehold	fers as a result of rec	eiving this distribution.
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40 5		any other information necessary to imple	went the adjustment auch so the report	table tay wear b. The r	anartable tay year is 2014
19 Pr	oviae	any other information necessary to imple	ment the adjustment, such as the repor	lable tax year - The fi	eportable tax year is 2014.
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				"In C 2 ' ' P ' '	

	Unde	r penalties of perjury, I declare that I have example	mined this return, including accompanying so	chedules and statements,	and to the best of my knowledge and
	belief	, it is true, correct, and complete. Declaration o	of preparer (other than officer) is based on all it	ntormation of which prepa	ares has any knowledge.
Sign		PH)		3 5	1 -1 2 mil
Here	Signa	ture		_ Date ► 25 A	prol ou
		V	f3	9	•
	Print	your name ► Phillip K. Brewer			t and CEO
Paid		Print/Type preparer's name	Preparer's signatur	Date 4 - 24 - 14	Check if PTIN
Prepa	rer	Alan B. Chinn	J. G. C.	<u> </u>	self-employed P00293825
Use O		Firm's name ► ACG	5.40		Firm's EIN ▶ 30-0164415
		Firm's address ► 4301 Hacienda Drive,	Suite 200 Pleasanton, CA 94588-272	4	Phone no. 925,463,8833
Send Fo	rm 89	37 (including accompanying statements)	to: Department of the Treasury, Internal	Revenue Service, Oge	den, UT 84201-0054