Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

➤ See separate instructions.

OMB No. 1545-2224

Internal Hevenue Service				
Part I Reporting	ssuer	2 Issuer's employer Identification number (EIN)		
1 Issuer's name		2 issuel s employer toommounter (===;		
Tautainas Crossa Unidinas	Limitad			98-0530316
Textainer Group Holdings Limited 3 Name of contact for additional information 4 To			e No. of contact	5 Email address of contact
• ,				
Ernest J. Furtado		ejf@textainer.com		
6 Number and street (or F	O. box if mail is not	7 City, town, or post office, state, and Zip code of contact		
				Hamilton Histor Pormido
Century House, 16 Par-La-	Ville Road	A Class	ification and description	Hamilton HM 08, Bermuda
8 Date of action		y Class	illication and description	
August 27, 2014		Commor	Shares	
August 27, 2014 10 CUSIP number	11 Serial number(12 Ticker symbol	13 Account number(s)
10 00011 11011110	,	•		
G8766E109			TGH	
Part II Organization	onal Action Attac	ch additional	statements if needed. Se	e back of form for additional questions.
14 Describe the organiza	tional action and, if a	applicable, the	date of the action or the dat	e against which shareholders' ownership is measured for
	er Group Holdings	Limited (TGH) made a cash distribution	of \$0,47 per share to its common shareholders
on August 27, 2014.				
			<u> </u>	
		ui-ational aat	ion on the baris of the securi	ty in the hands of a U.S. taxpayer as an adjustment per
15 Describe the quantital share or as a percenta	ive effect of the orga	anizationai act	IOH OIL file pasis of the secon	ty in the mands of a cites temperature as an asymmetry
Strate of as a percent	secumptions about	our income	deductions and activities in	2014, we should not have any current or accumulated
Based on our reasonable a	Distributions in e	xcess of our	current and accumulated e	arnings and profits should reduce the adjusted tax basis
of our charge purcuant to	Internal Revenue C	ode (IRC) §30	ɪ1(c)(2) and §316(a). Accord	ingly, since all of the August 21, 2014 distribution
should be in excess of our	current and accun	nuiated earnir	ngs and profits, each share	holder's basis in our common shares should be reduced
by \$0.47 per share. Pursua	int to the applicable	Treasury Re	gulations under Section 60	45B of the IRC, if our assumptions are incorrect, we will
provide a revised Form 89	37 within 45 days o	f such detern	nination.	
<u> </u>				Mary Mary Mary Mary Mary Mary Mary Mary
		······································		
16 Describe the calculation	on of the change in t	pasis and the o	data that supports the calcula	ation, such as the market values of securities and the
valuation dates ►	on the change of			
Based on our reasonable a	ssumptions about	our income,	deductions and activities in	2014, we should not have any current or accumulated
earnings or profits in 2014	. Accordingly, all o	f the August 2	27, 2014 distribution should	reduce each shareholder's basis in our common
shares with any distribution	ns in excess of a s	hareholder's	basis treated as capital gai	n.
	<u> </u>			
	<u> </u>			
				Form 8037 (12-2011)

Form 893	37 (Re)	r. 12-2011)			Page 2
Part	ĵi –	Organizational Action (continu	red)		
		applicable Internal Revenue Code sec 301(c)(2) and 301(c)(3).	tion(s) and subsection(s) upon which the tax	treatment is based l	·
IKC 3et	,((0)13	30 ((c)(2) and 30 ((c)(0).			
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					the state of the s
40 0			tax loss can be recognized by shareholde	ore as a result of rec	eiving this distribution.
18 C	an an	resulting loss be recognized?	tax loss can be recognized by shareholde	as ds a result of rec	
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					-
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19 Pr	ovida	any other information necessary to im	plement the adjustment, such as the reporta	ble tax year ▶ The r	eportable tax year is 2014.
	Ovido	ary onto mornidation necessary to m			
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				····	<u> </u>
	-				
					All
					
	Unde	penalties of perjury. I declare that I have e	examined this return, including accompanying sch	edules and statements,	and to the best of my knowledge and
ļ	bellef	It is true, correct, and complete. Declaratio	n of preparer (other than officer) is based on all info	ormation of which prepa	arer has any knowledge.
Sign		$\mathcal{A}(\mathcal{D})$	M_	17 A	1 + 2014
Here	Signa	ture▶	- Commenter - Comm	Date ▶ <u>[] A</u>	May 1 001
	Data .	your name ► Phillip K. Brewer	M	Title▶ President	and CEO
Paid	FRIT	Print/Type preparer's name	Preparer's signature	Date	Check If PTIN
Prepa	rer	Alan B. Chinn	The	8/12/14	self-employed P00293825
Use Only		Firm's name ► ACG, LLP	0.000 0.000 0.000		Firm's EIN ▶ 38-3892404
	-	Firm's address ► 4301 Hacienda Driv	re, Suite 200 Pleasanton, CA 94588-2724 ts) to: Department of the Treasury, Internal R	Revenue Service. Ogr	Phone no. 925.463.8833 den. UT 84201-0054
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