

TEXTAINER GROUP HOLDINGS LTD

Form 6-K

November 12, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER**

**THE SECURITIES EXCHANGE ACT OF 1934**

For the three months ended September 30, 2009

Commission File Number 001-33725

**Textainer Group Holdings Limited**

(Exact Name of Registrant as Specified in its Charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Century House**

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**16 Par-La-Ville Road**

**Hamilton HM 08**

**Bermuda**

**(441) 296-2500**

**(Address and telephone number, including area code, of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

This report contains the quarterly report of Textainer Group Holdings Limited for the Three Months ended September 30, 2009.

**Exhibits**

1. Quarterly Report of Textainer Group Holdings Limited for the Three Months Ended September 30, 2009

**TEXTAINER GROUP HOLDINGS LIMITED**

**Quarterly Report on Form 6-K for the Three Months Ended September 30, 2009**

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**INFORMATION REGARDING FORWARD-LOOKING STATEMENTS; CAUTIONARY LANGUAGE**

This Quarterly Report on Form 6-K, including the sections entitled Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations* contains forward-looking statements within the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not statements of historical facts and may relate to, but are not limited to, expectations or estimates of future operating results or financial performance, capital expenditures, regulatory compliance, plans for growth and future operations, as well as assumptions relating to the foregoing. In some cases, you can identify forward-looking statements by terminology such as may, will, should, could, expect, plan, anticipate, believe, estimate, predict, intend, potential, continue or the other similar terminology. The forward-looking statements contained in this Quarterly Report on Form 6-K include, but are not limited to, statements regarding (i) our expectation that the current downturn in the world's major economies and the constraints in the credit markets are expected to cause containerized cargo volume growth to slow or become negative on some trade routes; (ii) our intent to focus on keeping utilization as high as possible during the current economic downturn by, among other things, promoting the extension of leases for in-fleet containers; (iii) our belief that cash flow from operations, proceeds from the sale of containers and borrowing availability under our debt facilities are sufficient to meet our liquidity needs, including for the payment of dividends, for the next twelve months; (iv) our expectation of a lower short-term incentive compensation award for fiscal year 2009 compared to fiscal year 2008. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy, and actual results may differ materially from those we anticipated due to a number of uncertainties, many of which cannot be foreseen. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including, among others, the risks we face that are described in the section entitled Item 3, *Key Information Risk Factors* included in our Annual Report on Form 20-F for the fiscal year ended December 31, 2008 furnished to the U.S. Securities and Exchange Commission (the "SEC") on March 16, 2009 (our 2008 Form 20-F).

We believe that it is important to communicate our future expectations to potential investors. However, there may be events in the future that we are not able to accurately predict or control and that may cause actual events or results to differ materially from the expectations expressed in or implied by our forward-looking statements. The risk factors listed in Item 3, *Key Information Risk Factors* included in our 2008 Form 20-F, as well as any cautionary language in this Quarterly Report on Form 6-K, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Before you decide to buy, hold or sell our common shares, you should be aware that the occurrence of the events described in Item 3, *Key Information Risk Factors* included in our 2008 Form 20-F and elsewhere in this Quarterly Report on Form 6-K could negatively impact our business, cash flows, results of operations, financial condition and share price. Readers are cautioned not to place undue reliance on our forward-looking statements.

Forward-looking statements regarding our present plans or expectations for fleet size, management contracts, container purchases, sources and availability of financing, and growth involve risks and uncertainties relative to return expectations and related allocation of resources, and changing economic or competitive conditions, as well as the negotiation of agreements with container investors, which could cause actual results to differ from present plans or expectations, and such differences could be material. Similarly, forward-looking statements regarding our present expectations for operating results and cash flow involve risks and uncertainties related to factors such as utilization rates, per diem rates, container prices, demand for containers by container shipping lines, supply and other factors discussed under Item 3, *Key Information Risk Factors* included in our 2008 Form 20-F or elsewhere in this Quarterly Report on Form 6-K, which could also cause actual results to differ from present plans. Such differences could be material.

All future written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. New risks and uncertainties arise from time to time, and we cannot predict those events or how they may affect us. The

forward-looking statements contained in this Quarterly Report on Form 6-K speak only as of, and are based on information available to us on, the date of the filing of this Quarterly Report on Form 6-K. We assume no obligation to, and do not plan to, update any forward-looking statements after the date of this Quarterly Report on Form 6-K as a result of new information, future events or developments, except as required by U.S. federal securities laws. You should read this Quarterly Report on Form 6-K and the documents that we reference and have furnished as exhibits with the understanding that we cannot guarantee future results, levels of activity, performance or achievements and that actual results may differ materially from what we expect.

Industry data and other statistical information used in this Quarterly Report on Form 6-K are based on independent publications, reports by market research firms or other published independent sources. Some data are also based on our good faith estimates, derived from our review of internal surveys and the independent sources listed above. Although we believe these sources are reliable, we have not independently verified the information. In this Quarterly Report on Form 6-K, unless otherwise specified, all monetary amounts are in U.S. dollars. To the extent that any monetary amounts are not denominated in U.S. dollars, they have been translated into U.S. dollars in accordance with our accounting policies as described in Item 18, *Financial Statements* included in our 2008 Form 20-F.

**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Condensed Consolidated Balance Sheets

September 30, 2009 and December 31, 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

	2009	2008
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 47,454	\$ 71,490
Accounts receivable, net of allowance for doubtful accounts of \$8,824 and \$5,855 in 2009 and 2008, respectively	51,900	49,328
Net investment in direct financing and sales-type leases	17,182	17,086
Containers held for resale	1,452	1,596
Prepaid expenses	3,396	3,271
Deferred taxes	2,002	1,961
Due from affiliates, net		39
<b>Total current assets</b>	<b>123,386</b>	<b>144,771</b>
Restricted cash	5,791	16,107
Containers, net of accumulated depreciation of \$341,142 and \$338,190 at 2009 and 2008, respectively	1,004,478	999,411
Net investment in direct financing and sales-type leases	71,509	74,633
Fixed assets, net of accumulated depreciation of \$8,275 and \$8,008 at 2009 and 2008, respectively	1,369	1,406
Intangible assets, net of accumulated amortization of \$19,173 and \$12,642 at 2009 and 2008, respectively	71,995	64,751
Other assets	1,650	2,688
<b>Total assets</b>	<b>\$ 1,280,178</b>	<b>\$ 1,303,767</b>
<b>Liabilities and Equity</b>		
Current liabilities:		
Accounts payable	\$ 6,461	\$ 4,922
Accrued expenses	8,536	10,212
Container contracts payable	3,085	2,068
Deferred revenue	7,382	
Due to owners, net	14,235	10,877
Secured debt facility	8,513	
Bonds payable	51,500	58,000
<b>Total current liabilities</b>	<b>99,712</b>	<b>86,079</b>
Revolving credit facility	3,000	53,000
Secured debt facility	331,481	300,402
Bonds payable	239,695	313,241
Deferred revenue	12,287	
Interest rate swaps	12,134	19,387
Income tax payable	19,450	16,074
Deferred taxes	7,266	7,577
<b>Total liabilities</b>	<b>725,025</b>	<b>795,760</b>
Equity:		
Textainer Group Holdings Limited shareholders equity:		

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Common shares, \$0.01 par value. Authorized 140,000,000 shares; issued and outstanding 47,760,771 and 47,604,740 at 2009 and 2008, respectively	478	476
Additional paid-in capital	169,535	166,744
Accumulated other comprehensive loss	(163)	(224)
Retained earnings	315,090	282,613
Total Textainer Group Holdings Limited shareholders' equity	484,940	449,609
Noncontrolling interest	70,213	58,398
Total equity	555,153	508,007
Total liabilities and equity	\$ 1,280,178	\$ 1,303,767

See accompanying notes to condensed consolidated financial statements.



**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

## Condensed Consolidated Statements of Income

Three and Nine Months Ended September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands, except per share amounts)

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Revenues:</b>				
Lease rental income	\$ 45,428	\$ 50,914	\$ 138,719	\$ 147,016
Management fees	6,769	7,610	18,647	22,019
Trading container sales proceeds	1,584	6,716	5,272	30,799
Gains on sale of containers, net	2,273	4,435	7,435	11,683
<b>Total revenues</b>	<b>56,054</b>	<b>69,675</b>	<b>170,073</b>	<b>211,517</b>
<b>Operating expenses:</b>				
Direct container expense	10,276	5,975	27,586	18,899
Cost of trading containers sold	1,274	5,314	4,553	23,533
Depreciation expense	12,553	10,614	34,966	37,264
Amortization expense	2,020	1,670	5,479	5,314
General and administrative expense	4,859	4,951	15,248	16,190
Short-term incentive compensation expense	640	1,287	1,830	3,063
Long-term incentive compensation expense	892	807	2,616	2,288
Bad debt expense, net	1,011	2,477	3,205	3,100
<b>Total operating expenses</b>	<b>33,525</b>	<b>33,095</b>	<b>95,483</b>	<b>109,651</b>
<b>Income from operations</b>	<b>22,529</b>	<b>36,580</b>	<b>74,590</b>	<b>101,866</b>
<b>Other income (expense):</b>				
Interest expense	(2,587)	(6,307)	(8,899)	(18,552)
Gain on early extinguishment of debt			19,398	
Interest income	8	362	59	1,255
Realized losses on interest rate swaps and caps, net	(3,538)	(1,898)	(11,240)	(4,177)
Unrealized (losses) gains on interest rate swaps, net	(809)	711	7,253	1,617
Gain on lost military containers, net	646	480	814	2,169
Other, net	156	(511)	125	180
<b>Net other expense</b>	<b>(6,124)</b>	<b>(7,163)</b>	<b>7,510</b>	<b>(17,508)</b>
<b>Income before income tax and noncontrolling interest</b>	<b>16,405</b>	<b>29,417</b>	<b>82,100</b>	<b>84,358</b>
Income tax expense	(1,197)	(2,019)	(4,853)	(3,079)
<b>Net income</b>	<b>15,208</b>	<b>27,398</b>	<b>77,247</b>	<b>81,279</b>
Less: Net income attributable to the noncontrolling interest	(1,705)	(2,839)	(11,815)	(8,965)
<b>Net income attributable to Textainer Group Holdings Limited common shareholders</b>	<b>\$ 13,503</b>	<b>\$ 24,559</b>	<b>\$ 65,432</b>	<b>\$ 72,314</b>

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Net income attributable to Textainer Group Holdings Limited common shareholders per share:

Basic	\$ 0.28	\$ 0.52	\$ 1.37	\$ 1.52
Diluted	\$ 0.28	\$ 0.51	\$ 1.36	\$ 1.51
Weighted average shares outstanding (in thousands):				
Basic	47,761	47,605	47,761	47,605
Diluted	48,212	47,875	48,016	47,807

See accompanying notes to condensed consolidated financial statements.

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Condensed Consolidated Statements of Cash Flows

Nine Months Ended September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

	<b>Nine Months Ended September 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 77,247	\$ 81,279
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation expense	34,966	37,264
Bad debt expense, net	3,205	3,100
Unrealized gains on interest rate swaps, net	(7,253)	(1,617)
Amortization of debt issuance costs	1,655	1,414
Amortization of intangible assets	5,479	5,314
Amortization of acquired above-market leases	1,143	602
Amortization of deferred revenue	(1,996)	
Amortization of unearned income on direct financing and sales-type leases	(6,288)	(3,861)
Gains on sale of containers and lost military containers, net	(8,249)	(13,852)
Gain on early extinguishment of debt	(19,398)	
Share-based compensation expense	2,536	2,162
Changes in operating assets and liabilities	422	(12,372)
Total adjustments	6,222	18,154
<b>Net cash provided by operating activities</b>	<b>83,469</b>	<b>99,433</b>
<b>Cash flows from investing activities:</b>		
Purchase of containers and fixed assets	(61,554)	(216,505)
Purchase of intangible assets	(13,822)	(108)
Proceeds from sale of containers and fixed assets	42,476	54,583
Receipt of principal payments on direct financing and sales-type leases	19,237	14,020
<b>Net cash used in investing activities</b>	<b>(13,663)</b>	<b>(148,010)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from revolving credit facility	10,000	56,500
Principal payments on revolving credit facility	(60,000)	(46,000)
Proceeds from secured debt facility	125,500	201,500
Principal payments on secured debt facility	(86,000)	(96,500)
Principal payments on bonds payable	(40,418)	(43,500)
Purchase of bonds payable	(20,234)	
Decrease in restricted cash	10,316	4,710
Debt issuance costs	(112)	(3,113)
Repayments of notes receivable from shareholders		432
Dividends paid	(32,955)	(31,419)
<b>Net cash (used in) provided by financing activities</b>	<b>(93,903)</b>	<b>42,610</b>

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Effect of exchange rate changes	61	(333)
Net decrease in cash and cash equivalents	(24,036)	(6,300)
Cash and cash equivalents, beginning of the year	71,490	69,447
Cash and cash equivalents, end of the period	\$ 47,454	\$ 63,147
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 18,873	\$ 21,344
Income taxes	\$ 490	\$ 214
Supplemental disclosures of noncash investing activities:		
Increase in accrued container purchases	\$ 1,017	\$ 63,469
Containers placed in direct financing and sales-type leases	\$ 7,663	\$ 38,614

See accompanying notes to condensed consolidated financial statements.

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**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(1) Nature of Business**

Textainer Group Holdings Limited ( TGH ) is incorporated in Bermuda. TGH is the holding company of a group of corporations consisting of TGH and its subsidiaries (collectively, the Company ), involved in the purchase, management, leasing and resale of a fleet of marine cargo containers. The Company manages and provides administrative support to the affiliated and unaffiliated owners (the Owners ) of the containers and structures and manages container leasing investment programs.

The Company conducts its business activities in four main areas: container ownership, container management, container resale and military management (see Note 8 Segment Information ).

**(2) Summary of Significant Accounting Policies**

**(a) Basis of Accounting**

The Company utilizes the accrual method of accounting.

Certain information and footnote disclosure normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. The accompanying unaudited condensed interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2008 furnished to the Securities and Exchange Commission on March 16, 2009.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of only normal and recurring adjustments) necessary to present fairly the Company's consolidated financial position as of September 30, 2009, the consolidated results of operations for the three and nine months ended September 30, 2009 and 2008 and the consolidated cash flows for the nine months ended September 30, 2009 and 2008. These condensed consolidated financial statements are not necessarily indicative of the results of operations or cash flows that may be reported for the remainder of the fiscal year ending December 31, 2009.

**(b) Principles of Consolidation**

The condensed consolidated financial statements of the Company include TGH and all of its subsidiaries. All material intercompany balances have been eliminated in consolidation.

In December 2007, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 160 *Noncontrolling Interests in Consolidated Financial Statements: an amendment of ARB No. 51* (the FASB's Accounting Standards Codification ( ASC ) Topic 810 *Consolidations* ( ASC 810 )). ASC 810 requires a company to clearly identify and present ownership interests in subsidiaries held by parties other than the company within the equity section of the company's balance sheets but separate from the company's equity. It also requires the amounts of consolidated net income attributable to the parent and to the noncontrolling interest to be clearly identified and presented on the face of the consolidated statement of income; changes in ownership interest to be accounted for as equity transactions; and when a subsidiary is deconsolidated, any retained noncontrolling equity investment in the former subsidiary and the gain or loss on the deconsolidation of the subsidiary must be measured at fair value. ASC 810 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The Company's adoption of these requirements resulted in a \$58,398 reclassification of Minority interest from a separate line item located between Total liabilities and Total shareholders equity on the December 31, 2008

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consolidated balance sheet to Noncontrolling interest in a separate line item located between Total Textainer Group Holdings Limited and shareholders equity and Total equity on the December 31, 2008 condensed

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**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

consolidated balance sheet and a \$2,839 and \$8,965 reclassification for the three and nine months ended September 30, 2008, respectively, of Minority interest expense from a separate line item located between Income before income tax and minority interest expense and Net income to Net income attributable to the noncontrolling interest between Net income and Net income attributable to Textainer Group Holdings Limited common shareholders on the condensed consolidated statement of income.

**(c) Cash and Cash Equivalents and Restricted Cash**

Cash and cash equivalents is comprised of interest-bearing deposits or money market securities with original maturities of three months or less. The Company maintains cash and cash equivalents and restricted cash (see Note 9 Commitments and Contingencies *Restricted Cash*) with various financial institutions. These financial institutions are located throughout the United States, Canada, Bermuda, Singapore, the United Kingdom, the Netherlands and Malaysia. A significant portion of the Company's cash and cash equivalents and restricted cash is maintained with a small number of banks and, accordingly, the Company is exposed to the credit risk of these counterparties in respect of the Company's cash and cash equivalents and restricted cash. Furthermore, the deposits maintained at some of these financial institutions exceed the amount of insurance provided on the deposits. Restricted cash is excluded from cash and cash equivalents and is included in long-term assets.

**(d) Intangible Assets**

Intangible assets, consisting primarily of exclusive rights to manage container fleets, are amortized over the expected life of the contracts based on forecasted income to the Company. The contract terms range from 11 to 13 years. Intangible assets are evaluated for impairment and an impairment loss shall be recognized if the carrying amount of the intangible assets is not recoverable by future undiscounted cash flows and the carrying amount exceeds its fair value.

On April 15, 2009, the Company purchased for \$10,600 the exclusive rights to manage the approximately 145,000 twenty-foot equivalent unit (TEU) container fleet of Amphibious Container Leasing Limited (Amficon). The purchase price is being amortized over the expected approximate 11-year life of the contract on a pro-rata basis to the expected management fees. On October 1, 2009, the Company purchased approximately 53,000 TEU of the containers that it had been managing for Amficon for \$63,676. This event was treated as a non-recognized subsequent event.

On June 12, 2009, the Company purchased for \$2,954 the exclusive rights to manage the approximately 154,000 TEU container fleet of Capital Intermodal Limited, Capital Intermodal GmbH, Capital Intermodal Inc., Capital Intermodal Assets Limited and Xines Limited (collectively Capital Intermodal). The purchase price is being amortized over the expected approximate 11-year life of the contract on a pro-rata basis to the expected management fees.

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

The changes in the carrying amount of intangible assets during the nine months ended September 30, 2009 are as follows:

Balance as of December 31, 2008	\$ 64,751
Addition arising from Amficon, Capital and other	13,866
Amortization of step acquisition adjustment related to lease contracts (1)	(1,143)
Amortization expense	(5,479)
Balance as of September 30, 2009	\$ 71,995

- (1) Represents amortization of a step acquisition adjustment related to the Company's wholly owned subsidiary, Textainer Limited ( TL ) purchase of 3,000 additional Class A shares of Textainer Marine Containers Limited ( TMCL ) on November 1, 2007. The adjustment was recorded to increase the balance of the lease contracts to an amount that equaled the fair market value of the lease contracts.

**(e) Lease Rental Income**

Leasing income arises principally from the renting of containers owned by the Company to various international shipping lines. Revenue is recorded when earned according to the terms of the container rental contracts. These contracts are typically for terms of five years or less and are generally classified as operating leases.

Under long-term lease agreements, containers are usually leased from the Company for periods of three to five years. Such leases are generally cancelable with a penalty at the end of each 12-month period. Under master lease agreements, the lessee is not committed to leasing a minimum number of containers from the Company during the lease term and may generally return the containers to the Company at any time, subject to certain restrictions in the lease agreement. Under long-term lease and master lease agreements, revenue is earned and recognized evenly over the period that the equipment is on lease. Under direct finance and sales-type leases, the containers are usually leased from the Company for the remainder of the container's useful life with a bargain purchase option at the end of the lease term. Revenue is earned and recognized on direct finance leases over the terms of the leases so as to produce a constant periodic rate of return on the net investment in the leases. Under sales-type leases, a gain or loss is recognized at the inception of the leases by subtracting the book value of the containers from the estimated fair value of the containers and the remaining revenue is earned and recognized over the terms of the leases so as to produce a constant periodic rate of return on the net investment in the leases.

Container leases do not include step-rent provisions or lease concessions, nor do they depend on indices or interest rates.

In the second quarter of 2009, management initially classified two leases as direct financing leases but, upon further analysis, concluded that the leases should be classified as operating leases. In the third quarter of 2009, management reclassified \$29,829 from Net investment in direct financing and sales-type leases to Containers, net to reflect the revised classification.

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its lessees to make required payments. These allowances are based on management's current assessment of the financial condition of the Company's lessees and their ability to make their required payments. If the financial condition of the Company's lessees were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.





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**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(f) Containers and Fixed Assets**

Capitalized container costs include the container cost payable to the manufacturer and the associated transportation costs incurred in moving the containers from the manufacturer to the containers first destined port. Containers that are purchased new are depreciated using the straight-line method over their estimated useful lives of 12 years to an estimated dollar residual value. Containers purchased used are depreciated based upon their remaining useful lives at the date of acquisition to an estimated dollar residual value. The Company evaluates the estimated residual values and remaining estimated useful lives on an ongoing basis. Depreciation expense may fluctuate in future periods based on fluctuations in these estimates.

Fixed assets are recorded at cost and depreciated on a straight-line basis over the estimated useful lives of the assets, ranging from three to seven years.

The Company reviews its containers and fixed assets for impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. The Company compares the carrying value of the containers to the expected future undiscounted cash flows for the purpose of assessing the recoverability of the recorded amounts. If the carrying value exceeds expected future undiscounted cash flows, the assets are reduced to fair value. In addition, containers identified as being available for sale are valued at the lower of carrying value or fair value, less costs to sell.

**(g) Income Taxes**

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded when the realization of a deferred tax asset is unlikely.

The Company also accounts for income tax positions by recognizing the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in the recognition or measurement are reflected in the period in which the change in judgment occurs.

**(h) Maintenance and Repair Expense and Damage Protection Plan**

The Company's leases require the lessee to pay for any damage to the container beyond normal wear and tear at the end of the lease term. The Company offers a Damage Protection Plan (DPP) to certain lessees of its containers. Under the terms of the DPP, the Company charges lessees an additional amount primarily on a daily basis and, in return, the lessees are no longer obligated for certain future repair costs for containers subject to the DPP. It is the Company's policy to recognize these revenues as earned on a daily basis over the related term of the applicable lease. The Company has not recognized revenue and related expense for customers who are billed at the end of the lease term under the DPP or for other lessees who do not participate in the DPP. Based on past history, there is uncertainty as to the collectability of these amounts from lessees who are billed at the end of the lease term because the amounts due under the DPP are typically re-negotiated at the end of the lease term or the lease term is extended. The Company uses the direct expense method of accounting for maintenance and repairs.



**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(i) Concentrations**

Although substantially all of the Company's revenue is derived from assets employed in foreign countries, virtually all of this revenue is denominated in U.S. dollars. The Company does pay some of its expenses in various foreign currencies. For the three months ended September 30, 2009 and 2008, \$3,700 (or 36%) and \$1,760 (or 32%), respectively, and for the nine months ended September 30, 2009 and 2008 \$10,540 (or 38%) and \$7,097 (or 38%), respectively, of the Company's direct container expenses were paid in 15 different foreign currencies. The Company does not hedge these container expenses as there are no significant payments made in any one foreign currency that are significant enough to warrant such hedging and the Company's contract with the U.S. military contains a provision to protect it from fluctuations in exchange rates for payments made in foreign currencies.

The Company's customers are international shipping lines, which transport goods on international trade routes. Once the containers are on hire with a lessee, the Company does not track their location. The domicile of the lessee is not indicative of where the lessee is transporting the containers. The Company's business risk in its foreign concentrations lies with the creditworthiness of the lessees rather than the geographic location of the containers or the domicile of the lessees. Except for the major lessees noted in the table below, no other single lessee made up greater than 10% of the Company's lease rental income for the three and nine months ended September 30, 2009 and 2008.

Lessee	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Customer A	13%	n/a	13%	n/a
Customer B	n/a	n/a	n/a	10%

Customer A accounted for 19% and 17% of the Company's accounts receivable, net as of September 30, 2009 and December 31, 2008, respectively.

**(j) Fair Value of Financial Instruments**

The Company calculates the fair value of financial instruments and includes this additional information in the notes to the consolidated financial statements when the fair value is different from the book value of those financial instruments. The Company's financial instruments include cash and cash equivalents, restricted cash, accounts receivable and payable, net investment in direct financing and sales-type leases, due from affiliates, net, container contracts payable, due to owners, net, debt and interest rate swaps. At September 30, 2009 and December 31, 2008, the fair value of the Company's financial instruments approximated the related book value of such instruments except that, the fair value of net investment in direct financing and sales-type leases (including the short-term balance) was approximately \$77,619 and \$78,411 at September 30, 2009 and December 31, 2008, respectively, compared to a book value of \$88,691 and \$91,719 at September 30, 2009 and December 31, 2008, respectively, based on recent implicit interest rates as of those dates and, based on the borrowing rates available to the Company, the fair value of long-term debt (including current maturities) was approximately \$562,202 and \$641,281 at September 30, 2009 and December 31, 2008, respectively, compared to a book value of \$634,189 and \$724,643 at September 30, 2009 and December 31, 2008, respectively.

**(k) Derivative Instruments**

The Company has entered into various interest rate swap and cap agreements to mitigate its exposure associated with its variable rate debt. The swap agreements involve payments by the Company to counterparties at fixed rates in return for receipts based upon variable rates indexed to the London Inter Bank Offered Rate (LIBOR). The differentials between the fixed and variable rate payments under these agreements are recognized in Realized losses on interest rate swaps and caps, net in the condensed consolidated statements of income.



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**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

As of the balance sheet dates, none of the derivative instruments the Company has entered into qualify for hedge accounting. The fair value of the derivative instruments is measured at each balance sheet date and the change in fair value is recorded in the condensed consolidated statements of income as Unrealized (losses) gains on interest rate swaps, net .

***(l) Share Options and Restricted Share Units***

The Company estimates the fair value of all employee share options awarded under its 2007 Share Incentive Plan (the 2007 Plan ) on the grant date using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company s condensed consolidated statements of income.

The Company uses the Black-Scholes-Merton option-pricing model as a method for determining the estimated fair value for employee share option awards. The Company uses the fair market value of the Company s common shares on the grant date, discounted for estimated dividends that will not be received by the employees during the vesting period, for determining the estimated fair value for employee restricted share units. Compensation expense for employee share awards is recognized on a straight-line basis over the vesting period of the award. Share-based compensation expense for the three months ended September 30, 2009 and 2008 of \$867 and \$780, respectively, and for the nine months ended September 30, 2009 and 2008 of \$2,536 and \$2,162, respectively, was recorded as a part of Long-term incentive compensation expense in the condensed consolidated statements of income for share options and restricted share units awarded to employees under the 2007 Plan.

***(m) Estimates***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company s management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company s management evaluates its estimates on an ongoing basis, including those related to the container rental equipment, intangible assets, accounts receivable, income taxes and accruals.

These estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments regarding the carrying values of assets and liabilities. Actual results could differ from those estimates under different assumptions or conditions.

***(n) Reclassifications***

Certain reclassifications of 2008 amounts have been made in order to conform with the 2009 financial statement presentation.

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(o) Net income per share**

Basic net income per share is computed by dividing net income by the weighted average number of shares outstanding during the applicable period. Diluted net income per share reflects the potential dilution that could occur if all outstanding share options were exercised, and all outstanding restricted share units were converted, into common shares. Share options for the three months ended September 30, 2009 and 2008 of 1,036,050 and 1,028,166, respectively, and for the nine months ended September 30, 2009 and 2008 of 1,036,050 and 1,032,594, respectively, were excluded from the computation of diluted net income per share because they were anti-dilutive under the treasury stock method. Restricted share units for the three months ended September 30, 2009 and 2008 of 782,896 and 764,262, respectively, and for the nine months ended September 30, 2009 and 2008 of 936,582 and 831,863, respectively, were excluded from the computation of diluted net income per share because they were anti-dilutive under the treasury stock method. A reconciliation of the numerator and denominator of basic earnings per share ( EPS ) with that of diluted EPS is presented as follows:

All amounts in thousands, except Net income attributable to Textainer Group Holdings Limited common shareholders per common share

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
<b>Numerator:</b>				
Net income attributable to Textainer Group Holdings Limited common shareholders - basic and diluted EPS	\$ 13,503	\$ 24,559	\$ 65,432	\$ 72,314
<b>Denominator:</b>				
Weighted average common shares outstanding - basic	47,761	47,605	47,761	47,605
Dilutive share options and restricted share units	451	270	255	202
Weighted average common shares outstanding - diluted	48,212	47,875	48,016	47,807
<b>Net income attributable to Textainer Group Holdings Limited common shareholders per common share</b>				
Basic	\$ 0.28	\$ 0.52	\$ 1.37	\$ 1.52
Diluted	\$ 0.28	\$ 0.51	\$ 1.36	\$ 1.51

**(p) Fair Value Measurements**

The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The Company uses the exchange price notion, which is the price in an orderly transaction between market participants to sell an asset or transfer a liability in the market in which the reporting entity would transact for the asset or liability, that is, the principal or most advantageous market for the asset or liability. The transaction to sell the asset or transfer the liability is a hypothetical transaction at the measurement date, considered from the perspective of a market participant that holds the asset or owes the liability. Therefore, the definition focuses on the price that would be received to sell the asset or paid to transfer the liability (an exit price), not the price that would be paid to acquire the asset or received to assume the liability (an entry price).



**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

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When the Company is required to write down the cost basis of its trading containers held for resale to fair value less cost to sell, the Company measures the fair value of its trading containers held for resale under a Level 2 input. The Company relies on its recent sales prices for identical or similar assets in markets, by geography, that are active. The carrying value of these trading containers held for resale was \$1,452 and \$1,596 as of September 30, 2009 and December 31, 2008, respectively, and is included in Containers held for resale on the consolidated balance sheets. During the three and nine months ended September 30, 2009 and 2008, impairments to write down the value of trading containers held for resale to their estimated fair value was nil.

When the Company is required to write down the cost basis of its containers identified for sale to fair value less cost to sell, the Company measures the fair value of its containers identified for sale under a Level 2 input. The Company relies on its recent sales prices for identical or similar assets in markets, by geography, that are active. The carrying value of these containers identified for sale amounted to \$3,291 and \$418 as of September 30, 2009 and December 31, 2008, respectively, and is included in Containers, net on the consolidated balance sheets. The Company recorded impairments during the three months ended September 30, 2009 and 2008 of \$947 and \$74, respectively and during the nine months ended September 30, 2009 and 2008 of \$1,530 and \$337, respectively, as a part of depreciation expense to write down the value of containers identified for sale to their estimated fair value less cost to sale.

The Company measures the fair value of its \$372,660 notional amount of interest rate swaps under a Level 2 input. The Company changed from measuring the fair value of its interest rate swaps under a Level 3 input to a Level 2 input during the three months ended June 30, 2009 because it began determining the fair value estimate using observable market inputs. In addition, the liability valuation reflects the credit standing of the Company and the counterparties to the interest rate swaps. The valuation technique utilized by the Company to calculate the fair value of the interest rate swaps was the income approach. This approach represents the present value of future cash flows based upon current market expectations. The Company's interest rate swap agreements had a net fair value liability of \$12,134 and \$19,387 as of September 30, 2009 and December 31, 2008, respectively. The credit valuation adjustment (which was a reduction in the liability) was determined to be \$115 as of September 30, 2009. The change in fair value of \$7,253 for the nine months ended September 30, 2009 was recorded in the consolidated statement of income as part of Unrealized (losses) gains on interest rate swaps, net.

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(q) Recently Issued Accounting Pronouncements**

In June 2009, the FASB issued SFAS No. 166, *Accounting for Transfers of Financial Assets – an Amendment of FASB Statement No. 140* ( SFAS 166 ) (not yet integrated into the FASB's ASC). The objective of SFAS 166 is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. SFAS 166 is effective for financial statements issued for years beginning after November 15, 2009, and for interim periods within those years. Earlier application is prohibited. The Company does not believe the adoption of SFAS 166 will have a material effect on the Company's consolidated financial position, results of operations or cash flows.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* ( SFAS 167 ) (not yet integrated into the FASB's ASC). The objective of SFAS 167 is to improve financial reporting by companies involved with variable interest entities. SFAS 167 will require companies to perform an analysis to determine whether the companies' variable interest or interests give it a controlling financial interest in a variable interest entity. SFAS 167 is effective for financial statements issued for years beginning after November 15, 2009, and for interim periods within those years. Earlier application is prohibited. The Company is currently assessing the impact of SFAS 167 on its consolidated financial position, results of operations or cash flows.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162* ( SFAS 168 ) (the FASB's ASC Topic 105 *Generally Accepted Accounting Principles*), which identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP in the United States, but is not intended to change existing GAAP. SFAS 168 establishes the FASB Accounting Standards Codification (the Codification) as the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under federal securities laws are also sources of authoritative GAAP for SEC registrants. All guidance contained in the Codification carries an equal level of authority. Effective July 1, 2008, the Company adopted the SFAS 168, which had no effect on the Company's consolidated financial position, results of operations or cash flows.

In August 2009, the FASB issued Accounting Standards Update ( ASU ) 2009-05, *Fair Value Measurements and Disclosures* ( ASU 2009-05 ). ASU 2009-05 provided amendments to ASC Topic 820-10, *Fair Value Measurements and Disclosures – Overall*, for the fair value measurement of liabilities. The purpose of ASU 2009-05 is to clarify that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using a valuation technique that uses either the quoted price of the identical liability when traded as an asset, quoted prices for similar liabilities or similar liabilities when traded as assets, or another valuation technique that is consistent with the principles of ASC Topic 820 *Fair Value Measurements and Disclosures*. This guidance was effective upon issuance. There was no effect on the Company's consolidated financial position, results of operations or cash flows from the adoption of this update.

In September 2009, the FASB ratified Emerging Issues Task Force ( EITF ) Issue No. 08-1, *Revenue Arrangements with Multiple Deliverables* ( EITF 08-1 ). EITF 08-1 updates the current guidance pertaining to multiple-element revenue arrangements included in the FASB's ASC Topic 605-25 *Revenue Recognition – Multiple-Element Arrangements*, which originated primarily from EITF Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables*. EITF 08-1 will be effective for annual reporting periods beginning January 1, 2011 for calendar-year entities. The Company is currently assessing the impact of EITF 08-1 on its consolidated financial position, results of operations or cash flows.

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(3) Container Purchases**

On August 1, 2009, the Company purchased approximately 28,700 containers that it had been managing for a large institutional investor, including related accounts receivable, due from owners, net, accounts payable and accrued expenses for a total purchase price equal to \$34,173. The total purchase price, which was allocated based on the fair value of the assets and liabilities acquired, was recorded as follows:

Containers, net of accumulated depreciation	\$ 33,015
Other net assets	1,158
	<b>\$ 34,173</b>

**(4) Purchase-leaseback Transaction**

On July 16, 2009, the Company completed a purchase-leaseback transaction for approximately 28,900 containers with an Asian shipping line for a total purchase price of \$11,914. The total purchase price and leaseback rental rates were below market rates. The purchase price, which was allocated based on the fair value of the containers, operating leases and direct financing leases acquired, was recorded as follows:

Containers, net of accumulated depreciation	\$ 26,960
Net investment in direct financing and sales-type leases	2,258
Deferred revenue operating lease contracts	(17,304)
	<b>\$ 11,914</b>

The deferred revenue is being amortized to lease rental income over the three-year term of the lease contract.

**(5) Transactions with Affiliates and Owners**

Amounts due from affiliates, net generally result from cash advances and the payment of affiliated companies administrative expenses by the Company on behalf of such affiliates. Balances are generally paid within 30 days. Management fees, including acquisition fees and sales commissions for the three and nine months ended September 30, 2009 and 2008 were as follows:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Fees from affiliated owners	\$ 1,184	\$ 1,729	\$ 3,554	\$ 4,708
Fees from unaffiliated owners	5,120	5,429	13,725	15,980

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Fees from owners	6,304	7,158	17,279	20,688
Other fees	465	452	1,368	1,331
Total management fees	\$ 6,769	\$ 7,610	\$ 18,647	\$ 22,019

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

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Due to owners, net represents lease rentals collected on behalf of and payable to Owners, net of direct expenses and management fees receivable. Due to owners, net at September 30, 2009 and December 31, 2008 consisted of the following:

	September 30, 2009	December 31, 2008
Affiliated owners	\$ 758	\$ 902
Unaffiliated owners	13,477	9,975
<b>Total due to owners, net</b>	<b>\$ 14,235</b>	<b>\$ 10,877</b>

**(6) Income Taxes**

The Company's effective income tax rates were 7.30% and 6.86% for the three months ended September 30, 2009 and 2008, respectively, and 5.91% and 3.65% for the nine months ended September 30, 2009 and 2008, respectively. The rate for the nine months ended September 30, 2008 was lower than the rate for the same period in the current year primarily due to reduction of unrecognized benefits. The 2004 United States tax return for TGH's subsidiary Textainer Equipment Management (U.S.) Limited and the 2004 and 2005 United States tax returns for TGH's subsidiary Textainer Limited (TL) were examined by the Internal Revenue Service (the IRS) and in May 2008, the Company received notification from the IRS that they had completed their examination and made no changes to the amount of tax reported. As a result, the Company reduced the amount of unrecognized tax benefits by \$4,480 and recognized a tax provision reduction of \$4,480.

In May of 2009, the Company received notification from the Internal Revenue Service that the 2007 United States tax return for TGH's subsidiary Textainer Equipment Management (U.S.) Limited has been selected for examination. The examination is currently ongoing and to date, no matters have arisen to alter the Company's accounting for income taxes.

**(7) Revolving Credit Facility, Bonds Payable and Secured Debt Facility, and Derivative Instruments**

The following represents the Company's debt obligations as of September 30, 2009 and December 31, 2008:

	September 30, 2009	December 31, 2008
<b>Revolving Credit Facility, Bonds Payable and Secured Debt Facility</b>		
Revolving Credit Facility, weighted average interest at 1.25% and 2.67% at September 30, 2009 and December 31, 2008, respectively	\$ 3,000	\$ 53,000
2005-1 Bonds, interest at 0.77% and 1.73% at September 30, 2009 and December 31, 2008, respectively	291,195	371,241
Secured Debt Facility, weighted average interest at 1.49% and 2.45% at September 30, 2009 and December 31, 2008, respectively	339,994	300,402

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Total debt obligations	\$ 634,189	\$ 724,643
Amount due within one year	\$ 60,013	\$ 58,000
Amounts due beyond one year	\$ 574,176	\$ 666,643

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**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

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(Unaudited)

(All currency expressed in United States dollars in thousands)

***Revolving Credit Facilities***

A Company subsidiary, TL, has a credit agreement with a group of banks that provides for a revolving credit facility with an aggregate commitment amount of up to \$205,000 (which includes a \$50,000 letter of credit facility) (the Credit Facility). The Credit Facility provides for payments of interest only during its term beginning on its inception date through April 22, 2013 when all borrowings are due in full. Interest on the outstanding amount due under the Credit Facility at September 30, 2009 was based either on the U.S. prime rate or LIBOR plus a spread between 0.5% and 1.5%, which varies based on TGH's leverage. Total outstanding principal under the Credit Facility was \$3,000 and \$53,000 as of September 30, 2009 and December 31, 2008, respectively. The Company had no outstanding letters of credit under the Credit Facility as of September 30, 2009 and December 31, 2008.

The Credit Facility is secured by the Company's containers and under the terms of the Credit Facility, the total outstanding principal may not exceed the lesser of the commitment amount and a formula based on the Company's net book value of containers and outstanding debt. The additional amount available for borrowing under the Credit Facility, as limited by the Company's borrowing base, was \$43,872 as of September 30, 2009.

TGH acts as a guarantor of the Credit Facility. The Credit Facility contains restrictive covenants, including limitations on certain liens, indebtedness and investments. In addition, the Credit Facility contains certain restrictive financial covenants on TGH's tangible net worth, leverage, debt service coverage and on TL's leverage and interest coverage. The Company was in compliance with all such covenants at September 30, 2009. There is a commitment fee of 0.20% to 0.30% on the unused portion of the Credit Facility, which varies based on the leverage of TGH and is payable in arrears. In addition, there is an agent's fee, which is payable annually in advance.

***Bonds Payable and Secured Debt Facility***

In 2005, one of the Company's subsidiaries, TMCL, issued \$580,000 in variable rate amortizing bonds (the 2005-1 Bonds) to institutional investors. The \$580,000 in 2005-1 Bonds represent fully amortizing notes payable on a straight-line basis over a scheduled payment term of 10 years, but not to exceed the maximum payment term of 15 years. During March, April and May of 2009, the Company repurchased \$65,000 of aggregate original face amount or \$39,917 in aggregate outstanding principal amount of its 2005-1 Bonds at a purchase price of \$20,234. As a result of these purchases, the Company recognized a gain on early extinguishment of debt during the nine months ended September 30, 2009 of \$19,938, net of the write-off of deferred debt financing costs of \$285. Based on the outstanding principal amount at September 30, 2009 and under a 10-year amortization schedule, \$51,500 in 2005-1 Bond principal will amortize per year. Under the terms of the 2005-1 Bonds, both principal and interest incurred are payable monthly. TMCL is permitted to make voluntary prepayments of all, or a portion of, the principal balance of the 2005-1 Bonds. Ultimate payment of the 2005-1 Bond principal has been insured by Ambac Assurance Corporation and the cost of this insurance coverage, which is equal to 0.275% on the outstanding principal balance of the 2005-1 Bonds, is recognized as incurred on a monthly basis. The interest rate for the outstanding principal balance of the 2005-1 Bonds equals one-month LIBOR plus 0.25%. The target final payment date and legal final payment date are May 15, 2015 and May 15, 2020, respectively.

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

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The Company's primary ongoing container financing requirements are funded by revolving notes issued by TMCL (the Secured Debt Facility). The Secured Debt Facility provided a total commitment in the amount of \$475,000 as of September 30, 2009. The additional amount available for borrowing under the Secured Debt Facility, as limited by the Company's borrowing base, was \$134,500 as of September 30, 2009. The Secured Debt Facility provides for payments of interest only during the period from its inception until its Conversion Date (i.e. July 1, 2010), with a provision for the Secured Debt Facility to amortize over a 10-year, but not to exceed the maximum term of a 15-year period beginning on the Conversion Date. The interest rate on the Secured Debt Facility, payable monthly in arrears, is LIBOR plus 1.25% during the revolving period prior to the Conversion Date. If the Secured Debt Facility is not refinanced or renewed prior to the Conversion Date, the interest rate would increase during the 10 or 15 year amortization period that follows.

Under the terms of the 2005-1 Bonds and Secured Debt Facility, the total outstanding principal of these two programs may not exceed an amount (the Asset Base), which is calculated by a formula based on TMCL's book value of equipment, restricted cash and direct financing and sales-type leases. The total obligations under the 2005-1 Bonds and the Secured Debt Facility are secured by a pledge of TMCL's assets. TMCL's total assets amounted to \$1,106,769 as of September 30, 2009. The 2005-1 Bonds and the Secured Debt Facility also contain restrictive covenants regarding the average age of TMCL's container fleet, certain earnings ratios, ability to incur other obligations and to distribute earnings, TGH's container management subsidiary net income and debt levels, and overall Asset Base minimums, in which TMCL and TGH's container management subsidiary were in full compliance at September 30, 2009.

The following is a schedule by year, of future scheduled repayments, as of September 30, 2009:

	<b>Revolving Credit Facility</b>	<b>2005-1 Bonds (1)</b>	<b>Secured Debt Facility(1)</b>
Twelve months ending September 30:			
2010	\$	\$ 51,500	\$ 8,513
2011		51,500	34,050
2012		51,500	34,050
2013	3,000	51,500	34,050
2014 and thereafter		85,833	229,837
	\$ 3,000	\$ 291,833	\$ 340,500

- (1) Future scheduled payments for the 2005-1 Bonds and the Secured Debt Facility exclude step acquisition adjustments of \$638 and \$506, respectively, related to the purchase by TL of 3,000 additional shares of TMCL on November 1, 2007. The adjustments were recorded to reduce the balance of both the 2005-1 Bonds and the Secured Debt Facility to an amount that equaled the fair market value of the debt on the date of the acquisition.

The future repayments schedule for the Secured Debt Facility is based on the facility not being extended on its Conversion Date and then converting into a ten-year fully amortizing note payable.



**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

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(Unaudited)

(All currency expressed in United States dollars in thousands)

***Derivative Instruments***

The Company has entered into several interest rate swap and cap agreements with several banks to reduce the impact of changes in interest rates associated with its 2005-1 Bonds and Secured Debt Facility. The following is a summary of the Company's derivative instruments as of September 30, 2009:

<b>Derivative instruments</b>	<b>Notional amount</b>
Interest rate cap contracts with several banks with fixed rates between 3.45% and 7.11% per annum, non-amortizing notional amounts, with termination dates through November 2015	\$ 120,000
Interest rate swap contracts with several banks, with fixed rates between 2.96% and 5.32% per annum, amortizing notional amounts, with termination dates through August 2014	372,660
<b>Total notional amount as of September 30, 2009</b>	<b>\$ 492,660</b>

During October 2009, the Company entered into an interest rate cap contract with a bank, which caps one-month LIBOR fixed rate at 3.24% per annum, in non-amortizing notional amount of \$25,000 and a term from October 15, 2009 through October 15, 2010.

During November 2009, the Company entered into an interest rate cap contract with a bank, which caps one-month LIBOR fixed rate at 3.24% per annum, in non-amortizing notional amount of \$75,000 and a term from November 16, 2009 through November 15, 2010.

The Company's interest rate swap agreements had a fair value liability of \$12,134 and \$19,387 as of September 30, 2009 and December 31, 2008, respectively. The change in fair value was recorded in the condensed consolidated statement of income as Unrealized (losses) gains on interest rate swaps, net.

The Company measures the fair value of its interest rate swaps under a Level 2 input (see Note 2 - Summary of Significant Accounting Policies - *Fair Value Measurements*). The Company changed from measuring the fair value of its interest rate swaps under a Level 3 input to a Level 2 input during the three months ended June 30, 2009 because it began determining the fair value estimate using observable market inputs. In addition, the liability valuation reflects the credit standing of the Company and the counterparties to the interest rate swaps. The valuation technique utilized by the Company to calculate the fair value of the interest rate swaps was the income approach. This approach represents the present value of future cash flows based upon current market expectations.

The Company manages its exposure to counterparty risk by entering into derivative instruments with high-quality financial institutions that can be expected to fully perform under the terms of such agreements. The Company monitors the credit rating of these institutions on a quarterly basis. The Company does not require collateral or other security to support derivative financial instruments with credit risk as of September 30, 2009. The interest rate swap agreements are considered an obligation under the 2005-1 Bonds and Secured Debt Facility, as it was entered into with counterparties that are also lenders under the Credit Facility, 2005-1 Bonds and Secured Debt Facility. The Company's counterparty credit exposure is nil as of September 30, 2009 because the fair value all of the Company's interest rate swap positions were liabilities at that reporting date. Notional amounts of derivative financial instruments do not represent exposure to credit loss.

## TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(8) Segment Information**

As described in Note 1 Nature of Business, the Company operates in four reportable segments: (i) Container Ownership, (ii) Container Management, (iii) Container Resale and (iv) Military Management. The following tables show segment information for the three and nine months ended September 30, 2009 and 2008, reconciled to the Company's income before taxes as shown in its condensed consolidated statements of income:

Three Months Ended September 30, 2009	Container Ownership	Container Management	Container Resale	Military Management	Other	Eliminations	Totals
Lease rental income	\$ 45,089	\$	\$	\$ 339	\$	\$	\$ 45,428
Management fees		8,755	2,620	465		(5,071)	6,769
Trading container sales proceeds			1,584				1,584
Gain on sale of containers, net	2,273						2,273
<b>Total revenue</b>	<b>\$ 47,362</b>	<b>\$ 8,755</b>	<b>\$ 4,204</b>	<b>\$ 804</b>	<b>\$</b>	<b>\$ (5,071)</b>	<b>\$ 56,054</b>
Depreciation expense	\$ 12,835	\$ 190	\$	\$ 5	\$	\$ (477)	\$ 12,553
Interest expense	\$ 2,587	\$	\$	\$	\$	\$	\$ 2,587
Unrealized losses on interest rate swaps, net	\$ 809	\$	\$	\$	\$	\$	\$ 809
<b>Segment income before taxes</b>	<b>\$ 13,085</b>	<b>\$ 1,728</b>	<b>\$ 2,289</b>	<b>\$ 361</b>	<b>\$ (556)</b>	<b>\$ (502)</b>	<b>\$ 16,405</b>
Total assets	\$ 1,180,815	\$ 117,505	\$ 2,317	\$ 1,624	\$ 2,233	\$ (24,316)	\$ 1,280,178
Additions to long-lived assets	\$ 48,748	\$ 139	\$	\$	\$	\$	\$ 48,887
<b>Three Months Ended September 30, 2008</b>							
Lease rental income	\$ 49,814	\$	\$	\$ 1,100	\$	\$	\$ 50,914
Management fees		11,346	2,606	452		(6,794)	7,610
Trading container sales proceeds			6,716				6,716
Gain on sale of containers, net	4,435						4,435
<b>Total revenue</b>	<b>\$ 54,249</b>	<b>\$ 11,346</b>	<b>\$ 9,322</b>	<b>\$ 1,552</b>	<b>\$</b>	<b>\$ (6,794)</b>	<b>\$ 69,675</b>
Depreciation expense	\$ 10,830	\$ 183	\$	\$ 17	\$	\$ (416)	\$ 10,614
Interest expense	\$ 6,307	\$	\$	\$	\$	\$	\$ 6,307

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Unrealized gains on interest rate swaps, net	\$	711	\$		\$		\$		\$	711				
Segment income before taxes	\$	23,409	\$	3,740	\$	3,262	\$	720	\$	(499)	\$	(1,215)	\$	29,417
Total assets	\$	1,200,856	\$	125,056	\$	3,989	\$	2,025	\$	1,772	\$	(21,960)	\$	1,311,738
Additions to long-lived assets	\$	139,179	\$	402	\$		\$		\$		\$		\$	139,581

## TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

<b>Nine Months Ended September 30, 2009</b>	<b>Container Ownership</b>	<b>Container Management</b>	<b>Container Resale</b>	<b>Military Management</b>	<b>Other</b>	<b>Eliminations</b>	<b>Totals</b>
Lease rental income	\$ 137,556	\$	\$	\$ 1,163	\$	\$	\$ 138,719
Management fees		25,931	6,490	1,368		(15,142)	18,647
Trading container sales proceeds			5,272				5,272
Gain (loss) on sale of containers, net	7,438	(3)					7,435
<b>Total revenue</b>	<b>\$ 144,994</b>	<b>\$ 25,928</b>	<b>\$ 11,762</b>	<b>\$ 2,531</b>	<b>\$</b>	<b>\$ (15,142)</b>	<b>\$ 170,073</b>
Depreciation expense	\$ 35,797	\$ 557	\$	\$ 13	\$	\$ (1,401)	\$ 34,966
Interest expense	\$ 8,899	\$	\$	\$	\$	\$	\$ 8,899
Unrealized gains on interest rate swaps, net	\$ 7,253	\$	\$	\$	\$	\$	\$ 7,253
<b>Segment income before taxes</b>	<b>\$ 73,117</b>	<b>\$ 5,308</b>	<b>\$ 5,396</b>	<b>\$ 970</b>	<b>\$ (2,022)</b>	<b>\$ (669)</b>	<b>\$ 82,100</b>
Total assets	\$ 1,180,815	\$ 117,505	\$ 2,317	\$ 1,624	\$ 2,233	\$ (24,316)	\$ 1,280,178
Additions to long-lived assets	\$ 62,035	\$ 14,358	\$	\$	\$	\$	\$ 76,393
<b>Nine Months Ended September 30, 2008</b>							
Lease rental income	\$ 143,945	\$	\$	\$ 3,071	\$	\$	\$ 147,016
Management fees		32,016	6,959	1,331		(18,287)	22,019
Trading container sales proceeds			30,799				30,799
Gain on sale of containers, net	11,683						11,683
<b>Total revenue</b>	<b>\$ 155,628</b>	<b>\$ 32,016</b>	<b>\$ 37,758</b>	<b>\$ 4,402</b>	<b>\$</b>	<b>\$ (18,287)</b>	<b>\$ 211,517</b>
Depreciation expense	\$ 37,833	\$ 499	\$	\$ 55	\$	\$ (1,123)	\$ 37,264
Interest expense	\$ 18,552	\$	\$	\$	\$	\$	\$ 18,552
Unrealized gains on interest rate swaps, net	\$ 1,617	\$	\$	\$	\$	\$	\$ 1,617
<b>Segment income before taxes</b>	<b>\$ 63,609</b>	<b>\$ 11,030</b>	<b>\$ 12,178</b>	<b>\$ 1,593</b>	<b>\$ (2,115)</b>	<b>\$ (1,937)</b>	<b>\$ 84,358</b>

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Total assets	\$ 1,200,856	\$ 125,056	\$ 3,989	\$ 2,025	\$ 1,772	\$ (21,960)	\$ 1,311,738
Additions to long-lived assets	\$ 279,233	\$ 849	\$	\$	\$	\$	\$ 280,082

General and administrative expenses are allocated to the reportable business segments based on direct overhead costs incurred by those segments. Amounts reported in the Other column represent activity unrelated to the active reportable business segments. Amounts reported in the Eliminations column represent inter-segment management fees between the Container Management and Container Ownership segments.

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**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

***Geographic Segment Information***

The Company's container lessees use containers for their global trade utilizing many worldwide trade routes. The Company earns its revenue from international carriers when the containers are in use and carrying cargo around the world. Substantially all of the Company's leasing related revenue is denominated in U.S. dollars. As all of the Company's containers are used internationally, where no one container is domiciled in one particular place for a prolonged period of time, all of the Company's long-lived assets are considered to be international with no single country of use.

**(9) Commitments and Contingencies**

***(a) Restricted Cash***

Restricted interest-bearing cash accounts were established by the Company as additional collateral for outstanding borrowings under the Company's Secured Debt Facility and 2005-1 Bonds. The total balance of these restricted cash accounts was \$5,791 and \$16,107 as of September 30, 2009 and December 31, 2008, respectively.

***(b) Container Commitments***

At September 30, 2009, the Company had placed orders with manufacturers for containers to be delivered subsequent to September 30, 2009 in the total amount of \$1,473.

***(c) Trading Container Purchase and Commitments***

On September 1, 2009, the Company entered into an agreement with a shipping line to purchase up to \$9,172 of containers to be resold. The agreement expires at the end of August 2010 or when all the equipment has been delivered. At September 30, 2009, \$6,420 of containers remain to be purchased.

***(d) Legal Proceedings on the Sale of the Partnerships' Assets***

On April 18, 2005, six California limited partnerships formed to invest in transportation equipment sold substantially all of their assets to RFH, Ltd. (RFH). As part of this sale transaction, RFH engaged Textainer Equipment Management Ltd., one of the general partners, to manage the containers RFH bought.

Five lawsuits were filed between March 2005 and June 2007 in state and federal court, initiated by certain limited partners. The state cases were consolidated into one action. The limited partners in the state action alleged that the general partners breached their fiduciary duties by selling the assets for less than their fair value, retaining management rights over the assets following the sale, and making materially false or misleading statements in proxy statements issued in connection with the sale of assets. In the federal case, plaintiffs alleged a breach of fiduciary duty claim similar to that in the state action and also alleged that the general partners violated federal securities laws. The lawsuits sought to recover damages for the limited partners based on the allegedly inadequate purchase price paid for the assets.

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On February 5, 2009, the plaintiffs in the state case, plaintiff in the federal case, and the Textainer defendants reached a settlement agreement under which Textainer's insurer would pay a total of \$10,000 to the plaintiffs on defendants' behalf. On May 5, 2009, the Court granted final approval of the global settlement agreement. On July 7, 2009, the time for class members to appeal the class action settlement agreement expired.

On November 24, 2008, the Ninth Circuit granted the federal parties' joint motion for a stay in proceedings and deferral of decision in order to finalize settlement proceedings. The motion to stay was continued on May 8, 2009, and the parties stipulated to a voluntary dismissal of the appeal on July 10, 2009. That dismissal was approved on August 12, 2009, upon which date the settlement agreement became effective and final.

**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(10) Share Option and Restricted Share Unit Plan**

As of September 30, 2009, the Company maintained one active share option and restricted share unit plan, the 2007 Plan. The 2007 Plan provides for the grant of share options, restricted shares, restricted share units, share appreciation rights and dividend equivalent rights. The 2007 Plan provides for grants of incentive share options only to the Company's employees or employees of any parent or subsidiary of TGH. Awards other than incentive share options may be granted to the Company's employees, directors and consultants or the employees, directors and consultants of any parent or subsidiary of TGH. Under the 2007 Plan, which was approved by the Company's shareholders on September 4, 2007, a maximum of 3,808,371 share awards may be granted under the plan. At September 30, 2009, 1,056,110 shares were available for future issuance under the 2007 Plan.

Share options are granted at exercise prices equal to the fair market value of the shares on the grant date. Each employee's options vest in increments of 25% per year beginning approximately one year after an option's grant date. Unless terminated pursuant to certain provisions within the share option plans, including discontinuance of employment with the Company, all unexercised options expire ten years from the date of grant.

Beginning approximately one year after a restricted share unit's grant date, each employee's restricted share units vest in increments of 15% per year for the first two years, 20% for the third year and 25% per year for the fourth and fifth year.

The following is a summary of activity in the Company's 2007 Plan for the nine months ended September 30, 2009:

	Share options (common share equivalents)	Weighted average exercise price
Balances, December 31, 2008	1,284,012	\$ 14.68
Options granted during the period		\$
Options forfeited during the period		\$
Balances, September 30, 2009	1,284,012	\$ 14.68
Options exercisable at September 30, 2009	260,126	\$ 16.49

  

	Restricted share units	Weighted average grant date fair value
Balances, December 31, 2008	1,282,140	\$ 12.34
Share units granted during the period		\$
Share units vested during the period	(156,031)	\$ 14.29
Balances, September 30, 2009	1,126,109	\$ 12.08

No share options or restricted share units were granted during the nine months ended September 30, 2009. As of September 30, 2009, \$10,565 of total compensation cost related to non-vested share option and restricted share unit awards not yet recognized is expected to be recognized over a weighted average period of 2.9 years. The aggregate intrinsic value of all options outstanding, which represents the total pre-tax intrinsic value, based on the Company's closing price of \$16.01 per common share as of September 30, 2009 was \$2,216.





**TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES**

Notes to Condensed Consolidated Financial Statements (Continued)

September 30, 2009 and 2008

(Unaudited)

(All currency expressed in United States dollars in thousands)

**(11) Comprehensive Income**

The following table provides a reconciliation of the Company's net income to total comprehensive income attributable to Textainer Group Holdings Limited common shareholders:

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	2009	2008
Net income	\$ 15,208	\$ 27,398	\$ 77,247	\$ 81,279
Other comprehensive income:				
Foreign currency translation adjustments	35	(258)	61	(333)
Total comprehensive income	15,243	27,140	77,308	80,946
Less: comprehensive income attributable to noncontrolling interest	(1,705)	(2,839)	(11,815)	(8,965)
Total comprehensive income attributable to Textainer Group Holdings Limited common shareholders	\$ 13,538	\$ 24,301	\$ 65,493	\$ 71,981

**(12) Subsequent Events*****Dividend***

On November 3, 2009, the Company's board of directors approved and declared a quarterly cash dividend of \$0.23 per share on the Company's issued and outstanding common shares, payable on November 25, 2009 to shareholders of record as of November 16, 2009. This event was treated as a non-recognized subsequent event.

Management has performed an evaluation of the company's activities through the date and time these financial statements were issued on November 12, 2009 and concluded that there are no additional significant events requiring recognition or disclosure.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our consolidated financial condition and results of operations should be read in conjunction with our unaudited consolidated financial statements and notes thereto included in Item 1 Condensed Consolidated Financial Statements (Unaudited) of this Quarterly Report on Form 6-K, as well as our audited consolidated financial statements and notes thereto included in our Annual Report on Form 20-F for the fiscal year ended December 31, 2008 furnished to the U.S. Securities and Exchange Commission (the SEC) on March 16, 2009 (our 2008 Form 20-F). In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results may differ materially from those contained in or implied by any forward-looking statements. See Information Regarding Forward-Looking Statements; Cautionary Language. Factors that could cause or contribute to these differences include those discussed below and Item 3, Key Information \Risk Factors included in our 2008 Form 20-F.

As used in the following discussion and analysis, unless indicated otherwise or the context otherwise requires, references to: (1) Textainer, the Company, we, us or our refer collectively to Textainer Group Holdings Limited, the issuer of the publicly-traded common shares that has been registered pursuant to Section 12(b) of the U.S. Securities Exchange Act of 1934, as amended, and its subsidiaries; (2) TEU refers to a Twenty-Foot Equivalent Unit, which is a unit of measurement used in the container shipping industry to compare shipping containers of various lengths to a standard 20 dry freight container, thus a 20 container is one TEU and a 40 container is two TEU; (3) CEU refers to a Cost Equivalent Unit, which is a unit of measurement based on the approximate cost of a container relative to the cost of a standard 20 dry freight container, so the cost of a standard 20 dry freight container is one CEU; the cost of a 40 dry freight container is 1.6 CEU; and the cost of a 40 high cube dry freight container (9 6 high) is 1.68 CEU; (4) our owned fleet means the containers we own; (5) our managed fleet means the containers we manage that are owned by other container investors; (6) our fleet and our total fleet mean our owned fleet plus our managed fleet plus any containers we lease from other lessors; and (7) container investors means the owners of the containers in our managed fleet.

Dollar amounts in this section of this Quarterly Report on Form 6-K are expressed in thousands, unless otherwise indicated.

**Overview**

Operating since 1979, we are the world's largest lessor of intermodal containers based on fleet size, with a total fleet of more than 1.5 million containers, representing over 2.3 million TEU, in our owned and managed fleet as of September 30, 2009. We lease containers to more than 400 shipping lines and other lessees, including each of the world's top 20 container lines, as measured by container vessel fleet size. We believe we are one of the most reliable lessors of containers, in terms of consistently being able to supply containers in locations where our customers need them. We have provided an average of more than 100,000 TEU of new containers per year for the past 10 years, and have been one of the largest purchasers of new containers among container lessors over the same period. We believe we are also one of the two largest sellers of used containers among container lessors, having sold more than 170,000 containers during the last two years to more than 1,000 customers. We provide our services worldwide via a network of offices and independent depots. Trencor, a company publicly traded on the Johannesburg Stock Exchange in Johannesburg, South Africa, and its affiliates currently have beneficiary interest in a majority of our issued and outstanding common shares.

We operate our business in four core segments:

*Container Ownership.* As of September 30, 2009, we owned containers accounting for approximately 43% of our fleet.

*Container Management.* As of September 30, 2009, we managed containers on behalf of 16 affiliated and unaffiliated container owners, providing acquisition, management and disposal services. These managed containers account for 57% of our fleet.

*Container Resale.* We generally sell containers from our fleet when they reach the end of their useful lives in marine service or when we believe it is financially attractive for us to do so, considering the location, sale price, cost of repair and possible repositioning expenses. We also purchase and lease or resell containers from shipping line customers, container traders and other sellers of containers.

*Military Management.* We lease containers to the U.S. military pursuant to the Surface Deployment and Distribution Command ( SDDC ) contract and earn a fee for supplying and managing its fleet of leased containers. We are the main supplier of leased intermodal containers to the U.S. military.

The table below summarizes the composition of our fleet, in TEU, by type of containers, as of September 30, 2009:

	Standard Dry Freight	Specialized	Total	Percent of Total Fleet
Managed	1,254,237	48,073	1,302,310	56.9%
Owned	968,876	18,075	986,951	43.1%
<b>Total fleet</b>	<b>2,223,113</b>	<b>66,148</b>	<b>2,289,261</b>	<b>100.0%</b>

Our owned and managed lease fleet as of September 30, 2009 based on TEU on hire as a percentage of total TEU on hire was as follows:

	Percent of Total On- Hire Fleet
Term leases	72.39%
Master leases	18.80%
Direct financing and sales-type leases	4.63%
Spot leases	4.18%
<b>Total</b>	<b>100.00%</b>

The following table summarizes our average total fleet utilization (CEU basis) for the three and nine months ended September 30, 2009 and 2008:

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	2009	2008
Utilization	85.4%	96.7%	87.5%	94.5%

We measure utilization on the basis of containers on lease, using the actual number of days on hire, expressed as a percentage of containers available for lease, using the actual days available for lease.

The following is a reconciliation of net income to the Company's definition of EBITDA for the three and nine months ended September 30, 2009 and 2008. EBITDA (defined as net income attributable to Textainer Group Holdings Limited common shareholders before interest income and interest expense, realized losses on interest rate swaps and caps, net, unrealized losses (gains) on interest rate swaps, net, income tax expense, net income attributable to the noncontrolling interest, depreciation and amortization expense and the related impact on net income attributable to the noncontrolling interest) is not a financial measure calculated in accordance with United States generally accepted accounting principles ( GAAP ) and should not be considered as an alternative to net income, income from operations or any other performance measure derived in accordance with GAAP or as an alternative to cash flows from operating activities as a measure of our liquidity. EBITDA is presented solely as a supplemental disclosure because management believes that it may be a useful performance measure that is widely used within our industry. EBITDA is not calculated in the same manner by all companies and,

accordingly, may not be an appropriate measure for comparison. We believe EBITDA provides useful information on our earnings from ongoing operations, our ability to service our long-term debt and other fixed obligations and our ability to fund our expected growth with internally generated funds. EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our operating results or cash flows as reported under GAAP. Some of these limitations are as follows:

EBITDA does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

EBITDA does not reflect interest expense or cash requirements necessary to service interest or principal payments on our debt;

although depreciation is a non-cash charge, the assets being depreciated may be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements;

EBITDA is not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows; and

other companies in our industry may calculate EBITDA differently than we do, limiting its usefulness as a comparative measure.

	<b>Three Months Ended September 30, 2009      2008 (Dollars in thousands) (Unaudited)</b>		<b>Nine Months Ended September 30, 2009      2008 (Dollars in thousands) (Unaudited)</b>	
<b>Reconciliation of EBITDA:</b>				
Net income attributable to Textainer Group Holdings Limited common shareholders	\$ 13,503	\$ 24,559	\$ 65,432	\$ 72,314
Adjustments:				
Interest income	(8)	(362)	(59)	(1,255)
Interest expense	2,587	6,307	8,899	18,552
Realized losses on interest rate swaps and caps, net	3,538	1,898	11,240	4,177
Unrealized losses (gains) on interest rate swaps, net	809	(711)	(7,253)	(1,617)
Income tax expense	1,197	2,019	4,853	3,079
Net income attributable to the noncontrolling interest	1,705	2,839	11,815	8,965
Depreciation expense	12,553	10,614	34,966	37,264
Amortization expense	2,020	1,670	5,479	5,314
Impact of reconciling items on net income attributable to the noncontrolling interest	(3,516)	(3,472)	(8,361)	(9,992)
<b>EBITDA</b>	<b>\$ 34,388</b>	<b>\$ 45,361</b>	<b>\$ 127,011</b>	<b>\$ 136,801</b>

Our total revenues primarily consist of leasing revenues derived from the lease of our owned containers and, to a lesser extent, fees received for managing containers owned by third parties, equipment resale and military management. The most important driver of our profitability is the extent to which revenues on our owned fleet and management fee income exceed our operating costs. The key drivers of our revenues are fleet size, rental rates and utilization. Our operating costs primarily consist of depreciation and amortization, interest expense, direct operating expenses and administrative expenses. Our lessees are generally responsible for loss of or damage to a container beyond ordinary wear and tear, and they are required to purchase insurance to cover any other liabilities.

### Factors Affecting Our Performance

We believe there are a number of factors that have affected, and are likely to continue to affect, our operating performance. These factors include the following, among others:

the demand for leased containers;

lease rates;

our ability to lease our new containers shortly after we purchase them;

prices of new containers;

availability of credit to our customers;

further consolidation of container manufacturers and/or decreased access to new containers; and

terrorist attacks, the threat of such attacks or the outbreak of war and hostilities.

The current downturn in the world's major economies and the constraints in the credit markets are expected to cause containerized cargo volume growth to slow or become negative on some trade routes. Typically slow or negative growth in containerized cargo volume leads to surplus containers, lower utilization, higher direct costs (mainly storage costs) and weaker shipping lines going out of business. We intend to focus on keeping utilization as high as possible during the current economic downturn by, among other things, promoting the extension of leases for in-fleet containers. For further details regarding these and other factors that may affect our business and results of operations, see Item 3, *Key Information Risk Factors* included in our 2008 Form 20-F.

### Results of Operations

#### Comparison of the Three and Nine Months Ended September 30, 2009 and 2008

The following table summarizes our total revenues for the three and nine months ended September 30, 2009 and 2008 and the percentage changes between those periods:

	Three Months Ended September 30,		% Change Between 2009 and 2008	Nine Months Ended September 30,		% Change Between 2009 and 2008
	2009 (Dollars in thousands)	2008 (Dollars in thousands)		2009 (Dollars in thousands)	2008 (Dollars in thousands)	
Lease rental income	\$ 45,428	\$ 50,914	(10.8%)	\$ 138,719	\$ 147,016	(5.6%)
Management fees	6,769	7,610	(11.1%)	18,647	22,019	(15.3%)

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Trading container sales proceeds	1,584	6,716	(76.4%)	5,272	30,799	(82.9%)
Gain on sale of containers, net	2,273	4,435	(48.7%)	7,435	11,683	(36.4%)
<b>Total revenues</b>	<b>\$ 56,054</b>	<b>\$ 69,675</b>	<b>(19.5%)</b>	<b>\$ 170,073</b>	<b>\$ 211,517</b>	<b>(19.6%)</b>

Lease rental income for the three months ended September 30, 2009 decreased \$5,486 (-10.8%) compared to the three months ended September 30, 2008. This decrease included a \$6,520 decrease due to a 13.1 percentage point decrease in utilization, a \$4,161 decrease due to a 3.0% decrease in per diem rental rates, a \$761 decrease in military subleasing income and a \$262 decrease in handling income, partially offset by a \$3,170 increase due to a 7.1% increase in fleet size, a \$1,526 increase due to purchase-leaseback transactions, a \$1,000 increase in finance lease income and a \$421 increase in geography income (drop-off charges and pick-up charges and credits). Lease rental income for the nine months ended September 30, 2009 decreased \$8,297 (-5.6%) compared to the nine months ended September 30, 2008. This decrease included a \$11,331 decrease due to a 7.9 percentage point

decrease in utilization, a \$7,816 decrease due to a 3.4% decrease in per diem rental rates, a \$1,908 decrease in military subleasing income and a \$541 decrease due to amortization of acquired above-market leases, partially offset by a \$7,801 increase due to a 6.5% increase in fleet size, a \$1,996 increase in finance lease income, a \$1,981 increase due to purchase-leaseback transactions, a \$955 increase in Damage Protection Plan ( DPP ) income and a \$675 increase in geography income.

Management fees for the three months ended September 30, 2009 decreased \$841 (-11.1%) compared to the three months ended September 30, 2008 primarily due to a \$1,893 decrease due to lower fleet performance, a \$240 decrease due to lower acquisition fees due to fewer container purchases and a \$165 decrease due to a 3.3% decrease in the size of the fleets managed for container investors other than the Amphibious Container Leasing Limited ( Amficon ) and Capital Intermodal Limited, Capital Intermodal GmbH, Capital Intermodal Inc., Capital Intermodal Assets Limited and Xines Limited (collectively Capital Intermodal ) fleets, partially offset by \$1,457 in additional fees earned from managing the Amficon and Capital Intermodal fleets. Management fees for the nine months ended September 30, 2009 decreased \$3,372 (-15.3%) compared to the nine months ended September 30, 2008 primarily due to a \$3,805 decrease due to lower fleet performance, a \$644 decrease in sales commissions due to lower container sales prices, a \$545 decrease due to a 4.3% decrease in the size of the fleets managed for container investors other than the Amficon and Capital Intermodal fleets and a \$424 decrease due to lower acquisition fees due to lower container purchases, partially offset by \$2,046 in additional fees earned from managing the Amficon and Capital Intermodal fleets.

Trading container sales proceeds for the three months ended September 30, 2009 decreased \$5,132 (-76.4%) compared to the three months ended September 30, 2008. \$4,249 of this decrease was due to a 63.3% decrease in unit sales and \$883 of this decrease was due to a decrease in average sales proceeds of \$503 per unit. Trading container sales proceeds for the nine months ended September 30, 2009 decreased \$25,527 (-82.9%) compared to the nine months ended September 30, 2008. \$24,732 of this decrease was due to an 80.3% decrease in unit sales and \$795 of this decrease was due to a decrease in average sales proceeds of \$260 per unit.

Gain on sale of containers, net for the three months ended September 30, 2009 decreased \$2,162 (-48.7%) compared to the three months ended September 30, 2008 primarily due to a \$4,260 decrease due to a \$368 decrease in average sales proceeds per unit, partially offset by a \$2,098 increase due to a 47.3% increase in units sold. Gain on sale of containers, net for the nine months ended September 30, 2009 decreased \$4,248 (-36.4%) compared to the nine months ended September 30, 2008 primarily due to a \$7,942 decrease due to a \$269 decrease in average sales proceeds per unit, partially offset by a \$3,694 increase due to a 31.6% increase in units sold.



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The following table summarizes our total operating expenses for the three and nine months ended September 30, 2009 and 2008 and the percentage changes between those periods:

	Three Months Ended September 30,		% Change Between 2009 and 2008	Nine Months Ended September 30,		% Change Between 2009 and 2008
	2009	2008		2009	2008	
	(Dollars in thousands)			(Dollars in thousands)		
Direct container expense	\$ 10,276	\$ 5,975	72.0%	\$ 27,586	\$ 18,899	46.0%
Cost of trading containers sold	1,274	5,314	(76.0%)	4,553	23,533	(80.7%)
Depreciation expense	12,553	10,614	18.3%	34,966	37,264	(6.2%)
Amortization expense	2,020	1,670	21.0%	5,479	5,314	3.1%
General and administrative expense	4,859	4,951	(1.9%)	15,248	16,190	(5.8%)
Short-term incentive compensation expense	640	1,287	(50.3%)	1,830	3,063	(40.3%)
Long-term incentive compensation expense	892	807	10.5%	2,616	2,288	14.3%
Bad debt expense, net	1,011	2,477	(59.2%)	3,205	3,100	3.4%
<b>Total operating expenses</b>	<b>\$ 33,525</b>	<b>\$ 33,095</b>	<b>1.3%</b>	<b>\$ 95,483</b>	<b>\$ 109,651</b>	<b>(12.9%)</b>

Direct container expense for the three months ended September 30, 2009 increased \$4,301 (72.0%) compared to the three months ended September 30, 2008 primarily due to a \$4,457 increase in storage expense, a \$279 increase in maintenance expense, partially offset by a \$340 decrease in military sublease expense primarily as a result of a decline in military activity. Direct container expense for the nine months ended September 30, 2009 increased \$8,687 (46.0%) compared to the nine months ended September 30, 2008 primarily due to a \$8,295 increase in storage expense, a \$653 increase in maintenance expense, a \$478 increase in DPP expense and \$383 increase in handling expense, partially offset by a \$1,116 decrease in military sublease expense primarily as a result of a decline in military activity.

Cost of trading containers sold for the three months ended September 30, 2009 decreased \$4,040 (-76.0%) compared to the three months ended September 30, 2008 due to a decrease of \$3,362 as a result of a 63.3% decrease in unit sales and a decrease of \$678 due to a 29.8% decrease in the average cost per unit of sold containers. Cost of trading containers sold for the nine months ended September 30, 2009 decreased \$18,980 (-80.7%) compared to the nine months ended September 30, 2008 due to a decrease of \$18,897 as a result of a 80.3% decrease in unit sales and a decrease of \$83 due to a 7.5% decrease in the average cost per unit of sold containers.

Depreciation expense for the three months ended September 30, 2009 increased \$1,939 (18.3%) compared to the three months ended September 30, 2008 primarily due to an increase in fleet size. Depreciation expense for the nine months ended September 30, 2009 decreased \$2,298 (-6.2%) compared to the nine months ended September 30, 2008 primarily due to a \$3,733 decrease due to an increase in estimated residual values used in the calculation of depreciation expense during the three months ended September 30, 2008, partially offset by a \$1,435 increase due to an increase in fleet size.

Amortization expense for the three months ended September 30, 2009 increased \$350 (21.0%) compared to the three months ended September 30, 2008 primarily due to the purchase of the management rights for the Amficon and Capital Intermodal container fleets. Amortization expense for the nine months ended September 30, 2009 increased \$165 (3.1%) compared to the nine months ended September 30, 2008. This increase included a \$636 increase due to the purchase of the management rights for the Amficon and Capital Intermodal container fleets, partially offset by a \$471 decrease as a result of a prospective revision in amortization estimates of the purchase prices paid for acquiring other management rights.

General and administrative expense for the three months ended September 30, 2009 decreased \$92 (-1.9%) compared to the three months ended September 30, 2008 primarily due to a \$94 decrease in travel costs. General and administrative expense for the nine months ended September 30, 2009 decreased \$942 (-5.8%) compared to the nine months ended September 30, 2008 primarily due to a \$337 decrease in travel costs, a \$258 decrease in professional fees, a \$133 decrease in insurance expense and a \$157 decrease in inspection costs.

Short-term incentive compensation expense for the three and nine months ended September 30, 2009 decreased \$647 (-50.3%) and \$1,233 (-40.3%), respectively, compared to the three and nine months ended September 30, 2008, respectively, due to a lower expected incentive compensation award for fiscal year 2009 compared to fiscal year 2008.

Long-term incentive compensation expense for the three and nine months ended September 30, 2009 increased \$85 (10.5%) and \$328 (14.3%), respectively, compared to the three and nine months ended September 30, 2008, respectively, due to additional share options and restricted share units that were granted under our 2007 Share Incentive Plan in November 2008.

Bad debt expense, net for the three months ended September 30, 2009 decreased \$1,466 (-59.2%) compared to the three months ended September 30, 2008 primarily due to a lower net increase in the allowance for doubtful accounts during the three months ended September 30, 2009 compared to the three months ended September 30, 2008 resulting from fewer customers in bankruptcy or default. Bad debt expense, net for the nine months ended September 30, 2009 increased \$105 (3.4%) compared to the nine months ended September 30, 2008 primarily due to a higher net increase in the allowance for doubtful accounts during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008 as a result of the current economic environment and uncertainty in the market, which has impacted our customers.

The following table summarizes other income (expense) for the three and nine months ended September 30, 2009 and 2008 and the percentage changes between those periods:

	Three Months Ended September 30,		% Change Between 2009 and 2008	Nine Months Ended September 30,		% Change Between 2009 and 2008
	2009 (Dollars in thousands)	2008 (Dollars in thousands)		2009 (Dollars in thousands)	2008 (Dollars in thousands)	
Interest expense	\$ (2,587)	\$ (6,307)	(59.0%)	\$ (8,899)	\$ (18,552)	(52.0%)
Gain on early extinguishment of debt			N/A	19,398		N/A
Interest income	8	362	(97.8%)	59	1,255	(95.3%)
Realized losses on interest rate swaps and caps, net	(3,538)	(1,898)	86.4%	(11,240)	(4,177)	169.1%
Unrealized (losses) gains on interest rate swaps, net	(809)	711	(213.8%)	7,253	1,617	348.5%
Gain on lost military containers, net	646	480	34.6%	814	2,169	(62.5%)
Other, net	156	(511)	(130.5%)	125	180	(30.6%)
Net other (expense) income	\$ (6,124)	\$ (7,163)	(14.5%)	\$ 7,510	\$ (17,508)	(142.9%)

Interest expense for the three months ended September 30, 2009 decreased \$3,720 (-59.0%) compared to the three months ended September 30, 2008. This decrease included a \$3,784 decrease due to a decrease in average interest rates of 2.36 percentage points, partially offset by an increase of \$64 due to an increase in average debt balances of \$6,400. Interest expense for the nine months ended September 30, 2009 decreased \$9,653 (-52.0%) compared to the nine months ended September 30, 2008. This decrease included a \$11,460 decrease due to a decrease in average interest rates of 3.44 percentage points, partially offset by an increase of \$1,807 due to an increase in average debt balances of \$59,111.

During the first half of 2009, the Company repurchased \$65,000 in original face amount, or \$39,917 in outstanding principal amount, of its 2005-1 Bonds for \$20,234 and recorded a gain on early extinguishment of debt of \$19,398, net of the write-off of deferred debt financing costs of \$285.

Interest income for the three months ended September 30, 2009 decreased \$354 (-97.8%) compared to the three months ended September 30, 2008. \$256 of this decrease was due to a decrease in average interest rates of 1.72 percentage points and \$98 of this decrease was due to a decrease in average cash balances of \$22,229. Interest income for the nine months ended September 30, 2009 decreased \$1,196 (-95.3%) compared to the nine months ended September 30, 2008. \$958 of this decrease was due to a decrease in average interest rates of 2.75 percentage points and \$238 of this decrease was due to a decrease in average cash balances of \$16,339.

Realized losses on interest rate swaps and caps, net for the three months ended September 30, 2009 increased \$1,640 (86.4%) compared to the three months ended September 30, 2008. \$1,699 of this increase was due to a decrease in average interest rates of 1.81 percentage points, partially offset by a decrease of \$59 due to a decrease in average interest rate swap notional amounts of \$12,060. Realized losses on interest rate swaps and caps, net for the nine months ended September 30, 2009 increased \$7,063 (169.1%) compared to the nine months ended September 30, 2008. \$6,637 of this increase was due to a decrease in average interest rates of 3.29 percentage points and \$426 of this increase was due to an increase in average interest rate swap notional amounts of \$37,358.

Unrealized (losses) gains on interest rate swaps, net for the three months ended September 30, 2009 changed to a loss of \$809 from a gain of \$711 for the three months ended September 30, 2008 due to an increase in the fair value liability for interest rate swaps held for the three months ended September 30, 2009 compared to a decrease in the fair value liability for interest rate swaps held for the three months ended September 30, 2008. Unrealized gains on interest rate swaps, net for the nine months ended September 30, 2009 increased \$5,636 (348.5%) compared to the nine months ended September 30, 2008 due to a greater decrease in the fair value liability for interest rate swaps held for the nine months ended September 30, 2009 compared to the decrease in the fair value liability for interest rate swaps held for the nine months ended September 30, 2008.

The U.S. military informed us during the nine months ended September 30, 2009 that 3,394 containers that they leased from us were unaccounted for. Of this total, 1,273 were owned containers, 1,632 were managed for third party owners and 489 were subleased. Per the terms of our contract with the U.S. military, they paid a stipulated value for each of these containers. Due to the loss of these containers, future rental income from the U.S. military on these containers will cease, but we did record gains on these containers of \$646 and \$814 during the three and nine months ended September 30, 2009, respectively. The U.S. military informed us during the nine months ended September 30, 2008 that 10,828 containers that they leased from us were unaccounted for. Of this total, 5,012 were owned containers, 4,405 were managed for third party owners and 1,411 were subleased. Due to the loss of these containers, future rental income from the U.S. military on these containers will cease, but we did record gains on these containers of \$480 and \$2,169 during the three and nine months ended September 30, 2008, respectively.

Other, net for the three months ended September 30, 2009 changed to a gain of \$156 from a loss of \$511 for the three months ended September 30, 2008 primarily due to a \$357 decrease in structuring fees paid by the Company's subsidiary Textainer Marine Containers Limited ( TMCL ) to FB Transportation Capital LLC ( Fortis ) for container purchases and the recognition of a \$134 gain during the three months ended September 30, 2009 for the Company's share of proceeds from the sale of Trencor's South African container manufacturing plant. Other, net for the nine months ended September 30, 2009 was relatively flat compared to the nine months ended September 30, 2008.

The following table summarizes income tax expense and net income attributable to the noncontrolling interest for the three and nine months ended September 30, 2009 and 2008 and the percentage changes between those periods:

	Three Months Ended September 30,		% Change Between 2009 and 2008	Nine Months Ended September 30,		% Change Between 2009 and 2008
	2009	2008		2009	2008	
	(Dollars in thousands)			(Dollars in thousands)		
Income tax expense	\$ 1,197	\$ 2,019	-40.7%	\$ 4,853	\$ 3,079	57.6%
Net income attributable to the noncontrolling interest	\$ 1,705	\$ 2,839	-39.9%	\$ 11,815	\$ 8,965	31.8%

Income tax expense for the three months ended September 30, 2009 decreased \$822 (-40.7%) compared to the three months ended September 30, 2008 primarily due to a \$893 decrease due to a lower level of income before income tax and noncontrolling interest, partially offset by a \$71 increase due to a higher effective tax rate. Income tax expense for the nine months ended September 30, 2009 increased \$1,774 (57.6%) compared to the nine months ended September 30, 2008. The 2004 United States tax return for the Company's subsidiary Textainer Equipment Management (U.S.) Limited (TEM) and the 2004 and 2005 United States tax returns for the Company's subsidiary Textainer Limited (TL) were examined by the Internal Revenue Service (IRS). In May 2008, the Company received notification from the IRS that they had completed their examination and made no changes to the amount of tax reported. As a result, income tax expense for the nine months ended September 30, 2008 reflects a decrease of \$4,480 related to the Company's reduction of unrecognized tax benefits. In addition, income tax expense for the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008 decreased \$2,504 due to a lower level of income before tax and noncontrolling interest and decreased \$202 due to a lower effective tax rate. The Company's expected annual effective tax rate increased to 5.91% from -0.94% for the year ended December 31, 2008 primarily due to the release of the Company's unrecognized tax benefits in 2008. The Company believes the total amount of unrecognized tax benefit as of September 30, 2009 will decrease by \$845 in the next twelve months due to the expiration of the applicable statute of limitations, of which \$806 will help reduce the Company's annual effective tax rate.

In May of 2009, the Company received notification from the Internal Revenue Service that the 2007 United States tax return for TEM has been selected for examination. The examination is currently ongoing and to date, no matters have arisen to alter the Company's accounting for income taxes.

Net income attributable to the noncontrolling interest for the three months ended September 30, 2009 decreased \$1,134 (-39.9%) compared to the three months ended September 30, 2008 primarily due to a lower level of net income generated by one of the Company's subsidiaries, TMCL. Net income attributable to the noncontrolling interest for the nine months ended September 30, 2009 increased \$2,850 (31.8%) compared to the nine months ended September 30, 2008 primarily due to a higher level of net income generated by TMCL.

#### Segment Information:

The following table summarizes our income before taxes attributable to each of our business segments for the three and nine months ended September 30, 2009 and 2008 (before inter-segment eliminations) and the percentage changes between those periods:

	Three Months Ended September 30,		% Change Between 2009 and 2008	Nine Months Ended September 30,		% Change Between 2009 and 2008
	2009	2008		2009	2008	
	(Dollars in thousands)			(Dollars in thousands)		
Container ownership	\$ 13,085	\$ 23,409	(44.1%)	\$ 73,117	\$ 63,609	14.9%
Container management	\$ 1,728	\$ 3,740	(53.8%)	\$ 5,308	\$ 11,030	(51.9%)
Container resale	\$ 2,289	\$ 3,262	(29.8%)	\$ 5,396	\$ 12,178	(55.7%)
Military management	\$ 361	\$ 720	(49.9%)	\$ 970	\$ 1,593	(39.1%)

Income before taxes attributable to the container ownership segment for the three months ended September 30, 2009 decreased \$10,324 (-44.1%) compared to the three months ended September 30, 2008. This decrease consisted of a \$4,725 decrease in lease rental income, a \$3,934 increase in direct container expense, a \$2,162 decrease in gain on sale of containers, net, a \$2,005 increase in depreciation expense, a \$1,640 increase in realized losses on interest rate swaps and caps, net and a change in unrealized (losses) gains, net to a loss of \$809 for the three months ended September 30, 2009 from a gain of \$711 for the three months ended September 30, 2008, partially offset by a \$3,720 decrease in interest expense, a \$1,451 decrease in bad debt expense, net, a \$357 decrease in structuring fees paid by TMCL to Fortis for container purchases and a \$134 gain recognized during the three months ended September 30, 2009 for the Company's share of proceeds from the sale of Trencor's South African container manufacturing plant.

Income before taxes attributable to the container ownership segment for the nine months ended September 30, 2009 increased \$9,508 (14.9%) compared to the nine months ended September 30, 2008. This increase consisted of a \$19,398 gain on early extinguishment of debt, a \$9,653 decrease in interest expense, a \$5,636 increase in unrealized gains on interest rate swaps, net and a \$2,036 decrease in depreciation expense, partially offset by a \$7,843 increase in direct container expense, a \$7,063 increase in realized losses on interest rate swaps and caps, net, a \$6,389 decrease in lease rental income, a \$4,245 decrease in gain on sale of containers, net and a \$1,375 decrease in gain on disposal of lost military containers, net.

Income before taxes attributable to the container management segment for the three months ended September 30, 2009 decreased \$2,012 (-53.8%) compared to the three months ended September 30, 2008. This decrease consisted primarily of a \$2,593 decrease in management fees, partially offset by a \$647 decrease in short-term incentive compensation expense.

Income before taxes attributable to the container management segment for the nine months ended September 30, 2009 decreased \$5,722 (-51.9%) compared to the nine months ended September 30, 2008. This decrease consisted primarily of a \$6,086 decrease in management fees, a \$633 decrease in interest income, a \$466 increase in amortization expense and a \$328 increase in long-term incentive compensation expense, partially offset by a \$1,233 decrease in short-term incentive compensation expense and a \$529 decrease in overhead expenses.

Income before taxes attributable to the container resale segment for the three months ended September 30, 2009 decreased \$973 (-29.8%) compared to the three months ended September 30, 2008. This decrease consisted primarily of a \$1,092 decrease in gains on container trading, net due to both a lower volume of container sales and a decrease in average gross margin of \$108 per unit, partially offset by a \$73 decrease in overhead expenses.

Income before taxes attributable to the container resale segment for the nine months ended September 30, 2009 decreased \$6,782 (-51.7%) compared to the nine months ended September 30, 2008. This decrease consisted primarily of a \$6,547 decrease in gains on container trading, net due to both a lower volume of container sales and a decrease in average gross margin of \$150 per unit and a \$468 decrease in sales commissions due to a decrease in average managed container sales prices partially offset by a higher volume of managed container sales. These decreases were partially offset by a \$233 decrease in overhead expenses.

Income before taxes attributable to the military management segment for the three months ended September 30, 2009 decreased \$359 (-49.9%) compared to the three months ended September 30, 2008 primarily due to a \$421 decrease in sublease income, partially offset by a \$41 increase in the gain on disposal of lost military containers, net.

Income before taxes attributable to the military management segment for the nine months ended September 30, 2009 decreased \$623 (-39.1%) compared to the nine months ended September 30, 2008 primarily due to a \$793 decrease in sublease income, partially offset by a \$88 decrease in the loss from disposal of lost military containers, net and a \$41 decrease in depreciation expense.

## Currency

Almost all of our revenues are denominated in U.S. dollars and approximately 36% and 38% of our direct container expenses for the three and nine months ended September 30, 2009, respectively, were paid in foreign currencies. See the risk factor entitled "Because substantially all of our revenues are generated in U.S. dollars, but a significant portion of our expenses are incurred in other currencies, exchange rate fluctuations could have an adverse impact on our results of operations under Item 3, *Key Information Risk Factors*" included in our 2008 Form 20-F. Our operations in locations outside of the U.S. have some exposure to non-U.S. currency fluctuations, and trade growth and the direction of trade flows can be influenced by large changes in relative currency values. However, part of our operating expenses paid in foreign currencies are for transportation and other costs incurred as a result of the SDDC contract. The SDDC contract contains an adjustment feature such that we are effectively protected against most foreign currency risks for the expenses incurred under the SDDC contract. In 2009 and 2008, our operating expenses paid in foreign currencies were spread among 15 currencies, resulting in some level of self-hedging. We do not engage in currency hedging. During the three months ended September, 2009 and 2008, we recognized foreign exchange losses of \$49 and \$461, respectively. During the nine months ended September 30, 2009 and 2008, we recognized a foreign exchange gain of \$46 and a loss of \$4, respectively.

## Liquidity and Capital Resources

As of September 30, 2009, we had cash and cash equivalents of \$47,454. Our principal sources of liquidity to date have been (1) cash flows from operations, (2) proceeds from the issuance of common shares in connection with our October 2007 initial public offering, (3) the sale of containers, (4) the issuance of variable rate amortizing bonds (the 2005-1 Bonds ) by TMCL, (5) borrowings under a conduit facility (which allows for recurring borrowings and repayments) granted to TMCL (the Secured Debt Facility ) and (6) borrowings under the revolving credit facility extended to TL (the Credit Facility ). As of September 30, 2009, we had the following outstanding borrowings and borrowing capacities under the Credit Facility, the Secured Debt Facility and the 2005-1 Bonds (in thousands):

Facility	Current Borrowing	Additional Borrowing Commitment	Total Commitment	Current Borrowing	Additional Available Borrowing, as Limited by our Borrowing Base	Total Current and Available Borrowing
Credit Facility	\$ 3,000	\$ 202,000	\$ 205,000	\$ 3,000	\$ 43,872	\$ 46,872
Secured Debt Facility (1)	340,500	134,500	475,000	340,500	134,500	475,000
2005-1 Bonds (1)	291,833		291,833	291,833		291,833
Total	\$ 635,333	\$ 336,500	\$ 971,833	\$ 635,333	\$ 178,372	\$ 813,705

- (1) Current borrowings for the Secured Debt Facility and 2005-1 Bonds exclude step acquisition adjustments of \$506 and \$638, respectively, related to TL's purchase of 3,000 additional shares of TMCL. The adjustments were recorded to reduce the balance of both the Secured Debt Facility and 2005-1 Bonds to an amount that equaled the fair market value of the debt on the date of the acquisition.

The recent disruption in the credit market has had a significant adverse impact on a number of financial institutions. To date, we believe that our liquidity has not been materially impacted by the current credit environment. Assuming that our lenders remain solvent, we currently believe that cash flow from operations, proceeds from the sale of containers and borrowing availability under our debt facilities are sufficient to meet our liquidity needs, including for the payment of dividends, for the next twelve months. We will continue to monitor our liquidity and the credit markets. However, we cannot predict with any certainty the impact to the Company of continuing and further disruptions in the credit market.

The Credit Facility, the Secured Debt Facility and the 2005-1 Bonds require us to comply with certain financial covenants. As of September 30, 2009, we believe we were in compliance with all of the applicable financial covenants under the Credit Facility, Secured Debt Facility and 2005-1 Bonds.

### Cash Flow

The following table summarizes historical cash flow information for the nine months ended September 30, 2009 and 2008:

	Nine Months Ended September 30,	
	2009	2008
	(Dollars in thousands)	
Net income	\$ 77,247	\$ 81,279
Adjustments to reconcile net income to net cash provided by operating activities	6,222	18,154
Net cash provided by operating activities	83,469	99,433
Net cash used in investing activities	(13,663)	(148,010)
Net cash (used in) provided by financing activities	(93,903)	42,610
Effect of exchange rate changes	61	(333)
Net decrease in cash and cash equivalents	(24,036)	(6,300)

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Cash and cash equivalents, beginning of year	71,490	69,447
Cash and cash equivalents, end of the period	\$ 47,454	\$ 63,147

*Cash Flows from Operating Activities*

Net cash provided by operating activities for the nine months ended September 30, 2009 decreased \$15,964 (-16.1%) compared to the nine months ended September 30, 2008 primarily due to lower fleet performance primarily resulting from lower utilization and higher storage costs.

*Cash Flows from Investing Activities*

Net cash used in investing activities for the nine months ended September 30, 2009 decreased \$134,347 (-90.8%) compared to the nine months ended September 30, 2008 primarily due to a lower amount of new container purchases and a higher receipt of principal payments on direct financing and sales-type leases, partially offset by an increase in the purchase of intangible assets and lower proceeds from the sale of containers and fixed assets.

*Cash Flows from Financing Activities*

Net cash (used in) provided by financing activities changed to net cash used in financing activities of \$93,903 for the nine months ended September 30, 2009 from net cash provided by financing activities of \$42,610 for the nine months ended September 30, 2008. This change was primarily due to a \$50,000 net repayment of the revolving debt facilities during the nine months ended September 30, 2009 compared to net proceeds of \$10,500 during the nine months ended September 30, 2008, net proceeds of \$39,500 from the secured debt facility during the nine months ended September 30, 2009 compared to net proceeds of \$105,000 during the nine months ended September 30, 2008, the re-purchase of 2005-1 Bonds for \$20,234 during the nine months ended September 30, 2009, partially offset by a \$10,316 decrease in restricted cash during the nine months ended September 30, 2009 compared to a \$4,710 decrease during the nine months ended September 30, 2008 and a decrease in principal payments on bonds payable of \$3,082 for the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008.

*Contractual Obligations and Commercial Commitments*

The following table sets forth our contractual obligations by due date as of September 30, 2009:

	Payments Due by Twelve Month Period Ending September 30,						2015 and thereafter
	Total	2010	2011	2012	2013	2014	
	(Dollars in thousands)						
	(Unaudited)						
Total debt obligations:							
Bonds payable	\$ 291,833	\$ 51,500	\$ 51,500	\$ 51,500	\$ 51,500	\$ 51,500	\$ 34,333
Secured debt facility	340,500	8,513	34,050	34,050	34,050	34,050	195,787
Revolving credit facility	3,000				3,000		
Interest on obligations (1)	36,400	7,280	6,513	5,590	4,660	3,708	8,649
Interest rate swap payables (2)	27,285	9,514	6,487	5,936	4,386	962	
Office lease obligations	9,516	1,386	1,295	1,274	1,235	1,258	3,068
Trading container purchase commitments	6,420	6,420					
Container purchase commitments	1,473	1,473					
Container contracts payable	3,085	3,085					
<b>Total contractual obligations</b>	<b>\$ 719,512</b>	<b>\$ 89,171</b>	<b>\$ 99,845</b>	<b>\$ 98,350</b>	<b>\$ 98,831</b>	<b>\$ 91,478</b>	<b>\$ 241,837</b>

(1) Assuming an estimated current interest rate of LIBOR plus a margin, which equals an all-in interest rate of 1.17%.

(2) Calculated based on the difference between our fixed contractual rates and the counterparties' estimated average LIBOR rate of 0.25%, for all periods, for all interest rate contracts outstanding as of September 30, 2009.



#### *Off Balance Sheet Arrangements*

As of September 30, 2009, we had no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, change in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

#### **Critical Accounting Policies and Estimates**

We have identified the policies and estimates in Item 5, *Operating and Financial Review and Prospects* included in our 2008 Form 20-F as among those critical to our business operations and the understanding of our results of operations. These policies and estimates are considered critical due to the existence of uncertainty at the time the estimate is made, the likelihood of changes in estimates from period to period and the potential impact that these estimates can have on our financial statements. These policies remain consistent with those reported in our 2008 Form 20-F. Please refer to Item 5, *Operating and Financial Review and Prospects* included in our 2008 Form 20-F.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET AND CREDIT RISK**

#### **Quantitative and Qualitative Disclosures About Market Risk**

We could be exposed to market risk from future changes in interest rates and foreign exchange rates. At times, we may enter into various derivative instruments to manage certain of these risks. We do not enter into derivative instruments for speculative or trading purposes.

For the nine months ended September 30, 2009, we have not experienced any material changes in market risk that affect the quantitative and qualitative disclosures presented in Item 11, *Quantitative and Qualitative Disclosures About Market Risk* included in our 2008 Form 20-F.

#### *Interest Rate Risk*

We have entered into several interest rate swap and cap agreements with several banks to mitigate the impact of changes in interest rates associated with our 2005-1 Bonds and Secured Debt Facility. The swap agreements involve payments by us to counterparties at fixed rates in return for receipts based upon variable rates indexed to the LIBOR. The differentials between the fixed and variable rate payments under these agreements are recognized in realized losses on interest rate swaps, net in the condensed consolidated statements of income.

The notional amount of the interest rate swap agreements was \$372,660 as of September 30, 2009, with termination dates through August 15, 2014. Through the interest rate swap agreements we have obtained fixed rates between 2.96% and 5.32%. The fair value liability of these agreements was \$12,134 and \$19,387 as of September 30, 2009 and December 31, 2008, respectively.

The notional amount of the interest rate cap agreements was \$120,000 as of September 30, 2009, with termination dates through November 15, 2015.

Based on the debt balances and derivative instruments as of September 30, 2009, it is estimated that a 1% increase in interest rates would result in a decrease in the fair value liability of interest rate swaps of \$6,799, an increase in interest expense of \$5,044 and a decrease in realized losses on interest rate swaps, net of \$3,060.

#### **Quantitative and Qualitative Disclosures About Credit Risk**

There have been no material changes in our credit risks during the nine months ended September 30, 2009. For a discussion of the credit risks to which we are exposed, see Item 11, *Quantitative and Qualitative Disclosures About Market Risk* *Quantitative and Qualitative Disclosures About Credit Risk* included in our 2008 Form 20-F.

### **ITEM 4. RISK FACTORS**

There have been no material changes with respect to the risk factors disclosed in Item 3, *Key Information Risk Factors* included in our 2008 Form 20-F. Please refer to that section for disclosures regarding the risks and uncertainties related to the Company's business.



**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.

Date: November 12, 2009

**Textainer Group Holdings Limited**

/s/ JOHN A. MACCARONE  
**John A. Maccarone**

**President and Chief Executive Officer**