

Textainer Group Holdings Limited Reports Second Quarter and Six Months 2009 Results and Declares Quarterly Dividend

Second Quarter 2009 and Year-to-Date Highlights

- Paid a \$0.23 per common share dividend on May 28, 2009 to all shareholders of record as of May 18, 2009;
- Declared a dividend of \$0.23 per common share, payable on September 1, 2009 to all shareholders of record as of August 21, 2009;
- Recorded net income of \$31.0 million, or \$0.65 per diluted common share, for the second quarter, and \$51.9 million, or \$1.08 per diluted common share, for the six months ended June 30, 2009:
- Recorded net income excluding unrealized gains on interest rate swaps, net(1) of \$25.6 million, or \$0.54 per diluted common share, for the second quarter, and \$45.4 million, or \$0.94 per diluted common share, for the six months ended June 30, 2009;
- Recorded revenue of \$54.4 million for the second quarter and \$114.0 million for the six months ended June 30, 2009;
- Reduced debt by \$52.1 million during the second quarter and \$97.2 million during the six months ended June 30, 2009 through the debt re-purchases and net repayments.
- Recorded a gain of \$16.3 million on early extinguishment of debt (a \$12.9 million gain net of related net income attributable to noncontrolling interest and income tax expense) in the second quarter and \$19.4 million (a \$15.3 million gain net of related net income attributable to noncontrolling interest and income tax expense) for the six months ended June 30, 2009;
- Expanded fleet TEU 15% by closing the purchase of the rights to manage the container fleet of Amphibious Container Leasing Limited effective as of May 1, 2009 and the Capital Intermodal and Xines Fleets effective as of July 1, 2009. Both transactions are expected to be accretive to earnings;
- Concluded an accretive purchase leaseback transaction for more than 28,000 containers with a major Asian shipping line effective as of July 1, 2009; and
- Purchased approximately 29,000 containers that Textainer has been managing for a large institutional investor effective as of August 1, 2009.

HAMILTON, Bermuda, Aug 11, 2009 (BUSINESS WIRE) -- Textainer Group Holdings Limited (NYSE:TGH) ("Textainer" or the "Company"), the world's largest lessor of intermodal containers based on fleet size, today reported results for the second quarter and the six months ended June 30, 2009.

Total revenue for the quarter was \$54.4 million, which was a decrease of \$15.2 million, or 22%, compared to \$69.6 million in the prior year quarter. This decrease was primarily due to an \$8.9 million, or 86%, decrease in trading container sales proceeds to \$1.4 million from \$10.4 million in the prior year quarter due to a decline in the number of trading containers available for sale. For the six months ended June 30, 2009, total revenue was \$114.0 million, which was a decrease of \$27.8 million, or 20%, compared to \$141.8 million for the prior year comparable period. As previously reported, the large quantity of trading containers sold in the first two quarters of 2008 was the result of transactions concluded near the end of 2007. We were able to sell many of these trading containers in the first half of 2008. We have not entered into purchase contracts of the same magnitude and we have focused our attention on selling our own in-fleet containers, which has resulted in trading sales being significantly lower in the second half of 2008 as was also the case in the first half of 2009. EBITDA(1) for the quarter was \$50.5 million, which was an increase of \$3.2 million, or 7%, compared to \$47.3 million in the prior year quarter. EBITDA(1) for

the six months ended June 30, 2009 increased \$1.2 million, or 1.3%, to \$92.6 million from \$91.4 million for the prior year comparable period.

Net income excluding unrealized gains on interest rate swaps, net(1) for the quarter was \$25.6 million, a 5% increase from the \$24.5 million earned in the prior year quarter. Net income per diluted common share excluding unrealized gains on interest rate swaps, net(1) for the quarter was \$0.54 per share, a 6% increase from the \$0.51 per share in the prior year quarter.

Net income excluding unrealized gains on interest rate swaps, net(1) for the six months ended June 30, 2009 was \$45.4 million, or \$0.94 per diluted common share(1), compared to \$47.0 million, or \$0.98 per diluted common share(1), for the prior year comparable period. Net income for the quarter was \$31.0 million, which was an increase of \$0.6 million, or 2%, compared to \$30.4 million in the prior year quarter, primarily due to a \$16.3 million gain in the second quarter of 2009 on early extinguishment of debt (a \$12.9 million gain net of related net income attributable to noncontrolling interest and income tax expense). This was the result of purchasing certain Textainer Marine Container Limited 2005-1 Series Bonds via the secondary market. For the six months ended June 30, 2009, net income increased 8.7% to \$51.9 million from \$47.8 million for the prior year comparable period. Net income per diluted common share for the six months ended June 30, 2009 was \$1.08, an 8% increase from the \$1.00 per share in the prior year comparable period.

John A. Maccarone, President and CEO of Textainer, commented: "We are pleased with our second quarter and first half 2009 results. Our past decision to increase the percentage of our fleet committed to long-term leases has served to lessen the effect of a severe cyclical downturn in the container shipping industry. During the first half of 2009, we have continued to act opportunistically to capitalize on current market conditions in an effort to enhance our industry leadership. In terms of growth, we increased the TEU of our fleet 15% during the first half of 2009 by completing two accretive acquisitions of management rights.

Since the end of the second quarter, we have entered into two additional transactions. In July, we concluded a purchase leaseback transaction for more than 28,000 containers with a major Asian shipping line. We also purchased approximately 29,000 containers that Textainer has been managing for a large institutional investor and we typically earn higher net income on containers we own compared to containers we manage. During the first half of 2009, we also redeemed \$65 million of Textainer Marine Container Limited 2005-1 Series Bonds at 51% of original face value, which generated a \$19.4 million gain on early extinguishment of debt."

Mr. Maccarone continued, "We declared our eighth consecutive dividend since our IPO and have now distributed \$1.78 per share to shareholders since October 2007. Importantly, we have maintained a conservative payout ratio, with a view toward maintaining our financial strength during a time when we have had limited capex commitments. With more than \$350 million in liquidity and low leverage highlighted by a 1.1 to 1 debt-to-equity ratio, we intend to continue to seek additional opportunities to further grow the Company in a disciplined manner."

Outlook

Industry

While the market continues to be very difficult for our customers, there have been no major container shipping line failures. According to industry forecasts, container volume is expected to be down approximately 10% for 2009. On the supply side, the combination of cancelled or postponed vessel orders and a substantial increase in scrapping of older vessels could limit the increase in the fleet size to approximately 10% for 2009.

In terms of new containers,manufacturers are still closed, and we believe that there is a strong possibility that there will be no new container production for the remainder of 2009. Based on this outcome, we believe that the world container fleet could shrink by 5% during 2009, which will help balance supply and demand when cargo volumes improve.

Textainer's Operations

Textainer's utilization averaged 86.9% for the second quarter of 2009. While average utilization for the second quarter of 2009 decreased compared to the average utilization of 90.7% in the first quarter of 2009, the rate of decline continues to slow. In addition, greater than 75% of Textainer's off-hire inventory is in Asia, where we believe that demand will likely be greatest to increase when cargo volumes improve. Textainer also has 70% of its fleet committed to long-term leases, which we believe provides a level of stability and visibility to the Company's results.

Strategic Focus

Textainer has over \$350 million of liquidity available, and expects to continue to implement its growth strategy. The Company anticipates that there will be attractive additional opportunities to acquire competitors, enter into purchase leaseback transactions and purchase fleets under management as it has done year-to-date in 2009.

Dividend

On August 10, 2009, Textainer's board of directors approved and declared a quarterly cash dividend of \$0.23 per share on Textainer's issued and outstanding common shares, payable on September 1, 2009 to shareholders of record as of August 21, 2009. This dividend is unchanged from the prior quarter and will be the eighth consecutive quarterly dividend since Textainer's October 2007 initial public offering, averaging 47% of net income excluding unrealized gains on interest rate swaps, net(1) during this period. The dividend represents 43% of net income excluding unrealized gains on interest rate swaps, net(1) for the second quarter. Textainer's board of directors consider dividends on a quarterly basis. Historically, Textainer has paid about 50% of net income excluding unrealized gains or losses on interest rate swaps, net(1) in dividends, but the board of directors takes a fresh view every quarter and sets the dividend subject to various factors including cash needs for opportunities that may be available to us.

Investors' Webcast

Textainer will hold a conference call and a Webcast with an accompanying slide presentation at 11:00 a.m. EDT on Tuesday, August 11, 2009 to discuss Textainer's 2009 second quarter results. An archive of the Webcast will be available one hour after the live call through August 11, 2010. For callers in the U.S. the dial-in number for the conference call is 877-419-6598; for callers outside the U.S. the dial-in number for the conference call is 719-325-4846. To access the live Webcast or archive, please visit Textainer's website at http://www.textainer.com.

About Textainer Group Holdings Limited

Textainer has operated since 1979 and is the world's largest lessor of intermodal containers based on fleet size. We have a total of more than 1.5 million containers, representing over 2.3 million TEU units, in our owned and managed fleet. We lease containers to more than 400 shipping lines and other lessees. We principally lease dry freight containers, which are by far the most common of the three principal types of intermodal containers, although we also lease specialized and refrigerated containers. We have also been one of the largest purchasers of new containers among container lessors over the last 10 years. We believe we are also one of the largest sellers of used containers, 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 14 regional and area offices and over 330 independent depots in more than 150 locations.

Important Cautionary Information Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of U.S. securities laws. Forward-looking statements include statements that are not statements of historical facts and include, without limitation, statements regarding (i) Textainer's expectation that its purchase of the rights to manage the container fleet of Amphibious Container Leasing Limited and Capital Intermodal and Xines fleets will be accretive to earnings; (ii) Textainer's expectation that, based on industry forecasts, container volume is expected to be down approximately 10% for 2009; (iii) Textainer's expectation that, on the supply side, the combination of cancelled or postponed vessel orders and a substantial increase in scrapping of older vessels could limit the increase in the fleet size to approximately 10% in 2009; (iv) Textainer's belief that there is a strong possibility that there will be no new container production for the remainder of 2009 and that, based on this outcome, the world container fleet could shrink by 5% during 2009 which will help balance supply and demand when cargo volumes improve; (v) Textainer's belief that demand will likely be the greatest to increase in Asia when cargo volumes improve; (vi) Textainer's belief that having 70% of its fleet committed to long-term leases provides a level of stability and visibility to the Company's results; (vii) Textainer's expectation that it will continue to implement its growth strategy; and (viii) Textainer's belief that there will be attractive additional opportunities to acquire competitors, enter into purchase leaseback transactions and purchase fleets under management as it has done year-to-date in 2009. Readers are cautioned that these forward-looking statements involve risks and uncertainties, are only predictions and may differ materially from actual future events or results. These risks and uncertainties include, without limitation, the risk that the current global financial crisis and global recession may adversely affect our business, financial condition and results of operations, including the risk that the current global financial crisis and global recession may delay or prevent Textainer's customers from making payments; the risk that gains and losses associated with the disposition of equipment may fluctuate; Textainer's ability to finance the continued purchase of containers; the demand for leased containers depends on many political and economic factors beyond Textainer's control; lease and freight rates may decline; the demand for leased containers is partially tied to international trade; Textainer faces extensive competition in the container leasing industry; the international nature of the container shipping industry exposes Textainer to numerous risks; acquisitions involve a number of risks and present financial, managerial and operational challenges; and other risks and uncertainties, including those set forth in Textainer's filings with the Securities and Exchange Commission. For a discussion of some of these risks and uncertainties, see Item 3 "Key Information-- Risk Factors" in Textainer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 16, 2009.

Textainer's views, estimates, plans and outlook as described within this document may change subsequent to the release of this press release. Textainer is under no obligation to modify or update any or all of the statements it has made herein despite any subsequent changes Textainer may make in its views, estimates, plans or outlook for the future.

TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Condensed Consolidated Balance Sheets June 30, 2009 and December 31, 2008 (Unaudited)

(All currency expressed in United States dollars in thousands)

| <u>.</u> | | 2009 | | 2008 |
|---|----|-----------|-----------|-----------|
| Assets | | | | |
| Current assets: Cash and cash equivalents | \$ | 49,466 | \$ | 71,490 |
| Accounts receivable, net of allowance for doubtful accounts of \$7,652 and \$5,855 | Ψ | 49,400 | Ψ | 71,490 |
| at 2009 and 2008, respectively | | 47,574 | | 49,328 |
| Net investment in direct financing and sales-type leases | | 19,319 | | 17,086 |
| Containers held for resale | | 890 | | 1,596 |
| Prepaid expenses | | 2,607 | | 3,271 |
| Deferred taxes | | 1,961 | | 1,961 |
| Due from affiliates, net | | , - | | 39 |
| Total current assets | | 121,817 | | 144,771 |
| Restricted cash | | 12,061 | | 16,107 |
| Containers, net of accumulated depreciation of \$341,431 and \$338,190 at 2009 and | | • | | , |
| 2008, respectively | | 938,365 | | 999,411 |
| Net investment in direct financing and sales-type leases | | 98,031 | | 74,633 |
| Fixed assets, net of accumulated depreciation of \$8,109 and \$8,008 at 2009 and | | | | |
| 2008, respectively | | 1,435 | | 1,406 |
| Intangible assets, net of accumulated amortization of \$16,780 and \$12,642 at 2009 | | | | |
| and 2008, respectively | | 74,378 | | 64,751 |
| Other assets | .— | 1,809 | .— | 2,688 |
| Total assets | \$ | 1,247,896 | \$ | 1,303,767 |
| Liabilities and Equity | | | | |
| Current liabilities: | | | | |
| Accounts payable | \$ | 6,199 | \$ | 4,922 |
| Accrued expenses | | 6,949 | | 10,212 |
| Container contracts payable | | 4,341 | | 2,068 |
| Deferred revenue | | 1,493 | | |
| Due to owners, net | | 11,628 | | 10,877 |
| Bonds payable | | 51,500 | | 58,000 |
| Total current liabilities | | 82,110 | | 86,079 |
| Revolving credit facility | | 7,000 | | 53,000 |
| Secured debt facility | | 316,463 | | 300,402 |
| Bonds payable | | 252,513 | | 313,241 |
| Deferred revenue | | 2,518 | | - |
| Interest rate swaps | | 11,325 | | 19,387 |
| Income tax payable | | 19,082 | | 16,074 |
| Deferred taxes | | 6,857 | | 7,577 |
| Total liabilities | | 697,868 | | 795,760 |
| Equity: | | | | |
| Textainer Group Holdings Limited shareholders' equity: | | | | |
| 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 | | 168,668 | | 166,744 |
| Accumulated other comprehensive loss | | (198) | | (224) |
| Retained earnings | | 312,572 | | 282,613 |
| Total Textainer Group Holdings Limited shareholders' equity | _ | 481,520 | _ | 449,609 |
| Noncontrolling interest | | 68,508 | | 58,398 |
| | | | | |
| Total equity | φ | 550,028 | φ | 508,007 |
| Total liabilities and equity | Φ | 1,247,896 | <u>\$</u> | 1,303,767 |

TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Condensed Consolidated Statements of Income

Three and Six Months Ended June 30, 2009 and 2008 (Unaudited)

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

| (All currency expressed in Officed States doll | | Three Months Ended | | | | Six Months Ended | | | | | | |
|---|----|--------------------|----|----------|---------|------------------|--------|----------|--|--|--|--|
| | | June 30, | | | | June | e 30 | | | | | |
| | | 2009 | | 2008 | | 2009 | | 2008 | | | | |
| Revenues: | | | | | | | | | | | | |
| Lease rental income | \$ | 44,196 | \$ | 48,568 | \$ | 93,291 | \$ | 96,102 | | | | |
| Management fees | | 6,034 | | 6,959 | | 11,878 | | 14,409 | | | | |
| Trading container sales proceeds | | 1,423 | | 10,369 | | 3,688 | | 24,083 | | | | |
| Gains on sale of containers, net | | 2,785 | _ | 3,711 | _ | 5,162 | | 7,248 | | | | |
| Total revenues | | 54,438 | _ | 69,607 | _ | 114,019 | | 141,842 | | | | |
| Operating expenses: | | | | | | | | | | | | |
| Direct container expense | | 9,488 | | 6,858 | | 17,310 | | 12,918 | | | | |
| Cost of trading containers sold | | 1,276 | | 8,151 | | 3,279 | | 18,219 | | | | |
| Depreciation expense | | 11,261 | | 13,766 | | 22,413 | | 26,650 | | | | |
| Amortization expense | | 1,849 | | 1,674 | | 3,459 | | 3,644 | | | | |
| General and administrative expense | | 5,064 | | 5,479 | | 10,389 | 11,239 | | | | | |
| Short-term incentive compensation expense | | 595 | | 965 | | 1,190 | | 1,776 | | | | |
| Long-term incentive compensation expense | | 883 | | 826 | | 1,724 | | 1,481 | | | | |
| Bad debt expense, net | _ | 1,527 | | 488 | | 2,194 | | 623 | | | | |
| Total operating expenses | | 31,943 | | 38,207 | | 61,958 | | 76,550 | | | | |
| Income from operations | | 22,495 | _ | 31,400 | | 52,061 | | 65,292 | | | | |
| Other income (expense): | _ | | _ | | | | | | | | | |
| Interest expense | | (3,012) | | (5,298) | | (6,312) | | (12,245) | | | | |
| Gain on early extinguishment of debt | | 16,298 | | - | | 19,398 | | - | | | | |
| Interest income | | 17 | | 316 | | 51 | | 893 | | | | |
| Realized losses on interest rate swaps and caps, net | | (3,799) | | (1,594) | | (7,702) | | (2,279) | | | | |
| Unrealized gains on interest rate swaps, net | | 6,733 | | 7,175 | | 8,062 | | 906 | | | | |
| Gain on lost military containers, net | | 29 | | 1,689 | | 168 | | 1,689 | | | | |
| Other, net | | 240 | | 839 | 39 (31) | | | 685 | | | | |
| Net other expense | | 16,506 | | 3,127 | 3,127 | | | (10,351) | | | | |
| Income before income tax and | | | | <u> </u> | | | | | | | | |
| noncontrolling interest | | 39,001 | | 34,527 | | 65,695 | | 54,941 | | | | |
| Income tax (expense) benefit | | (1,500) | _ | 285 | _ | (3,656) | | (1,060) | | | | |
| Net income | | 37,501 | | 34,812 | | 62,039 | | 53,881 | | | | |
| Less: Net income attributable to the noncontrolling interest | | (6,483) | _ | (4,423) | _ | (10,110) | | (6,126) | | | | |
| Net income attributable to Textainer Group Holdings Limited common shareholders | \$ | 31,018 | \$ | 30,389 | \$ | 51,929 | \$ | 47,755 | | | | |
| Net income attributable to Textainer Group Holdings Limited | | 0.,0.0 | | 33,333 | | 01,020 | | , | | | | |
| common shareholders per share: | • | 0.05 | • | 0.04 | • | 4.00 | • | 4.00 | | | | |
| Basic | \$ | 0.65 | \$ | 0.64 | \$ | 1.09 | \$ | 1.00 | | | | |
| Diluted | \$ | 0.65 | \$ | 0.64 | \$ | 1.08 | \$ | 1.00 | | | | |
| Weighted average shares outstanding (in thousands): | | 47 70 4 | | 47.005 | | 47.704 | | 47.005 | | | | |
| Basic | | 47,761 | | 47,605 | | 47,761 | | 47,605 | | | | |
| Diluted | | 47,964 | | 47,854 | | 47,926 | | 47,770 | | | | |

TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows Six Months Ended June 30, 2009 and 2008 (Unaudited)

(All currency expressed in United States dollars in thousands)

| , , , , , , , , , , , , , , , , , , , | Six | ix Months Ended June 3 | | | | | |
|--|------|------------------------|----|--------|--|--|--|
| | 2009 | | | 2008 | | | |
| Cash flows from operating activities: | | | | | | | |
| Net income | \$ | 62,039 | \$ | 53,881 | | | |
| Adjustments to reconcile net income to net cash provided by operating activities | : | | | | | | |
| Depreciation expense | | 22,413 | | 26,650 | | | |

| Pad daht aynanga nat | , | 2 104 | 623 |
|---|--------------|-----------------|-----------------|
| Bad debt expense, net Unrealized gains on interest rate swaps, net | | 2,194 3,062) | |
| Amortization of debt issuance costs | ` | 1,235 | (906) 733 |
| Amortization of debt issuance costs Amortization of intangible assets | | 3,459 | 3,644 |
| Amortization of acquired above-market leases | | 756 | 263 |
| Gains on sale of containers and lost military containers, net | (6 | 730 5,330) | (8,937) |
| Gain on early extinguishment of debt | • | 9,398) | (0,937) |
| Share-based compensation expense | , | 1,669 | 1,379 |
| Changes in operating assets and liabilities | | 2,043 | (11,228) |
| Total adjustments | | 979 | 12,221 |
| • | | | |
| Net cash provided by operating activities | | 3,018 | 66,102 |
| Cash flows from investing activities: Purchase of containers and fixed assets | (4.4 | 1 404) | (447.765) |
| | • | 1,421) | (117,765) |
| Purchase of intangible assets Proceeds from sale of containers and fixed assets | , | 3,812) 6,797 | (106) 29,530 |
| | | • | 29,530 5,481 |
| Receipt of principal payments on direct financing and sales-type leases | | 9,180 | |
| Net cash provided by (used in) investing activities | | 0,744 | (82,860) |
| Cash flows from financing activities: | _ | 7.000 | 45.500 |
| Proceeds from revolving credit facility | | 7,000 | 45,500 |
| Principal payments on revolving credit facility | , | 3,000) | (39,500) |
| Proceeds from secured debt facility | | 3,500 | 120,500 |
| Principal payments on secured debt facility | • | 7,500) | (65,000) |
| Principal payments on bonds payable | , | 7,542) | (29,000) |
| Purchase of bonds payable | • | 0,234) | |
| Decrease in restricted cash | 2 | 4,046 | 771 |
| Debt issuance costs | | (112) | (1,276) |
| Repayments of notes receivable from shareholders | <i>i</i> = . | - | 111 |
| Dividends paid | | 1,970) | (20,470) |
| Net cash (used in) provided by financing activities | (95 | 5,812) | 11,636 |
| Effect of exchange rate changes | | 26 | (75) |
| Net decrease in cash and cash equivalents | (22 | 2,024) | (5,197) |
| Cash and cash equivalents, beginning of the year | 71 | 1,490 | 69,447 |
| Cash and cash equivalents, end of the period | \$ 49 | 9,466 \$ | 64,250 |
| | | | |

TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Non-GAAP Reconciliation of Net Income to EBITDA and Net Income to Net Income Excluding Unrealized Gains on Interest Rate Swaps, Net Three and Six Months Ended June 30, 2009 and 2008

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

(1) The following is a reconciliation of net income to EBITDA, a reconciliation of net income to net income excluding unrealized gains on interest rate swaps, net and a reconciliation of net income per diluted common share to net income per diluted common share excluding unrealized gains on interest rate swaps, net for the three and six months ended June 30, 2009 and 2008. EBITDA (defined as net income before interest income and interest expense, realized and unrealized gains on interest rate swaps, net, income tax expense, net income attributable to noncontrolling interest, depreciation and amortization expense and the related impact on net income attributable to noncontrolling interest), net income excluding unrealized gains on interest rate swaps, net (defined as net income before unrealized gains on interest rate swaps, net and the related impact on net income attributable to noncontrolling interest) and net income per diluted common share excluding unrealized gains on interest rate swaps, net (defined as net income per diluted common share before unrealized gains on interest rate swaps, net and the related impact on net income attributable to noncontrolling interest) are not financial measures calculated in accordance with U.S. generally accepted accounting principles ("GAAP") and should not be considered as an alternative to net income, income from operations or any other performance measures derived in accordance with GAAP or as an alternative to cash flows from operating activities as a measure of our liquidity. EBITDA, net income excluding unrealized gains on interest rate swaps, net and net income per diluted common share excluding unrealized gains on interest rate swaps, net are presented solely as supplemental disclosures. Management believes that EBITDA may be a useful performance measure that is widely used within our industry and net income excluding unrealized gains on interest rate swaps, net may be a useful performance measure because Textainer intends to hold its interest rate swaps until maturity and over the life of an interest rate swap held to maturity the unrealized gains or losses will net to zero. EBITDA is not calculated in the same manner by all companies and, accordingly, may not be an appropriate measure for comparison. Management also believes that net income excluding unrealized gains on

interest rate swaps, net and net income per diluted common share excluding unrealized gains on interest rate swaps, net are useful in evaluating our operating performance because unrealized gains on interest rate swaps, net is a noncash, non-operating item. We believe EBITDA, net income excluding unrealized gains on interest rate swaps, net and net income per diluted common share excluding unrealized gains on interest rate swaps, net provides useful information on our earnings from ongoing operations. We believe that EBITDA provides useful information on our ability to service our long-term debt and other fixed obligations and on our ability to fund our expected growth with internally generated funds. EBITDA, net income excluding unrealized gains on interest rate swaps, net and net income per diluted common share excluding unrealized gains on interest rate swaps, net have limitations as analytical tools, and you should not consider either of them in isolation, or as a substitute for analysis of our operating results or cash flows as reported under GAAP. Some of these limitations are:

- They do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- They do 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 noncash charge, the assets being depreciated may be replaced in the future, and neither EBITDA, net income excluding unrealized gains on interest rate swaps, net or net income per diluted common share excluding unrealized gains on interest rate swaps, net reflects any cash requirements for such replacements;
- They are not adjusted for all noncash income or expense items that are reflected in our statements of cash flows; and
- Other companies in our industry may calculate these measures differently than we do, limiting their usefulness as comparative measures.

| | Tł | nree Mon June | | Six Months Ended June 30, | | | | | |
|---|-----------|--|----|------------------------------|-------------|--|-----------|---------|--|
| | | 2009 2008 | | | | 2009 | | 2008 | |
| | | (Dollars in thousands) (Unaudited) | | | | (Dollars in thousands) (Unaudited) | | | |
| Reconciliation of EBITDA: | | • | | , | | • | | , | |
| Net income attributable to Textainer Group Holdings Limited common | | | | | | | | | |
| shareholders | \$ | 31,018 | \$ | 30,389 | \$ | 51,929 | \$ | 47,755 | |
| Adjustments: | | | | | | | | | |
| Interest income | | (17) | | (316) | | (51) | | (893) | |
| Interest expense | | 3,012 | | 5,298 | | 6,312 | | 12,245 | |
| Realized losses on interest rate swaps and caps, net | | 3,799 | | 1,594 | | 7,702 | | 2,279 | |
| Unrealized gains on interest rate swaps, net | | (6,733) | | (7,175) | | (8,062) | | (906) | |
| Income tax expense (benefit) | | 1,500 | | (285) | | 3,656 | | 1,060 | |
| Net income attributable to the noncontrolling interest | | 6,483 | | 4,423 | | 10,110 | | 6,126 | |
| Depreciation expense | | 11,261 | | 13,766 | | 22,413 | | 26,650 | |
| Amortization expense | | 1,849 | | 1,674 | | 3,459 | | 3,644 | |
| Impact of reconciling items on net income attributable to the noncontrolling interest | | (1,699) | | (2,070) | | (4,845) | | (6,520) | |
| EBITDA | φ- | | \$ | | | | - | | |
| | Ψ | 50,475 | φ | 47,290 | Ψ | 92,623 | Ψ | 91,440 | |
| Reconciliation of net income excluding unrealized gains on interest rate swaps, net: | | | | | | | | | |
| Net income | \$ | 31,018 | \$ | 30,389 | \$ | 51,929 | \$ | 47,755 | |
| Adjustments: | | | | | | | | | |
| Unrealized gains on interest rate swaps, net | | (6,733) | | (7,175) | | (8,062) | | (906) | |
| Impact of reconciling item on net income attributable to noncontrolling | | 4 000 | | 4.050 | | 4.540 | | 450 | |
| interest | φ- | 1,328 | _ | 1,258 | φ- | 1,548 | φ- | 159 | |
| Net income excluding unrealized gains on interest rate swaps, net | <u>\$</u> | 25,613 | \$ | 24,472 | > | 45,415 | <u>\$</u> | 47,008 | |
| Reconciliation of net income per diluted common share excluding unrealized gains on interest rate swaps, net: | | | | | | | | | |
| Net income per diluted common share | \$ | 0.65 | \$ | 0.64 | \$ | 1.08 | \$ | 1.00 | |
| Adjustments: | | | | | | | | | |
| Unrealized gains on interest rate swaps, net | | (0.14) | | (0.15) | | (0.17) | | (0.02) | |
| Impact of reconciling item on net income attributable to noncontrolling interest | | 0.03 | | 0.02 | | 0.03 | | - | |
| Net income per diluted common share excluding unrealized gains on | _ | | | | _ | | _ | | |

interest rate swaps, net

\$ 0.54 \$ 0.51 \$ 0.94 \$ 0.98

SOURCE: Textainer Group Holdings Limited

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