

If you held limited partnership interests in a Textainer Partnership as of January 20, 2005 you may be a Class member in a class action.

*This Court-authorized Notice may affect your rights. Please read it carefully.
This is not a solicitation from a lawyer.*

If you held limited partnership interests in TCC Equipment Income Fund, A California Limited Partnership, Textainer Equipment Income Fund II, L.P., Textainer Equipment Income Fund III, L.P., Textainer Equipment Income Fund IV, L.P., Textainer Equipment Income Fund V, L.P., Textainer Equipment Income Fund VI, L.P. (the "Partnerships") as of January 20, 2005 (the record date for the vote to approve the sale of the assets of such Partnerships), you may be a Class member in a class action. This Notice is to inform you of the Court's certification of the Class, the nature of the claims alleged, and your right to participate in, or exclude yourself from the Class. **You are not being sued.**

YOUR LEGAL RIGHTS AND OPTIONS	
EXCLUDE YOURSELF	If you exclude yourself, you will not be bound by the outcome of this lawsuit, and you will retain any claims you may have against Defendants. You may hire your own attorney at your cost to pursue any claims that you have. If the Plaintiffs either win their case or obtain a settlement, you will not be able to share in the recovery.
DO NOTHING	If you do nothing, you will remain a member of the Class. As a Class member, your interest will be represented by Plaintiffs, the existing Class Representatives and Class Counsel. If the Plaintiffs win their case or obtain a settlement, you may be entitled to share in that recovery. If the Defendants win, you will be bound by the result.

- These legal rights and options -- **and the deadlines to exercise them** -- are explained in this Notice.

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BASIC INFORMATION

1. Why did I get this Notice package?

This Notice is given to inform you (1) that there is a lawsuit pending before the Honorable Richard A. Kramer in the Superior Court of California, San Francisco County (“the Lawsuit”); (2) how this Lawsuit may affect your legal rights; and (3) your options in connection with the Lawsuit.

At the present time there have been no settlements made or any judgment entered against any party. As a result, there is no money or other thing of value to be distributed at this time. The fact that the Court certified this Lawsuit as a class action does not mean that the Class members will obtain any money because that is still a disputed issue that has not yet been decided. Rather, the Court’s ruling means that the final outcome of the Lawsuit -- whether favorable to the Plaintiff (and the Class) or the Defendants -- will be binding on every Class member who remains in the Class. If the Plaintiffs win or obtain a settlement, members of the Class may be entitled to share in the recovery. If the Defendants win, members of the Class will be precluded from bringing the same claim against the Defendants in another lawsuit.

2. What is this Lawsuit about?

This Lawsuit was brought by Leonard Labow, Michael Schwartz as Trustee of the Schwartz Family Trust and the Michael Schwartz, M.D. Profit Sharing Plan and Alan P. Gordon, as Trustee for the Gordon Family Trust on behalf of a Class defined as all persons who held limited partnership interests in TCC Equipment Income Fund, A California Limited Partnership, Textainer Equipment Income Fund II, L.P., Textainer Equipment Income Fund III, L.P., Textainer Equipment Income Fund IV, L.P., Textainer Equipment Income Fund V, L.P., Textainer Equipment Income Fund VI, L.P. (the “Partnerships”) as of January 20, 2005 and their assignees and other successors in interest, excluding the Defendants, members of their families and any entity in which a Defendant has an interest (collectively the “Class”). January 20, 2005 was the record date for the vote to approve the sale of the assets of the Partnerships.

Each of the Textainer Partnerships was a finite-life entity whose business was to own a fleet of steel cargo containers for lease to the international shipping industry. The Partnerships’ revenues came primarily from the rental income generated by leased containers, and to a smaller extent, from services related to rental income, such as handling charges paid by lessees. Each of the Textainer Partnerships was the subject of a sale of all of their assets (the “Sale”) negotiated by their general partners.

The Defendants are Textainer Financial Services Corporation, Textainer Equipment Management Limited, Textainer Limited and Textainer Capital Corporation. Plaintiffs allege that Defendants breached their fiduciary duties in negotiating the Sale by insisting that any bidder agree to a management agreement with Textainer Equipment, a condition that, according to Plaintiffs, deterred competing container leasing companies from bidding on the Partnerships’ assets. Plaintiffs further contend that Defendants breached those duties by agreeing to a downward adjustment to the value of the Partnerships’ containers at a time when, according to Plaintiffs, prices were increasing. It is alleged that the Textainer Defendants then further breached their fiduciary duty to disclose all material facts concerning the Sale of the Partnerships’ assets. Plaintiffs allege a cause of action for breach of fiduciary duty and seek to recover compensatory damages, attorneys’ fees, costs, injunctive and declaratory relief.

Defendants deny the allegations made by Plaintiffs in this Lawsuit. Defendants assert that the containers were sold by means of a robust and competitive auction process which produced a fair price for the Partnerships’ assets. Defendants also assert that the downward price adjustment was minor and was due to delays and the loss of some containers. Defendants further assert that there are no material omissions in the Proxy Statements and that Defendants fully disclosed all material facts.

The case, *In re Textainer Financial Services Corp., et al*, No. CGC 05-440303, was filed on April 11, 2005 in the San Francisco Superior Court. On February 14, 2006, the Court denied in part and granted in part a demurrer filed by the Defendants, sustaining the majority of the Plaintiffs’ complaint. The Plaintiffs have amended their complaint to satisfy the Court’s concerns. The Lawsuit is currently in the discovery phase. On February 15, 2006 the Court certified this Lawsuit as a class action.

3. Why is this a class action?

In a class action, one or more people called Class Representatives (in this case Michael Schwartz as Trustee of the Schwartz Family Trust and the Michael Schwartz, M.D. Profit Sharing Plan and Leonard Labow), sue on behalf of people who have similar claims. All these people are a Class or Class Members. One court resolves the issues for all Class Members, except for those who exclude themselves from the Class. San Francisco County Superior Court Judge Kramer is in charge of this class action.

4. Who is in the Class?

If you received this Notice and fall within the criteria set forth in the Class definition, you must decide whether to stay in the Class or decide to exclude yourself from the Class. Either choice has certain consequences, which are spelled out below. You may want to discuss this matter with your own attorney or with Class Counsel.

5. How do I know if I am part of the Class?

Judge Kramer decided that everyone who fits this description is a Class member: all persons who held limited partnership interests in TCC Equipment Income Fund, A California Limited Partnership, Textainer Equipment Income Fund II, L.P., Textainer Equipment Income Fund III, L.P., Textainer Equipment Income Fund IV, L.P., Textainer Equipment Income Fund V, L.P., Textainer Equipment Income Fund VI, L.P. (the "Partnerships") as of January 20, 2005 and their assignees and other successors in interest, excluding the Defendants, members of their families and any entity in which a Defendant has an interest (collectively the "Class").

6. Are there exceptions?

The following are not Class Members: the Defendants, members of their families and any entity in which a Defendant has an interest.

7. I'm still not sure if I am included.

If you still are not sure whether you are included, you can ask for free help. You can call 1-800-207-0343 for more information.

8. Excluding yourself from the Class.

If you don't want to be a Class Member, or you want to keep the right to sue or continue to sue the Defendants on your own about the legal issues in this case, then you must take steps to get out of the Class. This is called excluding yourself -- or is sometimes referred to as opting out of the Class.

9. What will happen if I exclude myself?

If you exclude yourself from the Class, you will not be bound by the outcome of the Lawsuit, and you will retain any claims you may have against Defendants. You may hire your own attorney at your cost to pursue any such claims. If the Plaintiffs win the Lawsuit or obtain a settlement, you will not be entitled to share in the recovery.

10. How do I exclude myself from the Class?

You may exclude yourself from the Class provided that your request is made in writing and postmarked on or before August 22, 2006. To exclude yourself, send a letter that includes the name of the case, the case number, your name and signature, address, telephone number and Social Security number, and clearly state you are requesting exclusion from the Class.

Your written request to Opt-Out of the Class must be sent to the Notice Administrator for this action, at the following address:

Textainer Financial Services Litigation
c/o Rosenthal & Company LLC
P.O. Box 6177
Novato CA 94948-6177

A request to Opt-Out will not be deemed timely and you will not be excluded from the Plaintiff Class unless the request is postmarked on or before August 22, 2006 and includes the required information.

In determining whether you want to Opt-Out of the Class, you are advised to consult your own attorney, as there are legal issues which require consideration, including the statute of limitations.

11. If I don't exclude myself, can I sue the Defendants for the same thing later?

No, unless you exclude yourself, you give up any right to sue the Defendants for the claims prosecuted by this Class. If you have a pending lawsuit about the Textainer Partnerships, speak to your lawyer in that case immediately. You must exclude yourself from *this* Class to continue your own lawsuit. Remember, the exclusion deadline is August 22, 2006.

12. Are there any other cases?

Lewis v. Textainer Equipment Income Fund II, L.P. et. al. (3:05-cv-00969) is a class action arising out of the same Sale. The *Lewis* case is pending in the United States District Court of the Northern District of California. The *Lewis* Plaintiffs have asserted claims for federal securities violations and for breach of fiduciary duty. The *Lewis* case was filed on March 8, 2005. On December 12, 2005 the Court granted the Defendants' motion to dismiss the *Lewis* case, but gave them an opportunity to file an amended complaint. On January 27, 2006 the *Lewis* Plaintiffs filed a Second Amended Complaint. The Court dismissed it on May 15, 2006, but again gave the Plaintiffs an opportunity to file an amended complaint. Discovery in the *Lewis* case is stayed.

No Class has been certified in the *Lewis* case, so that the only people who will be bound if the *Lewis* case is dismissed with prejudice are the Plaintiffs in that case.

13. What will happen if I do nothing?

If you do nothing you will remain a member of the Class. As a Class member, your interests will be represented by Plaintiffs, the existing Class Representatives Michael Schwartz as Trustee of the Schwartz Family Trust and the Michael Schwartz, M.D. Profit Sharing Plan and Leonard Labow and Class Counsel. You will be bound by any judgment, decision, or final disposition rendered in this Lawsuit, whether it is favorable or unfavorable to Plaintiffs and the Class members. You will not be personally responsible for any attorneys' fees or costs of the Lawsuit unless you retain your own counsel, in which event you will be responsible for your own attorney's fees and costs. You will receive notice of any proposed settlement or dismissal of any Class claims or any judgment rendered. You will participate, upon proof of membership in the Class, in any recovery from the Defendants whether through trial or settlement. You may, if you wish, enter an appearance through an attorney of your own choosing, at your expense, or appear individually. To the extent that records pertaining to your purchases are available it would be in your interest to retain them.

If you move after receiving this Notice or if it was misaddressed, you should supply your name and correct address to Class Counsel at the addresses below, and to Textainer Financial Services Litigation at the address shown above. The change of address is important so that future notices reach you. You may direct any questions you have concerning matters contained in this Notice to Class Counsel at the addresses listed below.

THE LAWYERS REPRESENTING YOU

14. Do I have a lawyer in this case?

The Court has appointed the following firms as counsel for the Class:

Robert S. Green, Esquire
Elizabeth C. Guarnieri, Esquire
GREEN WELLING LLP
595 Market St., Suite 2750
San Francisco, CA 94105

Laurence Rosen, Esquire
THE ROSEN LAW FIRM, P.A.
350 Fifth Avenue, Suite 5508
New York, NY 10118

James R. Malone, Jr., Esquire
Joseph G. Sauder, Esquire
CHIMICLES & TIKELLIS LLP
One Haverford Centre
361 West Lancaster Avenue
Haverford, PA 19041

Kenneth J. Catanzarite, Esquire
Jim Travis Tice, Esquire
CATANZARITE LAW CORPORATION
2331 West Lincoln Avenue
Anaheim, CA 92801

GETTING MORE INFORMATION

15. How do I get more information?

If you would like to learn more about the details of the case you may review the public records of the case at the office of the Clerk of the Superior Court of California, San Francisco County, Civic Center Courthouse, 400 McAllister Street, San Francisco, CA 94102-4514 or you may contact Class Counsel.

DATE: JULY 21, 2006