

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name TAL International Group, Inc.		2 Issuer's employer identification number (EIN) 20-1796526	
3 Name of contact for additional information Michelle Gallagher	4 Telephone No. of contact (914) 697-2910	5 Email address of contact michelle.gallagher@talinternational.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 100 Manhattanville Road		7 City, town, or post office, state, and Zip code of contact Purchase, NY 10577	
8 Date of action See Below		9 Classification and description Stock Merger and Dividend Distribution	
10 CUSIP number 874083 10 8	11 Serial number(s)	12 Ticker symbol TAL	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On July 12, 2016, TAL International Group, Inc. (NYSE: TAL) ("TAL") and Triton Container International Limited ("TCIL") completed their combination to form Triton International Limited (NYSE: TRTN) ("Triton"). Shares of TAL common stock ceased trading on the New York Stock Exchange on July 12, 2016. Triton International Limited (NYSE: TRTN) began trading on the New York Stock Exchange on July 13, 2016. At the effective time of the TAL Merger, each share of common stock of TAL was converted into one Triton common share and former stockholders of the TAL hold approximately 45% or 33,395,291 of Triton common shares outstanding immediately after the closing of the Mergers.**

In addition, TAL International Group Inc. ("TAL") made distributions to its shareholders during 2016 as set forth below:

Record Date:	Amount per Share:	Date Paid:
March 10, 2016	\$ 0.45 a share	March 24, 2016
May 12, 2016	\$ 0.45 a share	May 26, 2016
June 8, 2016*	\$ 0.54 a share	June 15, 2016 (*shares traded with June dividend from record date to June 15th payment date)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **We believe that a U.S. holder of TAL common stock receiving a Triton common share in exchange for a share of TAL common stock pursuant to the TAL merger generally will recognize gain, but not loss, equal to the excess of the fair market value of the Triton common share so received over the tax basis in the share of TAL common stock surrendered in exchange therefor. Such gain generally will be capital gain and will be long-term capital gain if the share of TAL common stock has been held for more than one year at the time of the exchange. The holder's tax basis in the Triton common share received in exchange for the share of TAL common stock pursuant to the TAL merger generally will equal the fair market value of such Triton common share at the time of the exchange. The holding period of Triton common share received in exchange for the share of TAL common stock pursuant to the TAL merger will generally begin on the day after the exchange. In the case of a U.S. holder who acquired different blocks of TAL common stock at different times and at different prices, realized gain or loss generally must be calculated separately for each identifiable block of TAL common stock exchanged in the TAL merger, and a loss realized (but not recognized) on the exchange of one block of stock cannot be used to offset a gain realized on the exchange of another block of stock.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Please see response to question 15 above.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
For U.S. federal income tax purposes, the TAL merger together with the TCIL merger would be treated as reorganization under the provisions of Section 368(a) of the Code.

In addition, pursuant to Internal Revenue Code Section 301(c), TAL has calculated that 100% of the distributions referred to in Part II 14 above will not be taxable as a dividend and will reduce the adjusted basis of the shareholder's stock.

18 Can any resulting loss be recognized? ▶ A U.S. holder realizing a loss upon the receipt of a Triton common share in exchange for a share of TAL common stock pursuant to the TAL merger generally will not recognize such loss. The holder's tax basis in the Triton common share received in exchange for the share of TAL common stock pursuant to the TAL merger generally will be the same as the tax basis of the share of TAL common stock surrendered therefor. The holder's holding period for the Triton common share received in exchange for the share of TAL common stock pursuant to the TAL merger generally will include the holding period of the share of TAL common stock surrendered therefor.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
TAL shareholders are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state or local, or foreign, income or other tax consequences of the mergers. The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under Internal Revenue Code.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶

Michelle Gallagher

Date ▶

8/12/2016

Print your name ▶ Michelle Gallagher

Title ▶ VP & Controller

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	