

BERKOWITZ BRUCE R  
Form 4  
February 16, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERKOWITZ BRUCE R

2. Issuer Name and Ticker or Trading Symbol  
TAL International Group, Inc. [TAL]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
MIAMI, FL 33137

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 02/11/2010                           |  | S                              | 33,505 D \$ 13.83   | 2,221,414   | I  | See footnotes (1) (2)                                 |
| Common Stock                    | 02/11/2010                           |  | S                              | 24,295 D \$ 13.83   | 2,197,119   | I  | See footnotes (2) (3)                                 |
| Common Stock                    | 02/12/2010                           |  | S                              | 20,403 D \$ 13.8  | 2,176,716   | I  | See footnotes (2) (4)                                 |

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|              |            |   |        |   |         |           |   |                       |
|--------------|------------|---|--------|---|---------|-----------|---|-----------------------|
| Common Stock | 02/12/2010 | S | 9,210  | D | \$ 13.8 | 2,167,506 | I | See footnotes (2) (5) |
| Common Stock | 02/12/2010 | S | 11,887 | D | \$ 13.8 | 2,155,619 | I | See footnotes (2) (6) |
| Common Stock | 02/16/2010 | S | 20,403 | D | \$ 13.9 | 2,135,216 | I | See footnotes (2) (7) |
| Common Stock | 02/16/2010 | S | 20,403 | D | \$ 13.9 | 2,114,813 | I | See footnotes (2) (8) |
| Common Stock | 02/16/2010 | S | 5,566  | D | \$ 13.9 | 2,109,247 | I | See footnotes (2) (9) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BERKOWITZ BRUCE R<br>C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C.<br>4400 BISCAYNE BOULEVARD, 9TH FLOOR |               |           | X       |       |

MIAMI, FL 33137

## Signatures

Bruce R. Berkowitz, By: /s/ Kathryn Battistella  
(Attorney-in-Fact)

02/16/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 682,230 shares of Common Stock and, following such transaction, is currently the direct holder of 682,230 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 648,549 shares of Common Stock and, following such transaction, is currently the direct holder of 648,549 shares of

- (1) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 682,143 shares of Common Stock and, following such transaction, is currently the direct holder of 648,638 shares of Common Stock. Prior to this transaction, The Fairholme Fund series of Fairholme Funds, Inc. (the "Fund") was the direct holder of 241,997 shares of Common Stock and, following such transaction, is currently the direct holder of 241,997 shares of Common Stock.

Bruce R. Berkowitz ("Mr. Berkowitz") is the managing member of Fairholme Capital Management, L.L.C., a Delaware limited liability company ("Fairholme"), which serves as (i) the general partner of Fairholme Partners, L.P., (ii) the managing member of Fairholme

- (2) Ventures II, LLC, (iii) the investment manager to Fairholme Holdings, Ltd. and (iv) the investment manager to Fairholme Funds, Inc. Mr. Berkowitz disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that Mr. Berkowitz is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 682,230 shares of Common Stock and, following such transaction, is currently the direct holder of 657,935 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 648,549 shares of Common Stock and, following such transaction, is currently the direct holder of 648,549 shares of

- (3) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 648,638 shares of Common Stock and, following such transaction, is currently the direct holder of 648,638 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 241,997 shares of Common Stock and, following such transaction, is currently the direct holder of 241,997 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 657,935 shares of Common Stock and, following such transaction, is currently the direct holder of 657,935 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 648,549 shares of Common Stock and, following such transaction, is currently the direct holder of 628,146 shares of

- (4) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 648,638 shares of Common Stock and, following such transaction, is currently the direct holder of 648,638 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 241,997 shares of Common Stock and, following such transaction, is currently the direct holder of 241,997 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 657,935 shares of Common Stock and, following such transaction, is currently the direct holder of 648,725 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 628,146 shares of Common Stock and, following such transaction, is currently the direct holder of 628,146 shares of

- (5) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 648,638 shares of Common Stock and, following such transaction, is currently the direct holder of 648,638 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 241,997 shares of Common Stock and, following such transaction, is currently the direct holder of 241,997 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 648,725 shares of Common Stock and, following such transaction, is currently the direct holder of 648,725 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 628,146 shares of Common Stock and, following such transaction, is currently the direct holder of 628,146 shares of

- (6) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 648,638 shares of Common Stock and, following such transaction, is currently the direct holder of 648,638 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 241,997 shares of Common Stock and, following such transaction, is currently the direct holder of 230,110 shares of Common Stock.

- (7) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 648,725 shares of Common Stock and, following such transaction, is currently the direct holder of 648,725 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 628,146 shares of Common Stock and, following such transaction, is currently the direct holder of 628,146 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 648,638 shares of Common Stock and,

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following such transaction, is currently the direct holder of 628,235 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 230,110 shares of Common Stock and, following such transaction, is currently the direct holder of 230,110 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 648,725 shares of Common Stock and, following such transaction, is currently the direct holder of 628,322 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 628,146 shares of Common Stock and, following such transaction, is currently the direct holder of 628,146 shares of  
(8) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 628,235 shares of Common Stock and, following such transaction, is currently the direct holder of 628,235 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 230,110 shares of Common Stock and, following such transaction, is currently the direct holder of 230,110 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 628,322 shares of Common Stock and, following such transaction, is currently the direct holder of 628,322 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 628,146 shares of Common Stock and, following such transaction, is currently the direct holder of 628,146 shares of  
(9) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 628,235 shares of Common Stock and, following such transaction, is currently the direct holder of 628,235 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 230,110 shares of Common Stock and, following such transaction, is currently the direct holder of 224,544 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.