TAL International Group, Inc.
Form SC 13D/A
April 24, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 2)

TAL International Group, Inc.

(Name of Issuer)

Common Stock, $.001 par value

(Title of Class of Securities)

874083108

(CUSIP Number)

Bruce R. Berkowitz
c/o Fairholme Capital Management, L.L.C.
4400 Biscayne Boulevard, 9th Floor
Miami, FL 33137
(305) 358-3000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 21, 2009

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [_].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 874083108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fairholme Capital Management, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,724,862

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,724,862

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,724,862

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14. TYPE OF REPORTING PERSON*

OO, IA

CUSIP No. 874083108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fairholme Partners, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

812,332

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

812,332

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

812,332

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14. TYPE OF REPORTING PERSON*

PN

CUSIP No. 874083108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fairholme Ventures II, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

812,132

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

812,132

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

812,132

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14. TYPE OF REPORTING PERSON*

OO

CUSIP No. 874083108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fairholme Holdings, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

812,233

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

812,233

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

812,233

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

14. TYPE OF REPORTING PERSON*

CO

CUSIP No. 874083108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce R. Berkowitz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

AF, WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,724,862

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,724,862

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,724,862

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14. TYPE OF REPORTING PERSON*

IN, HC

CUSIP No. 874083108

Item 1. Security and Issuer.

The name of the issuer is TAL International Group, Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's offices is 100 Manhattanville Road, Purchase, NY 10577. This Schedule 13D Amendment relates to the Issuer's Common Stock, $.001 par value (the "Shares").

Item 2. Identity and Background.

(a-c, f) This Schedule 13D is being filed jointly by (i) Fairholme Capital Management, L.L.C., a Delaware limited liability company ("Fairholme"), (ii) Fairholme Partners, L.P., a Delaware limited partnership, (iii) Fairholme Ventures II, LLC, a Delaware limited liability company, (iv) Fairholme Holdings, Ltd., a Bermuda exempted company (collectively, the "Fairholme Funds") and (v) Bruce R. Berkowitz, a United States citizen (collectively with Fairholme and Fairholme Funds, the "Reporting Persons").

The principal business address of the Reporting Persons is 4400 Biscayne Boulevard, 9th floor, Miami, FL 33137.

Bruce R. Berkowitz is the managing member of Fairholme, an investment management firm that serves as the general partner, managing member and

investment adviser to the Fairholme Funds.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The funds for the purchase of the Shares came from the working capital of the Fairholme Funds over which Bruce Berkowitz, through his role at Fairholme, exercises investment discretion.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes (including certain leverage arrangements) in the ordinary course of business.

Item 4. Purpose of Transaction.

The Reporting Persons acquired their Shares of the Issuer for investment purposes.

The Issuer, the Fairholme Funds, JZ Equity Partners plc, The Resolute Fund, L.P., The Resolute Fund Singapore PV, L.P., The Resolute Fund Netherlands PV I, L.P., The Resolute Fund Netherlands PV II, L.P. and The Resolute Fund NQP, L.P., Edgewater Private Equity Fund III, L.P., Edgewater Private Equity Fund IV, L.P., Seacon Holdings Limited and certain management stockholders entered into an Amended and Restated Shareholders Agreement (the "Shareholders Agreement") on October 11, 2005 setting forth certain rights and restrictions relating to the ownership of the Shares. Additional information is included in the response to Item 6 of this Schedule 13D, which Item is incorporated herein by reference.

Except as set forth above, Fairholme has no present plans or intentions that would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a-e) As of the date hereof, each of Fairholme and Bruce R. Berkowitz may be deemed to be the beneficial owner of 2,724,862 Shares or 8.6% of the Shares of the Issuer, based upon the 31,719,347 Shares outstanding as of March 17, 2009, according to the Issuer's Definitive Proxy Statement as filed on April 1, 2009 with the Securities and Exchange Commission.

Each of Fairholme and Bruce R. Berkowitz has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 2,724,862 Shares to which this filing relates.

Each of Fairholme and Bruce R. Berkowitz has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 2,724,862 Shares to which this filing relates.

Fairholme Partners, L.P., Fairholme Ventures II, LLC and Fairholme

Holdings, Ltd. directly own 812,332 Shares, 812,132 Shares and 812,233 Shares, respectively, which in the aggregate represent approximately 7.7% of the aggregate number of Shares issued and outstanding as of March 17, 2009.

JZ Equity Partners plc, The Resolute Fund, L.P., The Resolute Fund Singapore PV, L.P., The Resolute Fund Netherlands PV I, L.P., The Resolute Fund Netherlands PV II, L.P. and The Resolute Fund NQP, L.P., Edgewater Private Equity Fund III, L.P., Edgewater Private Equity Fund IV, L.P., Seacon Holdings Limited (each an "Other Group Member") and the Reporting Persons may together be deemed to constitute a "group" for purposes of Section 13(d) of the Exchange Act pursuant to the Shareholders Agreement.

The trading dates, number of Shares purchased and the price per share for all transactions in the Shares by the Reporting Persons during the period following the filing of the 13D Amendment on February 24, 2009 are set forth in Exhibit C and were effected in the open market.

The Reporting Persons specifically disclaim beneficial ownership in the Shares reported herein except to the extent of their pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Issuer, the Fairholme Funds, JZ Equity Partners plc, The Resolute Fund, L.P., The Resolute Fund Singapore PV, L.P., The Resolute Fund Netherlands PV I, L.P., The Resolute Fund Netherlands PV II, L.P. and The Resolute Fund NQP, L.P., Edgewater Private Equity Fund III, L.P., Edgewater Private Equity Fund IV, L.P., Seacon Holdings Limited and certain management stockholders have entered into a Shareholders Agreement setting forth certain rights and restrictions relating to the ownership of the Shares. The Shareholders Agreement provides that, following the consummation of the public offering, certain parties thereto will vote their respective Shares such that the Company's board of directors will be comprised of:

Ten directors consisting of:

- seven individuals designated by The Resolute Fund, L.P.;
- for so long as Seacon Holdings Limited and its permitted transferees own at least 5% of Common Stock, one individual designated by Seacon Holdings Limited; and
- two independent directors designated by the Company's corporate governance and nominating committee; and

Within one year following the consummation of the Public Offering, eleven directors consisting of:

- seven individuals designated by The Resolute Fund, L.P.;
- for so long as Seacon Holdings Limited and its permitted transferees own at least 5% of Common Stock, one individual designated by Seacon Holdings Limited; and
- three independent directors designated by the Company's corporate governance and nominating committee.

Additionally, the Shareholders Agreement provides that, subject to certain permitted transfers, no party thereto may transfer any Shares (other than any such Shares acquired pursuant to open market transactions or pursuant to equity or option awards that are granted under the Company's incentive plans) in excess of the Shares received by such party in connection with the Preferred Stock exchange referenced in the Shareholders Agreement until the earlier of the fifth anniversary of the consummation of the public offering or such earlier time as the parties thereto shall have collectively transferred at least 90% of the aggregate number of Shares received by all such parties in connection with

the Preferred Stock exchange referenced in the Shareholders Agreement.

The foregoing references to, and descriptions of, the Shareholders Agreement are qualified in their entirety by reference to the Shareholders Agreement, the terms of which are incorporated herein by reference to Exhibit B hereto.

Item 7. Material to be Filed as Exhibits.

Exhibit A An agreement relating to the filing of a joint statement as required by Rule 13d-1(k) under the Securities Exchange Act of 1934 is filed herewith as Exhibit A.

Exhibit B Amended and Restated Shareholders Agreement, dated as of October 11, 2005, by and among TAL International Group, Inc., The Resolute Fund, L.P., The Resolute Fund Singapore PV, L.P., The Resolute Fund Netherlands PV I, L.P., The Resolute Fund Netherlands PV II, L.P., The Resolute Fund NQP, L.P., JZ Equity Partners plc, the Fairholme Funds, Edgewater Private Equity Fund III, L.P., Edgewater Private Equity Fund III, L.P., Edgewater Private Equity Fund IV, L.P., Seacon Holdings Limited and certain management stockholders (filed with the Securities Exchange Commission on Form 13D by the Reporting Persons on October 27, 2005 (incorporated by reference)).

Exhibit C A description of the transactions in the Shares that were effected by the Reporting Persons during the period following the filing of the 13D Amendment on February 24, 2009 is filed herewith as Exhibit C.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 24, 2009

(Date)

/s/ Bruce R. Berkowitz

Bruce R. Berkowitz

Fairholme Capital Management, L.L.C.

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Managing Member

Fairholme Partners, L.P.

By: Fairholme Capital Management, L.L.C., its General Partner

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Managing Member

Fairholme Ventures II, LLC

By: Fairholme Capital Management, L.L.C., its Managing Member

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Managing Member

Fairholme Holdings, Ltd.

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Director

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13D Amendment dated April 24, 2009 relating to the Common Stock, par value $.001, of TAL International Group, Inc. shall be filed on behalf of the undersigned.

/s/ Bruce R. Berkowitz

Bruce R. Berkowitz

Fairholme Capital Management, L.L.C.

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Managing Member

Fairholme Partners, L.P.

By: Fairholme Capital Management, L.L.C., its General Partner

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Managing Member

Fairholme Ventures II, LLC

By: Fairholme Capital Management, L.L.C., its Managing Member

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Managing Member

Fairholme Holdings, Ltd.

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz
Title: Director

April 24, 2009

Exhibit C

Transactions in the Shares -- The Reporting Persons

Fairholme Capital Management, L.L.C.

Purchase/Sale	Date of Transaction	Number of Shares	Price per Share
Purchase	4/14/2009	66,000	$ 7.38
Purchase	4/15/2009	50,100	$ 7.29
Purchase	4/17/2009	58,365	$ 7.76
Purchase	4/20/2009	13,700	$ 7.51
Purchase	4/21/2009	100,000	$ 7.70

Fairholme Partners, LP

Purchase/Sale	Date of Transaction	Number of Shares	Price per Share
None			

Fairholme Ventures II, LLC

Purchase/Sale	Date of Transaction	Number of Shares	Price per Share
None			

Fairholme Holdings, Ltd.

Purchase/Sale	Date of Transaction	Number of Shares	Price per Share
None			

Bruce R. Berkowitz

Purchase/Sale	Date of Transaction	Number of Shares	Price per Share
None			

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