

TAL International Group, Inc.  
 Form 3  
 October 11, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Edgewater Private Equity Fund IV, L.P.			(Month/Day/Year)	TAL International Group, Inc. [TAL]	
(Last)	(First)	(Middle)	10/11/2005	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
900 N. MICHIGAN AVE., SUITE 1800				(Check all applicable)	
(Street)				___ Director	__X__ 10% Owner
				___ Officer	___ Other
				(give title below)	(specify below)
CHICAGO,Â ILÂ 60616					6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)			_X_ Form filed by One Reporting Person
					___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	557,805	D	Â
Series A 12.0% Cumulative Senior Preferred Stock	12,525	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

