

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549-4561

January 6, 2010

Bob Normile Senior Vice President and General Counsel Mattel, Inc. 333 Continental Boulevard El Segundo, CA 90245

Rec

Mattel, Inc.

Incoming letter dated December 15, 2009

Dear Mr. Normile:

This is in response to your letter dated December 15, 2009 concerning the shareholder proposal submitted to Mattel by Robert D. Morse. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Heather L. Maples Senior Special Counsel

Enclosures:

cc: Robert D. Morse

\*\*\*FISMA & OMS Memorandum M-07-16\*\*\*

# **No Action Letter Committee Of Annuity Insurers Securities**

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Columbia. Subcommittee No. 4

# **No Action Letter Committee Of Annuity Insurers Securities:**

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Congressional Record United States. Congress, 1961 The Insurance Field ,1906 Vols for 1910 56 include convention **Regulation of Money Managers** Tamar Frankel, Arthur B. Laby, Ann proceedings of various insurance organizations Taylor Schwing, 2015-09-16 The Regulation of Money Managers with the original subtitle The Investment Company Act and The Investment Advisers Act was published in 1978 and 1980 The Second Edition subtitled Mutual Funds and Advisers was published in 2001 and has been annually updated since then It is a comprehensive and exhaustive treatise on investment management regulation. The treatise covers federal and state statutes their legislative history common law judicial decisions rules and regulations of the Securities and Exchange Commission staff reports and other publications dealing with investment advisers and investment companies The treatise touches on other financial institutions such as banks insurance companies and pension funds The work also discusses the economic business and theoretical aspects of the investment management industry and their effects on the law and on policy The treatise contains detailed analysis of the history and development of the Investment Company Act and the Investment Advisers Act It examines the definitions in the Acts including the concept of investment adviser affiliates and interested persons It outlines the duties of investment company directors the independent directors and other fiduciaries of investment companies. The treatise deals with the SEC s enforcement powers and private parties rights of action **Understanding Securities Products of Insurance** 

Companies, 2001 Joan E. Boros, Jeffrey S. Puretz, 2001 Federal Register, 2014 Proceedings of the ... Annual Meeting

- Life Insurance Association of America Life Insurance Association of America, 1963 District of Columbia Securities Act

United States. Congress. Senate. Committee on the District of Columbia. Subcommittee on the Judiciary, 1964 Considers
legislation to regulate securities sales in D C and to subject variable annuities to both securities and insurance sales
regulation The National Underwriter, 1905 Federal Securities Law Reporter, 1941 The Practical Lawyer, 1975

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