



UNITED STATES
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

Re: 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 & OIGS Memorandum M-07-16

No Action Letter Committee Of Annuity Insurers Securities

L Darling-Hammond



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Broker-Dealer Law and Regulation, 5th Edition Poser, Fanto, Gross, SEC Docket United States. Securities and Exchange Commission, 1983 **Institutional Investor Study Report of the Securities and Exchange Commission** United States. Congress. House. Committee on Interstate and Foreign Commerce, 1971 **Securities Lending in Retirement Plans** United States. Congress. Senate. Special Committee on Aging, 2011 *Hearing Before Subcommittee No. 4 of the Committee on the District of Columbia, House of Representatives on H.R. 10684, 10921, and 10964, Relating to the Life Insurance Act of the District of Columbia, Thursday, March 17, 1960* United States. Congress. House. Committee on the District of Columbia. Subcommittee No. 4, 1960 Considers H R 10684 H R 10921 and H R 10964 to amend Life Insurance Act for D C to revise law governing life insurance requirements in D C **Hearing Before Subcommittee No. 4 of the Committee on the District of Columbia, House of Representatives, on H. R. 10684, 10921, and 10964, Relating to the Life Insurance Act of the District of Columbia** United States. Congress. House. Committee on the District of Columbia. Subcommittee No. 4, 1960 Considers H R 10684 H R 10921 and H R 10964 to amend Life Insurance Act for D C to revise law governing life insurance requirements in D C **Hearings, Reports and Prints of the Senate Committee on the District of Columbia** United States. Congress. Senate. Committee on the District of Columbia, 1964 Understanding Securities Products of Insurance Companies, 2001 Oversight on the Employee Retirement Income Security Act of 1974 United States. Congress. House. Committee on Education and Labor. Subcommittee on Labor Standards, 1975 Congressional Record United States. Congress, 1961 *The Insurance Field*, 1906 Vols for 1910 56 include convention proceedings of various insurance organizations **Regulation of Money Managers** Tamar Frankel, Arthur B. Laby, Ann 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**

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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
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