

MATTEL INC /DE/  
Form 11-K  
June 21, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the Fiscal Year Ended December 31, 2012.

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 001-05647

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:  
**MATTEL, INC. PERSONAL INVESTMENT PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

# **MATTEL, INC.**

**333 Continental Boulevard**

**El Segundo, California 90245-5012**

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**MATTEL, INC. PERSONAL INVESTMENT PLAN**

**December 31, 2012 and 2011**

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**Report of Independent Registered Public Accounting Firm**

To the Participants and Administrator of

Mattel, Inc. Personal Investment Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Mattel, Inc. Personal Investment Plan (the Plan) at December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PRICEWATERHOUSECOOPERS

Los Angeles, California

June 21, 2013

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**MATTEL, INC. PERSONAL INVESTMENT PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

|  | December 31,<br>2012 | December 31,<br>2011 |
|--|----------------------|----------------------|
|  | (In thousands)       |                      |
| <b>ASSETS</b>  |                      |                      |
| Investments (Note 7)   | \$ 786,030           | \$ 715,994           |
| Receivables:   |                      |                      |
| Transfer from HIT Entertainment, Inc. 401(k) Plan  | 10,681               |                      |
| Notes receivable from participants   | 8,993                | 8,653                |
| Employer contributions   | 709                  | 1,469                |
| Participant contributions  | 783                  | 1,626                |
| Due from brokers for securities sold   | 625                  | 603                  |
| Interest and dividends   | 214                  | 300                  |
| Total receivables  | 22,005               | 12,651               |
| Total assets   | 808,035              | 728,645              |
| <b>LIABILITIES</b>   |                      |                      |
| Accrued expenses   | 217                  | 227                  |
| Due to brokers for securities purchased  | 331                  | 256                  |
| Total liabilities  | 548                  | 483                  |
| Net assets available for benefits, at fair value   | 807,487              | 728,162              |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (5,661)              | (5,557)              |
| Net assets available for benefits  | \$ 801,826           | \$ 722,605           |

*The accompanying notes are an integral part of these financial statements.*

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**MATTEL, INC. PERSONAL INVESTMENT PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**For the Year Ended December 31, 2012**

|  | (In thousands)    |
|--|-------------------|
| <b>Additions</b>   |                   |
| Investment income:   |                   |
| Net appreciation in fair value of investments                        | \$ 70,085         |
| Interest and dividends   | 9,991             |
| <b>Total investment income</b>                                       | <b>80,076</b>     |
| Interest income on notes receivable from participants                | 381               |
| <b>Contributions:</b>  |                   |
| Employer   | 27,540            |
| Participant  | 32,699            |
| <b>Total contributions</b>   | <b>60,239</b>     |
| <b>Total additions</b>   | <b>140,696</b>    |
| <b>Deductions</b>  |                   |
| Benefits paid to participants  | (58,805)          |
| Direct rollover of Plan assets into the Mattel Cash Balance Plan     | (12,272)          |
| Administrative expenses  | (1,079)           |
| <b>Total deductions</b>  | <b>(72,156)</b>   |
| <b>Net increase before transfer of assets</b>                        | <b>68,540</b>     |
| Transfer of HIT Entertainment, Inc. 401(k) Plan assets into the Plan | 10,681            |
| <b>Net increase</b>  | <b>79,221</b>     |
| Net assets available for benefits:                                   |                   |
| Beginning of year  | 722,605           |
| <b>End of year</b>   | <b>\$ 801,826</b> |

*The accompanying notes are an integral part of these financial statements.*

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**MATTEL, INC. PERSONAL INVESTMENT PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**1. General Description of the Plan**

The Mattel, Inc. Personal Investment Plan (the Plan or PIP) was established by Mattel, Inc. (the Company) effective November 1, 1983. The PIP is a contributory thrift savings form of a defined contribution plan that covers non-union employees of the Company and certain of its subsidiaries.

The Plan is sponsored and administered by the Company, acting by and through the Administrative Committee. The Plan's assets are held by Wells Fargo Bank, N.A. (Wells Fargo or the Trustee) and the recordkeeper is Aon Hewitt.

During July 2012, the Company converted one of its unrelated defined benefit plans, the Fisher-Price Pension Plan, into the Mattel Cash Balance Plan (the Mattel CBP). In connection with this conversion, PIP participants were allowed the option to rollover eligible PIP funds into the Mattel CBP through a one-time direct rollover, subject to a minimum rollover amount of \$5,000. Eligible funds included balances that could be distributed or withdrawn by active, terminated, or retired employees of the Company, Fisher-Price, or American Girl.

On February 1, 2012, the Company acquired Helium Holdings 1A Ltd (HIT Entertainment). The HIT Entertainment employees that were participants of the HIT Entertainment, Inc. 401(k) Plan (HIT 401(k) Plan) as of May 31, 2012 became participants of the Plan as of June 1, 2012. On December 31, 2012, the Company merged the HIT 401(k) Plan with and into the Plan. At December 31, 2012, the Plan recognized a receivable in the amount of the net assets transferred from the HIT 401(k) Plan into the Plan, as the net assets were not received by the Plan until January 2013.

*Eligibility*

Employees of the Company and certain of its subsidiaries are generally eligible to participate in the Plan immediately upon their hire date if they are full-time or part-time employees of the Company or certain of its subsidiaries and are age 20 or older, except that American Girl retail store employees age 20 and older are eligible to participate in the PIP after a 90-day waiting period has been completed and American Girl variable employees are not eligible to participate.

*Contributions*

For the Plan participants, excluding participants who are also participating in the Mattel CBP, the Company makes automatic contributions ranging from three percent to eight percent of compensation based on participants' ages, regardless of whether the participants elect to personally contribute to the Plan. For all Plan participants, the Company makes matching contributions equal to 100 percent of the first two percent of compensation and 50 percent of the next four percent of compensation contributed by participants. Plan participants who are not classified as highly compensated employees under the Internal Revenue Code may contribute up to an additional 74 percent of compensation, with no matching contributions by the Company. Plan participants who are classified as highly compensated employees may contribute up to an additional 14 percent of compensation, with no matching contributions by the Company.

The Plan includes provisions for automatic enrollment and re-enrollment of participants and automatic increases in participant contributions. Under these provisions, each employee is automatically enrolled for contributions upon his or her commencement of employment equal to two percent of his or her compensation. In addition, the contribution election of each participant who has elected (or who has been automatically enrolled) to contribute less than six percent of his or her compensation is automatically increased by one percent as of the first April that is at least 90 days after the participant has elected (or who has been automatically enrolled) to contribute to the Plan. The automatic one percent increase continues on each subsequent April until the participant's contribution level reaches six percent of compensation. A participant may affirmatively elect to override the automatic enrollment and contribution increases at any time. Effective January 1, 2013, the automatic increase in participant contributions for those participants contributing less than six percent of his or her compensation changed to two percent.

All contributions made to the Plan are subject to annual limitations imposed by the Internal Revenue Code.

Plan participants are able to direct all contributions into one or more of the 15 separate investment funds available under the Plan in 2012 and 2011, including a fund that is invested primarily in the Company's common stock (the Mattel, Inc. stock fund). Participants may not invest more

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than 25 percent of the contributions made to their accounts in the Mattel, Inc. stock fund or transfer more than 25 percent of their account balances to the Mattel, Inc. stock fund. Participants are not required to allocate any funds to the Mattel, Inc. stock fund, which allows them to limit or eliminate their exposure to market changes in the Company's stock price.

### *Vesting*

Participants are immediately vested in their contributions plus earnings thereon. Participants vest in the Company's contributions plus earnings thereon after three years of credited service. Participants who terminate employment due to retirement at or after the age of 65, permanent and total disability, or death become fully vested in the balances of their accounts.



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### *Notes Receivable from Participants*

Participants may borrow from their accounts a minimum of \$2,000 and a maximum equal to the lesser of \$50,000 less the highest outstanding loan balance in the last 12 months, or 50 percent of the vested balance of their account. Loan terms generally range from one to five years but can range from one to fifteen years if the loan proceeds are used for the purchase of a primary residence. The loans are secured by the vested balance of accounts and bear interest at the prime rate plus one percent set at the beginning of the month in which the loan is granted, and is fixed for the duration of the loan. Annual interest rates on loans outstanding for the Plan ranged from 4.25 to 10.5 percent at both December 31, 2012 and December 31, 2011. Principal and interest are paid ratably through payroll deductions.

### *Participant Accounts*

Participant accounts are credited with the participants' contributions and allocations of (a) the Company's contributions and (b) the Plan's earnings. The Company's contributions are invested in the Plan's investment funds based on the investment fund percentages chosen by participants for their contributions. Allocations of the Plan's earnings are based on the funds' earnings and the percentage of the funds the participants choose to hold. Nonvested account balances of participants who terminate employment are forfeited and used to reduce Company contributions in the future. Forfeitures used to reduce Company contributions in 2012 were approximately \$1,048,000.

### *Payment of Benefits*

Participants or beneficiaries of participants who terminate employment due to retirement, disability, death, or other reasons are allowed to receive a lump-sum payment equal to the vested balance of their account or installment payments over a period of five, ten, or fifteen years, unless the distributable benefit is less than \$1,000 in which case the payment is made in a lump sum.

### *Expenses of the Plan*

Investment manager expenses are allocated to the funds and paid by the Plan, with all other expenses paid by the Company.

## **2. Summary of Significant Accounting Policies**

### *Basis of Accounting*

The accompanying financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ( US GAAP ).

Investment contracts held by the Plan are reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts, as well as adjustments from fair value to contract value for fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

### *Valuation of Investments*

The Plan's investments are stated at fair value and are valued as follows:

The Plan's investments in the common and commingled trust funds, short-term investment fund, and mutual fund are valued at the net asset value of shares held. In general, there are no restrictions as to the redemption of these funds, nor does the Plan have any contractual obligations to further invest in any of these funds. In addition, these funds have daily liquidity with trades settling between one and three days and are fully benefit-responsive to participant transactions at the measurement date. Investments in common stock, including the Company's common stock, are valued using quoted market prices reported on the active market upon which the individual securities are traded. The stable asset fund holds primarily guaranteed investment contracts ( GICs ) and synthetic guaranteed investment contracts ( synthetic GICs ). The fair value of the GICs is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations, considering the credit worthiness of the issuer. The fair value of the synthetic GICs is determined based on the fair value of the individual underlying securities, which are primarily composed of high-quality fixed income securities and a collective trust fund. The fair value of the fixed income securities is determined based on valuations provided by an independent pricing service, which uses multiple valuation techniques that incorporate available

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market information and proprietary valuation models, which consider market characteristics, such as benchmark yield curve, credit spreads, estimated default rates and other security features. The fair value of the collective trust fund is based on the net asset value of shares held. The fair value of the synthetic GICs wrapper is determined using a market approach discounting methodology, which incorporates the difference between current market level rates for contract wrap fees and the wrap fee being charged.

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In determining the net assets available for benefits, the GICs and synthetic GICs are considered to be fully benefit-responsive and thus adjusted to contract value, which is equal to the principal balance plus accrued interest. Full or partial Plan sponsor-directed redemptions or terminations of the stable asset fund may be delayed for up to 30 days.

### *Notes Receivable from Participants*

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the plan document. No allowance for credit losses was recorded as of December 31, 2012 or 2011.

### *Contributions*

Company and participant contributions are reported in the financial statements in the period in which the related employee services are rendered. Participant rollover contributions are reported as participant contributions in the financial statements.

### *Income Recognition*

The net appreciation or depreciation in investment values during the period is reflected in the statement of changes in net assets available for benefits. The net appreciation or depreciation includes realized gains and losses on investments sold during the period and unrealized gains and losses on investments held. Securities transactions are recorded on the transaction date. Interest income is recorded on the accrual basis as earned. Dividend income is recorded on the ex-dividend date.

### *Payment of Benefits*

Benefit payments are recorded in the period in which the benefit payments occur. Benefits that are due to participants but remained unpaid at December 31, 2012 and December 31, 2011 totaled \$71,000 and \$199,000, respectively.

### *Risks and Uncertainties*

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Market values of the Plan's investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

### *Use of Estimates*

The preparation of the financial statements in conformity with US GAAP requires management of the Plan to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

## **3. Investment Contracts**

The Plan holds both GICs and synthetic GICs. These contracts are managed by Morley Capital Management, Inc. ( Morley ). The GICs are issued with a fixed crediting rate and a fixed maturity that does not change over the life of the contract. The synthetic GICs are wrap contracts paired with underlying investments, primarily consisting of high-quality fixed income securities owned by the Plan. The synthetic GICs provide for a variable crediting rate, based on current yields of the underlying assets, and do not have a final stated maturity date. The crediting rate typically re-sets on a monthly basis with a one-month look-back for the underlying investment portfolio statistics. The primary variables impacting future crediting rates include current yield of the investments within the contract, duration of the investments covered by the contract, and the existing difference between the fair value and the contract value of the investments within the contract.

For synthetic GICs, the contract issuers guarantee a minimum zero percent crediting rate.

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The average yield earned on the underlying investments equaled approximately 1% in both 2012 and 2011. The average yield earned reflecting actual crediting rates to participants equaled approximately 2% in both 2012 and 2011.

As described in Note 2, because the GICs and synthetic GICs held are fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the GICs and synthetic GICs. Contract value, as reported to the Plan by Morley, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. At December 31, 2012 and 2011, no reserves are considered necessary for any potential credit risk or other risk to the contract value of the investments. The contract issuers guarantee that all qualified participant withdrawals will occur at contract value, subject to the events described in the following paragraph.

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Certain events limit the ability of the Plan to transact at contract value with the insurance company and the financial institution issuer. Such events may include, but are not limited to: (1) amendments to the Plan's documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan's sponsor or other Plan's sponsor events that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act. The Plan's administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable. Certain events allow issuers to terminate GIC and wrap contracts with the Plan and settle at an amount different from the contract value. Such events may include, but are not limited to: (1) management of the portfolio which is not in accordance with investment guidelines, (2) breach of any material obligation under the wrap agreement, (3) any representation or warranty made by the contract holder that becomes untrue in any material way, (4) replacement of the advisor without prior consent of the issuer, (5) termination of fund, (6) fund ceases to qualify as a group trust or the Plan ceases to meet the appropriate tax qualifications, or (7) the wrap becomes a prohibited transaction within the meaning of Section 406 of the Employee Retirement Income Security Act.

**4. Tax Status of the Plan**

The Internal Revenue Service (the "IRS") has determined and informed the Company by a letter dated March 11, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "Code"). Although the Plan has been amended since receiving the determination letter, the Company and the Plan's counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2009.

**5. Related-Party Transactions**

The Company and Wells Fargo are parties-in-interest. The Plan's investment managers include BlackRock Financial Management, Institutional Capital Management, Morley, Northern Trust Company, Pyramis Global Advisors, PIMCO, and Lazard Asset Management, which are also parties-in-interest. A statutory exemption exists for transactions with these parties-in-interest.

The Plan had transactions in the common stock of the Company and the Wells Fargo Short-Term Investment Fund, which is managed by Wells Fargo. During 2012, purchases and sales of the Company's common stock totaled \$4,419,000 and \$5,655,000, respectively, and the purchases and sales of Wells Fargo Short-Term Investment Fund shares totaled \$289,242,000 and \$286,902,000, respectively.

**6. Plan Termination**

The Company anticipates the Plan will continue without interruption but reserves the right to discontinue the Plan. In the event such discontinuance results in the termination of the Plan, participants will become 100 percent vested in their accounts.

**7. Investments**

The following investments individually represent five percent or more of the Plan's net assets (in thousands):

|   | December 31,<br>2012 | December 31,<br>2011 |
|---|----------------------|----------------------|
| S&P 500 Equity Index Fund   | \$ 107,312           | \$ 94,714            |
| Prudential Trust Co Collective Trust at contract value<br>(fair value of \$55,504,000 and \$53,564,000, respectively) | 53,257               | 52,090               |

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|                                 |        |        |
|---------------------------------|--------|--------|
| International Equity Index Fund | 43,487 | 41,193 |
| Mattel, Inc. stock fund         | 40,906 | (a)    |

(a) *The Mattel, Inc. stock fund did not represent five percent or more of the Plan's net assets at December 31, 2011.*

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The Plan's investments include realized gains and losses on investments sold and unrealized gains and losses on investments held. The Plan's investments appreciated during the year ended December 31, 2012 as follows (in thousands):

|   |           |
|---|-----------|
| Common and commingled trust funds             | \$ 41,973 |
| Common stock                                  | 27,664    |
| Mutual fund                                   | 448       |
| Net appreciation in fair value of investments | \$ 70,085 |

The Company has directed the Trustee to invest any excess cash balances in the Wells Fargo Short-Term Investment Fund, which is a diversified portfolio of short-term investment securities.

**8. Fair Value Measurements**

The following tables present information about the Plan's assets and liabilities measured and reported in the financial statements at fair value and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value. The three levels of the fair value hierarchy are as follows:

Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.

Level 2 Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.

Level 3 Valuations based on inputs that are unobservable, supported by little or no market activity, and that are significant to the fair value of the assets or liabilities.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy levels. The Plan's assets measured and reported in the financial statements at fair value on a recurring basis include the following (in thousands):

|                                    | December 31, 2012 |           |         |           |
|------------------------------------|-------------------|-----------|---------|-----------|
|                                    | Level 1           | Level 2   | Level 3 | Total     |
| Investments:                       |                   |           |         |           |
| Short-term investment fund         | \$                | \$ 20,726 | \$      | \$ 20,726 |
| Common stock:                      |                   |           |         |           |
| Large Cap                          | 81,387            |           |         | 81,387    |
| Small/Mid Cap                      | 50,325            |           |         | 50,325    |
| Mattel, Inc. common stock          | 40,906            |           |         | 40,906    |
| Total common stock                 | 172,618           |           |         | 172,618   |
| Common and commingled trust funds: |                   |           |         |           |
| S&P 500 Equity Index Fund          |                   | 107,312   |         | 107,312   |
| International Equity Index Fund    |                   | 43,487    |         | 43,487    |
| Intermediate Bond Index Fund       |                   | 38,963    |         | 38,963    |

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|  |                   |                   |           |                   |
|--|-------------------|-------------------|-----------|-------------------|
| Wilshire 4500 Equity Index Fund                |                   | 36,677            |           | 36,677            |
| LifePath 2030 Index Fund                       |                   | 34,818            |           | 34,818            |
| LifePath 2040 Index Fund                       |                   | 32,672            |           | 32,672            |
| LifePath 2020 Index Fund                       |                   | 32,384            |           | 32,384            |
| LifePath Retirement Index Fund                 |                   | 18,610            |           | 18,610            |
| International Equity Fund                      |                   | 7,130             |           | 7,130             |
| LifePath 2015 Index Fund                       |                   | 4,537             |           | 4,537             |
| <b>Total common and commingled trust funds</b> |                   | <b>356,590</b>    |           | <b>356,590</b>    |
| Long-term US government bond mutual fund       | 31,716            |                   |           | 31,716            |
| Synthetic guaranteed investment contracts      |                   | 202,233           |           | 202,233           |
| Guaranteed investment contracts                |                   | 2,147             |           | 2,147             |
| <b>Total investments</b>                       | <b>\$ 204,334</b> | <b>\$ 581,696</b> | <b>\$</b> | <b>\$ 786,030</b> |



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|  | December 31, 2011 |                   |           |                   |
|--|-------------------|-------------------|-----------|-------------------|
|  | Level 1           | Level 2           | Level 3   | Total             |
| <b>Investments:</b>                            |                   |                   |           |                   |
| Short-term investment fund                     | \$                | \$ 18,391         | \$        | \$ 18,391         |
| <b>Common stock:</b>                           |                   |                   |           |                   |
| Large Cap                                      | 76,437            |                   |           | 76,437            |
| Small/Mid Cap                                  | 47,598            |                   |           | 47,598            |
| Mattel, Inc. common stock                      | 32,364            |                   |           | 32,364            |
| <b>Total common stock</b>                      | <b>156,399</b>    |                   |           | <b>156,399</b>    |
| <b>Common and commingled trust funds:</b>      |                   |                   |           |                   |
| S&P 500 Equity Index Fund                      |                   | 94,714            |           | 94,714            |
| International Equity Index Fund                |                   | 41,193            |           | 41,193            |
| Intermediate Bond Index Fund                   |                   | 31,309            |           | 31,309            |
| Wilshire 4500 Equity Index Fund                |                   | 29,832            |           | 29,832            |
| LifePath 2020 Index Fund                       |                   | 27,213            |           | 27,213            |
| LifePath 2030 Index Fund                       |                   | 26,828            |           | 26,828            |
| LifePath 2040 Index Fund                       |                   | 22,165            |           | 22,165            |
| LifePath Retirement Index Fund                 |                   | 15,605            |           | 15,605            |
| International Equity Fund                      |                   | 4,742             |           | 4,742             |
| LifePath 2015 Index Fund                       |                   | 2,089             |           | 2,089             |
| <b>Total common and commingled trust funds</b> |                   | <b>295,690</b>    |           | <b>295,690</b>    |
| Long-term US government bond mutual fund       | 30,065            |                   |           | 30,065            |
| Synthetic guaranteed investment contracts      |                   | 198,500           |           | 198,500           |
| Guaranteed investment contracts                |                   | 16,949            |           | 16,949            |
| <b>Total investments</b>                       | <b>\$ 186,464</b> | <b>\$ 529,530</b> | <b>\$</b> | <b>\$ 715,994</b> |

There have been no changes in the valuation methodologies used to value the Plan's assets at fair value at December 31, 2012 and 2011.

**9. Differences between Financial Statements and Form 5500**

The following is a reconciliation of net assets available for benefits at December 31, 2012 and 2011 per the Plan financial statements to the Form 5500 (in thousands):

|   | 2012              | 2011              |
|---|-------------------|-------------------|
| Net assets available for benefits per the financial statements                                  | \$ 801,826        | \$ 722,605        |
| Adjustments from contract value to fair value for fully benefit-responsive investment contracts | 5,661             | 5,557             |
| Benefits due to participants but unpaid at year-end   | (71)              | (199)             |
| Loans classified as uncollectible per the Form 5500   | (88)              | (71)              |
| <b>Net assets available for benefits per the Form 5500</b>                                      | <b>\$ 807,328</b> | <b>\$ 727,892</b> |

The following is a reconciliation of the net increase in the net assets available for benefits per the Plan financial statements to the Form 5500 (in thousands):

|   | 2012      |
|---|-----------|
| Net increase in net assets available for benefits per the financial statements                  | \$ 79,221 |
| Adjustments from contract value to fair value for fully benefit-responsive investment contracts | 104       |

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|   |           |
|---|-----------|
| Benefits due to participants but unpaid at year-end                 | 128       |
| Deemed distributions of participant loans per the Form 5500         | (17)      |
| Net increase in net assets available for benefits per the Form 5500 | \$ 79,436 |

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**10. Subsequent Events**

In preparing these financial statements, the Plan evaluated the events and transactions that occurred between December 31, 2012 and the date these financial statements were issued.

**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2012**

| (b) Identity of Issuer, Borrower,                | (c) Description of Investment, including Maturity Date, | (d)           | (e) Current    |
|--|---|---------------|----------------|
| (a) Lessor or Similar Party                      | Rate of Interest, Collateral, Par, or Maturity Value    | Cost          | Value          |
| <b><u>Common and Commingled Trust Funds:</u></b> |   |               |                |
| * BGI Equity Index Fund                          | 2,113,000 shares  | \$ 79,791,000 | \$ 107,312,000 |
| * BGI Intermediate Government/Corp Fund          | 1,584,000 shares  | 33,526,000    | 38,963,000     |
| * BGI Lifepath Index 2015 Fund                   | 363,000 shares  | 4,335,000     | 4,537,000      |
| * BGI Lifepath Index 2020 Fund                   | 2,260,000 shares  | 27,315,000    | 32,384,000     |
| * BGI Lifepath Index 2030 Fund                   | 2,485,000 shares  | 29,425,000    | 34,818,000     |
| * BGI Lifepath Index 2040 Fund                   | 2,368,000 shares  | 27,913,000    | 32,672,000     |
| * BGI Lifepath Index Retirement                  | 1,262,000 shares  | 16,415,000    | 18,610,000     |
| * Northern Trust EAFE (Index) Fund               | 113,000 shares  | 39,745,000    | 43,487,000     |
| * Northern Trust Wilshire 4500 (Index) Fund      | 104,000 shares  | 30,338,000    | 36,677,000     |
| * Pyramis Select International Fund              | 54,000 shares   | 6,283,000     | 7,130,000      |
| Total  |   |               | 356,590,000    |
| <b><u>Common Stocks:</u></b>                     |   |               |                |
| Ace Limited                                      | 22,000 shares   | 1,371,000     | 1,760,000      |
| Adobe Sys Inc                                    | 38,000 shares   | 1,265,000     | 1,419,000      |
| Aeropostale                                      | 36,000 shares   | 500,000       | 466,000        |
| Alaska Air Group Inc                             | 13,000 shares   | 458,000       | 560,000        |
| American Eagle Outfitters Inc New                | 34,000 shares   | 537,000       | 695,000        |
| American Reprographics Co                        | 69,000 shares   | 527,000       | 177,000        |
| Ann Inc  | 11,000 shares   | 289,000       | 379,000        |
| Arch Capital Group Ltd                           | 21,000 shares   | 696,000       | 938,000        |
| Associated Banc Corp                             | 50,000 shares   | 622,000       | 659,000        |
| Autodesk Inc                                     | 23,000 shares   | 767,000       | 828,000        |
| B B & T Corp                                     | 51,000 shares   | 1,244,000     | 1,470,000      |
| B/E Aerospace, Inc.                              | 14,000 shares   | 508,000       | 682,000        |
| Bally Technologies Inc                           | 11,000 shares   | 448,000       | 496,000        |
| Barrett Bill Corp                                | 27,000 shares   | 549,000       | 482,000        |
| Barrick Gold Corp                                | 46,000 shares   | 1,813,000     | 1,617,000      |
| Baxter Intl Inc                                  | 28,000 shares   | 1,520,000     | 1,870,000      |
| Bce Inc  | 39,000 shares   | 1,025,000     | 1,673,000      |
| * Blackrock Inc                                  | 7,000 shares  | 1,252,000     | 1,437,000      |
| BMC Software Inc                                 | 14,000 shares   | 586,000       | 551,000        |
| California Wtr Svc Group                         | 25,000 shares   | 406,000       | 464,000        |
| Capital One Financial Corp                       | 43,000 shares   | 1,914,000     | 2,471,000      |
| Carefusion Corp                                  | 33,000 shares   | 867,000       | 955,000        |
| Carpenter Technology Corp                        | 14,000 shares   | 662,000       | 697,000        |
| Central Garden And Pet Co                        | 66,000 shares   | 692,000       | 692,000        |

**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2012**

| <b>(b) Identity of Issuer, Borrower,</b> |                                | <b>(c) Description of Investment, including Maturity Date,</b> | <b>(d)</b>  | <b>(e) Current</b> |
|--|--------------------------------|--|-------------|--------------------|
| <b>(a)</b>                               | <b>Lessor or Similar Party</b> | <b>Rate of Interest, Collateral, Par, or Maturity Value</b>    | <b>Cost</b> | <b>Value</b>       |
|  | Churchill Downs Inc            | 5,000 shares   | 244,000     | 319,000            |
|  | Cisco Systems Inc              | 141,000 shares   | 2,359,000   | 2,771,000          |
|  | Citigroup, Inc.                | 80,000 shares  | 2,329,000   | 3,163,000          |
|  | Coca Cola Co                   | 17,000 shares  | 550,000     | 625,000            |
|  | Covidien Plc                   | 30,000 shares  | 1,277,000   | 1,752,000          |
|  | Cummins Inc.                   | 14,000 shares  | 1,439,000   | 1,533,000          |
|  | Cytec Inds Inc                 | 6,000 shares   | 238,000     | 392,000            |
|  | Diamondback Energy Inc         | 17,000 shares  | 305,000     | 330,000            |
|  | East West Bancorp Inc          | 36,000 shares  | 726,000     | 767,000            |
|  | Echo Global Logistics, Inc     | 28,000 shares  | 385,000     | 501,000            |
|  | Encana Corp                    | 56,000 shares  | 1,173,000   | 1,105,000          |
|  | Extra Space Storage Inc        | 23,000 shares  | 652,000     | 852,000            |
|  | Exxon Mobil Corporation        | 35,000 shares  | 2,773,000   | 2,995,000          |
|  | Fleetmatics Group Ltd          | 16,000 shares  | 319,000     | 400,000            |
|  | Flir Sys Inc                   | 40,000 shares  | 1,010,000   | 899,000            |
|  | Ford Motor Company             | 73,000 shares  | 832,000     | 941,000            |
|  | General Electric Co            | 125,000 shares   | 2,151,000   | 2,631,000          |
|  | Gilead Sciences Inc            | 10,000 shares  | 777,000     | 760,000            |
|  | Haemonetics Corp Mass          | 23,000 shares  | 699,000     | 931,000            |
|  | Halliburton Co                 | 50,000 shares  | 1,724,000   | 1,743,000          |
|  | Harsco Corp                    | 25,000 shares  | 596,000     | 578,000            |
|  | Hasbro Inc                     | 19,000 shares  | 738,000     | 696,000            |
|  | Honeywell International Inc    | 49,000 shares  | 1,946,000   | 3,129,000          |
|  | Hub Group Inc                  | 22,000 shares  | 670,000     | 729,000            |
|  | Iconix Brand Group Inc         | 30,000 shares  | 524,000     | 661,000            |
|  | Ii-Vi Inc                      | 39,000 shares  | 725,000     | 720,000            |
|  | Informatica Corp               | 17,000 shares  | 362,000     | 509,000            |
|  | Innophos Holdings Inc          | 10,000 shares  | 507,000     | 484,000            |
|  | J2 Global, Inc.                | 20,000 shares  | 561,000     | 612,000            |
|  | Johnson & Johnson              | 43,000 shares  | 2,945,000   | 3,046,000          |
|  | Johnson Controls Inc           | 68,000 shares  | 1,747,000   | 2,078,000          |
|  | JPMorgan Chase & Co            | 63,000 shares  | 2,619,000   | 2,764,000          |
|  | Kar Auction Services Inc       | 29,000 shares  | 514,000     | 579,000            |
|  | Kennametal Inc                 | 13,000 shares  | 462,000     | 504,000            |
|  | Key Energy Services Inc        | 56,000 shares  | 395,000     | 389,000            |
|  | Kilroy Realty Corp             | 16,000 shares  | 619,000     | 777,000            |
|  | Littelfuse Inc                 | 12,000 shares  | 668,000     | 741,000            |
|  | Lowes Cos Inc                  | 16,000 shares  | 426,000     | 565,000            |
|  | Macerich Co                    | 14,000 shares  | 662,000     | 805,000            |
|  | Marathon Oil Corp              | 50,000 shares  | 1,529,000   | 1,536,000          |
|  | Mastec Inc                     | 29,000 shares  | 493,000     | 718,000            |
| *  | Mattel, Inc                    | 1,117,000 shares   | 23,364,000  | 40,906,000         |
|  | Mathews Intl Corp              | 18,000 shares  | 588,000     | 587,000            |
|  | McDonalds Corp                 | 15,000 shares  | 1,415,000   | 1,358,000          |



**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN**

EIN: 95-1567322 PN: 002

**SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

At December 31, 2012

**(b) Identity of Issuer, Borrower,**

| (a) | (b) Identity of Issuer, Borrower,<br>Lessor or Similar Party | (c) Description of Investment, including Maturity Date,<br>Rate of Interest, Collateral, Par, or Maturity Value | (d)<br>Cost | (e) Current<br>Value |
|-----|--|---|-------------|----------------------|
|     | McKesson Corp  | 15,000 shares   | 1,250,000   | 1,425,000            |
|     | Metlife Inc  | 21,000 shares   | 856,000     | 690,000              |
|     | Microsemi Corp   | 38,000 shares   | 734,000     | 789,000              |
|     | Microsoft Corp   | 38,000 shares   | 1,012,000   | 1,024,000            |
|     | Mid America Apartment  | 11,000 shares   | 758,000     | 732,000              |
|     | Middleby Corp  | 3,000 shares  | 220,000     | 369,000              |
|     | Modine Mfg Co  | 58,000 shares   | 667,000     | 472,000              |
|     | Monsanto Co  | 25,000 shares   | 1,694,000   | 2,343,000            |
|     | Mosaic Co  | 2,000 shares  | 82,000      | 85,000               |
|     | National Oilwell Varco Inc                                   | 13,000 shares   | 935,000     | 909,000              |
|     | Netscout Systems Inc   | 37,000 shares   | 721,000     | 972,000              |
|     | New Jersey Res Corp  | 21,000 shares   | 911,000     | 832,000              |
|     | Novartis Ag  | 36,000 shares   | 2,055,000   | 2,276,000            |
|     | Occidental Pete Corp   | 15,000 shares   | 1,172,000   | 1,149,000            |
|     | On Semiconductor Corp  | 108,000 shares  | 825,000     | 764,000              |
|     | Owens Ill Inc  | 43,000 shares   | 1,097,000   | 920,000              |
|     | Pacwest Bancorp  | 35,000 shares   | 649,000     | 875,000              |
|     | Pbf Energy Inc   | 19,000 shares   | 517,000     | 561,000              |
|     | Pfizer Inc   | 144,000 shares  | 2,353,000   | 3,610,000            |
|     | Ps Business Parks Inc  | 9,000 shares  | 588,000     | 604,000              |
|     | Quanta Svcs Inc  | 21,000 shares   | 415,000     | 579,000              |
|     | Raymond James Finl Inc                                       | 22,000 shares   | 782,000     | 828,000              |
|     | Realogy Holdings Corp  | 4,000 shares  | 113,000     | 176,000              |
|     | Red Hat Inc  | 14,000 shares   | 624,000     | 736,000              |
|     | Regal Beloit Corp  | 8,000 shares  | 486,000     | 575,000              |
|     | Rock-Tenn Co Cl A  | 7,000 shares  | 430,000     | 517,000              |
|     | Rockwood Hldgs Inc   | 10,000 shares   | 412,000     | 504,000              |
|     | Rosetta Resources Inc  | 9,000 shares  | 432,000     | 395,000              |
|     | Rowan Companies Plc  | 20,000 shares   | 660,000     | 638,000              |
|     | Schein Henry Inc   | 8,000 shares  | 574,000     | 644,000              |
|     | Schweitzer-Mauduit Intl Inc                                  | 25,000 shares   | 784,000     | 964,000              |
|     | Signature Bk New York N Y                                    | 8,000 shares  | 431,000     | 549,000              |
|     | Southwestern Energy Co                                       | 38,000 shares   | 1,321,000   | 1,266,000            |
|     | Spx Corp   | 5,000 shares  | 385,000     | 365,000              |
|     | SS&C Technologies Holdings Inc                               | 29,000 shares   | 544,000     | 659,000              |
|     | Stanley Black & Decker, Inc                                  | 20,000 shares   | 1,243,000   | 1,472,000            |
|     | Targa Resources Corp   | 9,000 shares  | 417,000     | 470,000              |
|     | Tenneco Inc  | 13,000 shares   | 430,000     | 446,000              |
|     | Texas Instruments Inc  | 106,000 shares  | 2,978,000   | 3,292,000            |
|     | Texas Roadhouse, Inc   | 33,000 shares   | 519,000     | 553,000              |
|     | Time Warner Inc  | 83,000 shares   | 2,777,000   | 3,958,000            |
|     | Treehouse Foods Inc  | 7,000 shares  | 381,000     | 386,000              |
|     | Trimas Corp  | 35,000 shares   | 690,000     | 990,000              |
|     | Unitedhealth Group Inc                                       | 31,000 shares   | 1,530,000   | 1,676,000            |

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|                        |               |         |         |
|------------------------|---------------|---------|---------|
| US Silica Holdings Inc | 43,000 shares | 661,000 | 712,000 |
| Validus Holdings Ltd   | 25,000 shares | 800,000 | 861,000 |



**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN**

EIN: 95-1567322 PN: 002

**SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

At December 31, 2012

| (b) Identity of Issuer, Borrower,                          |                                     | (c) Description of Investment, including Maturity Date, | (d)       | (e) Current |
|--|-------------------------------------|---|-----------|-------------|
| (a)  | Lessor or Similar Party             | Rate of Interest, Collateral, Par, or Maturity Value    | Cost      | Value       |
|  | Vca Antech Inc                      | 46,000 shares   | 957,000   | 975,000     |
|  | Vera Bradley Inc                    | 32,000 shares   | 843,000   | 791,000     |
|  | Vertex Pharmaceuticals Inc          | 12,000 shares   | 466,000   | 495,000     |
|  | Viacom Inc                          | 50,000 shares   | 1,882,000 | 2,640,000   |
|  | Vodafone Group Plc                  | 113,000 shares  | 2,973,000 | 2,845,000   |
|  | Waddell & Reed Financial Inc        | 22,000 shares   | 726,000   | 756,000     |
|  | Walter Energy Inc.                  | 11,000 shares   | 615,000   | 398,000     |
|  | Weight Watchers Intl Inc            | 7,000 shares  | 358,000   | 361,000     |
| *  | Wells Fargo & Co                    | 47,000 shares   | 1,080,000 | 1,593,000   |
|  | Wintrust Finl Corp                  | 25,000 shares   | 770,000   | 903,000     |
|  | Xilinx Inc                          | 26,000 shares   | 756,000   | 930,000     |
|  | Total                               |   |           | 172,618,000 |
| <b>Traditional Guaranteed Investment Contracts:</b>        |                                     |   |           |             |
|  | Met Life GAC #32196X                | 2.39%, due 1/31/2013                                    | 2,143,000 | 2,147,000   |
|  | Total                               |   |           | 2,147,000   |
| <b>Synthetic Guaranteed Investment Contracts:</b>          |                                     |   |           |             |
| <i>AIG Wrap-Multi Asset (Contract #399892)</i>             |                                     |   |           |             |
|  | Banc of America Comml 2005-1 A3     | 4.88%, due 2/10/2013                                    |           | 72,000      |
|  | Citibank Credit Card Issuance Trust | 4.85%, due 4/22/2013                                    |           | 2,047,000   |
|  | Fannie Mae                          | 5.00%, due 6/25/2017                                    |           | 136,000     |
|  | Fannie Mae                          | 4.50%, due 8/25/2017                                    |           | 247,000     |
|  | Fannie Mae                          | 5.50%, due 9/25/2026                                    |           | 291,000     |
|  | Freddie Mac                         | 5.00%, due 3/15/2022                                    |           | 382,000     |
|  | Freddie Mac                         | 4.50%, due 3/15/2017                                    |           | 171,000     |
|  | Freddie Mac                         | 4.50%, due 10/15/2014                                   |           | 113,000     |
|  | Freddie Mac                         | 5.50%, due 2/15/2014                                    |           | 80,000      |
|  | General Electric Capital Corp       | 5.50%, due 6/04/2014                                    |           | 2,143,000   |
|  | GlaxoSmithKline PLC                 | 4.85%, due 5/15/2013                                    |           | 1,535,000   |
|  | Oracle Corp                         | 4.95%, due 4/15/2013                                    |           | 1,535,000   |
|  | Wrap contract                       |   |           |             |
|  | Total                               |   |           | 8,752,000   |
| <i>Bank of America Wrap-Multi Asset (Contract #02-069)</i> |                                     |   |           |             |
|  | 3M Co                               | 4.38%, due 8/15/2013                                    |           | 1,563,000   |
|  | Citibank Credit Card Issuance Trust | 4.90%, due 12/10/2014                                   |           | 2,721,000   |
|  | EI Dupont De Nemours                | 5.00%, due 7/15/2013                                    |           | 786,000     |
|  | Fannie Mae                          | 4.00%, due 2/25/2017                                    |           | 156,000     |
|  | Fannie Mae                          | 4.50%, due 12/25/2014                                   |           | 100,000     |
|  | Fannie Mae                          | 4.50%, due 2/25/2025                                    |           | 913,000     |
|  | Fannie Mae                          | 4.00%, due 2/25/2018                                    |           | 144,000     |
|  | Fannie Mae                          | 5.00%, due 7/25/2022                                    |           | 426,000     |
|  | Freddie Mac                         | 1.38%, due 1/12/2013                                    |           | 4,027,000   |



**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2012**

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|-----|--|---|-------------|----------------------|
|     | Freddie Mac  | 4.00%, due 6/15/2015  |             | 525,000              |
|     | Freddie Mac  | 4.50%, due 6/15/2014  |             | 167,000              |
|     | Freddie Mac  | 4.50%, due 12/15/2024   |             | 422,000              |
|     | Freddie Mac  | 4.50%, due 1/15/2014  |             | 193,000              |
|     | LB-UBS Commercial Mortgage Trust                             | 5.17%, due 10/15/2014   |             | 541,000              |
|     | U.S. Government  | 3.13%, due 8/31/2013  |             | 1,391,000            |
|     | U.S. Government  | 1.50%, due 12/31/2013   |             | 1,013,000            |
|     | U.S. Government  | 1.38%, due 3/15/2013  |             | 921,000              |
|     | Wrap contract  |   |             |                      |
|     | Total  |   |             | 16,009,000           |
|     | <i>JPMorgan Chase Wrap-Multi Asset</i>                       |   |             |                      |
|     | <i>(Contract # MORLEY227)</i>                                |   |             |                      |
|     | Cleco Katrina/Rita Hurricane Recovery Funding LLC            | 4.41%, due 3/01/2017  |             | 604,000              |
|     | Colgate-Palmolive Co   | 4.20%, due 5/15/2013  |             | 816,000              |
|     | Discover Card Master Trust I                                 | 5.65%, due 6/15/2013  |             | 744,000              |
|     | Fannie Mae   | 3.00%, due 4/25/2013  |             | 12,000               |
|     | Fannie Mae   | 4.00%, due 9/25/2018  |             | 556,000              |
|     | Fannie Mae   | 4.50%, due 11/25/2014   |             | 380,000              |
|     | Fannie Mae   | 3.63%, due 2/12/2013  |             | 1,527,000            |
|     | Fannie Mae   | 5.00%, due 11/25/2021   |             | 286,000              |
|     | Freddie Mac  | 4.50%, due 6/15/2013  |             | 171,000              |
|     | Hewlett Packard Co   | 4.50%, due 3/01/2013  |             | 1,440,000            |
|     | JPMorgan Chase   | 5.34%, due 3/12/2015  |             | 615,000              |
|     | JPMorgan Chase   | 5.58%, due 7/12/2013  |             | 543,000              |
|     | U.S. Government  | 3.13%, due 8/31/2013  |             | 1,391,000            |
|     | U.S. Government  | 1.38%, due 5/15/2013  |             | 1,016,000            |
|     | Wrap contract  |   |             |                      |
|     | Total  |   |             | 10,101,000           |
|     | <i>Monumental Life Wrap-Multi Asset</i>                      |   |             |                      |
|     | <i>(Contract #MDA00450TR)</i>                                |   |             |                      |
|     | ABB Finance USA Inc  | 1.63%, due 5/08/2017  |             | 46,000               |
|     | AEP Texas Central Transitional Funding                       | 6.25%, due 1/15/2016  |             | 281,000              |
|     | Alabama Power Co   | 5.20%, due 1/15/2016  |             | 684,000              |
|     | Ally Auto Receivables Trust 2011-2 A4                        | 1.98%, due 6/15/2015  |             | 348,000              |
|     | American Express Credit Corp                                 | 0.68%, due 8/15/2015  |             | 115,000              |
|     | American Express Credit Corp                                 | 2.38%, due 3/24/2017  |             | 211,000              |
|     | American Express Credit Corp                                 | 1.75%, due 6/12/2015  |             | 128,000              |
|     | Anheuser-Busch   | 1.38%, due 7/15/2017  |             | 178,000              |

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|   |                       |         |
|---|-----------------------|---------|
| AstraZeneca PLC                         | 5.40%, due 6/01/2014  | 113,000 |
| AT&T Corp                               | 1.40%, due 12/01/2017 | 576,000 |
| Banc of America Comml 2005-3 A4         | 4.67%, due 6/10/2015  | 229,000 |
| Banc of America Comml 2005-5 A4         | 5.12%, due 9/10/2015  | 156,000 |
| Banc of America Comml 2005-6 A4 Floater | 5.19%, due 11/10/2015 | 112,000 |

**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2012**

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|-----|--|---|-------------|-------------------------|
|     | Banc of America Comm1 2006-5 AAB                             | 5.38%, due 4/10/2015  |             | 178,000                 |
|     | Bank Nova Scotia   | 1.38%, due 12/18/2017   |             | 70,000                  |
|     | Bank of America Auto Trust 2010-2 A4                         | 1.94%, due 11/15/2013   |             | 339,000                 |
|     | Bank of NY Mellon  | 1.97%, due 6/20/2017  |             | 15,000                  |
|     | Bank of NY Mellon  | 1.20%, due 2/20/2015  |             | 137,000                 |
|     | Bank of NY Mellon  | 1.30%, due 1/25/2018  |             | 400,000                 |
|     | Berkshire Hathaway Financial                                 | 4.60%, due 5/15/2013  |             | 153,000                 |
|     | Berkshire Hathaway Financial                                 | 1.60%, due 5/15/2017  |             | 102,000                 |
|     | BHP Billiton USA   | 1.00%, due 2/24/2015  |             | 71,000                  |
|     | Blackrock Inc  | 1.38%, due 6/01/2015  |             | 259,000                 |
|     | BNP Paribas  | 3.25%, due 3/11/2015  |             | 685,000                 |
|     | BP Capital Markets   | 1.38%, due 11/06/2017   |             | 115,000                 |
|     | Canadian Imperial Bank of Commerce                           | 0.90%, due 10/01/2015   |             | 25,000                  |
|     | Caterpillar Financial Services                               | 1.05%, due 3/26/2015  |             | 202,000                 |
|     | Caterpillar Financial Services                               | 1.10%, due 5/29/2015  |             | 40,000                  |
|     | Caterpillar Financial Services                               | 1.63%, due 6/01/2017  |             | 82,000                  |
|     | CD 2005-CD1 A4 Commercial Mortgage Trust                     | 5.22%, due 9/15/2015  |             | 234,000                 |
|     | Centerpoint Energy 2005-A A4                                 | 5.17%, due 8/01/2017  |             | 58,000                  |
|     | Centerpoint Energy 2012-1 A1                                 | 0.90%, due 4/15/2017  |             | 127,000                 |
|     | Centerpoint Energy 2012-1 A2                                 | 2.16%, due 10/15/2020   |             | 147,000                 |
|     | CFCRE 2011-C2 A2 Commercial Mortgage Trust                   | 3.06%, due 12/15/2016   |             | 150,000                 |
|     | Charles Schwab   | 0.85%, due 12/04/2015   |             | 150,000                 |
|     | Chase Issuance Trust   | 5.16%, due 2/15/2016  |             | 160,000                 |
|     | Chase Issuance Trust   | 0.79%, due 6/15/2015  |             | 539,000                 |
|     | Chase Issuance Trust   | 1.58%, due 8/15/2019  |             | 252,000                 |
|     | Chevron Corp   | 1.10%, due 12/05/2017   |             | 504,000                 |
|     | Cisco Systems  | 1.63%, due 3/14/2014  |             | 510,000                 |
|     | Citibank Credit Card Issuance Trust 2006-A3                  | 5.30%, due 3/15/2016  |             | 163,000                 |
|     | Citibank Credit Card Issuance Trust 2007-A8                  | 5.65%, due 9/20/2017  |             | 761,000                 |
|     | Coca-Cola  | 0.75%, due 3/13/2015  |             | 197,000                 |
|     | Commercial Mortgage Pass-through                             | 5.41%, due 10/15/2015   |             | 152,000                 |
|     | ConocoPhillips   | 5.50%, due 4/15/2013  |             | 718,000                 |
|     | ConocoPhillips   | 1.05%, due 12/15/2017   |             | 190,000                 |
|     | Costco Companies   | 1.13%, due 12/15/2017   |             | 292,000                 |
|     | Credit Suisse First Boston Mortgage Security Corp            | 5.10%, due 7/15/2013  |             | 60,000                  |
|     | Credit Suisse USA  | 5.13%, due 8/15/2015  |             | 678,000                 |
|     | Discover Card Master Trust I                                 | 0.81%, due 2/15/2015  |             | 202,000                 |
|     | Discover Card Master Trust I                                 | 0.86%, due 5/15/2015  |             | 201,000                 |
|     | Discover Card Master Trust I                                 | 1.67%, due 7/15/2019  |             | 141,000                 |
|     | Entergy Louisiana Investment Recovery Funding LLC            | 2.04%, due 6/01/2021  |             | 133,000                 |
|     | Fannie Mae   | 4.75%, due 2/21/2013  |             | 409,000                 |
|     | Fannie Mae   | 0.88%, due 8/28/2017  |             | 704,000                 |
|     | Fannie Mae   | 4.00%, due 1/25/2039  |             | 123,000                 |
|     | Fannie Mae   | 1.37%, due 1/25/2022  |             | 283,000                 |



**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN**

EIN: 95-1567322 PN: 002

**SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

At December 31, 2012

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|-----|--|---|-------------|----------------------|
|     | Fannie Mae   | 1.52%, due 4/25/2018  |             | 51,000               |
|     | Fannie Mae   | 1.54%, due 4/25/2022  |             | 30,000               |
|     | Fannie Mae   | 1.36%, due 4/25/2022  |             | 93,000               |
|     | Fannie Mae   | 1.23%, due 7/25/2022  |             | 297,000              |
|     | Fannie Mae   | 1.23%, due 7/25/2022  |             | 366,000              |
|     | Fannie Mae   | 3.50%, due 7/25/2025  |             | 524,000              |
|     | Fannie Mae   | 3.50%, due 9/25/2025  |             | 546,000              |
|     | Fannie Mae   | 3.50%, due 10/25/2025   |             | 595,000              |
|     | Fannie Mae   | 3.00%, due 11/25/2026   |             | 649,000              |
|     | Fannie Mae   | 3.00%, due 6/25/2027  |             | 303,000              |
|     | Fannie Mae   | 2.50%, due 9/25/2027  |             | 291,000              |
|     | Fannie Mae   | 2.50%, due 10/25/2027   |             | 228,000              |
|     | Fannie Mae   | 5.00%, due 6/25/2017  |             | 164,000              |
|     | Fannie Mae   | 2.75%, due 5/25/2018  |             | 339,000              |
|     | Fannie Mae   | 2.50%, due 9/25/2021  |             | 514,000              |
|     | Fannie Mae   | 3.00%, due 7/25/2020  |             | 311,000              |
|     | Fannie Mae   | 5.50%, due 3/25/2021  |             | 149,000              |
|     | Fannie Mae   | 4.50%, due 11/25/2022   |             | 528,000              |
|     | Fannie Mae   | 3.50%, due 8/25/2025  |             | 455,000              |
|     | Fannie Mae   | 4.00%, due 12/25/2025   |             | 323,000              |
|     | Fannie Mae   | 2.50%, due 4/25/2027  |             | 302,000              |
|     | Fannie Mae   | 3.50%, due 7/25/2025  |             | 476,000              |
|     | Fannie Mae   | 5.50%, due 2/25/2021  |             | 301,000              |
|     | Fannie Mae   | 3.50%, due 5/25/2025  |             | 325,000              |
|     | Federal Farm Credit Bank                                     | 0.50%, due 5/01/2015  |             | 552,000              |
|     | Federal Home Loan Bank                                       | 3.25%, due 9/12/2014  |             | 1,060,000            |
|     | Fidelity Gov Inst Cl-Mon Wrap                                | Interest-bearing cash   |             | 522,000              |
|     | Florida Power Corp   | 0.65%, due 11/15/2015   |             | 100,000              |
|     | FORDO 2012-C A4  | 0.79%, due 4/15/2016  |             | 100,000              |
|     | Freddie Mac  | 5.00%, due 3/15/2021  |             | 96,000               |
|     | Freddie Mac  | 4.00%, due 10/15/2023   |             | 703,000              |
|     | Freddie Mac  | 4.00%, due 11/15/2025   |             | 403,000              |
|     | Freddie Mac  | 2.50%, due 2/15/2027  |             | 276,000              |
|     | Freddie Mac  | 4.00%, due 1/15/2024  |             | 570,000              |
|     | Freddie Mac  | 3.00%, due 3/15/2027  |             | 236,000              |
|     | Freddie Mac  | 4.00%, due 10/15/2020   |             | 168,000              |
|     | Freddie Mac  | 3.50%, due 5/15/2026  |             | 124,000              |
|     | Freddie Mac  | 2.50%, due 11/15/2026   |             | 443,000              |
|     | Freddie Mac  | 3.00%, due 1/15/2027  |             | 533,000              |
|     | Freddie Mac  | 4.50%, due 6/15/2017  |             | 163,000              |
|     | Freddie Mac  | 3.50%, due 10/15/2025   |             | 226,000              |
|     | Freddie Mac  | 2.50%, due 5/15/2027  |             | 270,000              |
|     | Freddie Mac  | 3.00%, due 4/15/2027  |             | 178,000              |
|     | Freddie Mac  | 3.00%, due 6/15/2027  |             | 438,000              |

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|             |                      |         |
|-------------|----------------------|---------|
| Freddie Mac | 2.00%, due 6/15/2023 | 368,000 |
| Freddie Mac | 3.50%, due 8/15/2015 | 232,000 |



**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2012**

| (a) | (b) Identity of Issuer, Borrower,<br>Lessor or Similar Party | (c) Description of Investment, including Maturity Date,<br>Rate of Interest, Collateral, Par, or Maturity Value | (d)<br>Cost | (e) Current<br>Value |
|-----|--|---|-------------|----------------------|
|     | Freddie Mac  | 4.50%, due 5/15/2021  |             | 377,000              |
|     | Freddie Mac  | 3.00%, due 7/28/2014  |             | 2,110,000            |
|     | Freddie Mac  | 2.50%, due 8/15/2025  |             | 364,000              |
|     | Freddie Mac  | 4.00%, due 6/15/2021  |             | 447,000              |
|     | Freddie Mac  | 3.25%, due 3/15/2013  |             | 37,000               |
|     | Freddie Mac  | 0.46%, due 6/15/2032  |             | 102,000              |
|     | Freddie Mac  | 4.00%, due 5/15/2015  |             | 195,000              |
|     | GE Equipment Midticket LLC 2011-1 A4                         | 1.42%, due 6/22/2015  |             | 101,000              |
|     | General Dynamics   | 1.00%, due 11/15/2017   |             | 115,000              |
|     | General Electric Capital Corp                                | 5.63%, due 5/01/2018  |             | 126,000              |
|     | General Electric Capital Corp                                | 3.35%, due 10/17/2016   |             | 378,000              |
|     | General Electric Capital Corp                                | 2.30%, due 4/27/2017  |             | 83,000               |
|     | General Electric Capital Corp                                | 1.60%, due 11/20/2017   |             | 90,000               |
|     | GlaxoSmithKline PLC  | 0.75%, due 5/08/2015  |             | 45,000               |
|     | GS Mortgage Securities Corp II 2011-GC5 A2                   | 3.00%, due 8/10/2016  |             | 214,000              |
|     | GS Mortgage Securities Corp II 2012-GC6 A2                   | 2.54%, due 12/10/2016   |             | 95,000               |
|     | Hewlett Packard Co   | 3.00%, due 9/15/2016  |             | 360,000              |
|     | Honda Auto Receivables Owner Trust 2012-1 A3                 | 0.77%, due 3/15/2015  |             | 35,000               |
|     | Honda Auto Receivables Owner Trust 2012-1 A4                 | 0.97%, due 3/15/2015  |             | 35,000               |
|     | Honda Auto Receivables Owner Trust 2012-3 A4                 | 0.74%, due 3/15/2016  |             | 75,000               |
|     | Honda Auto Receivables Owner Trust 2012-4 A3                 | 0.52%, due 9/18/2015  |             | 230,000              |
|     | Huntington Auto Trust 2012-1 A3                              | 0.81%, due 6/15/2015  |             | 196,000              |
|     | Hyundai Auto Receivables Trust 2010-A4                       | 2.45%, due 8/15/2014  |             | 533,000              |
|     | International Business Machines (IBM)                        | 5.70%, due 9/14/2017  |             | 67,000               |
|     | International Business Machines (IBM)                        | 1.95%, due 7/22/2016  |             | 47,000               |
|     | International Business Machines (IBM)                        | 1.25%, due 2/06/2017  |             | 203,000              |
|     | John Deere Capital Corp                                      | 2.00%, due 1/13/2017  |             | 141,000              |
|     | John Deere Capital Corp                                      | 1.20%, due 10/10/2017   |             | 80,000               |
|     | John Deere Owner Trust 2011-A A4                             | 1.96%, due 3/15/2015  |             | 271,000              |
|     | John Deere Owner Trust 2012-A A3                             | 0.75%, due 3/15/2015  |             | 110,000              |
|     | John Deere Owner Trust 2012-A A4                             | 0.99%, due 4/15/2016  |             | 30,000               |
|     | JPMorgan Chase   | 2.60%, due 1/15/2016  |             | 578,000              |
|     | JPMorgan Chase   | 5.20%, due 11/15/2015   |             | 252,000              |
|     | JPMorgan Chase   | 1.80%, due 9/15/2017  |             | 206,000              |
|     | LBUBS 2005-C1 A4   | 4.74%, due 12/15/2014   |             | 225,000              |
|     | Lowe s Companies   | 2.13%, due 4/15/2016  |             | 417,000              |
|     | MBART 2010-1 A4  | 2.14%, due 8/15/2013  |             | 405,000              |
|     | MBART 2012-1 A4  | 0.61%, due 3/15/2016  |             | 75,000               |
|     | MBNA Credit Card Master Trust                                | 5.17%, due 1/15/2017  |             | 704,000              |
|     | McDonald s Corp  | 0.75%, due 5/29/2015  |             | 202,000              |
|     | Merck Sharp & Dohme Corp                                     | 1.10%, due 1/31/2018  |             | 150,000              |
|     | Merrill Lynch Mortgage Trust                                 | 5.29%, due 12/12/2015   |             | 34,000               |
|     | Microsoft  | 0.88%, due 11/15/2017   |             | 65,000               |



**Table of Contents****MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2012**

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|-----|--|---|-------------|----------------------|
|     | MSC 2005-HQ6 A4A   | 4.99%, due 7/13/2015  |             | 181,000              |
|     | MSC 2011-C3 A2   | 3.22%, due 9/15/2016  |             | 76,000               |
|     | Nissan Auto Receivable 2012-A A4                             | 1.00%, due 4/15/2016  |             | 142,000              |
|     | Northern Trust Corp  | 5.50%, due 8/15/2013  |             | 289,000              |
|     | Occidental Petroleum Corp                                    | 2.50%, due 2/01/2016  |             | 117,000              |
|     | Occidental Petroleum Corp                                    | 1.50%, due 2/15/2018  |             | 61,000               |
|     | Oncor Electric Delivery Transition Bond Co, LLC 2003-1<br>A4 | 5.42%, due 8/15/2015  |             | 109,000              |
|     | Oracle Corp  | 3.75%, due 7/08/2014  |             | 107,000              |
|     | Oracle Corp  | 1.20%, due 10/15/2017   |             | 191,000              |
|     | PACCAR Financial Corp  | 1.60%, due 3/15/2017  |             | 112,000              |
|     | PepsiCo Inc  | 2.50%, due 5/10/2016  |             | 169,000              |
|     | PNC Funding Corp   | 5.40%, due 6/10/2014  |             | 695,000              |
|     | Praxair Inc  | 1.05%, due 11/07/2017   |             | 40,000               |
|     | PSE&G Transition Funding II LLC                              | 6.89%, due 3/15/2016  |             | 172,000              |
|     | Royal Bank of Canada   | 2.30%, due 7/20/2016  |             | 142,000              |
|     | Shell International Finance                                  | 1.13%, due 8/21/2017  |             | 151,000              |
|     | State Street Corp  | 2.88%, due 3/07/2016  |             | 770,000              |
|     | TAOT 2012-A A4   | 0.99%, due 9/15/2015  |             | 45,000               |
|     | TAOT 2012-B A3   | 0.61%, due 3/15/2016  |             | 200,000              |
|     | Target Corp  | 1.13%, due 7/18/2014  |             | 61,000               |
|     | Toyota Motor Credit Corp                                     | 1.75%, due 5/22/2017  |             | 56,000               |
|     | Toyota Motor Credit Corp                                     | 1.25%, due 10/05/2017   |             | 61,000               |
|     | U.S. Bancorp   | 1.65%, due 5/15/2017  |             | 577,000              |
|     | U.S. Government  | 3.13%, due 1/31/2017  |             | 2,544,000            |
|     | U.S. Government  | 1.00%, due 7/15/2013  |             | 1,514,000            |
|     | U.S. Government  | 1.75%, due 7/31/2015  |             | 3,038,000            |
|     | U.S. Government  | 0.25%, due 1/31/2014  |             | 25,000               |
|     | U.S. Government  | 0.25%, due 5/15/2015  |             | 430,000              |
|     | U.S. Government  | 0.38%, due 6/15/2015  |             | 195,000              |
|     | U.S. Government  | 0.25%, due 6/30/2014  |             | 1,701,000            |
|     | UBS-Barclays Commercial Mortgage Trust 2012-C2 A1            | 1.01%, due 5/10/2017  |             | 118,000              |
|     | United Parcel Service Inc                                    | 1.13%, due 10/01/2017   |             | 45,000               |
|     | United Tech Corp   | 1.80%, due 6/01/2017  |             | 82,000               |
|     | United Tech Corp   | 1.20%, due 6/01/2015  |             | 61,000               |
|     | Volkswagen Auto Loan Enhanced Trust 2011-1 A4                | 1.98%, due 11/20/2014   |             | 615,000              |
|     | Wachovia Bank Commercial Mortgage Trust 2005-C21 A4          | 5.24%, due 8/15/2015  |             | 89,000               |
|     | Wal-Mart Stores  | 2.80%, due 4/15/2016  |             | 375,000              |
|     | Walt Disney Co   | 0.88%, due 12/01/2014   |             | 45,000               |
|     | Walt Disney Co   | 0.45%, due 12/01/2015   |             | 129,000              |
| *   | Wells Fargo Co   | 2.10%, due 5/08/2017  |             | 171,000              |
| *   | Wells Fargo Co   | 1.50%, due 1/16/2018  |             | 411,000              |
|     | WFRBS Commercial Mortgage Trust                              | 2.30%, due 12/15/2021   |             | 102,000              |
|     | World Omni Auto Receivable 2012-A A4                         | 0.85%, due 1/15/2017  |             | 80,000               |

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World Omni Auto Receivable 2012-B A2

0.43%, due 9/15/2014

95,000

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|-----|--|---|-------------|-----------------------|
|     | <b>Wrap contract</b>   |   |             |                       |
|     | Total  |   |             | 57,203,000            |
|     | <i>Met Life (Contract #GAC32606)</i>                         |   |             |                       |
|     | MetLife MAT Separate Account                                 | 1.56%, no due date  |             | 23,502,000            |
|     | <b>Wrap contract</b>   |   |             |                       |
|     | Total  |   |             | 23,502,000            |
|     | <i>Principal Wrap for Regions (Contract #GA4-57793)</i>      |   |             |                       |
| *   | Morley Stable Income Bond Fund                               | 0.93%, no due date  |             | 25,421,000            |
|     | <b>Wrap contract</b>   |   |             |                       |
|     | Total  |   |             | 25,421,000            |
|     | <i>Prudential Insurance Wrap (Contract #GA-62237)</i>        |   |             |                       |
|     | Prudential Trust Co Collective Trust                         | 1.17%, no due date  |             | 55,504,000            |
|     | <b>Wrap contract</b>   |   |             |                       |
|     | Total  |   |             | 55,504,000            |
|     | <i>Rabobank Wrap-Multi Asset (Contract #MAT060201)</i>       |   |             |                       |
|     | Chase Issuance Trust 2008-A4 A4                              | 4.65%, due 3/15/2013  |             | 2,528,000             |
|     | Fannie Mae   | 3.00%, due 3/25/2018  |             | 141,000               |
|     | Freddie Mac  | 5.50%, due 6/15/2021  |             | 231,000               |
|     | Freddie Mac  | 5.00%, due 10/15/2013   |             | 99,000                |
|     | JPMCC 2005-CB12 A3, A2                                       | 4.93%, due 3/12/2015  |             | 632,000               |
|     | Wachovia Corp  | 5.70%, due 8/01/2013  |             | 2,110,000             |
|     | <b>Wrap contract</b>   |   |             |                       |
|     | Total  |   |             | 5,741,000             |
|     | <u>Mutual Fund:</u>  |   |             |                       |
| *   | PIMCO Long-Term U.S. Government Institutional Fund           | 2,870,000 shares  |             | 31,716,000            |
|     | <u>Interest-bearing Cash:</u>                                |   |             |                       |
| *   | Wells Fargo Short-Term Investment Fund                       | Investment Fund G; 20,726,000 units   | 20,726,000  | 20,726,000            |
|     | <b>Total Investments, at Fair Value</b>                      |   |             | <b>\$ 786,030,000</b> |
|     | <u>Notes Receivable from Participants:</u>                   |   |             |                       |
| *   | Notes Receivable from Participants                           | Interest rates: 4.25%-10.50%,<br>Maturity dates: 1/5/2013-12/7/2027   |             | \$ 8,993,000          |

\* Party-in-interest

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Mattel, Inc. Personal Investment Plan

Date: June 21, 2013

By:

/s/ MANDANA SADIGH  
**Mandana Sadigh**  
**Senior Vice President and Treasurer**  
**Mattel, Inc.**

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