

Edgar Filing: MATTEL INC /DE/ - Form SC 13G/A

MATTEL INC /DE/  
Form SC 13G/A  
April 10, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934  
(Amend)

MATTEL INC  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

577081102  
(CUSIP Number)

March 31, 2007  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

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

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

CUSIP No. 577081102  
-----

-----  
(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS, NA., 943112180  
-----

(2) Check the appropriate box if a member of a Group\*

(a) / /

(b) /X/

-----  
(3) SEC Use Only

-----  
(4) Citizenship or Place of Organization

U.S.A.  
-----

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Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power 26,652,157  
-----  
(6) Shared Voting Power -

-----  
(7) Sole Dispositive Power 30,412,099  
-----

(8) Shared Dispositive Power -  
-----

-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person 30,412,099  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

(11) Percent of Class Represented by Amount in Row (9) 7.74%  
-----

(12) Type of Reporting Person\* BK  
-----

CUSIP No. 577081102  
-----

-----  
(1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
-----

BARCLAYS GLOBAL FUND ADVISORS  
-----

(2) Check the appropriate box if a member of a Group\*  
-----

(a) / /

(b) /X/

-----  
(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization U.S.A.  
-----

Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power 4,983,538  
-----  
(6) Shared Voting Power -

-----  
(7) Sole Dispositive Power 4,983,538  
-----

(8) Shared Dispositive Power -  
-----

-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person 4,983,538  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

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-----  
(11) Percent of Class Represented by Amount in Row (9)  
1.27%

-----  
(12) Type of Reporting Person\*  
IA  
-----

CUSIP No. 577081102  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
BARCLAYS GLOBAL INVESTORS, LTD  
-----

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

-----  
(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization  
England  
-----

Number of Shares	(5) Sole Voting Power
Beneficially Owned	4,687,502
by Each Reporting	-----
Person With	(6) Shared Voting Power
	-
	-----
	(7) Sole Dispositive Power
	4,687,502
	-----
	(8) Shared Dispositive Power
	-

-----  
(9) Aggregate  
4,687,502  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

(11) Percent of Class Represented by Amount in Row (9)  
1.19%

-----  
(12) Type of Reporting Person\*  
BK  
-----

CUSIP No. 577081102  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
-----

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BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED

(2) Check the appropriate box if a member of a Group\*

(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Japan

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
441,645

(6) Shared Voting Power  
-

(7) Sole Dispositive Power  
441,645

(8) Shared Dispositive Power  
-

(9) Aggregate  
441,645

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)  
0.11%

(12) Type of Reporting Person\*  
BK

CUSIP No. 577081102

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

(2) Check the appropriate box if a member of a Group\*

(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Japan

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
868,207

(6) Shared Voting Power  
-

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-----  
(7) Sole Dispositive Power  
868,207  
-----

(8) Shared Dispositive Power  
-----  
-

-----  
(9) Aggregate  
868,207  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

-----  
(11) Percent of Class Represented by Amount in Row (9)  
0.22%  
-----

(12) Type of Reporting Person\*  
IA  
-----

ITEM 1(A). NAME OF ISSUER  
MATTEL INC

-----  
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
333 CONTINENTAL BLVD  
EL SEGUNDO, CA 90245  
-----

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS, NA

-----  
ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
45 Fremont Street  
San Francisco, CA 94105  
-----

ITEM 2(C). CITIZENSHIP  
U.S.A

-----  
ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock  
-----

ITEM 2(E). CUSIP NUMBER  
577081102  
-----

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act  
(15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act  
(15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment  
Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section  
240.13d-1(b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section  
240.13d-1(b) (1) (ii) (G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit

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- Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER  
MATTEL INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
333 CONTINENTAL BLVD  
EL SEGUNDO, CA 90245

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL FUND ADVISORS

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
45 Fremont Street  
San Francisco, CA 94105

ITEM 2(C). CITIZENSHIP  
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

ITEM 2(E). CUSIP NUMBER  
577081102

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
  - (b) // Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c) // Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
  - (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
  - (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
  - (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
  - (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
  - (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER  
MATTEL INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
333 CONTINENTAL BLVD  
EL SEGUNDO, CA 90245

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS, LTD

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ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Murray House  
1 Royal Mint Court  
LONDON, EC3N 4HH

ITEM 2(C). CITIZENSHIP  
England

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

ITEM 2(E). CUSIP NUMBER  
577081102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
(a) // Broker or Dealer registered under Section 15 of the Act  
(15 U.S.C. 78o).  
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).  
(c) // Insurance Company as defined in section 3(a) (19) of the Act  
(15 U.S.C. 78c).  
(d) // Investment Company registered under section 8 of the Investment  
Company Act of 1940 (15 U.S.C. 80a-8).  
(e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).  
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240.13d-1(b) (1) (ii) (F).  
(g) // Parent Holding Company or control person in accordance with section  
240.13d-1(b) (1) (ii) (G).  
(h) // A savings association as defined in section 3(b) of the Federal Deposit  
Insurance Act (12 U.S.C. 1813).  
(i) // A church plan that is excluded from the definition of an investment  
company under section 3(c) (14) of the Investment Company Act of 1940  
(15U.S.C. 80a-3).  
(j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

ITEM 1(A). NAME OF ISSUER  
MATTEL INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
333 CONTINENTAL BLVD  
EL SEGUNDO, CA 90245

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Ebisu Prime Square Tower 8th Floor  
1-1-39 Hiroo Shibuya-Ku  
Tokyo 150-0012 Japan

ITEM 2(C). CITIZENSHIP  
Japan

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

ITEM 2(E). CUSIP NUMBER  
577081102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
(a) // Broker or Dealer registered under Section 15 of the Act

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- (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
  - (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
  - (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).
  - (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F).
  - (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G).
  - (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
  - (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
  - (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

ITEM 1(A). NAME OF ISSUER  
MATTEL INC

-----  
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
333 CONTINENTAL BLVD  
EL SEGUNDO, CA 90245  
-----

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS JAPAN LIMITED  
-----

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Ebisu Prime Square Tower 8th Floor  
1-1-39 Hiroo Shibuya-Ku  
Tokyo 150-8402 Japan  
-----

ITEM 2(C). CITIZENSHIP  
Japan  
-----

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock  
-----

ITEM 2(E). CUSIP NUMBER  
577081102  
-----

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) /X/ Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)



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ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

41,392,991

(b) Percent of Class:

10.53%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

37,633,049

(ii) shared power to vote or to direct the vote

-

(iii) sole power to dispose or to direct the disposition of

41,392,991

(iv) shared power to dispose or to direct the disposition of

-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

(a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

April 09, 2007

-----  
Date

-----  
Signature

Robert J. Kamai  
Principal

-----  
Name/Title

(11) (11) Common Stock 53,000 1 (11) D (1) (2) (3) (4) (14) Equity Swap (12) (12) (12) Common Stock 18,150  
1 (12) D (1) (2) (3) (4) (14) Equity Swap (13) (13) Common Stock 101,000 1 (13) D (1) (2) (3) (4) (14)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 00000		X		* See Remarks
HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks
HMC INVESTORS, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks
FALCONE PHILIP 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022		X		* See Remarks
HARBERT RAYMOND J 2100 THIRD AVENUE NORTH		X		* See Remarks

SUITE 600  
BIRMINGHAM, AL 35203

LUCE MICHAEL D  
2100 THIRD AVENUE NORTH  
SUITE 600  
BIRMINGHAM, AL 35203

X

\* See Remarks

## Signatures

Harbinger Capital Partners Master Fund I, Ltd., By: Harbinger Capital Partners Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick	12/19/2008
__Signature of Reporting Person	Date
Harbinger Capital Partners Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick	12/19/2008
__Signature of Reporting Person	Date
HMC Investors, L.L.C., By: /s/ Joel B. Piassick	12/19/2008
__Signature of Reporting Person	Date
/s/ Philip Falcone	12/19/2008
__Signature of Reporting Person	Date
/s/ Raymond J. Harbert	12/19/2008
__Signature of Reporting Person	Date
/s/ Michael D. Luce	12/19/2008
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. (THE "MASTER FUND"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH THE MASTER FUND.**
- (2) These securities are owned by the Master Fund, which is a Reporting Person.
  - (3) These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors.
  - (4) Each Reporting Person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
  - (5) On June 6, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 115,000 notional shares above or below an initial reference price of US\$65.2190 per share upon close-out of any transaction.
  - (6) On June 7, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 110,000 notional shares above or below an initial reference price of US\$62.85 per share upon close-out of any transaction.
  - (7) On July 25, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 100,000 notional shares above or below an initial reference price of US\$69.35 per share upon close-out of any transaction.

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- (8) On July 26, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 100,000 notional shares above or below an initial reference price of US\$69.429 per share upon close-out of any transaction.
- (9) On August 15, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 166,667 notional shares above or below an initial reference price of US\$51.5322 per share upon close-out of any transaction.
- (10) On August 16, 2007, the Master Fund entered into an equity swap transaction with DB, under which DB agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay DB an amount equal to any decrease, in the official market price of 166,667 notional shares above or below an initial reference price of US\$48.2052 per share upon close-out of any transaction.
- (11) On July 30, 2008, the Master Fund entered into an equity swap transaction with Monecor (London) Limited (t/a TradIndex) ("TradIndex"), under which TradIndex agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay TradIndex an amount equal to any decrease, in the official market price of 53,000 notional shares above or below an initial reference price of US\$54.1044 per share upon close-out of any transaction.
- (12) On July 31, 2008, the Master Fund entered into an equity swap transaction with TradIndex, under which TradIndex agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay TradIndex an amount equal to any decrease, in the official market price of 18,150 notional shares above or below an initial reference price of US\$56.2567 per share upon close-out of any transaction.
- (13) On August 1, 2008, the Master Fund entered into an equity swap transaction with TradIndex, under which TradIndex agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay TradIndex an amount equal to any decrease, in the official market price of 101,000 notional shares above or below an initial reference price of US\$56.4026 per share upon close-out of any transaction.
- (14) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Master Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Master Fund at any time.
- (15) On December 17, 2008 and December 18, 2008, the Master Fund closed out certain equity swap transactions with DB in the amount of 49,900 and 101,700 notional shares, respectively, at a price of US\$23.3111 and US\$22.4262, respectively.

### Remarks:

(+) The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the Reporting Person. This report shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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