



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-0303

Mail Stop 3628

November 20, 2008

**Via Facsimile and U.S. Mail**

Mr. Salvatore L. Bando  
President and Chief Executive Officer  
The Middleton Doll Company  
N22 W23977 Ridgeview Parkway, Suite 700  
Waukesha, WI 53188

**Re: The Middleton Doll Company  
Amendment No. 1 to the Schedule 13E-3  
Filed November 13, 2008  
File No. 005-79392**

**Amended Preliminary Proxy Statement on Schedule 14A  
Filed November 13, 2008  
File No. 033-51406**

Dear Mr. Bando:

We have reviewed your filing and have the following comments.

**Amended Preliminary Proxy Statement**

1. We note your response to comment 14 and your revised disclosure on page 41. In particular, we note your revised disclosure referencing "the opinion and analysis of Donnelly Penman indicating and supporting the fairness of the transaction to all shareholders. . . ." (Emphasis added). This description of the fairness opinion does not conform to the text of the opinion provided by Donnelly Penman and appended to the proxy statement as Annex A, which addresses the fairness of the cash consideration to the unaffiliated shareholders of the company. Please revise your disclosure accordingly, or advise us.

**Form 8-K Filed November 17, 2008**

Mr. Salvatore L. Bando  
President and Chief Executive Officer  
The Middleton Doll Company  
November 20, 2008  
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2. We note your response to comment 17 and your supplemental response that the company will refrain from referring to the safe harbor provisions in any future written communications directly relating to the going private transaction. However, we note that the press release filed on a Form 8-K filed on November 17, 2008, which includes discussion on your going private transaction, references the Private Securities Litigation Reform Act of 1995. For future filings, please refrain from referring to the safe harbor provisions in all written communications made in connection with your going private transaction. Please confirm your understanding.

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Please direct any questions to me at (202) 551-3621 or, in my absence, to Nicholas Panos, Senior Special Counsel, at (202) 551-3266. You may also contact me via facsimile at (202) 772-9203. Please send all correspondence to us at the following ZIP code: 20549-3628.

Sincerely,

Song Brandon  
Attorney Advisor  
Office of Mergers & Acquisitions

cc: Peter D. Fetzner, Esq.  
Foley & Lardner LLP  
777 East Wisconsin Avenue  
Milwaukee, WI 53202