

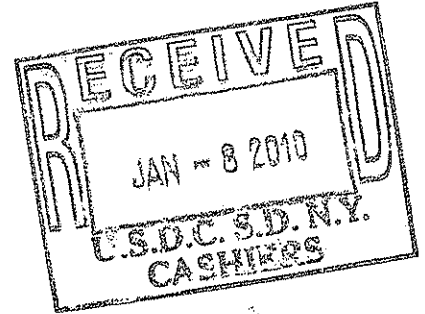
JUDGE McMAHON

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

MARVEL WORLDWIDE, INC.,
MARVEL CHARACTERS, INC. and
MVL RIGHTS, LLC,

Plaintiffs,

Civil Action No.

-against-

COMPLAINT

LISA R. KIRBY, BARBARA J. KIRBY,
NEAL L. KIRBY and SUSAN N. KIRBY,

Defendants.

-----X

Plaintiffs Marvel Worldwide, Inc. ("MWI"), Marvel Characters, Inc. ("MCI") and
MVL Rights, LLC ("MVL"), by their attorneys Weil, Gotshal & Manges LLP and Paul,
Hastings, Janofsky & Walker LLP and for their complaint, allege as follows:

BACKGROUND AND NATURE OF ACTION

1. This case involves an invalid attempt, by means of termination notices purportedly issued under provisions of the Copyright Act of 1976 (the "1976 Act"), to acquire certain rights to iconic Marvel comic book characters and stories published between 1958 and 1963 to which Jack Kirby is claimed to have made contributions.

2. Any contributions made by Kirby to the works at issue were made at the instance and expense of plaintiffs' predecessors in interest and, as such, were works made for hire. The termination provisions of the 1976 Act upon which defendants' notices rely are expressly inapplicable to works made for hire. Accordingly, plaintiffs seek a judgment declaring the termination notices issued by defendants to be invalid and of no legal force or effect.

JURISDICTION AND VENUE

3. The Court has jurisdiction over this action pursuant to 28 U.S.C. §§ 1331 and 1338.

4. Venue is proper in this district pursuant to 28 U.S.C. § 1391(b) because a substantial part of the events giving rise to this action occurred in this district. Specifically, any contributions by Kirby were made in this district, and all of the comic books at issue were published in this district.

PARTIES

5. MWI is a Delaware corporation maintaining its principal place of business at 417 Fifth Avenue, New York, New York 10016. MWI has published and is currently engaged in publishing various comic books utilizing the intellectual property contained in the comic books at issue.

6. MCI and MVL are Delaware corporations maintaining their principal places of business at 1600 Rosecrans Avenue, Manhattan Beach, California 90266. MCI and MVL own the intellectual property contained in the comic books at issue.

7. Defendants claim to be the children of Kirby on whose behalf the termination notices have been sent to plaintiffs.

ALLEGATIONS

8. At various times during the period September 1958 through September 1963, and at various times before and after that period, Kirby was engaged as a comic book artist by certain predecessors in interest of plaintiffs (the "Marvel Entities"), located at all relevant times in New York, New York.

9. At all times that Kirby was engaged as a comic book artist by the Marvel Entities, Kirby made contributions to various comic books (the "Works") at the instance of members of the editorial staff of the Marvel Entities, who had the right to exercise creative control with respect to those contributions.

10. Any contributions made by Kirby to the Works were done at the expense of the Marvel Entities. In particular, Kirby was compensated by the Marvel Entities for all such contributions made by him.

11. The Marvel Entities registered the copyrights in and to the Works, which are copyrightable subject matter under the copyright laws of the United States. The registrations were recorded by the Register of Copyrights, as set forth in Exhibit 1 hereto, and plaintiffs, and each of the Marvel Entities, have complied in all respects with all laws governing copyright.

12. On or about September 17, 2009, defendants sent 45 notices to plaintiffs and filed them in the Copyright Office. The notices identify defendants as persons owning a

sufficient interest under the termination provisions of the 1976 Act, 17 U.S.C. § 304(c), and the regulations thereunder to exercise rights of termination with respect to transfers of certain rights in and to the Works.

13. The notices specifically seek to terminate all pre-January 1, 1978 exclusive or non-exclusive grants of a transfer or license of the renewal copyrights covering (a) various comic books published by the Marvel Entities from September 1958 through September 1963 and all printed and graphic material therein, including various fictional characters, (b) various fictional characters identified in the notices, and (c) other publications identified in the notices. By their terms, the notices purport to become effective on various dates from 2014 through 2019.

14. The comic book titles identified in the notices, to which Kirby is claimed to have made contributions, include *Amazing Adventures*, *Amazing Fantasy*, *Amazing Spider-Man*, *The Avengers*, *the Fantastic Four*, *Fantastic Four Annual*, *The Incredible Hulk*, *Journey into Mystery*, *Rawhide Kid*, *Sgt. Fury and His Howling Commandos*, *Strange Tales*, *Tales to Astonish*, *Tales of Suspense* and *The X-Men*. The notices purportedly terminate alleged grants of copyright interests in all characters, story elements, and other copyrightable subject matter in the comic books regardless of whether any such subject matter was claimed to be contributed by Kirby.

CLAIM FOR RELIEF

15. Plaintiffs repeat and reallege the allegations in paragraphs 1 through 14 hereof.

16. Kirby's contributions to the Works were done at the instance and expense of the Marvel Entities and, as such, his contributions were works made for hire. Accordingly,

defendants have no right under section 304(c) of the 1976 Act to terminate alleged grants by Kirby pertaining to the Works. In addition, defendants have no right to terminate plaintiffs' interests in any subject matter not contributed by Kirby to the Works.

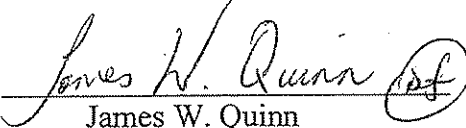
17. The issuance of the notices threatens to inhibit the ability of plaintiffs to fully exploit their rights in and to the Works. Plaintiffs' commercial development of the Works involves multi-year commitments by plaintiffs and their licensees, involving not only the comic books themselves but also exploitation through film projects and other media. In order for plaintiffs to continue to pursue these commercial endeavors, present judicial relief is needed.

18. Accordingly, plaintiffs seek a judgment pursuant to 28 U.S.C. § 2201 declaring that the notices are invalid and of no legal force or effect.

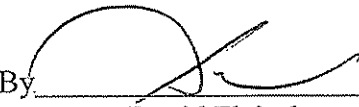
WHEREFORE, plaintiffs respectfully demand judgment against defendants (a) declaring that the notices are invalid and of no legal force or effect, (b) awarding the costs and disbursements of this action including without limitation reasonable attorneys' fees, and (c) granting such other and further relief as to the Court may deem just and proper.

Dated: New York, New York
January 8, 2010

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Exhibit 1

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Amazing Adventures	1	1	3/7/1961	MCI	B889877
Amazing Adventures	1	2	4/6/1961	MCI	B895316
Amazing Adventures	1	3	5/9/1961	MCI	B903231
Amazing Adventures	1	4	6/1/1961	MCI	B907458
Amazing Adventures	1	5	7/5/1961	MCI	B912672
Amazing Adventures	1	6	8/1/1961	MCI	B917812
Amazing Fantasy	1	15	6/5/1962	MCI	B976775
Amazing Spider-Man	1	1	12/10/1962	MCI	B12112
Amazing Spider-Man	1	2	2/12/1963	MCI	B22020
Amazing Spider-Man	1	3	4/9/1963	MCI	B32700
Amazing Spider-Man	1	4	6/11/1963	MCI	B45564
Amazing Spider-Man	1	5	7/9/1963	MCI	B50165
Amazing Spider-Man	1	6	8/8/1963	MCI	B57887
Amazing Spider-Man	1	7	9/9/1963	MCI	B63121
Fantastic Four Annual		1	7/2/1963	MCI	A645698
Journey Into Mystery	1	51	12/2/1958	MCI	B759768
Journey Into Mystery	1	52	2/3/1959	MCI	B766140
Journey Into Mystery	1	53	4/3/1959	MCI	B768628
Journey Into Mystery	1	54	6/5/1959	MCI	B787838
Journey Into Mystery	1	55	7/31/1959	MCI	B806022
Journey Into Mystery	1	56	10/1/1959	MCI	B803626

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Journey Into Mystery	1	57	11/30/1959	MCI	B813397
Journey Into Mystery	1	58	1/29/1960	MCI	B823977
Journey Into Mystery	1	59	3/28/1960	MCI	B835083
Journey Into Mystery	1	60	5/31/1960	MCI	B847347
Journey Into Mystery	1	61	6/27/1960	MCI	B849991
Journey Into Mystery	1	62	7/28/1960	MCI	B855754
Journey Into Mystery	1	63	7/29/1960	MCI	B860878
Journey Into Mystery	1	64	9/28/1960	MCI	B867620
Journey Into Mystery	1	65	10/27/1960	MCI	B872501
Journey Into Mystery	1	66	12/29/1960	MCI	B878947
Journey Into Mystery	1	67	1/31/1961	MCI	B883734
Journey Into Mystery	1	68	2/28/1961	MCI	B889875
Journey Into Mystery	1	69	4/6/1961	MCI	B895314
Journey Into Mystery	1	70	5/2/1961	MCI	B903235
Journey Into Mystery	1	71	6/1/1961	MCI	B907241
Journey Into Mystery	1	72	7/5/1961	MCI	B912671
Journey Into Mystery	1	73	8/1/1961	MCI	B917814
Journey Into Mystery	1	74	8/31/1961	MCI	B923754
Journey Into Mystery	1	75	9/26/1961	MCI	B928100
Journey Into Mystery	1	76	11/2/1961	MCI	B934588
Journey Into Mystery	1	77	12/5/1961	MCI	B941994
Journey Into Mystery	1	78	2/2/1962	MCI	B947656

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Journey Into Mystery	1	79	2/1/1962	MCI	B951328
Journey Into Mystery	1	80	3/1/1962	MCI	B957587
Journey Into Mystery	1	81	4/3/1962	MCI	B964097
Journey Into Mystery	1	82	5/1/1962	MCI	B969593
Journey Into Mystery	1	83	6/5/1962	MCI	B975408
Journey Into Mystery	1	84	7/3/1962	MCI	B982810
Journey Into Mystery	1	85	8/2/1962	MCI	B988515
Journey Into Mystery	1	86	9/4/1962	MCI	B992974
Journey Into Mystery	1	87	10/2/1962	MCI	B999782
Journey Into Mystery	1	88	11/1/1962	MCI	B6034
Journey Into Mystery	1	89	12/3/1962	MCI	B12115
Journey Into Mystery	1	90	1/3/1963	MCI	B17481
Journey Into Mystery	1	91	2/5/1963	MCI	B23462
Journey Into Mystery	1	92	3/5/1963	MCI	B28145
Journey Into Mystery	1	93	4/2/1963	MCI	B32696
Journey Into Mystery	1	94	5/2/1963	MCI	B38263
Journey Into Mystery	1	95	6/4/1963	MCI	B45557
Journey Into Mystery	1	96	7/2/1963	MCI	B50171
Journey Into Mystery	1	97	8/1/1963	MCI	B57880
Journey Into Mystery	1	98	9/3/1963	MCI	B61947
Rawhide Kid	1	17	3/28/1960	MCI	B835093
Rawhide Kid	1	18	5/31/1960	MCI	B847044

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Rawhide Kid	1	19	7/28/1960	MCI	B855747
Rawhide Kid	1	20	9/28/1960	MCI	B867623
Rawhide Kid	1	21	1/5/1961	MCI	B878949
Rawhide Kid	1	22	3/7/1961	MCI	B889879
Rawhide Kid	1	23	5/9/1961	MCI	B903232
Rawhide Kid	1	24	7/11/1961	MCI	B912666
Rawhide Kid	1	25	9/5/1961	MCI	B923782
Rawhide Kid	1	26	11/9/1961	MCI	B934589
Rawhide Kid	1	27	1/9/1962	MCI	B948090
Rawhide Kid	1	28	3/8/1962	MCI	B957584
Rawhide Kid	1	29	5/8/1962	MCI	B969573
Rawhide Kid	1	30	7/10/1962	MCI	B982806
Rawhide Kid	1	31	9/11/1962	MCI	B992186
Rawhide Kid	1	32	11/8/1962	MCI	B6027
Rawhide Kid	1	33	1/10/1963	MCI	B17485
Rawhide Kid	1	34	3/12/1963	MCI	B28147
Rawhide Kid	1	35	5/9/1963	MCI	B37742
Sgt. Fury and His Howling Commandos	1	1	3/5/1963	MVL	B28319
Sgt. Fury and His Howling Commandos	1	2	5/2/1963	MCI	B382254
Sgt. Fury and His Howling Commandos	1	3	7/2/1963	MCI	B50173
Sgt. Fury and His Howling Commandos	1	4	9/3/1963	MCI	B61936

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Strange Tales	1	67	10/2/1958	MCI	B742623
Strange Tales	1	68	12/2/1958	MCI	B752544
Strange Tales	1	69	2/3/1959	MCI	B766145
Strange Tales	1	70	4/3/1959	MCI	B768625
Strange Tales	1	71	6/5/1959	MCI	B787168
Strange Tales	1	72	7/31/1959	MCI	B796411
Strange Tales	1	73	10/1/1959	MCI	B803619
Strange Tales	1	74	11/30/1959	MCI	B813405
Strange Tales	1	75	1/29/1960	MCI	B824068
Strange Tales	1	76	3/28/1960	MCI	B835088
Strange Tales	1	77	5/31/1960	MCI	B847048
Strange Tales	1	78	6/27/1960	MCI	B849996
Strange Tales	1	79	7/28/1960	MCI	B855752
Strange Tales	1	80	8/29/1960	MCI	B861708
Strange Tales	1	81	9/28/1960	MCI	B867624
Strange Tales	1	82	10/27/1960	MCI	B872496
Strange Tales	1	83	1/5/1961	MCI	B878951
Strange Tales	1	84	2/7/1961	MCI	B883747
Strange Tales	1	85	3/7/1961	MCI	B889878
Strange Tales	1	86	4/13/1961	MCI	B902924
Strange Tales	1	87	5/9/1961	MCI	B903238
Strange Tales	1	88	6/8/1961	MCI	B907454

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Strange Tales	1	89	7/11/1961	MCI	B912661
Strange Tales	1	90	8/8/1961	MCI	B917821
Strange Tales	1	91	9/5/1961	MCI	B923745
Strange Tales	1	92	9/28/1961	MCI	B928095
Strange Tales	1	93	11/9/1961	MCI	B934590
Strange Tales	1	94	12/12/1961	MCI	B942379
Strange Tales	1	95	1/9/1962	MCI	B948091
Strange Tales	1	96	2/8/1962	MCI	B951307
Strange Tales	1	97	3/8/1962	MCI	B957583
Strange Tales	1	98	4/10/1962	MCI	B964102
Strange Tales	1	99	5/8/1962	MCI	B969572
Strange Tales	1	100	6/12/1962	MCI	B975402
Strange Tales	1	101	7/10/1962	MCI	B982809
Strange Tales	1	102	8/9/1962	MCI	B988507
Strange Tales	1	103	9/11/1962	MCI	B992202
Strange Tales	1	104	10/9/1962	MCI	B999792
Strange Tales	1	105	11/8/1962	MCI	B6037
Strange Tales	1	106	12/10/1962	MCI	B12120
Strange Tales	1	107	1/10/1963	MCI	B17484
Strange Tales	1	108	2/12/1963	MCI	B22022
Strange Tales	1	109	3/12/1963	MCI	B28143
Strange Tales	1	110	4/9/1963	MVL	B34036

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Strange Tales	1	111	5/9/1963	MVL	B38264
Strange Tales	1	112	6/11/1963	MCI	B45565
Strange Tales	1	113	7/9/1963	MCI	B51854
Strange Tales	1	114	8/8/1963	MCI	B57888
Strange Tales	1	115	9/10/1963	MCI	B66036
Tales of Suspense	1	1	9/2/1958	MCI	B736089
Tales of Suspense	1	3	1/2/1959	MCI	B761308
Tales of Suspense	1	4	3/3/1959	MCI	B768626
Tales of Suspense	1	5	5/5/1959	MCI	B786579
Tales of Suspense	1	6	7/1/1959	MCI	B790630
Tales of Suspense	1	7	9/1/1959	MCI	B798703
Tales of Suspense	1	8	10/27/1959	MCI	B810471
Tales of Suspense	1	9	12/28/1959	MCI	B818202
Tales of Suspense	1	10	2/29/1960	MCI	B830032
Tales of Suspense	1	11	4/27/1960	MCI	B839673
Tales of Suspense	1	12	6/27/1960	MCI	B849997
Tales of Suspense	1	13	8/29/1960	MCI	B861707
Tales of Suspense	1	14	9/28/1960	MCI	B867625
Tales of Suspense	1	15	10/27/1960	MCI	B872495
Tales of Suspense	1	16	1/5/1961	MCI	B878950
Tales of Suspense	1	17	2/7/1961	MCI	B883742
Tales of Suspense	1	18	3/7/1961	MCI	B889881

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Tales of Suspense	1	19	4/13/1961	MCI	B902925
Tales of Suspense	1	20	5/9/1961	MCI	B903153
Tales of Suspense	1	21	6/8/1961	MCI	B907451
Tales of Suspense	1	22	7/11/1961	MCI	B912664
Tales of Suspense	1	23	8/8/1961	MCI	B917820
Tales of Suspense	1	24	9/5/1961	MCI	B923811
Tales of Suspense	1	25	9/28/1961	MCI	B928097
Tales of Suspense	1	26	11/9/1961	MCI	B934596
Tales of Suspense	1	27	12/12/1961	MCI	B942378
Tales of Suspense	1	28	1/9/1962	MCI	B948089
Tales of Suspense	1	29	2/8/1962	MCI	B951306
Tales of Suspense	1	30	3/8/1962	MCI	B957579
Tales of Suspense	1	31	4/10/1962	MCI	B964110
Tales of Suspense	1	32	5/8/1962	MCI	B969511
Tales of Suspense	1	33	6/12/1962	MCI	B975401
Tales of Suspense	1	34	7/10/1962	MCI	B982805
Tales of Suspense	1	35	8/9/1962	MCI	B988506
Tales of Suspense	1	36	9/11/1962	MCI	B992188
Tales of Suspense	1	37	10/9/1962	MCI	B999791
Tales of Suspense	1	38	11/8/1962	MCI	B6029
Tales of Suspense	1	39	12/10/1962	MVL	B12121
Tales of Suspense	1	40	1/10/1963	MCI	B17487

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Tales of Suspense	1	41	2/12/1963	MCI	B22023
Tales of Suspense	1	42	3/12/1963	MCI	B28148
Tales of Suspense	1	43	4/9/1963	MCI	B34035
Tales of Suspense	1	44	5/9/1963	MCI	B37740
Tales of Suspense	1	45	6/11/1963	MCI	B45566
Tales of Suspense	1	46	7/9/1963	MCI	B50166
Tales of Suspense	1	47	8/8/1963	MCI	B57877
Tales of Suspense	1	48	9/10/1963	MCI	B61942
Tales to Astonish	1	1	9/2/1958	MCI	B736088
Tales to Astonish	1	3	1/2/1959	MCI	B761309
Tales to Astonish	1	4	3/3/1959	MCI	B768630
Tales to Astonish	1	5	5/5/1959	MCI	B779691
Tales to Astonish	1	6	7/1/1959	MCI	B790631
Tales to Astonish	1	7	9/1/1959	MCI	B798704
Tales to Astonish	1	8	10/27/1959	MCI	B810474
Tales to Astonish	1	9	12/28/1959	MCI	B821210
Tales to Astonish	1	10	2/29/1960	MCI	B830034
Tales to Astonish	1	11	4/27/1960	MCI	B839672
Tales to Astonish	1	12	5/31/1960	MCI	B847047
Tales to Astonish	1	13	6/27/1960	MCI	B849998
Tales to Astonish	1	14	7/28/1960	MCI	B855751
Tales to Astonish	1	15	8/29/1960	MCI	B861712

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Tales to Astonish	1	16	9/28/1960	MCI	B867626
Tales to Astonish	1	17	10/27/1960	MCI	B872494
Tales to Astonish	1	18	1/5/1961	MCI	B878954
Tales to Astonish	1	19	2/7/1961	MCI	B883743
Tales to Astonish	1	20	3/7/1961	MCI	B889882
Tales to Astonish	1	21	4/13/1961	MCI	B902930
Tales to Astonish	1	22	5/9/1961	MCI	B903152
Tales to Astonish	1	23	6/8/1961	MCI	B907242
Tales to Astonish	1	24	7/11/1961	MCI	B912662
Tales to Astonish	1	25	8/8/1961	MCI	B917824
Tales to Astonish	1	26	9/5/1961	MCI	B923752
Tales to Astonish	1	27	9/28/1961	MVL	B928099
Tales to Astonish	1	28	11/9/1961	MCI	B934595
Tales to Astonish	1	29	12/5/1961	MCI	B941997
Tales to Astonish	1	30	1/9/1962	MCI	B948094
Tales to Astonish	1	31	2/1/1962	MCI	B951308
Tales to Astonish	1	32	3/8/1962	MCI	B957580
Tales to Astonish	1	33	4/3/1962	MCI	B964095
Tales to Astonish	1	34	5/8/1962	MCI	B969594
Tales to Astonish	1	35	6/5/1962	MVL	B975407
Tales to Astonish	1	36	7/10/1962	MCI	B982808
Tales to Astonish	1	37	8/2/1962	MCI	B988514

Publication Title	Vol. No.	Issue No.	First Publication Date	© Owner	© Reg No.
Tales to Astonish	1	38	9/11/1962	MCI	B992189
Tales to Astonish	1	39	10/2/1962	MCI	B999783
Tales to Astonish	1	40	11/8/1962	MCI	B6026
Tales to Astonish	1	41	12/3/1962	MCI	B12122
Tales to Astonish	1	42	1/10/1963	MCI	B16382
Tales to Astonish	1	43	2/5/1963	MCI	B23461
Tales to Astonish	1	44	3/5/1963	MVL	B28142
Tales to Astonish	1	45	4/2/1963	MCI	B32695
Tales to Astonish	1	46	5/2/1963	MCI	B37739
Tales to Astonish	1	47	6/4/1963	MCI	B45556
Tales to Astonish	1	48	7/2/1963	MCI	B50164
Tales to Astonish	1	49	8/1/1963	MVL	B57878
Tales to Astonish	1	50	9/3/1963	MCI	B61940
The Avengers	1	1	7/2/1963	MVL	B51853
The Avengers	1	2	9/3/1963	MCI	B61952
The Fantastic Four	1	1	8/8/1961	MCI	B917811
The Fantastic Four	1	2	9/28/1961	MCI	B928094
The Fantastic Four	1	3	12/12/1961	MCI	B942377
The Fantastic Four	1	4	2/8/1962	MCI	B951327
The Fantastic Four	1	5	4/10/1962	MCI	B964094
The Fantastic Four	1	6	6/12/1962	MCI	B975404
The Fantastic Four	1	7	7/3/1962	MCI	B982812

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