

EXHIBIT 3

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
MARVEL WORLDWIDE, INC., :
MARVEL CHARACTERS, INC. and :
MVL RIGHTS, LLC, :

Plaintiffs, :

- against- :

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

Defendants. :

Civil Action No. 10 Civ. 141 (CM) (KNF)

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

Counterclaim-Plaintiffs, :

- against- :

**PLAINTIFFS' SECOND DOCUMENT
REQUEST TO BARBARA J. KIRBY**

MARVEL ENTERTAINMENT, INC., :
MARVEL WORLDWIDE, INC., :
MARVEL CHARACTERS, INC., MVL :
RIGHTS, LLC, THE WALT DISNEY :
COMPANY and DOES 1 through 10, :

Counterclaim-Defendants. :

-----X

PLEASE TAKE NOTICE that pursuant Rule 34 of the Federal Rules of Civil Procedure plaintiffs Marvel Worldwide, Inc., Marvel Characters, Inc. and MVL Rights, LLC request that Defendant Barbara J. Kirby produce the documents designated below for inspection and copying on or before September 20, 2010 at 10:00 a.m. at the offices of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153.

DEFINITIONS AND INSTRUCTIONS

A. The definitions and rules of construction set forth in Local Civil Rules 26.3(c) and (d) of the United States District Court for the Southern District of New York and the Definitions and Instructions set forth in Plaintiffs' Document Requests directed to Defendants dated March 10, 2010 are incorporated by reference into this request.

B. "Rosalind Kirby" means Rosalind Kirby and includes where applicable her agents or representatives.

C. "Counterclaims" means the counterclaims asserted by Defendants/Counterclaim-Plaintiffs in their Answer & Counterclaims dated April 28, 2010 in this action.

D. For each document called for by this request that is withheld or redacted under an asserted attorney-client privilege, work-product immunity or any other privilege or immunity, you shall provide at the time of production an explanation of the basis for the asserted privilege or immunity, including: (1) a description of the document; (2) the date of the document; (3) the name, title and organization of any and all authors or senders, any and all addressees and copy recipients of the document, and any and all persons to whom the document was shown or to whom its subject matter was disclosed; (4) the name of each person participating in the preparation of the document or in whose name the document was prepared; (5) a description of the subject matter of the document; and (6) a statement of the basis upon which the document has been redacted or withheld, including the specific nature of the privilege or immunity claimed and the detailed ground for claiming such privilege or immunity.

DOCUMENTS TO BE PRODUCED

1. All documents on which Defendants intend to rely in support of their contention that the Works are not “works made for hire,” including but not limited to documents relating to the Works, the history of Marvel and the comic book industry, and/or Kirby’s work as an artist in the comic book industry.

2. All documents concerning any original artwork returned to Kirby by Marvel, including but not limited to (i) documents concerning any agreements between Marvel and Kirby with respect to such artwork, (ii) correspondence relating to such artwork, (iii) inventories of, appraisals of, and insurance policies relating to such artwork, (iv) photographs of such artwork, and (v) documents relating to the disposition of such artwork, including sales agreements or sales records, and documents concerning any transfer, bequest or gift by Kirby, Rosalind Kirby, Defendants or any subsequent transferees or recipients of any such artwork.

3. All documents concerning the allegations in the Third Claim for Relief in the Counterclaims (that Marvel converted original artwork submitted by Kirby for publication by Marvel).

4. All documents concerning any damages sustained by Defendants as a result of the conversion alleged in the Third Claim for Relief in the Counterclaims.

5. All documents concerning the agreement between Marvel and Kirby referred to in paragraph 50 of the Counterclaims, including but not limited to all documents and correspondence concerning or relating to negotiations, discussions or deliberations regarding such agreement.

6. All documents concerning the allegations in the Fourth Claim for Relief in the Counterclaims (that Marvel breached an agreement with Kirby to return original artwork to Kirby).

7. All documents concerning any damages sustained by Defendants as a result of the breach of contract alleged in the Fourth Claim for Relief in the Counterclaims.

8. All documents concerning the allegations in the Fifth Claim for Relief in the Counterclaims (that Marvel violated the Lanham Act by failing properly to identify Kirby as an author or co-author of the feature films *X-Men Origins: Wolverine* and *The Incredible Hulk*).

9. All documents concerning any damages sustained by Defendants as a result of the Lanham Act claim alleged in the Fifth Claim for Relief in the Counterclaims.

10. All documents concerning any attempts by Defendants to sell, license or assign the Works or any interest in the Works to any third party.

11. A copy of Kirby's will, and any trust instruments executed by or on behalf of Kirby.

12. A copy of Rosalind Kirby's will and any trust instruments executed by or on behalf of Rosalind Kirby.

13. All documents concerning or relating to any agreement between Marvel and the Rosalind Kirby Trust or any Defendant on behalf of the Rosalind Kirby Trust, including but not limited to agreements relating to incentives for reprints of Kirby's original artwork.

14. All documents or communications sent to or received from Dick Ayers concerning the Works, Kirby's or others' contributions to the Works, the Termination Notices or this action.

15. All documents or communications sent to or received from Mark Evanier concerning the Works, Kirby's or others' contributions to the Works, the Termination Notices or this action.

16. All documents or communications sent to or received from Gene Colan concerning the Works, Kirby's or others' contributions to the Works, the Termination Notices or this action.

17. All documents or communications sent to or received from Joe Simon concerning the Works, Kirby's or others' contributions to the Works, the Termination Notices or this action.


18. All documents or communications sent to or received from Neal Adams concerning the Works, Kirby's or others' contributions to the Works, the Termination Notices or this action.

19. All documents or communications sent to or received from John Morrow concerning the Works, Kirby's or others' contributions to the Works, the Termination Notices or this action.

20. All documents relating to or concerning royalty payments or other compensation to Kirby, Rosalind Kirby, the Rosalind Kirby Trust, any Defendant or any relative of any Defendant by John Morrow or TwoMorrows Publishing.

21. All documents concerning the legend stamped on the reverse side of any checks made payable by Marvel to any freelance writer or artist from 1958-1977, including any copies of checks made payable by Marvel to any freelance writer or artist during that time period.

Dated: August 17, 2010

By: 
WEIL, GOTSHAL & MANGES LLP
James W. Quinn
R. Bruce Rich
Randi W. Singer
767 Fifth Avenue
New York, NY 10153
Tel: (212) 310-8000
Fax: (212) 310-8007

PAUL, HASTINGS, JANOFSKY & WALKER LLP
Jodi A. Kleinick
75 East 55th Street
New York, NY 10022
Tel.: (212) 318-6000
Fax: (212) 319-4090

HAYNES AND BOONE, LLP
David Fleischer
1221 Avenue of the Americas, 26th Floor
New York, NY 10020
Tel: (212) 659-7300
Fax: (212) 884-9567

Attorneys for Plaintiffs/Counterclaim-Defendants