

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**DECLARATION OF ALAN N. BRAVERMAN IN SUPPORT OF  
PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION TO DISMISS**

I, Alan N. Braverman, declare under penalty of perjury as follows:

1. The facts set forth herein are known to me of my own personal knowledge.
2. I am currently employed as General Counsel of The Walt Disney Company (“Disney”).
3. On August 31, 2009, Disney announced its agreement to acquire Marvel Entertainment, LLC, the parent company of the plaintiffs in this action, and all of its subsidiaries. The acquisition closed on December 31, 2009. Pursuant to this acquisition, Disney acquired all of Marvel’s rights to the works in question in this action.
4. On or about September 16, 2009, shortly after Disney’s acquisition of Marvel was publicly announced, Marvel received from Defendants’ counsel numerous Termination Notices that purported to exercise a right to terminate certain alleged pre-1978 grants to Marvel by

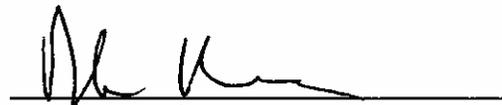
Marvel artist Jack Kirby of the renewal copyrights to the works in question in this litigation (the “Termination Notices”).

5. Shortly after Marvel received the Termination Notices in September 2009, Defendants’ counsel approached me to explore the possibility of a settlement of this matter.

6. Over the course of approximately three months, beginning in October 2009, I personally engaged in several lengthy discussions – both in-person and telephonically – with Defendants’ counsel regarding settlement of Marvel’s potential claims against the Defendants. Specifically, I met with Defendants’ counsel in-person on October 13, 2009 and December 16, 2009. We spoke via telephone on November 24, 2009 and December 5, 2009. Ultimately, no resolution could be reached.

7. Neither I nor anyone else at Disney or Marvel ever committed to refrain from litigation, nor did we condition our willingness to engage in discussions on a commitment from the Defendants to refrain from filing suit or otherwise acting in any way Defendants found appropriate to protect their rights.

I declare under penalty of perjury that the foregoing facts are true and correct. This declaration was executed on the 25 day of March, 2010 in Burbank, California.

  
Alan N. Braverman