

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.

10 Civ. 141 (CM) (KNF)

DECLARATION OF ELI BARD

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

Counterclaim-Plaintiffs,

- against-

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

Counterclaim-Defendants.

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Eli Bard, hereby declares pursuant to 28 U.S.C. § 1746 as follows:

1. I am the Vice President, Deputy General Counsel of Marvel

Entertainment, LLC and submit this declaration in support of the motion by the above named
counterclaim-defendants to dismiss the defendants' counterclaims.

2. Annexed hereto as Exhibit A is a true and correct copy of a screen shot of a portion of the end title credits taken from a digital version of the theatrically released film, *The Incredible Hulk*.

3. Annexed hereto as Exhibit B is a true and correct copy of the Fourth Amended Joint Plan of Reorganization Proposed by the Secured Lenders and Toy Biz, Inc. dated July 31, 1998 in *In re Marvel Entertainment Group, Inc. et al.*, Case No. 97-638-RRM, in the United States District Court for the District of Delaware (the "Marvel Bankruptcy Case").

4. Annexed hereto as Exhibit C is a true and correct copy of the Consent Order (1) Approving Stipulation and Agreement Effecting Consensual Amendment to the Third Amended Joint Plan of Reorganization Proposed by the Secured Lenders and Toy Biz, Inc., (2) Confirming Fourth Amended Plan of Reorganization Proposed by the Secured Lenders and Toy Biz, Inc., and (3) Establishing Bar Date for Fee Applications and Administrative Expense Claims dated July 31, 1998 in Marvel Bankruptcy Case .

5. Annexed hereto as Exhibit D is a true and correct copy of a report on Form 8-K filed with the Securities and Exchange Commission by Marvel Enterprises, Inc. on October 2, 1998 announcing that the plan of reorganization for Marvel Entertainment Group, Inc. was consummated on October 1, 1998.

6. On or about March 18, 1993, an original Certificate of Incorporation for Toy Biz Acquisition, Inc. was filed with the Office of the Secretary of State of the State of Delaware. On or about May 12, 2004, a Restated Certificate of Incorporation was filed. The name of the corporation was changed to Marvel Entertainment, Inc. following the filing of a Certificate of Ownership and Merger, which was effective September 16, 2005. Attached hereto

as Exhibit E is a true and correct copy of the Restated Certificate of Incorporation of Marvel Entertainment, Inc., which sets forth the history of the corporation.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 24, 2010.



Eli Bard