

EXHIBIT B

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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

VS.) NO. 10-141-CMKF

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

CONFIDENTIAL PURSUANT TO PROTECTIVE ORDER
VIDEOTAPED DEPOSITION OF STAN LEE
LOS ANGELES, CALIFORNIA
MAY 13, 2010

REPORTED BY:
CHRISTY A. CANNARIATO, CSR #7954, RPR, CRR, CLR
JOB NO.: 30189

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May 13, 2010
9:35 a.m.

Deposition of Stan Lee, taken on behalf of
Plaintiffs, held at the offices of Paul Hastings,
515 South Flower Street, 25th Floor, Los Angeles,
California, before Christy A. Cannariato,
CSR #7954, RPR, CRR.

A P P E A R A N C E S

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10 REPRESENTING

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17
18 ALSO PRESENT:

19 BRENT JORDAN, VIDEOGRAPHER

20 ELI BARD, MARVEL ENTERTAINMENT

1 S. LEE

2 give Jack a rough idea for what the story should be, and
3 he went home and he drew it in his own way, laying it out
4 the way he thought it would be best, he would put in the
5 borders, the margins of the pages, he would put little
6 notes letting -- so I would understand what he was getting
7 at with each drawing, and he would sometimes put dialogue
8 suggestions also.

9 (Lee Exhibit 5 marked for identification.)

10 Q. Let me show you what I'm going to mark as I
11 believe it's Lee 5, a magazine entitled "Jack Kirby
12 Collection 54." And I just want to point you to some
13 portions of that.

14 THE REPORTER: Do you want me to put the
15 sticker actually on it?

16 MR. QUINN: Yeah, you can put it on.

17 MR. TOBEROFF: Can I have a copy, please?

18 MR. QUINN: I'm sorry.

19 MR. TOBEROFF: Thank you.

20 Q. BY MR. QUINN: We tagged a particular section
21 that has a little blue tag on it. You can open to that.
22 See the little --

23 A. Oh, yes.

24 Q. And it's page 59 of this exhibit. And on the
25 top it talks about being fantastic penciling and the size.

1 S. LEE

2 It says, "What would a Lee and Kirby issue be without the
3 Fantastic Four being heavily represented?" And then it
4 has a representation, I guess, of the penciling or the
5 drawing done by Kirby in the first instance.

6 Do you recognize the notes around the pages?

7 A. Well, that's Jack's handwriting. That's the
8 way he wrote them. Yes.

9 Q. And could you tell us, for example, in this
10 instance I see that there's a dialogue that's actually in
11 the different blocks. Tell us who did that dialogue. How
12 was the process done?

13 A. Well, I wrote the dialogue and the captions,
14 but Jack would give me notes. For example, in panel 4 of
15 that page, the next to the last panel --

16 Q. Right.

17 A. -- Jack wrote what he suggested the dialogue
18 might be. "I will rule. My years underground will end."
19 That was to let me know what he felt the fellow should be
20 doing or saying.

21 So I wrote, "My conquest will be complete. I,
22 the Mole Man, banished from my fellow men half a life time
23 ago, will return at last as Master of the Earth."

24 Very often I would write dialogue to fill up
25 spaces. In other words, I also indicated where the

1 S. LEE
2 dialogue balloons and the captions should go on the
3 artwork. And I might not have written so much if he had
4 made the face bigger, but inasmuch as there was that space
5 on the upper right-hand part of the page, I put in more
6 dialogue to sort of dress up the -- balance the panel with
7 picture and dialogue. That was something else I had
8 mentioned but I concentrated very much on.

9 For example, in the panel above it, that panel
10 was an interesting panel, and I didn't want to -- I only
11 used three lines of caption. I didn't want to crowd that
12 with copy.

13 And the same with the first panel. There's so
14 much going on, that I only had a two-line caption that
15 only went part way across, because I wanted the reader to
16 enjoy looking at Jack's artwork with no interference.

17 Q. And who was it who decided where those --
18 where the dialogue would go?

19 A. I did. I always made the indications for the
20 letter -- before giving my strips to a letterer, I always
21 indicated in pencil after I typed out the dialogue where
22 the dialogue should go in the panel. And the sound
23 effects, also.

24 Q. And this was the typical way that you would
25 work with Mr. Kirby?

1 S. LEE

2 A. With all the artists. Yeah.

3 Q. And who had the final say with regard to what
4 was going to be written in those panels?

5 A. Well, I was the editor. I did.

6 Q. So just looking at some of the other panels,
7 who -- let's go to the next page up on top in the second
8 panel.

9 A. Mm-hmm.

10 Q. Read me what Kirby had written in.

11 A. Let me see if I can make it out. "As it
12 leaves his hands, the staff's power blows and rocks" --
13 something -- back." I can't make out the word.

14 Q. Right. And what did you substitute for this?

15 A. Well, I thought it was so self-explanatory,
16 and design wise I felt a big sound effect would be good.
17 So I lettered in the word "batoom" (phonetic) for the
18 letterer. I did it in pencil so the letterer would follow
19 it, and I tried to make it part of the design of the
20 panel.

21 Q. Was that something that you typically did?
22 Let's look at another, the next page.

23 A. The next page?

24 Q. I'm sorry, two pages over which would be 62.
25 I see in the third panel --

1 S. LEE

2 A. Yeah.

3 Q. -- there is Shaboom.

4 A. Right.

5 Q. Is that work that you did?

6 A. Absolutely. In fact, we used to have fun with
7 it. Sometimes I remember there was one story where I did
8 a sound effect like that with three Os in it, and on the
9 bottom I wrote a little caption saying something like, "As
10 every Marvel fan would know, the third O is silent." The
11 kids used to get kicks out of those kind of things. I
12 didn't do it in this one because this was too dramatic.

13 (Lee Exhibit 6 marked for identification.)

14 Q. Let me also mark as -- this would be Lee 6, a
15 document that the cover says "Fantastic Four."

16 A. Mm-hmm.

17 Q. August. And it says 15 cents. Those were the
18 days. Back in the day.

19 A. Started out at a dime.

20 Q. And looking we've also clipped one of the
21 panels. Actually the panel it's the same as in the
22 drawing. There's a -- should be a blue thing there.
23 Yeah.

24 A. Oh, the blue thing. Sorry.

25 Q. Go to that page. And then take a look at --

1 S. LEE

2 A. I don't know.

3 Q. Now, you indicated that Kirby had left and
4 come back to Marvel at several different periods of time.
5 To your knowledge, when Mr. Kirby was working for other
6 comic book publishers, did he do some of his own writing?

7 A. I think so. I didn't really follow it, but I
8 think when he worked for DC that he may have written some
9 of the characters he created. But I don't know for sure.

10 Q. Do you know whether after he left Marvel he
11 had -- his characters had the same kind of success that
12 the characters that came about during the period of time
13 he was at Marvel?

14 A. Well, I don't think they became as successful
15 as the Marvel heroes, no.

16 Q. I want to focus specifically on the creation
17 of a number of the specific characters that -- we talked
18 about several, but I want to go into them in a little bit
19 more detail.

20 And let's start with the Fantastic Four. You
21 actually referenced them earlier. Tell me to the best you
22 can recall, how did the idea for the Fantastic Four come
23 about, and who they were, and what was the back story with
24 regard to the Fantastic Four.

25 A. Well, as I mentioned, Martin Goodman asked me

1

S. LEE

2 to create a group of heroes because he found out that
3 National Comics had a group that was selling well. So I
4 went home, and I thought about it, and I -- I wanted to
5 make these different than the average comic book heroes.
6 I didn't want them to have a double -- a secret identity.

7

And I wanted to make it as realistic as
8 possible. Instead of them living in Gotham City or
9 Metropolis, I felt I will have them live in New York City.
10 And instead of the obligatory teenager Johnny Storm
11 driving a whiz bang V8, he would drive a Chevy Corvette.

12

I wanted everything real, and I wanted their
13 relationship to be real. Instead of a girl who didn't
14 know that the hero was really a superhero, not only did
15 she know who he was, but they were engaged to be married,
16 and she also had a superpower.

17

So, you know, things like that. And I thought
18 I would try that. So I wrote up a very brief synopsis
19 about that, and naturally I called Jack, because he was
20 our best artist, and I asked him if he would do it. He
21 seemed to like the idea. Took the synopsis, and he drew
22 the story and put in his own touches, which were
23 brilliant.

24

And it worked out beautifully. Books sold,
25 and that was the start of the Marvel success, you might

1 S. LEE

2 say.

3 Q. And tell me or tell us all your thinking in
4 the creating the four different characters, Mr. Fantastic,
5 the Invisible Woman, the Human Torch, and The Thing.

6 MR. TOBEROFF: Assumes facts.

7 A. I'm sorry?

8 Q. You can answer.

9 A. Tell you what?

10 Q. Tell us what was your thinking with regard to
11 or the idea behind these specific four characters.

12 A. Well, I wanted them to be a team, but I wanted
13 them to act like real people. So they didn't always get
14 along well. I wanted one of them to be -- we called him
15 The Thing, to be kind of a very powerful ugly guy who
16 would be pathetic because -- they all got their
17 superpowers by being in a spaceship that was hit by cosmic
18 rays. And Mr. Fantastic got the ability to stretch his
19 limbs. The girl Sue Storm had the ability to become
20 invisible and surround herself with the force field. And
21 the boy Johnny Storm, her brother, was able to burst into
22 flame and fly.

23 I took that from an old Marvel book, one of
24 Timely Comics' first books called The Human Torch. I
25 always loved that character who had been an android, a

1 S. LEE

2 robot or something. But I felt I'm going to give Johnny
3 Storm that power. He can fly and burst into flame.

4 So we had a guy who can stretch, a girl who
5 could be invisible, a man who was an ugly monster. And
6 again, to go against type, I thought I'd make the ugly
7 monster kind of a funny guy. He's pathetic, but he's also
8 the comedy relief. And he was always arguing and fighting
9 with The Human Torch, who was always trying to give him a
10 hot foot. And he was always trying to grab him and
11 throttle him.

12 They all loved each other, but they never got
13 along well. The more they fought amongst themselves, the
14 more the readers loved it. And that was the way I
15 envisioned them.

16 (Lee Exhibit 7 marked for identification.)

17 Q. Now I'm going to mark as Lee I believe it's 7,
18 the next exhibit.

19 A. There's no little blue thing.

20 Q. I'll get you there. It's a document that's
21 actually a magazine entitled "Alter Ego, the Comic Book
22 Artist Collection."

23 And are you familiar with the Alter Ego?

24 A. Oh, yes. It's a well known fanzine.

25 Q. And is a man by the name of Roy Thomas --

1 S. LEE

2 Q. And this happened on other occasions where --

3 A. Yeah. There were times when I would ask Larry
4 to write something. Mm-hmm.

5 Q. Now let's talk --

6 A. Excuse me one second. I may have asked Larry
7 to write it in script form and then give it to Don to
8 draw. I'm not sure. I may have done that.

9 Q. Let's talk next about Thor.

10 A. Mm-hmm.

11 Q. And how Thor was created and what was your
12 idea behind Thor.

13 A. Same thing. I was looking for something
14 different and bigger than anything else. And I figured
15 what could be bigger than a god? Well, people were pretty
16 much into the Roman and the Greek gods by then, and I
17 thought the Norse gods might be good. And I liked the
18 sound of the name Thor and Asgaard and the Twilight of the
19 Gods' Ragnarok and all of that.

20 And Jack was very much into that, more so than
21 me. So when I told Jack about that, he was really
22 thrilled. And we got together, and we did Thor the same
23 way.

24 Q. And what was the idea behind Thor? What was
25 his deal?

1 S. LEE

2 A. I wanted him to be --

3 MR. TOBEROFF: Excuse me. Objection. Vague
4 and ambiguous.

5 Q. You can answer.

6 A. I wanted him to be the son of Odin, who is the
7 King of the Gods, like Jupiter. And I wanted him to have
8 an evil brother, Loki. And just like the Fantastic Four
9 were always fighting Dr. Doom, and Spider-Man was usually
10 fighting the Green Goblin, I figured Loki would be the big
11 villain. He's Thor's half brother. He's jealous of Thor.
12 He has enchantment powers. So in a way he's a good foe.
13 Thor has strength, but Loki is like a magician and can do
14 all kind of things. So that seemed good to me.

15 And then Thor had a girlfriend from legend
16 called Sif, S-I-F. And I would have her involved in the
17 stories and have jealousy.

18 And then I wanted some comedy relief, so it
19 wasn't -- I don't think it was until the strip had been
20 going for a while, but I decided there were three guys. I
21 called them The Warriors 3 that I wanted to include, a
22 very fat guy named Volstag, The Voluminous Volstag, I
23 called him, who acts like a real hero. "Come on, let's go
24 get them." But when the fights start, he's cowardly and
25 always holds back.

1 S. LEE

2 Another guy like Errol Flynn called Fandral
3 the Dashing. And a guy like Charles Bronson in Death
4 Wish. I think I called him Hogan the Grim. And the three
5 of them, Fandral the Dashing, Hogan the Grim, and Volstag
6 the Voluminous I thought they could be Thor's friends, and
7 they would provide comedy relief. And I'm happy to see
8 they're using them in the movie, I think.

9 And it was something that we both enjoyed
10 doing very much. And Jack was wonderful with the costumes
11 that he gave them. I mean, nobody could have drawn
12 costumes like he gave them.

13 Q. The character Thor, how did -- what idea did
14 you have to come up to give him his powers?

15 A. Well, he had --

16 Q. What was the back story?

17 MR. TOBEROFF: Assumes facts.

18 A. Oh, yeah. He had mainly a hammer, an
19 enchanted hammer. The back story was I decided to make
20 him a guy here on Earth, Dr. -- I forgot his name. But
21 whatever his name was, he was lame and he walked with a
22 cane. And for some reason he went to Norway, and there he
23 -- I think -- the Stone-Men from Saturn or somewhere.
24 Some aliens who were stone men had landed in Norway and
25 they wanted to kill our doctor.

1 S. LEE

2 And he rushes into a cave somewhere to hide
3 from them. And they're coming toward him, but he sees a
4 hammer in the ground, and some kind of a sign that said --
5 I don't remember the exact wording, but, Whoever is worthy
6 would be able to lift this hammer, sort of like the King
7 Arthur legend. And he grabs the hammer, and he's able to
8 lift it up.

9 And it seems that destiny had prepared that
10 for him over the centuries. The minute it lifts it up, he
11 turns into The Thunder God Thor, and wielding the hammer
12 he takes care of the Stone-Men. And then he can always
13 become Dr. Don Blake. That was his name. I believe Don
14 Blake. If he hits the hammer on the ground, it turns back
15 into the cane that he always had because he was lame. He
16 walked with a cane as Don Blake, Dr. Don Blake.

17 So he's a surgeon, who walks with a cane, but
18 when he hits the cane on the ground, he turns into the
19 mighty Thor, God of Thunder. And that was the idea.

20 Q. You have a lot of doctors. Do you have any
21 lawyers in this whole process?

22 A. Maybe next time. Next go round. We do have a
23 lawyer Daredevil.

24 Q. Daredevil. Tell me about Daredevil.

25 A. Yeah. Same thing. Oh, by the way. I think

1 S. LEE

2 Thor also was written by my brother. After I came up with
3 the outline, I think Larry wrote the first script.

4 Now, let me see. Daredevil.

5 Q. Daredevil. I want to hear about the lawyer.

6 A. Again I'm trying to think of what can I do
7 that hasn't been done. And it occurred to me --

8 Q. Well, certainly making a lawyer a hero would
9 fall into that category. But, in any event, go ahead.
10 Tell me about Daredevil.

11 A. After this is over, I want him to write for
12 us.

13 I figure I will get a blind man and make him a
14 hero. And how you do that. So I said, what if all his
15 other senses are very acute? What if he can hear so well
16 that he can tell if you're lying to him because he hears
17 your pulse rate speed up, your heart beat. And he can
18 smell so well he can tell if a girl has been in a room.
19 He could smell her cologne even if it was two days ago.
20 You know, you get your balance through your ears.

21 So he's like an acrobat, like a circus
22 tightrope walker. He can do anything any trained athlete
23 can do. And on and on. And I figured that's kind of
24 good. Oh, and he has a radar sense and a sonar sense. So
25 when he's Daredevil, nobody knows he's blind. He is like