

EXHIBIT F

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,

Counterclaimants,

- against-

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

Counterclaim-Defendants.

-----X
RESPONSE TO DEFENDANTS' SECOND SET OF INTERROGATORIES

Pursuant to Rule 33 of the Federal Rules of Civil Procedure (the "Federal Rules") and Rule 33.3 of the Local Rules of the United States District Court for the Southern District of New York ("Local Rules"), Plaintiffs Marvel Worldwide, Inc., Marvel Characters, Inc. and MVL Rights LLC (collectively, "Marvel"), by and through their undersigned counsel, hereby respond and object to Defendants' Second Set of Interrogatories, dated November 17, 2010. The

following responses and objections are made subject to the General Objections in Marvel's Response to Defendants' First Set of Interrogatories, served on Defendants on October 28, 2010, all of which are expressly incorporated by reference herein. The General Objections are incorporated into each of the specific responses below as if they were fully repeated therein and therefore need not be specifically repeated in such responses.

SPECIFIC OBJECTIONS AND RESPONSES

Interrogatory No. 1: State all facts upon which YOU base YOUR contention in paragraph 2 of YOUR Complaint that "[a]ny 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."

Response: Marvel objects to this Interrogatory on the grounds that it is overbroad and unduly burdensome. Marvel further objects to this Interrogatory on the grounds that it is improper under Rule 33.3 of the Local Rules. Subject to and without waiving the foregoing Specific Objections, Marvel refers Defendants to the deposition testimony of Stan Lee (May 13, 2010 and December 8, 2010); John V. Romita (October 21, 2010); Roy Thomas (October 26-27, 2010); Neal Kirby (June 30, 2010); Lisa Kirby (July 1, 2010); and Mark Evanier (November 9, 2010 and December 6, 2010). Marvel reserves the right to rely on any further or additional discovery taken in this action.

Interrogatory No. 2: Identify all documents on which YOU intend to rely to support YOUR contention in paragraph 2 of YOUR Complaint that "[a]ny 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."

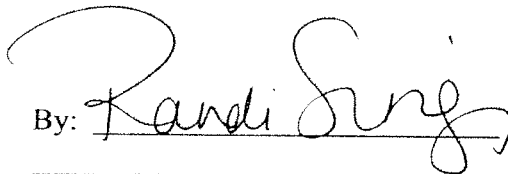
Response: Marvel objects to this Interrogatory on the grounds that it is overbroad, unduly burdensome and seeks disclosure of information protected by the attorney work product privilege. Marvel further objects to this Interrogatory on the grounds that it is improper under Rule 33.3 of the Local Rules. Subject to and without waiving the foregoing Specific Objections, Marvel states that it has not yet determined which documents on which it intends to rely and refers Defendants to the documents marked as exhibits during the depositions of Stan Lee, John V. Romita, Roy Thomas, Neal Kirby, Lisa Kirby, Susan Kirby and Mark Evanier, and to the documents produced in this action by Marvel, Defendants and various third-parties. Marvel reserves its right to supplement its response to this interrogatory.

Interrogatory No. 3: Identify all witnesses on which YOU intend to rely to support YOUR contention in paragraph 2 of YOUR Complaint that “[a]ny 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.”

Response: Marvel objects to this Interrogatory on the grounds that it is overbroad and unduly burdensome. Marvel further objects to this Interrogatory on the grounds that it is improper under Rule 33.3 of the Local Rules. Subject to and without waiving the foregoing Specific Objections, Marvel states that it has not yet determined all of the witnesses on which it intends to rely but that it intends to rely on testimony from at least the following witnesses: Stan Lee, John V. Romita and Roy Thomas. Marvel reserves its right to supplement its response to this interrogatory.

Interrogatory No. 4: If YOUR response to any of DEFENDANTS’ First Set of Requests for Admission (Nos. 1-15) is anything other than an unqualified admission, state all facts that support your response.

Response: Marvel objects to this Interrogatory on the grounds that it is overbroad and unduly burdensome. Marvel further objects to this Interrogatory on the grounds that it is improper under Rules 33, 34(a)(4) and 26(b) of the Federal Rules of Civil Procedure and Rule 33.3 of the Local Rules. Marvel further objects to this Interrogatory to the extent that Defendants purport to subsume into one interrogatory fifteen separate subparts requesting information. Subject to and without waiving the foregoing Specific Objections, Marvel refers Defendants to its Responses to the First Set of Requests for Admission, dated December 20, 2010.

By: 

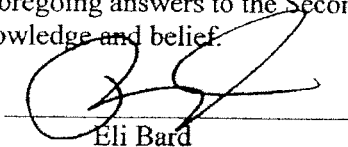
WEIL, GOTSHAL & MANGES LLP
James W. Quinn
R. Bruce Rich
Randi W. Singer
767 Fifth Avenue
New York, NY 10153
Tel: (212) 310-8000
Fax: (212) 310-8007

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
(212) 659-7300

*Attorneys for Plaintiffs and Counterclaim-
Defendants*

I am Vice President, Deputy General Counsel of Marvel Entertainment, LLC. I am authorized to make this Verification on behalf of Marvel Worldwide, Inc., Marvel Characters, Inc. and MVL Rights, LLC (together, "Marvel"). I hereby verify, under penalty of perjury, that on information and belief, the facts set forth in the foregoing answers to the Second Set of Interrogatories are true to the best of my present knowledge and belief.

A handwritten signature in black ink, appearing to read 'Eli Bard', is written over a horizontal line.

Eli Bard

Dated: New York, New York
December 20, 2010