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BUT THAT WAS BEFORE HE WAS BITTEN BY A RADIOACTIVE SPIDER, AND TRANSFORMED INTO...

TRULY AMAZING ARE HIS POWERS! HE CAN LIFT FORTY TIMES HIS OWN WEIGHT... LEAP THREE STORIES INTO THE AIR... CLING TO ANY SURFACE LIKE SOME GREAT HUMAN SPIDER.

BUT THE MOST UNCANNY POWER OF ALL IS HIS AMAZING SPIDER-SENSE WHICH WARNS HIM OF IMPENDING DANGER--

--AND ALERTS HIM TO ANYTHING... OR ANYONE OUT OF THE ORDINARY!

"WHO'S THAT LADY?"

STAN LEE PRESENTS ANOTHER MARVEL MILESTONE!
 PLOTTED & SCRIPTED BY ROGER STERN DRAWN BY JOHN ROMITA JR. & JOHN ROMITA SR.
 LETTERED BY JIM NOVAK COLORED BY STAN GOLDBERG EDITED BY TOM DIFALCO
 TRAVEL RESERVATIONS BY JIM SHOOTER PROUD WIFE & MOM: VIRGINIA ROMITA

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WOW! I'VE NEVER SEEN ANYONE LIKE HER BEFORE... NOT IN THE PORT AUTHORITY BUS TERMINAL!

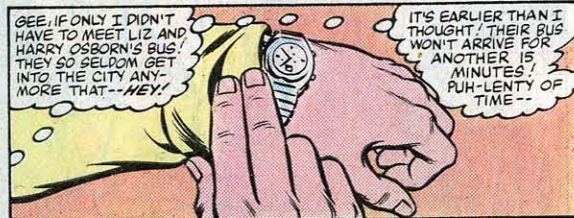
SHE'S... STUNNING!

YEAH...



...SO WHY AM I GETTING A SPIDER-SENSE TINGLE FROM HER?

I CAN'T BELIEVE THAT SHE'D PRESENT ANY SORT OF THREAT... BUT MY SPIDER-SENSE NEVER REACTED TO OUT-AND-OUT BEAUTY BEFORE!



GEE, IF ONLY I DIDN'T HAVE TO MEET LIZ AND HARRY OSBORN'S BUS. THEY SO SELDOM GET INTO THE CITY ANYMORE THAT--HEY!

IT'S EARLIER THAN I THOUGHT! THEIR BUS WON'T ARRIVE FOR ANOTHER 15 MINUTES! PUH-LENTY OF TIME--



--TO CHECK OUT THIS LOVELY LADY! FROM A DISCREET DISTANCE, OF COURSE!

DON'T WANT HER TO THINK I'M SOME SORT OF PERVERT.



"WHOOOPS! SHE'S DEFINITELY AN OUT-OF-TOWNER! NATIVE NEW YORKERS KNOW BETTER THAN TO STROLL THROUGH THIS NEIGHBORHOOD--"



--ESPECIALLY DRESSED AS WELL AS SHE IS! SHE'S PRACTICALLY ASKING TO BE MUGGED!



WELL... CAN'T LET THAT HAPPEN, CAN WE?



METHINKS I'LL PLAY GUARDIAN ANGEL UNTIL THE LADY'S SAFELY TO HER DESTINATION!



I'LL JUST STICK MY STREET GEAR UP ON THIS ROOFTOP NO ONE'S LIKELY TO STUMBLE ACROSS IT HERE.



BUT, EVEN AS PETER CHANGES IDENTITIES...

HEY, SCUD-- LOOK WHAT'S COMIN'!



'EY, CHICKEE-CHICKEE, BABEE! WHY YOU WALK SO RIGHTEOUS, MAMA CIMON, LET'S PARTY! MM-MM-MM.

YOU CAN PARTY, MOJO...



...ME, I GOT PEOPLE TO SEE... STUFF TO BUY!

MY PURSE! YOU FILTHY CREEP! GIVE IT BACK!

UH-UH, MAMA! YOU WANT IT, YOU'LL HAVE TO COME TAKE IT!

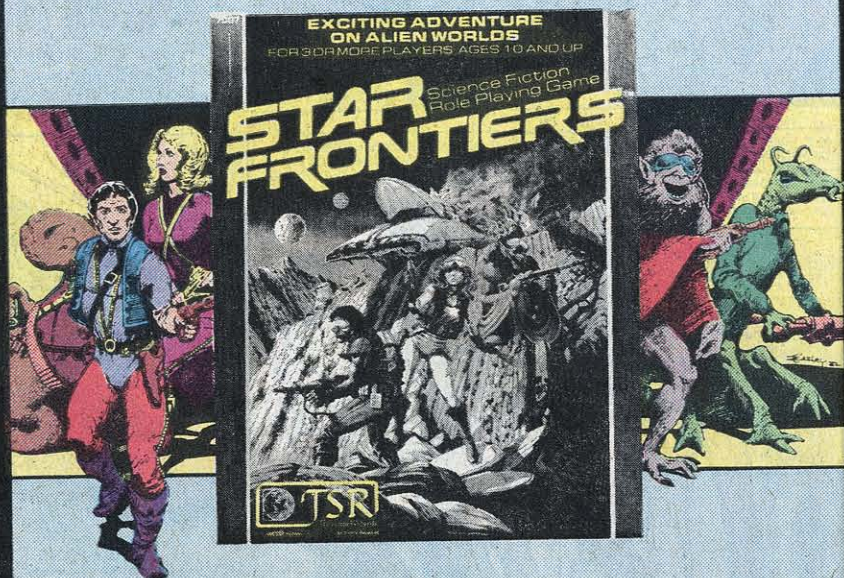


YOU THINK I WON'T?



ACTUALLY, WE WAS HOPIN' YOU WOULD! NOW, WHY DON'T YOU BE NICE TO OL' MO--

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WHAT'S YOUR HURRY, DOG-BREATH?

UH-OH.



A DEGENERATE LIKE YOU SHOULDN'T RUN SO HARD! IF YOU DON'T WATCH OUT--!

TSK-TSK! LOOK AT THAT... YOU RAN RIGHT INTO MY FIST!

BOP



SO MUCH FOR THOSE TWO.

THE LADY LOOKS OKAY, BUT MY SPIDER-SENSE IS BUZZING MORE THAN EVER!

WHY? SHE'S A GOOD FIGHTER, BUT SHE'S SURELY NO DANGER TO ME!

MAYBE IF I COME RIGHT OUT AND CONFRONT HER--!

HEY, LADY, YOU HANDLE YOURSELF--



--PRETTY--



EVEN BEFORE SPIDER-MAN'S FEET CAN TOUCH THE GROUND...

IT HAPPENS IN A SPLIT-SECOND!

...EVEN AS HIS SPECIAL SENSES TELL HIM THAT HE'S MADE A SERIOUS MISTAKE...



...A SUDDEN BURST OF PURE FORCE SENDS HIM FLYING!



--WELL--

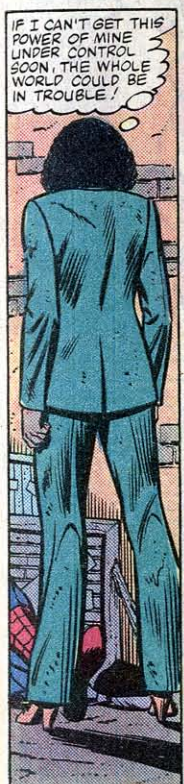
OMIGOD, WHO DID I--? IT'S SPIDER-MAN! I'VE READ ABOUT HIM... HE'S SOME SORT OF OUTLAW ADVENTURER!



I DIDN'T MEAN TO--! I THOUGHT IT WAS THE OTHER MUGGER BEHIND ME... I JUST REACTED INSTINCTIVELY! I COULD'VE KILLED HIM!



LOOKS LIKE HE'LL BE OKAY!



IF I CAN'T GET THIS POWER OF MINE UNDER CONTROL SOON, THE WHOLE WORLD COULD BE IN TROUBLE!



I MIGHT AS WELL DITCH THIS PANTSUIT. IT'S RUINED ANYWAY!

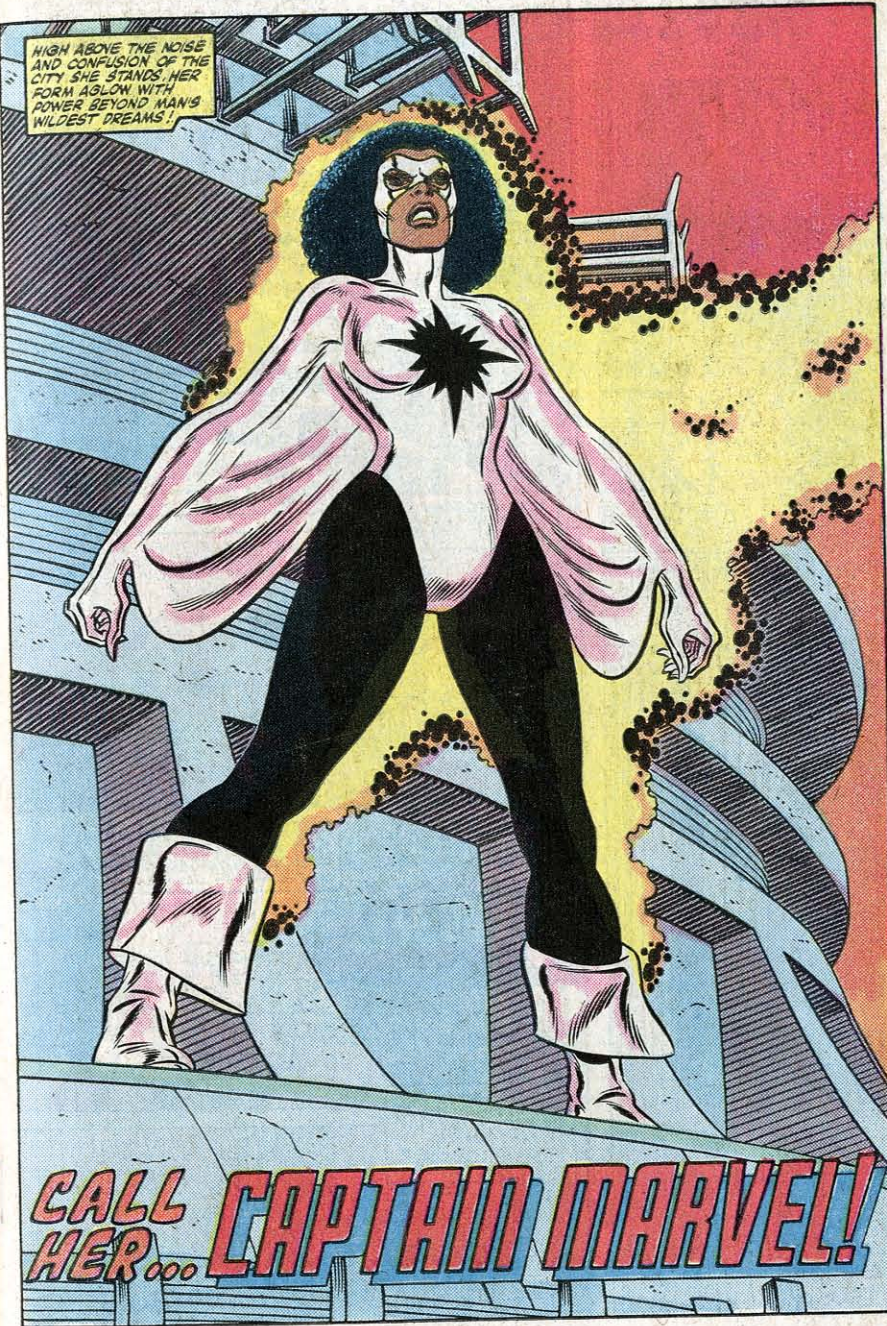
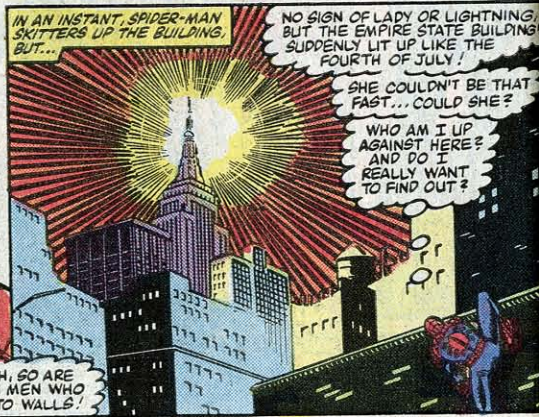
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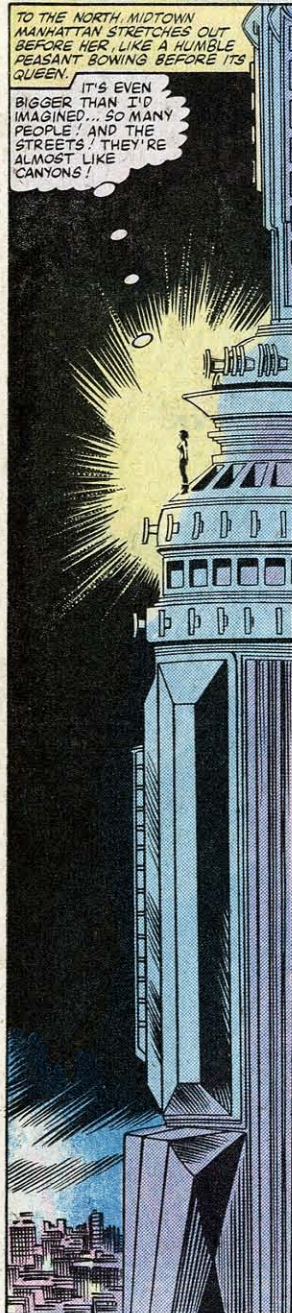


I PROBABLY SHOULD HAVE SHUCKED DOWN TO MY WORKING CLOTHES AS SOON AS I HIT THE CITY--



--BUT THIS IS STILL SO NEW TO ME!



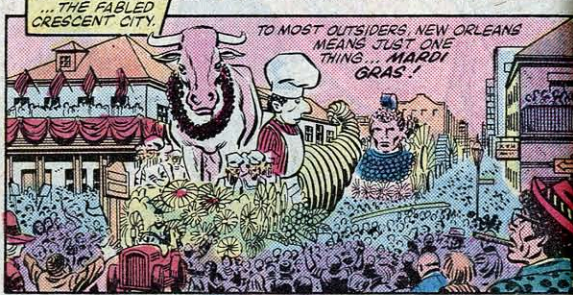


TO THE NORTH, MIDTOWN MANHATTAN STRETCHES OUT BEFORE HER, LIKE A HUMBLE PEASANT BOWING BEFORE ITS QUEEN.

IT'S EVEN BIGGER THAN I'D IMAGINED... SO MANY PEOPLE! AND THE STREETS! THEY'RE ALMOST LIKE CANYONS!



IT'S SO DIFFERENT FROM HOME... SO DIFFERENT FROM NEW ORLEANS...



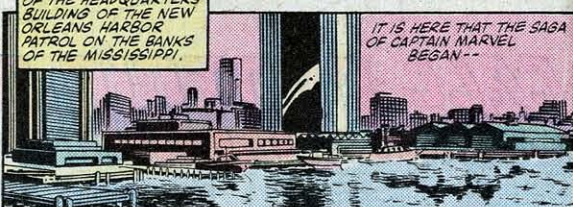
NEW ORLEANS THE FABLED CRESCENT CITY.

TO MOST OUTSIDERS, NEW ORLEANS MEANS JUST ONE THING... MARDI GRAS!



BUT THIS GRACIOUS SOUTHERN METROPOLIS IS MUCH MORE THAN AN ANNUAL CARNIVAL.

HERE THE OLD AND THE NEW DON'T JUST MEET, THEY MINGLE... FROM THE OLD WORLD CHARM OF THE FRENCH QUARTER--



...TO THE STARK LINES OF THE HEADQUARTERS BUILDING OF THE NEW ORLEANS HARBOR PATROL ON THE BANKS OF THE MISSISSIPPI.

IT IS HERE THAT THE SAGA OF CAPTAIN MARVEL BEGAN--



--JUST WEEKS AGO IN THE OFFICE OF THE HARBOR-MASTER.

ALL RIGHT, LT. RAMBEAU, WHAT'S THIS YOU WANTED TO SEE ME ABOUT?

MY PROMOTION, SIR... OR LACK OF SAME. I WAS PASSED OVER AGAIN. I'D LIKE TO KNOW WHY.



COME ON, RAMBEAU, YOU KNOW WE ONLY HAD FOUR CAPTAINCIES TO FILL THIS YEAR.

AND I WAS BETTER QUALIFIED THAN ANY OF THE MEN CHOSEN, WHY WAS I PASSED OVER?!



IF YOU MUST KNOW, IT'S BECAUSE YOUR METHODS ARE TOO... UNORTHODOX! I GO BY THE BOOK, MONICA, AND I EXPECT MY MEN TO DO THE SAME!



YOUR MEN! THAT'S THE REAL ISSUE, ISN'T IT? YOU DON'T WANT TO SEE A WOMAN IN CHARGE OF A PATROL BOAT!



I'LL PRETEND I DIDN'T HEAR THAT ACCUSATION, RAMBEAU!

DIS-MISSED!



OH, AND RAMBEAU... I DON'T WANT TO HEAR ANY OF YOUR SMART REMARKS ECHOED IN THE NEWS MEDIA THIS TIME!

DON'T WORRY, SIR. NOTHING I DO WILL MAKE THE PATROL LOOK BAD.



UH-OH, LOOKS LIKE MONICA'S ON THE WARPATH AGAIN!

FINE THING! I SWEAT AND SLAVE FOR THIS OUTFIT, AND WHAT THANKS DO I GET?

"I'LL PRETEND I DIDN'T HEAR THAT..." SANCTIMONIOUS OLD TYRANT!



I HAVE HALF A MIND TO --OH!

MONICA RAMBEAU?

YES?



I AM PROFESSOR ANDRE LECLARE. YOUR GRANDFATHER AND I WERE IN THE WAR TOGETHER.

PROFESSOR -- OF COURSE, GRANDFATHER ALWAYS SPOKE HIGHLY OF YOU! WHAT BRINGS YOU TO THE STATES?

FEAR, MON AMIE, AND GUILT.



SOUNDS OMINOUS. ANYTHING I CAN DO TO HELP?

I'M AFRAID NOT, COFFEE?

THAT IS MY HOPE, ARE YOU AWARE OF MY WORK IN ADVANCED PHYSICS?

NO THANK YOU.

I'M CONSIDERED A BIT OF A CRACKPOT. ONLY ONE MAN EVER LISTENED TO MY THEORIES...



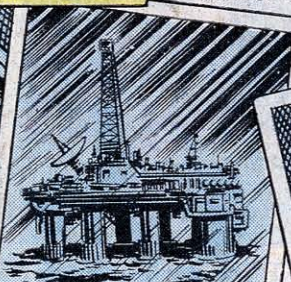
"...GENERALISSIMO ERNESTO RAMIREZ, THE SOUTH AMERICAN DICTATOR. PERHAPS I SHOULD HAVE BEEN CHOOSIER ABOUT MY EMPLOYERS, BUT ONLY HE OFFERED TO FUND MY RESEARCH.

"I HAD DEVISED A PROCESS FOR DRAWING ENERGY FROM OTHER UNIVERSES... OTHER DIMENSIONS! I WAS ON THE VERGE OF A BREAKTHROUGH WHEN I DISCOVERED THAT RAMIREZ INTENDED TO USE MY DISCOVERY FOR A WEAPON!



"I FOOLISHLY TRIED TO DISSUADE HIM. EVENTUALLY, I HAD TO FLEE HIS COUNTRY FOR MY LIFE.

"THAT, I THOUGHT, WAS THE END OF IT. NOT SO. RAMIREZ HIRED MY FORMER ASSISTANT, FELIPE PICARO, TO CONTINUE MY WORK ON AN OLD OIL RIG IN THE GULF OF MEXICO.



"THERE, I BELIEVE PICARO IS BUILDING A DEVICE WHICH WILL MAKE THE ATOMIC BOMB LOOK LIKE A WET MATCH. BUT I CAN'T MAKE ANYONE IN YOUR GOVERNMENT BELIEVE ME!



I CAN UNDERSTAND WHY! EXTRA-DIMENSIONAL ENERGY? SOUNDS LIKE SOMETHING OUT OF A SCIENCE FICTION STORY!

AND SO, I AM HERE. YOU ARE MY LAST HOPE, LIEUTENANT. AS A FRIEND OF YOUR FATHER'S FATHER, I APPEAL TO YOU FOR AID!

WELL...UH...I DON'T KNOW. THIS SOUNDS...AH...PRETTY BIG. WHAT DO YOU EXPECT ME TO DO?

FRANKLY, I'M NOT SURE, I WAS HOPING YOU COULD THINK OF SOME WAY TO CONVINCE THE AUTHORITIES. I HAD HEARD THAT YOU TEND TO APPROACH THINGS IN A LESS ORTHODOX MANNER THAN MOST.

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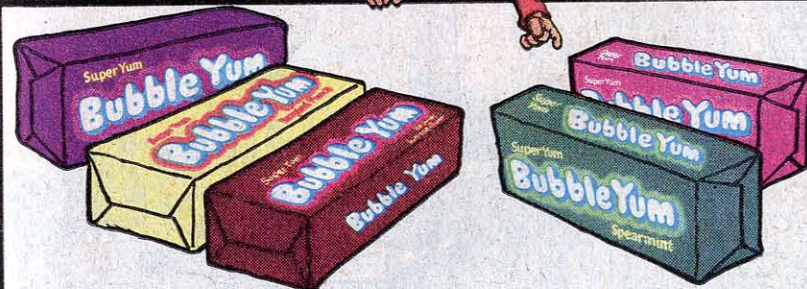


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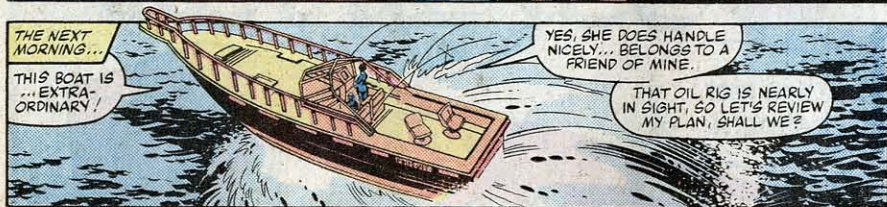
It's smoother and blows great bubbles!!!

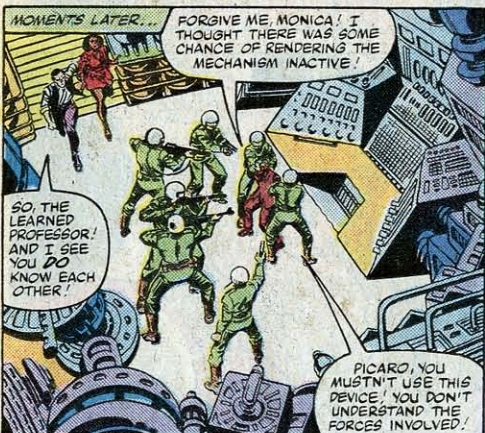
It's more delicious!!!

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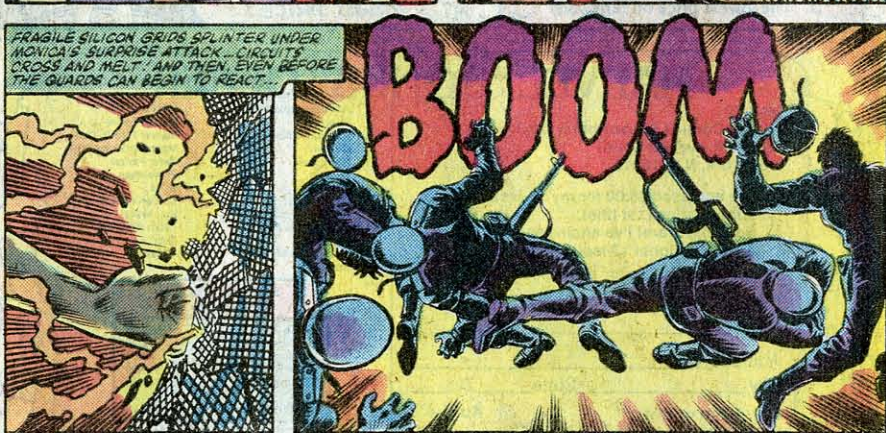
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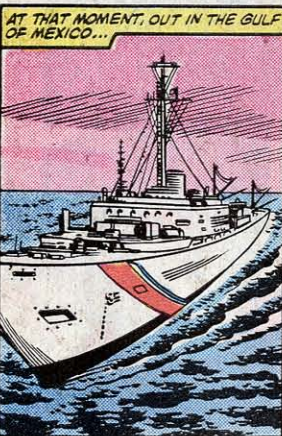
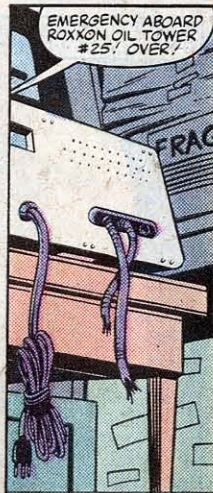
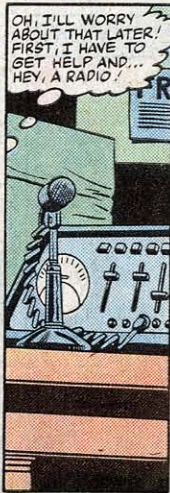
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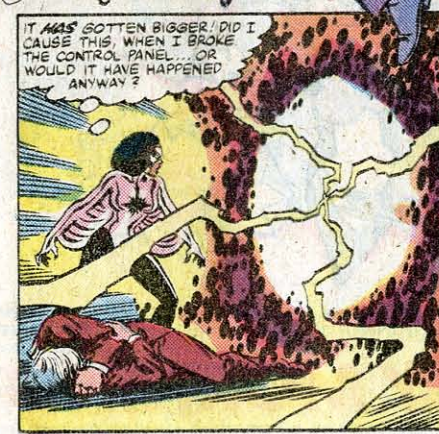
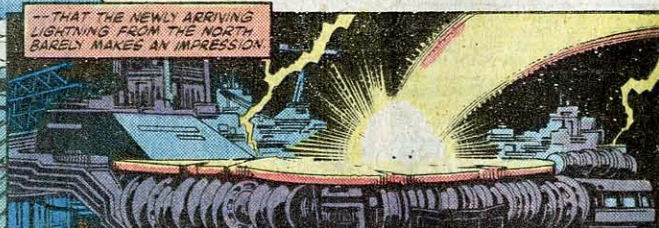
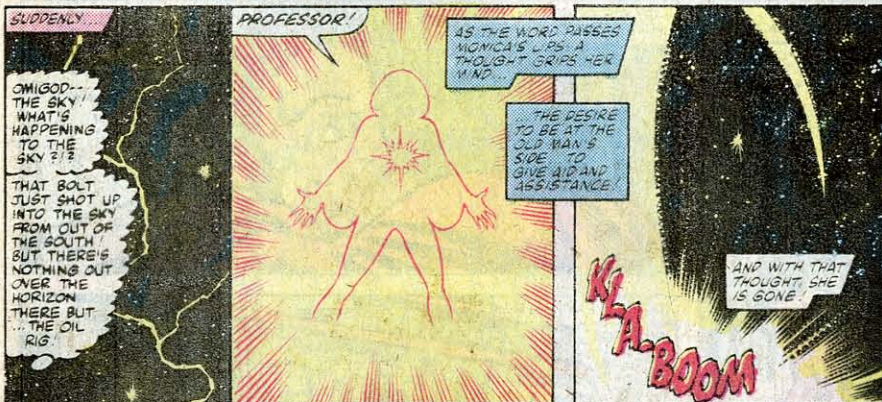
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OH! I SEEM TO HAVE ANSWERED MY OWN QUESTION! I'M BEING SUCKED INTO IT!



I-I-I FEEL LIKE A CORK IN A VACUUM CLEANER, BUT I'M DOING SOME GOOD! FOR SOME REASON THE HOLE IS REACTING TO ME... I CAN FEEL IT CLOSING AROUND ME!

T-THE PAIN... THE POWER... IT'S TOO M-M-MUCH!



THAT FOOL WOMAN HAS SAVED US! SOMEHOW SHE IS ABSORBING THE EXCESS ENERGY, SHRINKING THE HOLE! BUT SHE HAS SIGNED HER OWN DEATH WARRANT! HER BODY WILL BE CRUSHED WHEN THE HOLE SLAMS SHUT!

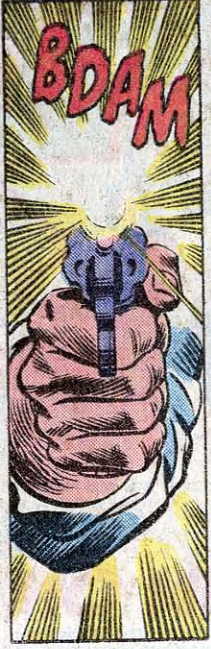
M-MON CAPITAINE... WHERE--?



YOUR CAPTAIN IS BEYOND HELPING YOU, LECLARE... BUT I SHALL BE MORE THAN HAPPY TO "REPAY" YOU FOR YOUR SERVICES THIS DAY!



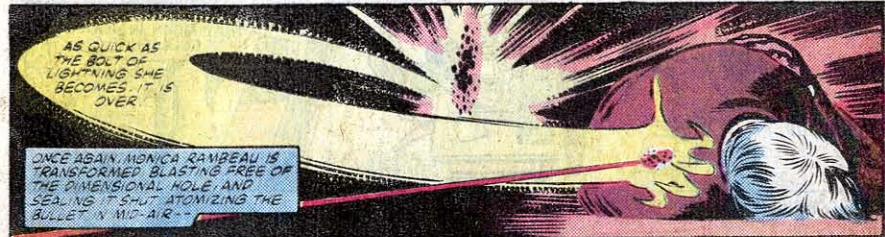
PROFESSOR LOOK--



BDAM



--OUT!



AS QUICK AS THE BOLT OF LIGHTNING SHE BECOMES IT IS OVER

ONCE AGAIN, MONICA RAMBEAU IS TRANSFORMED, BLASTING FREE OF THE DIMENSIONAL HOLE, AND SEALING IT SHUT, ATOMIZING THE BULLET IN MID-AIR--



-- AND SWIFTLY TURNING TO STRIKE AT ITS SOURCE

VIII!



HMPH! SHOCKED HIM SENSELESS... GOOD! HE DESERVES WORSE, BUT I'LL LEAVE HIM TO INTERNATIONAL LAW!

QUE?

PROFESSOR? ARE YOU--?

I LIVE, MON CAPITAINE!



THEN LET'S GET YOU PATCHED UP AND GET OUT OF HERE! THE NAVY WILL ARRIVE SOON, AND I KNOW THEY'LL HAVE QUESTIONS I CAN'T ANSWER!



CAPTAIN? H-HE CALLED HER HIS CAPTAIN... BUT SHE SAVED US... HAH-HA... SAVED... HAH-HA... ALL OF US!

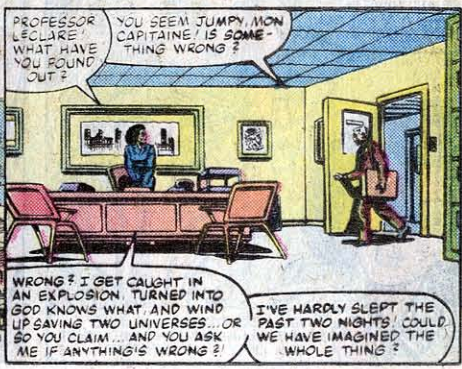
CAPTAIN EST MARAVILLA...



...EST MARAVILLA!

CAPTAIN EST MARAVILLA

TWO DAYS LATER AT HARBOR PATROL N.Y.C.

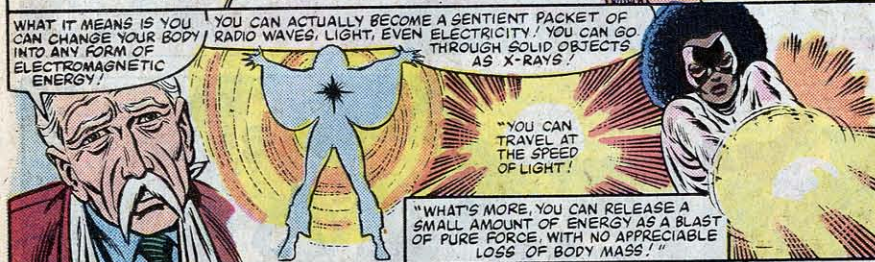


PROFESSOR LECLARE... WHAT HAVE YOU FOUND OUT?

YOU SEEM JUMPY, MON CAPITAINE! IS SOMETHING WRONG?

WRONG? I GET CAUGHT IN AN EXPLOSION, TURNED INTO GOD KNOWS WHAT, AND WIND UP SAVING TWO UNIVERSES... OR SO YOU CLAIM... AND YOU ASK ME IF ANYTHING'S WRONG?

I'VE HARDLY SLEPT THE PAST TWO NIGHTS... COULD WE HAVE IMAGINED THE WHOLE THING?



NOW THAT I'M FINALLY COMING TO ACCEPT MY POWER, I DISCOVER THAT IT MAY BE AS BIG A THREAT AS PICARO'S MACHINE!

EVEN WHEN I FEEL MY ENERGY LEVEL RISING! IF I WEREN'T CONSCIOUSLY HOLDING IT IN CHECK, IT WOULD OVERCOME ME

-- A FAMILIAR
FIGURE
COMES
RUNNING
UP THE
SOUTH
FACE OF
THE
BUILDING

THAT LADY MUST BE A CROSS BETWEEN ELECTRO AND SPEED DEMON! IT TOOK ME OVER A MINUTE TO GET HERE. AND I'M NO SLOWPOKE!

BUT THERE SHE IS, BOLD AS
BRASS, I'LL SLAP A LITTLE
WEBBING ON HER, AND SEE
WHAT'S SHAKING!

OR SHOULD I? WHAT IF
SHE'S A GOOD GUY, AND I'M
MISREADING MY SENSES?
I'D LOOK LIKE A FOOL!

A comic book illustration of Spider-Man swinging on his web. He is in the upper right, with his red and blue suit and mask visible. A large, curved web extends from him across the top of the frame. Below, a city street is shown with a yellow curb, a sidewalk, and a road. A person in a pink shirt and dark pants is walking away from the viewer on the sidewalk. In the background, there are tall, thin structures resembling a fence or a bridge railing. The sky is blue with some white clouds.

FIRST, THOUGH, I HAVE TO FIND HER. I WONDER WHERE -- ?

BZZZZZZZZ

A close-up of Spider-Man's face and upper torso. He is looking down with a concerned expression at a small spider crawling on his red chest. The background consists of vertical black and white stripes. A speech bubble at the top contains the text "FIRST, THOUGH, I HAVE TO FIND HER. I WONDER WHERE -- ?". A sound effect "BZZZZZZZZ" is written in a jagged, yellow font above his head.

A vertical comic book panel showing Spider-Man in a sleeping pose. He is wearing his iconic red and blue suit with a spider emblem on the chest. His eyes are closed, and a yellow sound effect 'ZZZZZZZZ' is written above his head. He is holding a purple object, possibly a pillow or a piece of fabric, against his face. The background consists of vertical black and white stripes.

A close-up of Spider-Man in his iconic red and blue suit. He is holding a web in his right hand, and a small spider is visible on his chest. The background is a simple grey and white pattern.

HEY, WHO ARE YOU?

NO NEED TO PANIC, KID. I'M SPIDER-MAN.

WHO'S PANICKIN'? BE-SPIDER! THERE AIN'T NO SPIDER-MAN... MY DAD SAYS HE'S JUST A HOAX THE MEDIA BARONS COOKED UP TO SELL PAPERS!

I DON'T WANT TO ARGUE.
BUT I ~~AM~~ SPIDER-MAN.
AND I NEED A QUARTER--
IT'S IMPORTANT!

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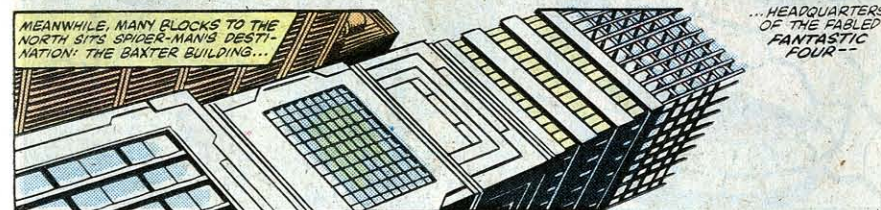
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WHAT A MESS! IT LOOKS LIKE SOMEONE WENT THROUGH HERE WITH A BATTLE-AX! *

I'VE HEARD THAT THE FF HAD ENEMIES... BUT TO DO THIS?!

*SEE FANTASTIC FOUR #242!

AT LEAST RECONSTRUCTION HAS BEGUN, WHICH INDICATES THAT THE RIGHT PEOPLE WON!

LOOKIN' FOR SOMETHIN'?

BUT WHERE ARE THEY? I NEED TO FIND THEIR LEADER, REED RICHARDS!

OH! 'THE THING' YOU... STARTLED ME!

I DO THAT TO A LOT OF PEOPLE. WHO THE DEVIL ARE YOU?

I... I'M CAPTAIN MARVEL.

NOT UNLESS YA CAME BACK FROM THE DEAD BY WAY OF DENMARK, YA AIN'T!

MARY DIED MONTHS AGO. 'SIDES, HE WAS A BLOND.

THERE WAS ANOTHER CAPTAIN MARVEL? I-I'M SORRY... I DIDN'T KNOW.

AW, DON'T SWEAT IT... MARY WOULDN'T MIND. I PROBABLY AIN'T THE ONLY THING IN THE WORLD, EITHER!

NOW... 'SPOSE YOU TELL ME WHAT YER DOIN' HERE.

ONE QUICK EXPLANATION LATER...

... BUT THE EXCESS ENERGY I ABSORBED FROM THE HOLE IS NOW BUILDING UP INSIDE ME!

IF I CAN'T FIND A WAY TO SAFELY RELEASE IT, I COULD EXPLODE... LIKE A 1000 MEGATON BOMB!

IZZAT BAD?

1000 MEGATON --?!

THAT'S ENOUGH TO FLATTEN THE CITY!

OF ALL THE BLASTED TIMES FOR REED AN' THE MISSUS TO BE VACATIONIN' ON MARTHA'S VINEYARD!

I KNOW! I WOULD NEVER HAVE COME HERE IF I'D HAD ANOTHER WAY OF CONTACTING DR. RICHARDS!

BY THE TIME I REACH HIM, IT COULD BE TOO LATE. WAIT... MAYBE THE AVENGERS COULD HELP!

THEY ALWAYS SEEM TO HAVE A LOT OF SCIENCE SAVVY!

THAT SIGNAL YOU'VE PUNCHED UP... IS IT A DIRECT LINE TO THE AVENGERS?

MATTER OF FACT, IT IS, SO?

THEN I CAN BE THERE IN NO TIME!

THANKS FOR YOUR HELP!

KA-ZOKK

WHAT THE HEY--?

THING!

HAVE YOU SEEN A TALL BLACK LADY IN A SILVER AND BLACK JUMP-SUIT?

SEE HER? SHE JUST FRIED MY RADIO!

DANGDEST THING I EVER SAW!

SHE CHANGED INTO A BUNCHA RADIO WAVES AND HEADED FOR AVENGERS MANSION!

I HOPE THEY CAN HANDLE HER BEFORE SHE EXPLODES!

EXPLODES? SHE EXPLODES, TOO?!

SHE'S MORE OF A MENACE THAN I THOUGHT!

I CAN'T WARN THE AVENGERS, BUT AT LEAST I CAN GIVE 'EM A HAND!

COME BACK, YA IDIOT! SHE AIN'T NO MENACE!

AW, NERTZ! HE CAN'T HEAR ME!

FARTHER NORTH, ON FIFTH AVENUE, IS AVENGERS MANSION--

--WHERE, SECONDS AGO, AS IRON MAN SAT ON MONITOR DUTY...

MEEP MEEP

THAT'S THE F.F.'S PRIORITY SIGNAL. I WONDER WHAT THEY WANT? IT BETTER NOT BE GALACTUS AGAIN! I WARNED THEM THAT--

--YAAAH!!

ZZZKROOM

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LOADS!

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MONITOR AND
THE ADJACENT
COMPUTERIZED
POWER
SYSTEMS.

AS A RESULT, DEFENSIVE MECHANISMS ALL OVER THE MANSION DEPLOY AND
MALFUNCTION.

IN THE HEART OF THE
MANSION WHERE TOLLS
JARVIS, THE AVENGERS'
BUTLER...

MY
WORD!

ZAK

I MUST NOT
TARRY! THERE
ARE BOUND TO
BE A FEW EARLY
ARRIVALS FOR
THE MEETING!

WHAT?
THANK GOD,
YOU'RE ALL
RIGHT!

IF YOU'RE
SINCERE
ABOUT THAT,
YOU CAN
HELP ME
OUT!

TINY SPARK? BUT
I CAN'T CONTROL
MY POWER THAT
EXACTLY!

OH, NO!
THIS IS
AWFUL! I'VE
KNOCKED
IRON MAN
OUT!

BUT...

NOT QUITE,
YOUNG LADY!

JUST A TINY SPARK ACROSS MY
CHESTPLATE'S INDUCTION NOULES
WILL RESET MY CIRCUIT-BREAKERS.

IT'S ALL OR
NOTHING, EH?
THEN I GUESS
WE'LL JUST HAVE
TO WAIT FOR HELP.

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MASTER IRON MAN! WE'VE LOST POWER ALL OVER THE BUILDING AND... WHAT ON EARTH?!

MY... MY POWER SHUT DOWN HIS ARMOR.

SHAMELESS TROLLOP! THE OTHER AVENGERS WILL NOT LET THIS ATTACK GO UNANSWERED!



NO, YOU DON'T UNDERSTAND! I COME BACK! I'M...

...I'M GLOWING! MY POWER IS CONTINUING TO INCREASE!



OUTSIDE...

LOOKS LIKE MY MYSTERY LADY IS HERE, ALL RIGHT!

IT'S SPIDER-MAN! YA THINK HE'S MIXED UP IN THIS?



AH, MY PUBLIC! I LOVE 'EM! NEXT THEY'LL BE BLAMING ME FOR INFLATION!

THOSE SNAKEY ARMS MUST BE FOR DISCOURAGING BILL COLLECTORS--



--BUT THEY COULDN'T STOP A PAPER BOY NOW.

HMMM... BLACK AS PITCH IN HERE. TIME TO PLAY "THE STEALTHY SPIDER"!



SOON...

EH?

HELP! ASSISTANCE! ANYONE!



HELP IS JUST A CEILING AWAY, PAL! WHAT'S THE PROBLEM?

AND, AFTER A SOMEWHAT STARTLED EXCHANGE...



I'LL TAKE CARE OF GLOW-GIRL, JARVIS! YOU GO CALL FOR HELP... WE MAY NEED IT!

I DON'T LIKE TO TRUST THIS SPIDER-PERSON... WE KNOW SO LITTLE ABOUT HIM. STILL, I REALLY HAVE NO CHOICE.



AND, JUST CORRIDORS AWAY...

I HATED LEAVING IRON MAN LIKE THAT, BUT I HAVE TO TAKE THE SAFETY MEASURE HE SUGGESTED-- AND LOCK MYSELF IN THE ADAMANTIUM CONTAINMENT CHAMBER IN THE MANSION'S LAB.

I JUST HOPE ADAMANTIUM IS AS STRONG AS IT'S SUPPOSED TO BE, IN CASE I DO LOSE CONTROL AND... GO BOOM.



OH, WHAT--?!

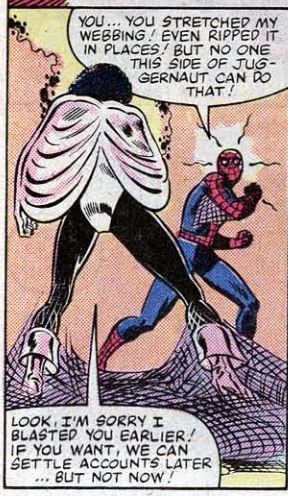


JUST A WELCOMING PRESENT FROM YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN, MA'AM!

I FIGURE THAT A LITTLE GIFT WRAPPING OUGHT TO KEEP YOU WHERE I WANT YOU!



YOW!



YOU... YOU STRETCHED MY WEBBING! EVEN RIPPED IT IN PLACES! BUT NO ONE THIS SIDE OF JUGGERNAUT CAN DO THAT!

LOOK, I'M SORRY I BLASTED YOU EARLIER! IF YOU WANT, WE CAN SETTLE ACCOUNTS LATER... BUT NOT NOW!



MY TIME IS RUNNING OUT!

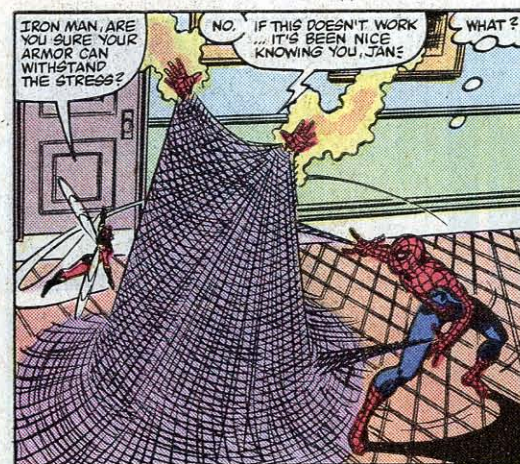
WHEW! I THOUGHT SHE MIGHT TRY SOMETHING LIKE THAT! MY SPIDER-SENSE WARNED ME TO CLOSE MY DEEPERS JUST IN TIME!

AND I DON'T NEED TO SEE HER TO GRAB HER!



SORRY, LADY, BUT THAT TRICK NEVER WORKS! I'VE... UH-OH!

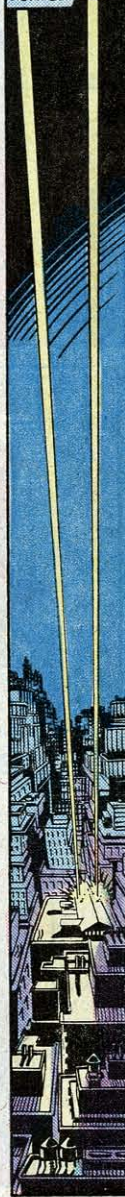
GET YOUR HANDS OFF ME!



DEEP WITHIN THE COCOON, HIGH-TECH VOLTAGE REGULATORS SHUNT THE BUILDING ENERGY SURGE THRU TWIN REPULSOR-RAY GENERATORS IN IRON MAN'S GAUNTLETS...



...RELEASING THE POWER OF THE FORM OF TWO COHERENT BEAMS OF DEVASTATING FORCE!



BUT STILL THE POWER KEEPS BUILDING... AND BUILDING...



...UNTIL...



FINALLY, MINUTES LATER...



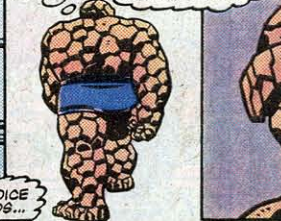
QUICKLY BULLING HIS WAY PAST THE CROWD, THE THING MAKES FOR THE MANSION AND...



BLAMED PLACE IS AS DEAD AS A TOMB.



...IT'S LIABLE TO BE MY TOMB, IF THAT HOT-HEADED SPIDER-MAN GOT INVOLVED!



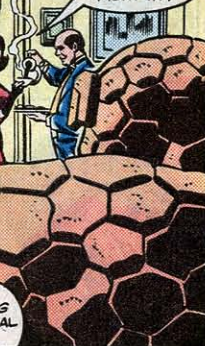
BAD CHOICE O' WORDS...



I JUST KNOW HE'LL... HUH?



THIS IS AN HONOR, CAPTAIN AMERICA.



I BELIEVE YOU'VE ALREADY MET CAPTAIN MARVEL!



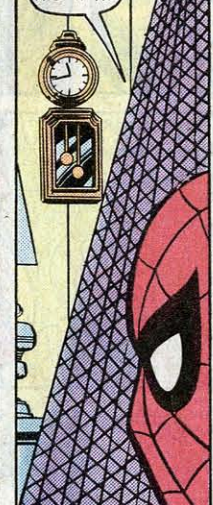
UH... YEAH. YA GET THAT PROBLEM TAKEN CARE OF, LITTLE LADY?

SPIDER-MAN! THAT'S ONE I OWE YOU, C.M.



WHY SO SURPRISED, BENTY? I'M ALWAYS HAPPY TO HELP OUT ANOTHER SUPER-STAR!

TIME? AYE-YI-YI!



YEAH, I'M AS GOOD AS NEW. THANKS TO THE AVENGERS... UH, AND SPIDER-MAN.

I FORGOT ALL ABOUT LIZ AND HARRY'S BUS!



WELL... I GUESS THERE'S A FIRST TIME FOR EVERYTHING!

AFTER SWINGING DOWNTOWN, AND RETRIEVING HIS STREET CLOTHES, SPIDER-MAN RETURNS TO PORT AUTHORITY IN RECORD TIME, BUT...



I'M TELLING YOU, NO ONE'S PAGED A PETER PARKER TODAY. IF THEY HAD, I'D HAVE KNOWN.



THE BUS GOT IN OVER A HALF-HOUR AGO. LIZ AND HARRY MUST HAVE GOTTEN TIRED OF WAITING...NOT THAT I BLAME THEM.



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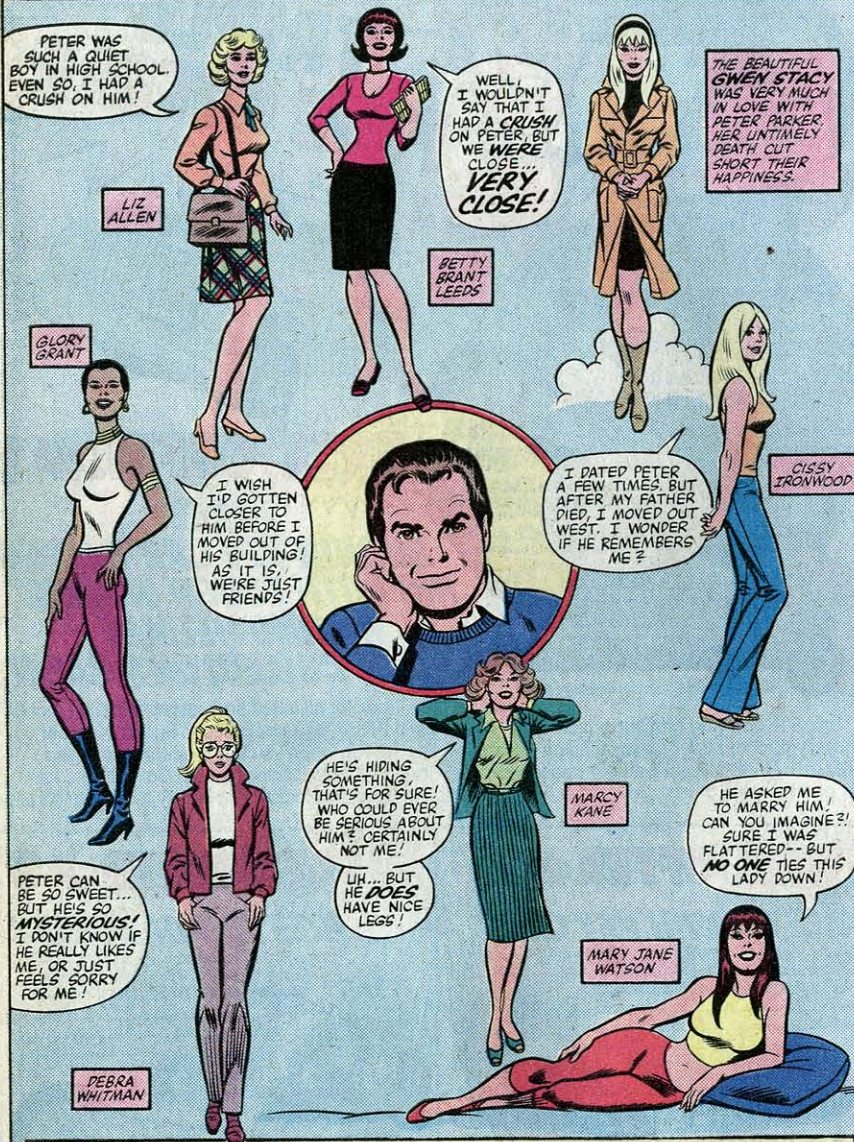
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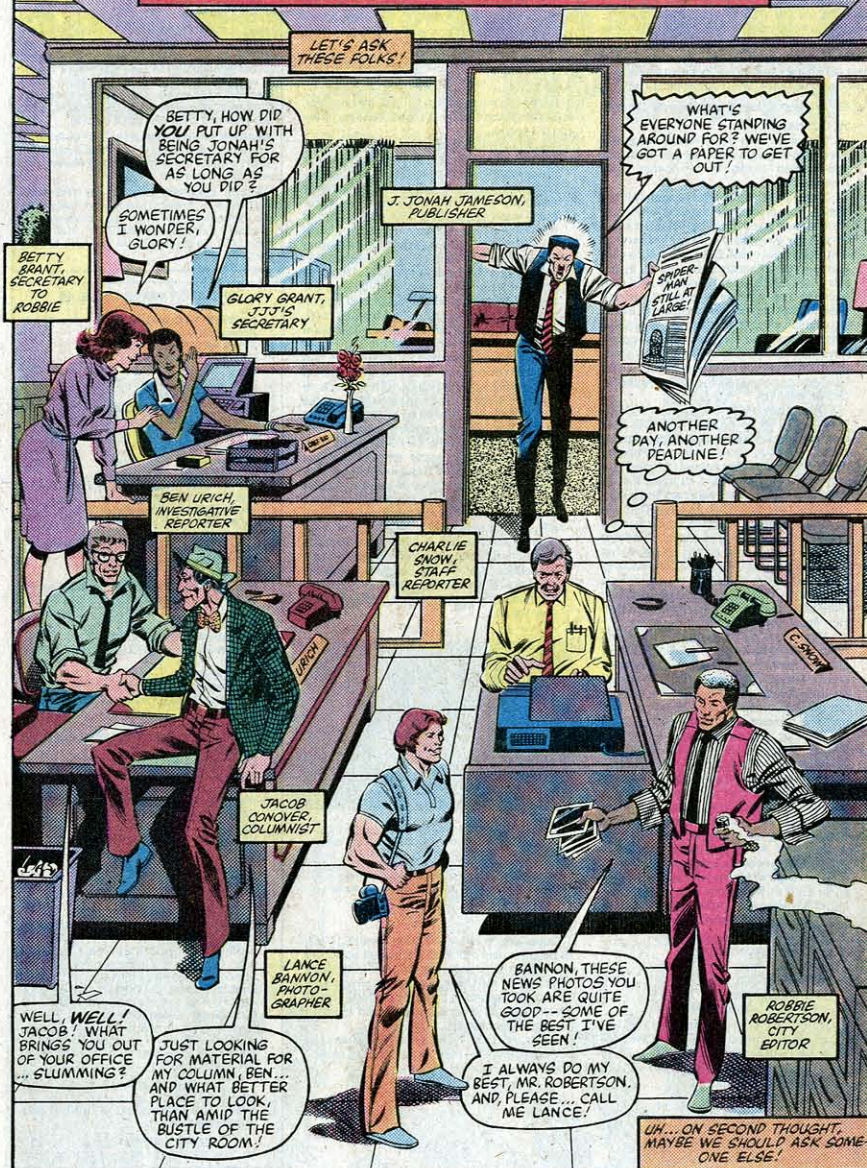
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"WOMEN! CAN'T LIVE WITH 'EM, CAN'T LIVE WITHOUT 'EM."
--KENT DORFMAN, 1962

IMAGINE HOW MUCH FUN IT MUST BE TO WORK AT THE...

DAILY BUGLE



BULLPEN BULLETINS

HO-HUM...

Another day, 'nother Bullpen Page. As Editor-in-Chief, it's my duty to write these things... yawn. You might think it'd be exciting, being able to reach many millions of readers every month with whatever words I care to write, but... sigh. It gets old after a while. Ho-hum. I wish something interesting would happen to liven things up...

FLASH! We interrupt our bulletin for a message from Stan Lee!

Hi, Culture Lovers,

Greetings from your friendly neighborhood film-maker, yakkin' at you from our star-studded studio in movie-mad Hollywood!

The main reason for this unseemly intrusion upon your literary pursuits is, of course, to make sure you don't forget me as I bravely endure my exemplary exile out on the wild and woolly west coast. But, I also wanna clue you in to the sensational news that, in just two short, hectic years, mighty Marvel Productions has already become America's second largest producer of Saturday morning cartoon shows! Yep, as sure as Spidey wears a speckled sweatshirt, we're gonna have two full hours of typical Marvel madness coming at you on the tube—an hour on NBC and an hour on CBS, starting Saturday, September 11th.

The shows themselves are: SPIDER-MAN AND HIS AMAZING FRIENDS, held over from the last season due to popular demand (you see, there's this guy Popular, who's got a kid brother named Demand, and they—aw, kiddy brother! And, to make it even more of a blockbuster, we're adding a sensational, new half-hour starring THE INCREDIBLE HULK, narrated by my all-time favorite comicbook personality. Modesty prevents me from mentioning his name, but if you wanna hear what I really sound like (if your tender ears can stand the mellifluous tones) then tickle the tube, tiger! Spidey, Greenskin, and yours truly, together at last! How lucky can you get?!!

Meanwhile, on CBS, (at the very same hour, wouldja believe—!) you'll find two of Marvel/Intermedia's latest comedy masterpieces! One is "PANDAMONIUM", the spectacular adventures of three lovable, laughable pandas, braving the most far-out dangers and disasters our maniacal minds could create. Our second half-hour is "MEAT-BALLS AND SPAGHETTI", and—since Marvel never does the expected—it's got nothing to do with food! It's the wild and wacky shenanigans of a pair of rollickin' rock musicians, their antipodal dog, and a fascinating, fetching, fantastic female named Spaghettii! You gotta see 'em to believe 'em!

And now, for all you music lovers, I've written a little message to be sung to the tune of "Don't Cry For Me, Argentina" from the hit show EVITA! If you don't know the tune, forget it—it won't make sense to you. If you do know it, it still won't make sense!

Don't cry for me, True Believers.
You know I never left you.
I still love comics,
And movies, also,
I kept my promise—
And so did Marrrrrmvel!

Okay, that's it! You've suffered enough! It's time to return you to Superstretch Shooter and his Bullpen Bandits! So, till the Silver Surfer brings a fight-wig, I leave you with this sly and sobering thought—

Excelsior!

Stan

WOW!

Talk about service! That sure knocked me back on my heels. Good old Stan... being a Hollywood Mogul hasn't changed our fearless Publisher and Presenter. He's still nuts.

AND NOW...

I've got so much stuff to tell you, it's boggling. It probably won't all fit. Oh, well. We'll go till we run out space...

I was there at the wedding of Spider-Man, Avengers and Dr. Strange scribe Roger Stern, whose bride was the lovely and impressively intelligent Carmela Merlo, a teacher of chemistry at Cornell University! The ceremony was held on June 19th on the lawn of the home of Bill and Lisa Turner in Ithaca, New York. (Bill owns and manages a thriving comics specialty shop called Comics for Collectors, at 148 The Commons, 2nd Floor, in Ithaca, by the way—stop in if you're in the area!) The weather was beautiful, and the cottonwoods cooperated by sending a soft, romantic "snowfall" of cottony fluff down upon the scene with every gentle breeze. Roger wrote the simple, elegant service himself, and when it was over, he kissed the Bride, turned to the audience and said... "Th-th-that's all folks!" No kidding. A picture of the Marvel folks who attended was taken by photog Tim Gray at the reception, and appears below.

I was there at the July 24th wedding of former Marvel typesetter and colorist Carl Gafford, whose bride was the lovely and impressively intelligent Sharon Ing, a computer graphics software programmer for Raytheon! Sharon is also a former Marvel person, actually, having served ably as an intern, then later as an assistant in our Special Projects Department. Now she's off hobnobbing with databanks, and Carl is currently trying his hand at writing elsewhere, but they'll be back! Till then, we wish them all the best! Long may they wave!



(L to R) Christie Schiele, colorist; Tom DeFalco, editor; Carmela Merlo, blushing bride; Roger Stern, glowing groom; John Byrne, best man; Mark Gruenwald, editor; and Belinda Glass, undivided co-conspirator, standing in front of a large, unidentified Editor-in-Chief who must be standing on a cinder block.

WHAT?!

Out of space already?? Bah, humbug! Well, I'll be back next month to tell you all about the San Diego Con and who won an impressive award there, the Chicago Con, and what disaster almost happened there, and which Marvel person just got a big promotion, and Marvel's own Renaissance Man, and...

Say what, Stan? What do you mean I won't be back next month—Hey, look, I was just kidding about you being nuts! Honest!

Uh-oh...

Stan

THE HYPE BOX

SPIDER-WOMAN #47 — Remember Marvel staffer ANN NOCENTI's writing debut in *Bizarre Adventures* #32? Well, we—and you—liked it so much we're giving her a crack at her own series. And as for newcomer BRIAN POSTMAN's artwork—well, when you see it, we think you'll be as excited about it as we are. Thanks to these two (with a little push from editor MARK GRUENWALD) this wall-crawler is really coming off the wall.

AMAZING SPIDER-MAN #16 — JOHN ROMITA JR. (pencils) and JOHN ROMITA SR. (inks) team up to introduce the all-new *Captain Marvel*! And wait until you see her!

MARVEL GRAPHIC NOVEL #4: THE NEW MUTANTS — Guessing time is over! Now, at last, see Professor Xavier's new team of mutants for yourself! CHRIS CLAREMONT and BOB MCLEOD did the honors. All you have to do is enjoy!

THE MIGHTY MARVEL CHECKLIST

- ☐ **MARVEL TWO-IN-ONE #94** — The Thing, Power Man and Iron Fist!
- ☐ **TEAM AMERICA #7**
- ☐ **SPIDER-WOMAN #47**
- ☐ **DAZZLER #22**
- ☐ **KA-ZAR #21**
- ☐ **DAREDEVIL #199**
- ☐ **AMAZING SPIDER-MAN #235**
- ☐ **CAPTAIN AMERICA #276**
- ☐ **THOR #326**
- ☐ **MICRONAUTS #45**
- ☐ **GHOST RIDER #75**
- ☐ **MOON KNIGHT #26**
- ☐ **DR. STRANGE #56** — Art by PAUL SMITH and TERRY AUSTIN
- ☐ **WOLVERINE (Limited Series) #4**
- ☐ **INCREDIBLE HULK #278**
- ☐ **AVENGERS #226**
- ☐ **X-MEN #162** — Meet *Binary*! DAVE COCKRUM's farewell issue.
- ☐ **CONAN #141**
- ☐ **MARVEL TALES #146** — Reprints *Amazing Spider-Man* #7, by STAN LEE and STEVE DITKO.
- ☐ **ROM #37**
- ☐ **POWER-MAN/IRON FIST #88**
- ☐ **VISION/SCARLET WITCH (Limited Series) #4**
- ☐ **G.I. JOE #6**
- ☐ **FANTASTIC FOUR #248**
- ☐ **MARVEL TEAM-UP #124** — Spider-Man and Beast!
- ☐ **IRON MAN #165**
- ☐ **PETER PARKER, THE SPECTACULAR SPIDER-MAN #73**
- ☐ **DEFENDERS #114**
- ☐ **STAR WARS #68**
- ☐ **MASTER OF KUNG FU #119**
- ☐ **WHAT IF #35** — "What if the Fantastic Four Had Not Gained Their Powers?" and "What if Nova Hadn't Lost His Powers?"
- ☐ **HERCULES (Limited Series) #2**

MARVEL MAGAZINES

- ☐ **CRAZY #91**
- ☐ **THE SAVAGE SWORD OF CONAN #82**

MARVEL SPECIAL EDITIONS

- ☐ **CONAN SPECIAL EDITION** — Reprinting the classic "Red Nails" by ROY THOMAS and BARRY SMITH, plus ROBERT E. HOWARD's poem *Cimmeria*, illustrated by Barry Smith. All-new cover by BARRY SMITH.
- ☐ **X-MEN SPECIAL EDITION #1** — Re-presenting the first appearance of the New X-Men from *Glenn-Steve X-Men* #1. Plus, an all-new twelve-page featurette starring Kitty Pryde by CHRIS CLAREMONT and PAUL SMITH.
- ☐ **WARLOCK #1** — Beginning the re-representation of JIM STARLIN's classic series.

MARVEL ANNUALS

- ☐ **IRON MAN ANNUAL #5**
- ☐ **AVENGERS ANNUAL #11** — The Avengers vs. the Defenders!

MARVEL GRAPHIC NOVELS

- ☐ **#3: THE NEW MUTANTS** — See Hype Box.

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