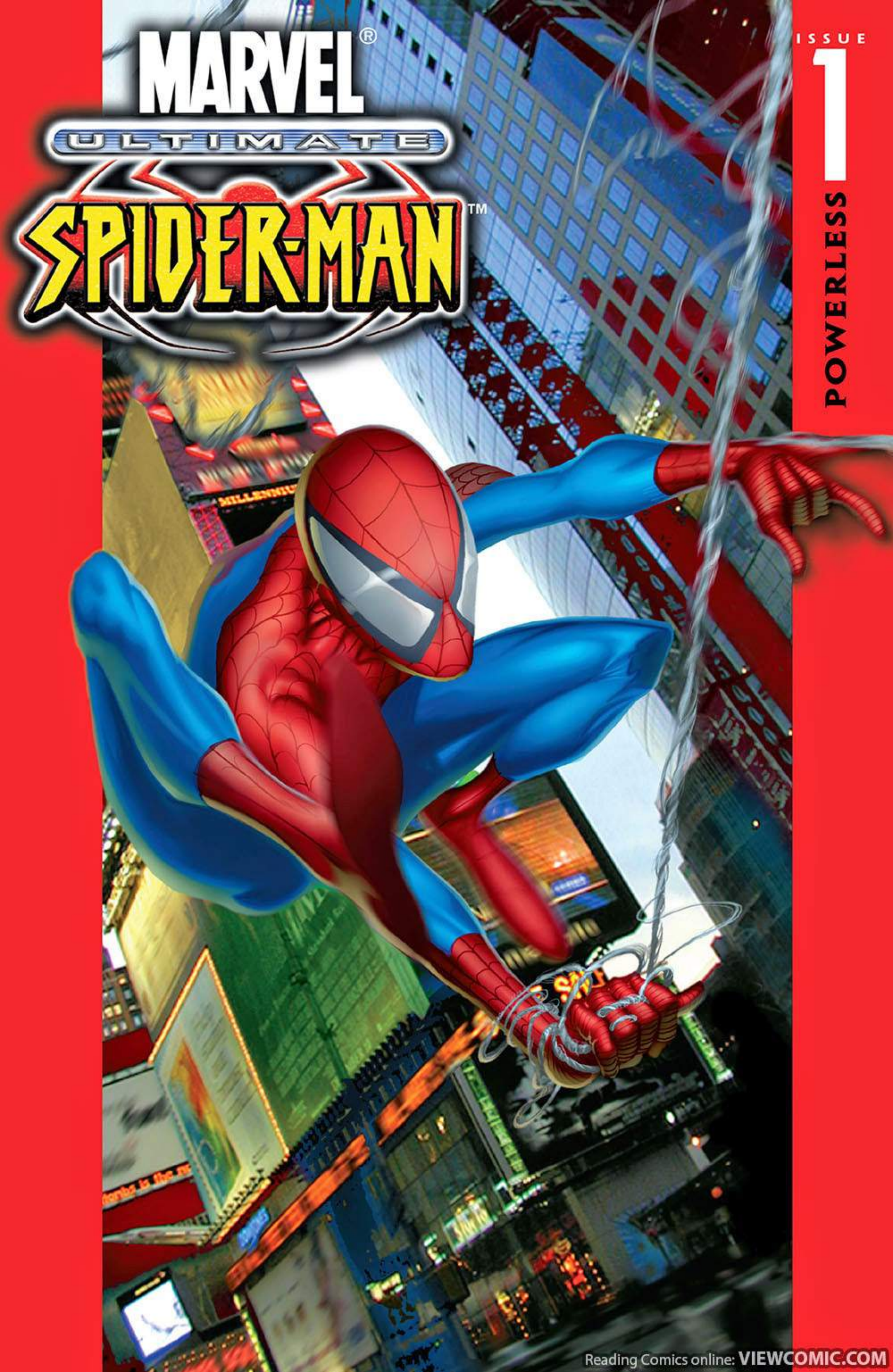

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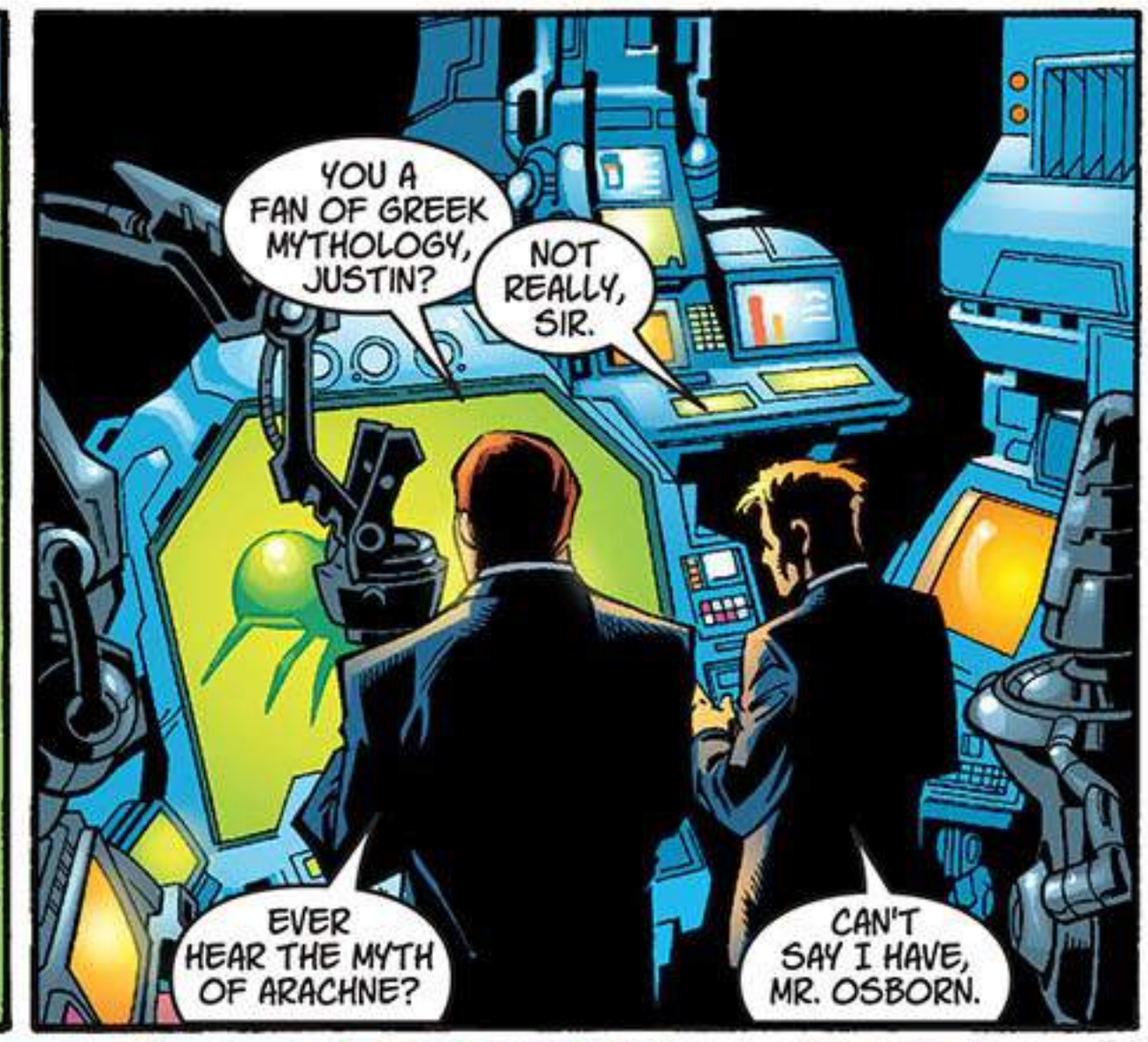

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STAN LEE PRESENTS

POWERLESS

OSBORN INDUSTRIES, MAIN LABORATORY FACILITY, LONG ISLAND, NEW YORK...

MR. OSBORN, YOUR LAWYER IS ON THE CELL PHONE. SAYS IT'S IMPORTANT.

IMPORTANT TO WHOM?

Based on the original story in Amazing Fantasy #15 by Stan Lee and Steve Ditko.

BRIAN MICHAEL BENDIS AND BILL JEMAS — STORY
BRIAN MICHAEL BENDIS — SCRIPT
MARK BAGLEY — PENCILS
ART THIBERT — INKS
STEVE BUCCELLATO — COLORS
RICHARD STARKINGS AND COMICRAFT — LETTERS
RALPH MACCHIO EDITOR BOB HARRAS EDITOR IN CHIEF

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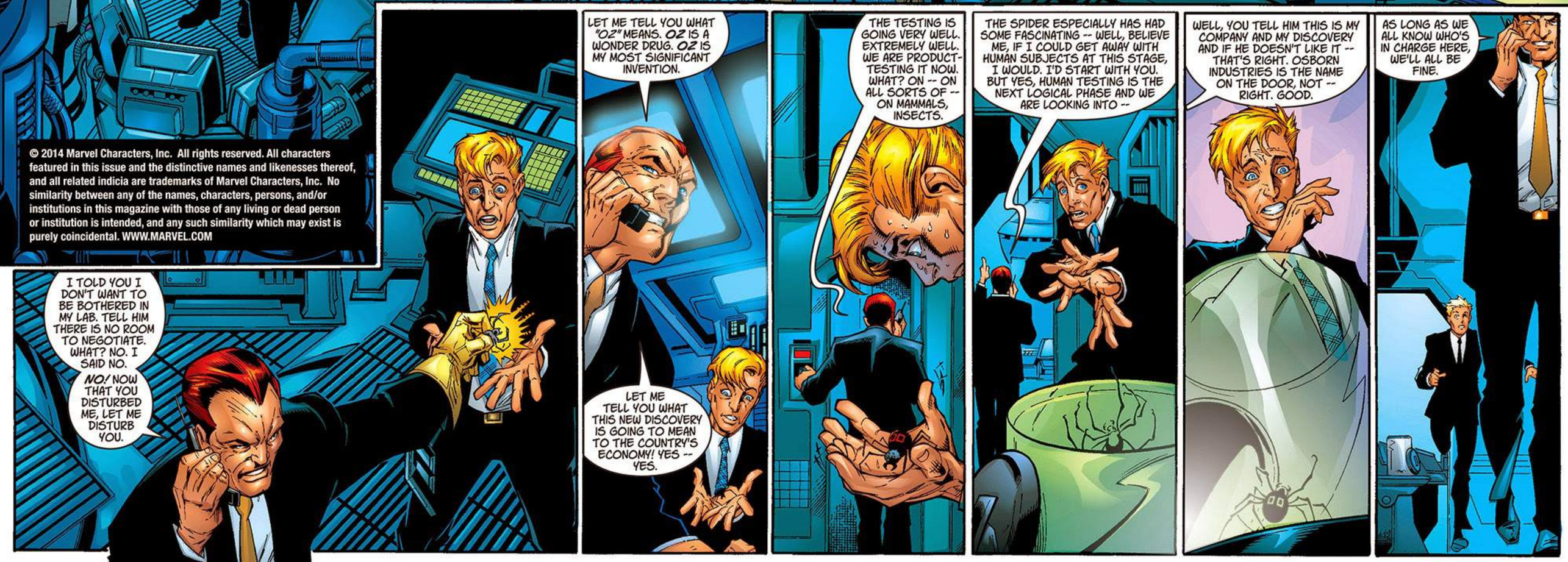

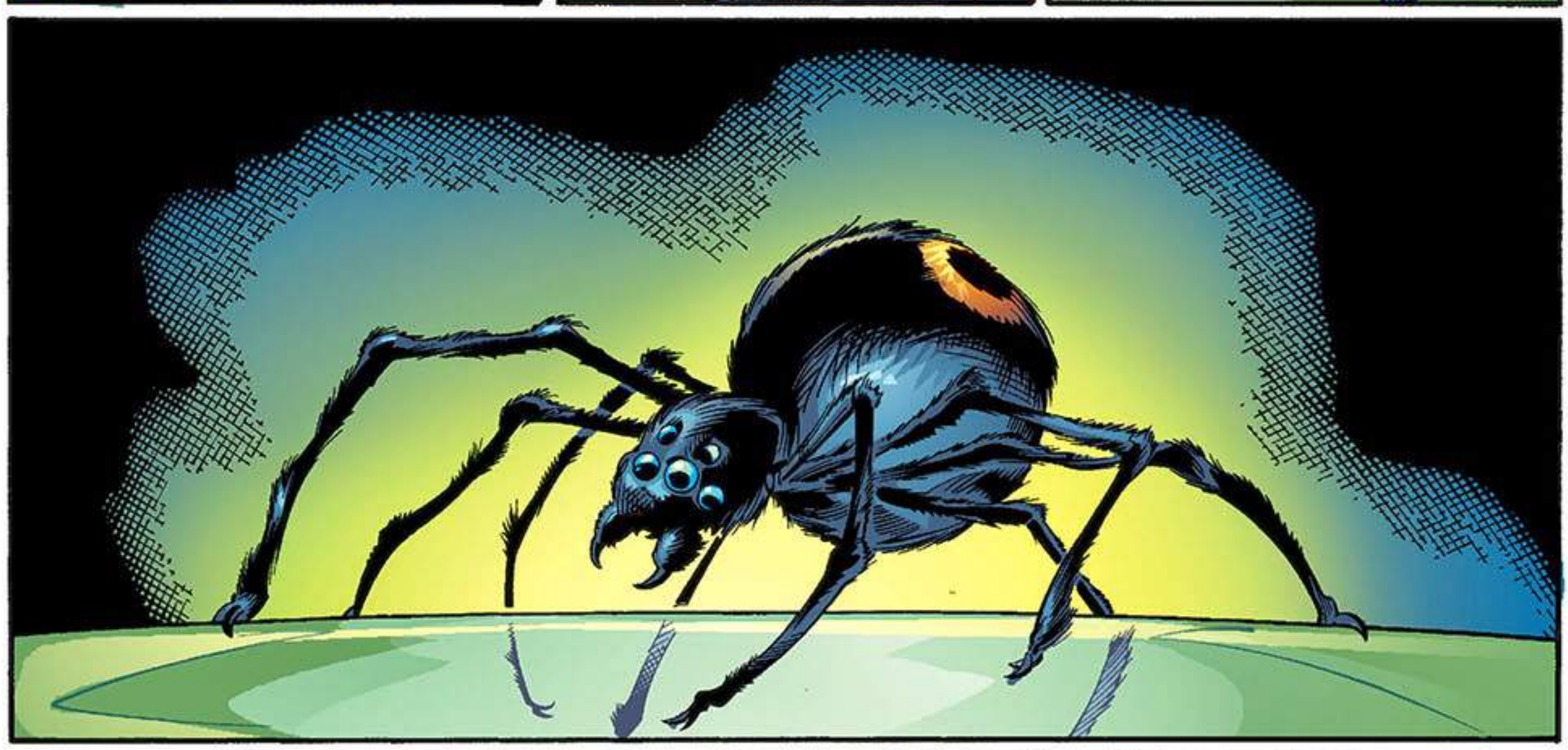

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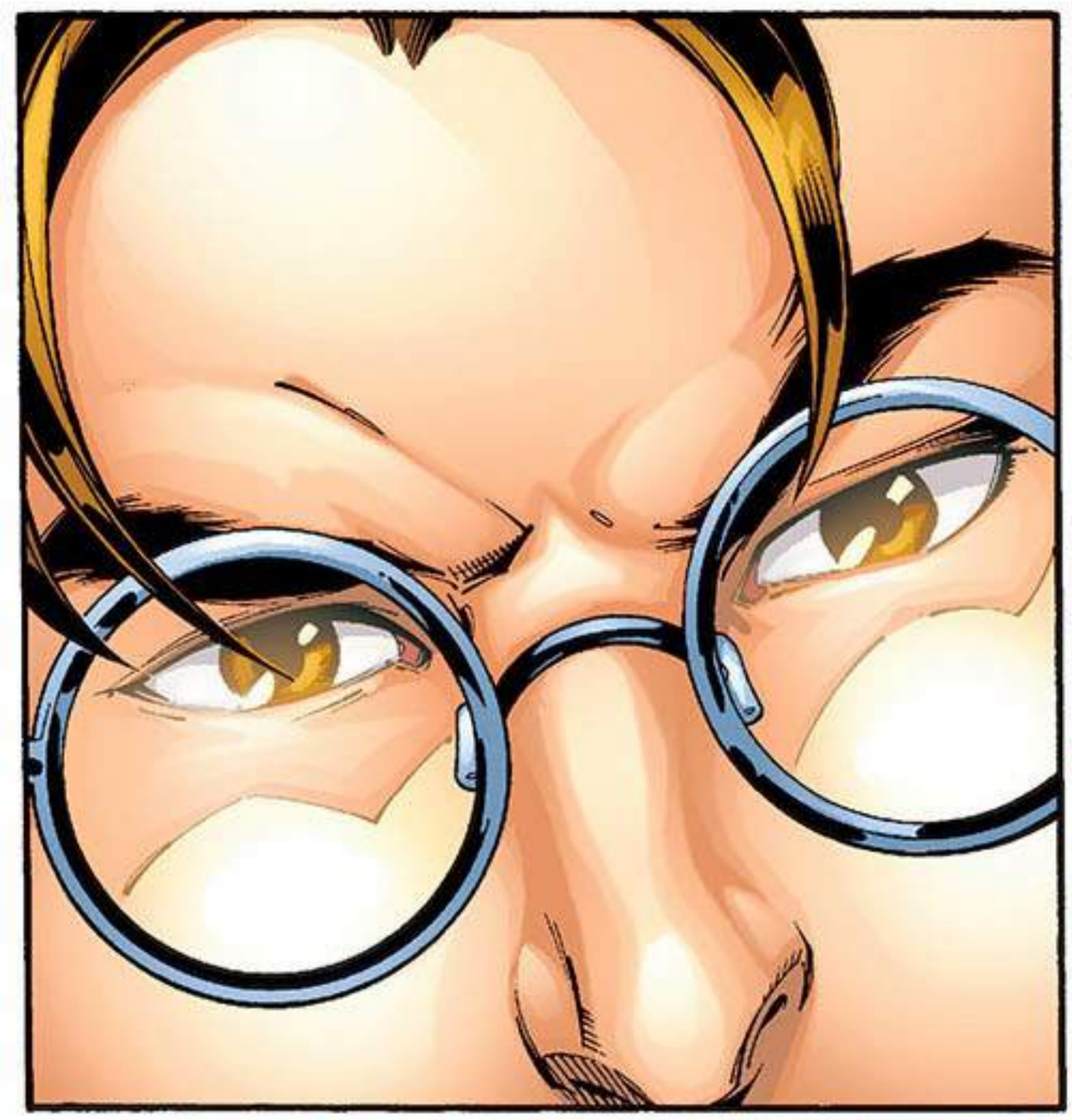

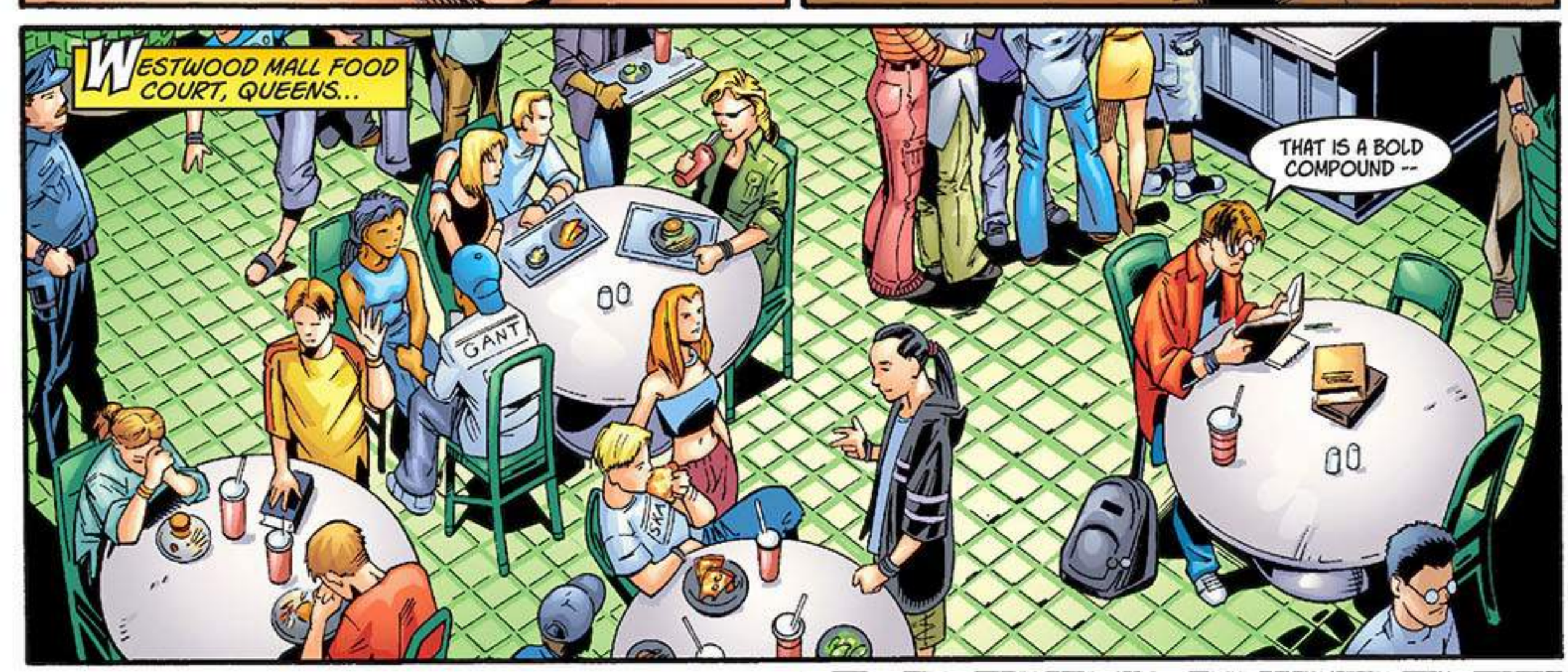

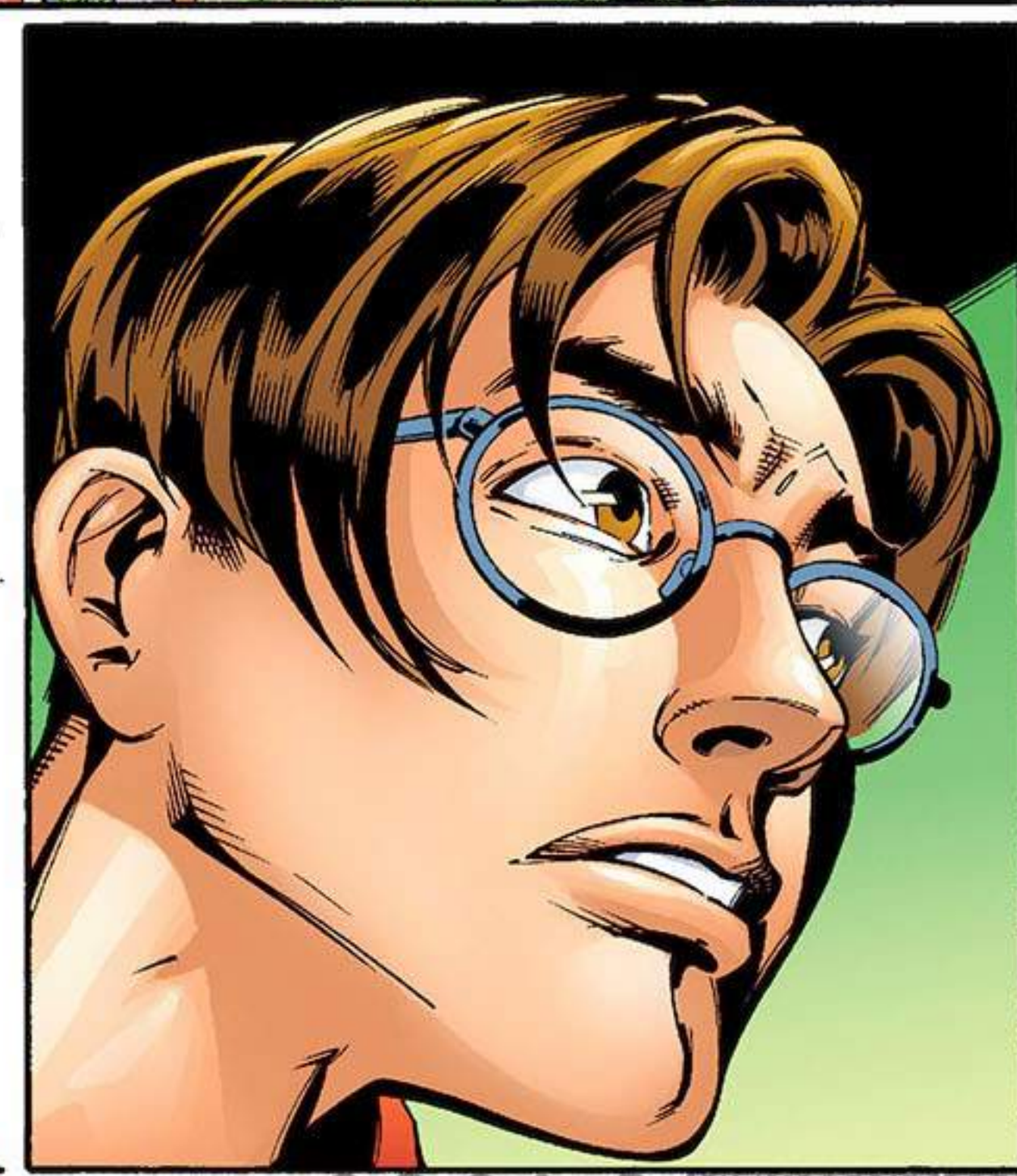

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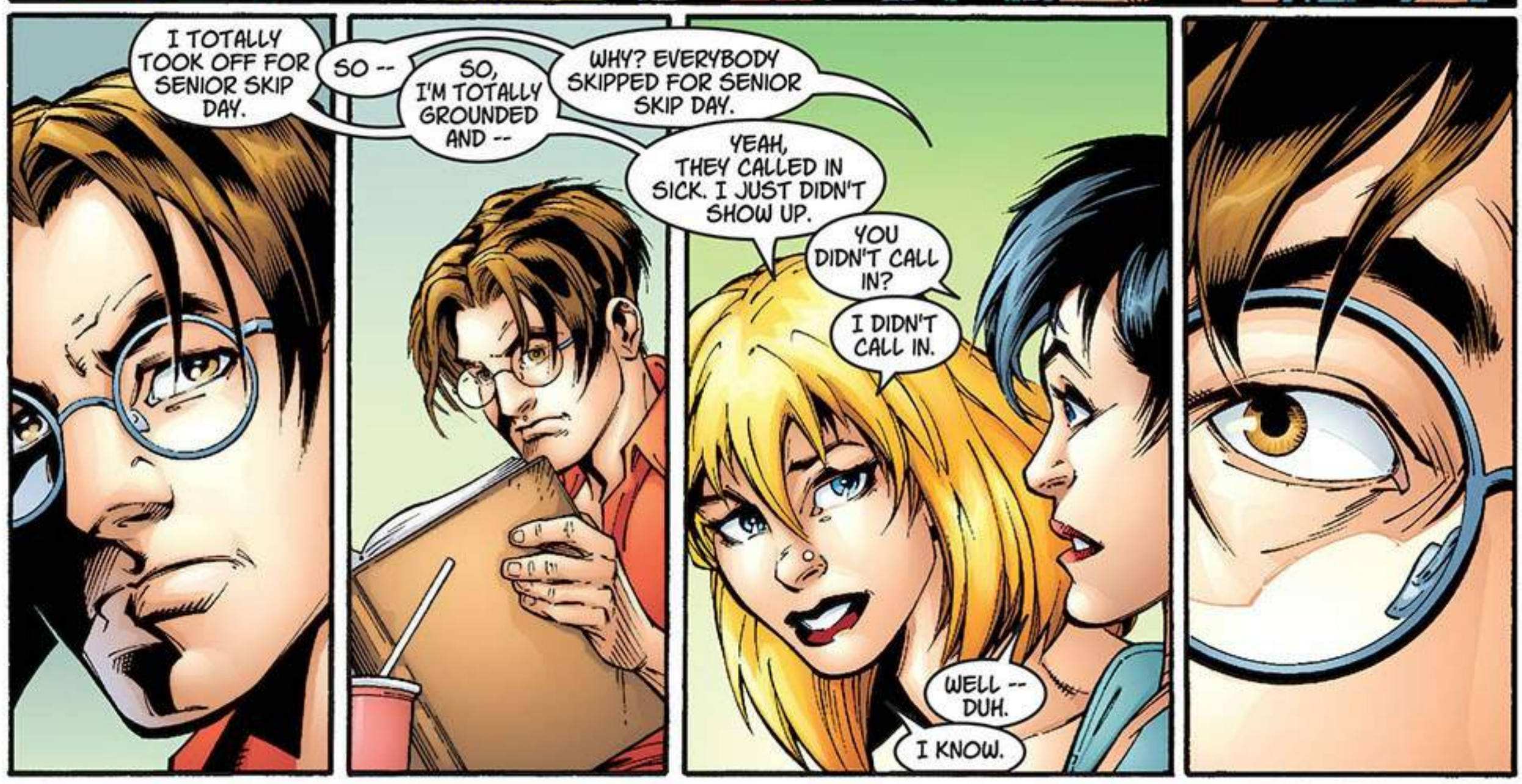

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P.S. 163, QUEENS DISTRICT...

OOOF!

GOOOAAL!

THAT IS *DEFINITELY* WORTH TEN POINTS.

TEN? THAT WAS A SIX TOPS.

UH-OH, LOOKS LIKE PARKER'S ABOUT TO PULL A "CARRIE."

GUYS -- *GUYS!* COME ON, LEAVE THE GUY ALONE FOR TWO SECONDS.

WHAT? ARE YOU *SWEET* ON HIM, HARRY?

NO, I'M SWEET ON *YOU.*

OH YEAH -- I FORGOT. THIS IS YOUR *CHARITY PROJECT.*

GO FLEX A MUSCLE.

IS THERE SOMETHING GOING *ON* HERE? WHAT IS THIS MESS?

HARRY OSBORN, THOMPSON. DON'T YOU PUNKS HAVE PRACTICE? GO!

YES, SIR -- SIR.

PARKER, DON'T LET THOSE GUYS PICK ON YOU LIKE THAT. OK? YOU COME TO *ME* IF THAT HAPPENS AGAIN...

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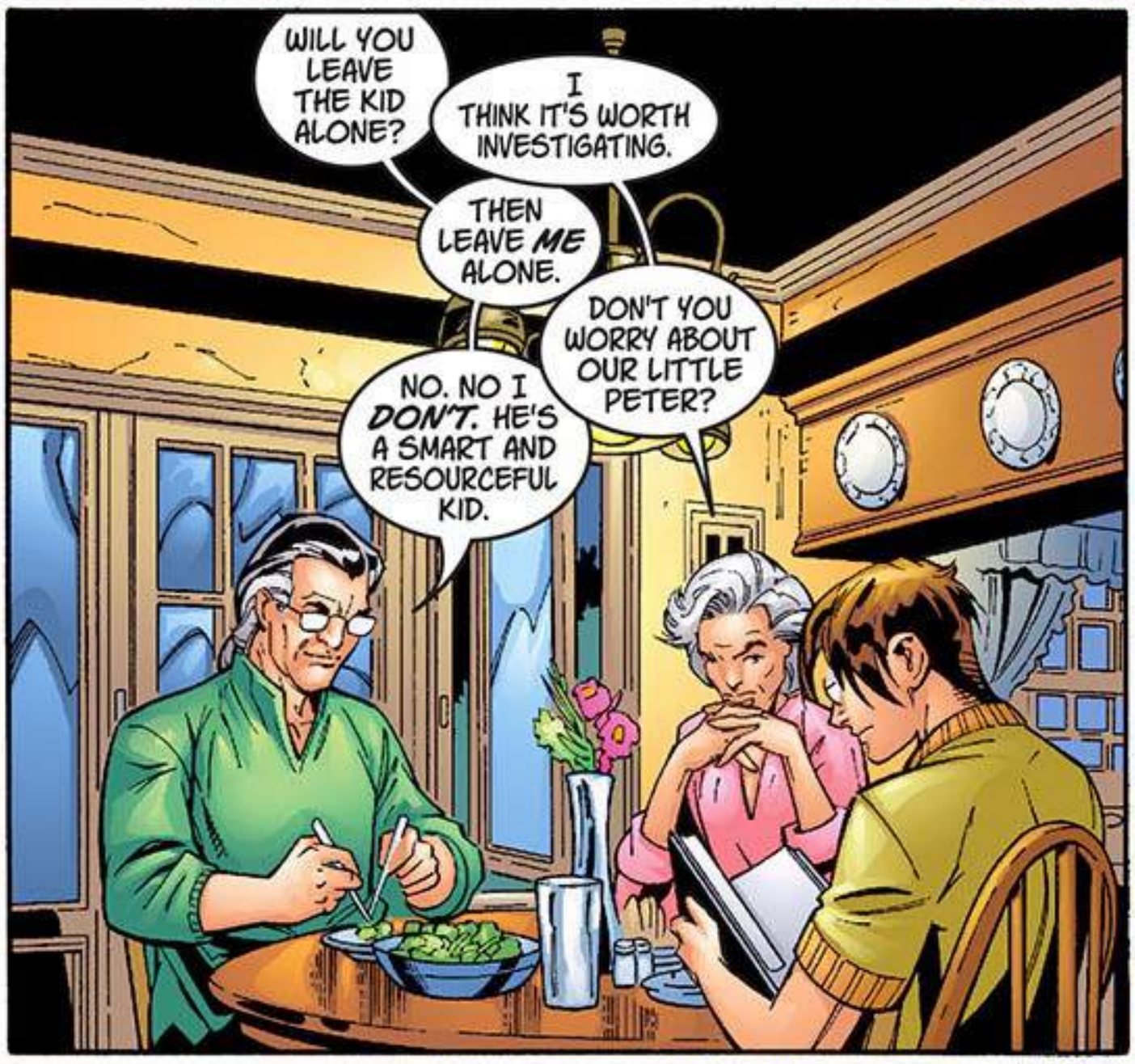

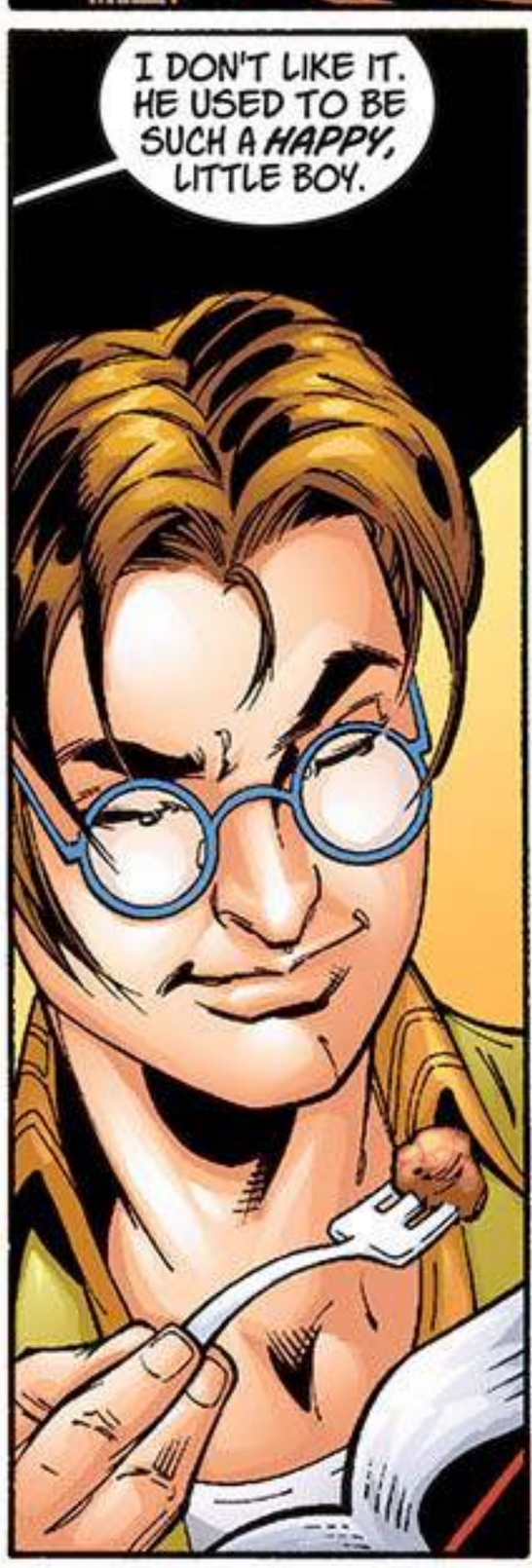

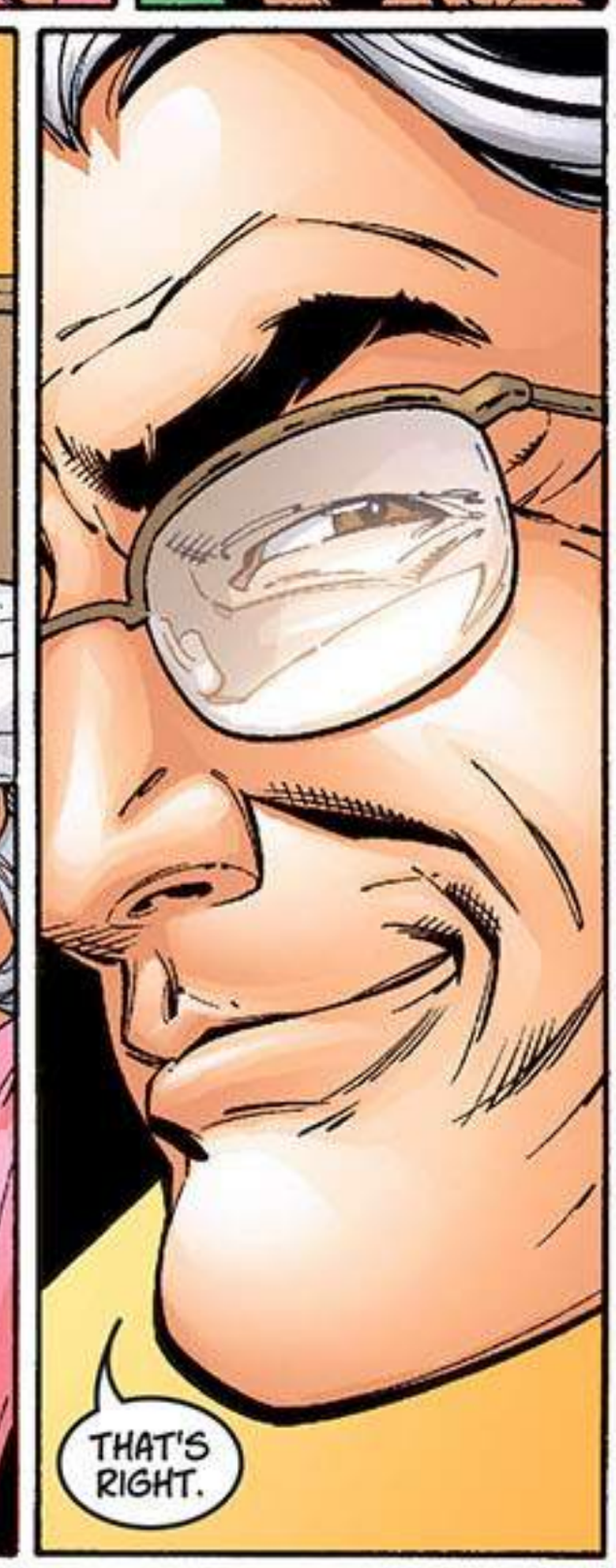

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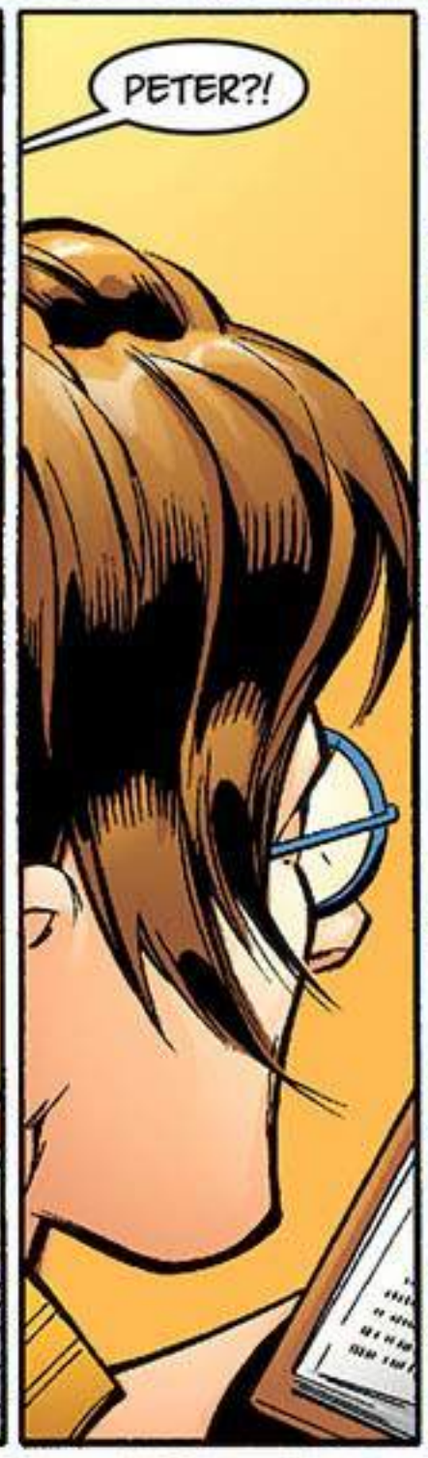

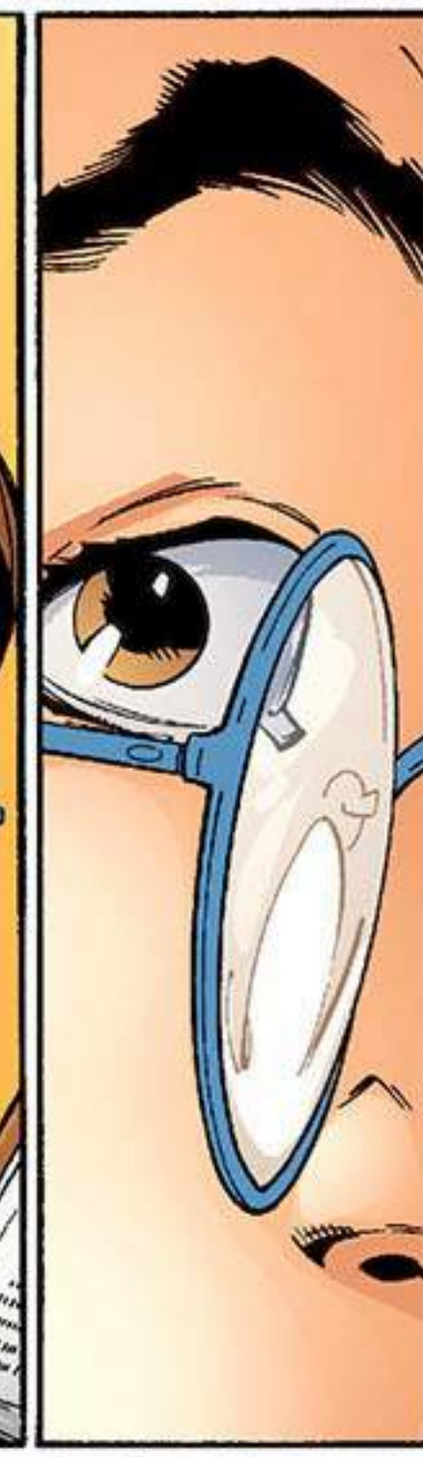

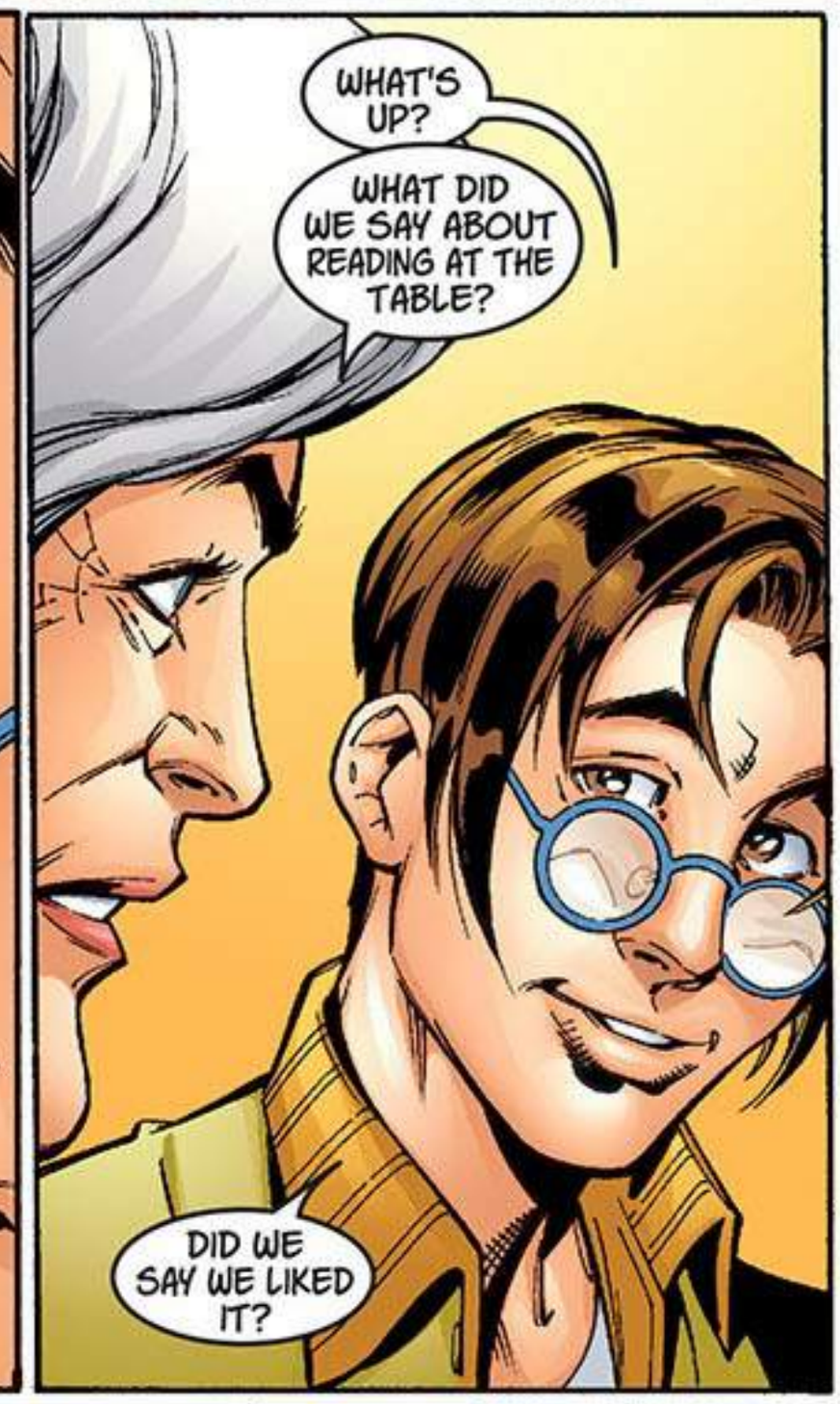

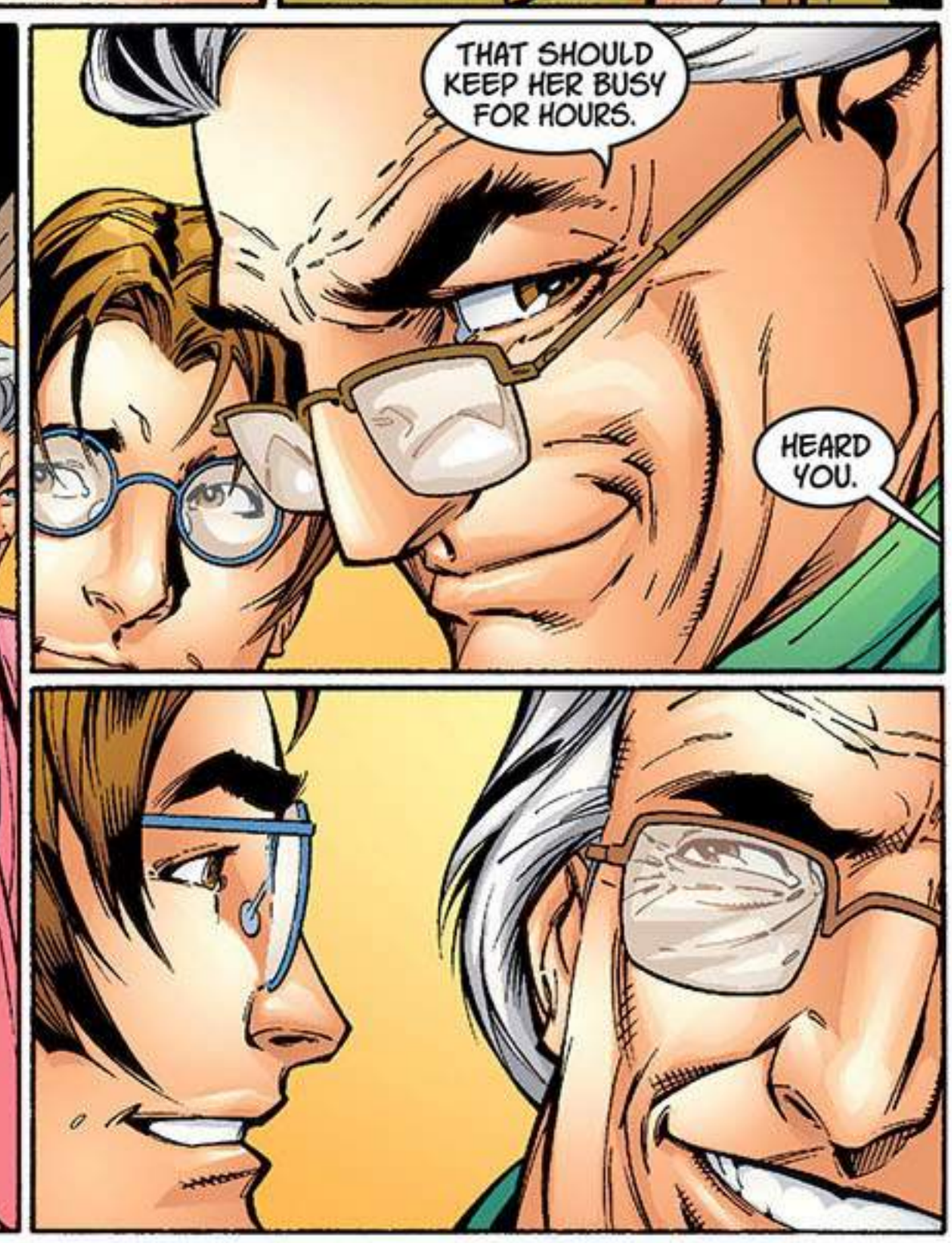

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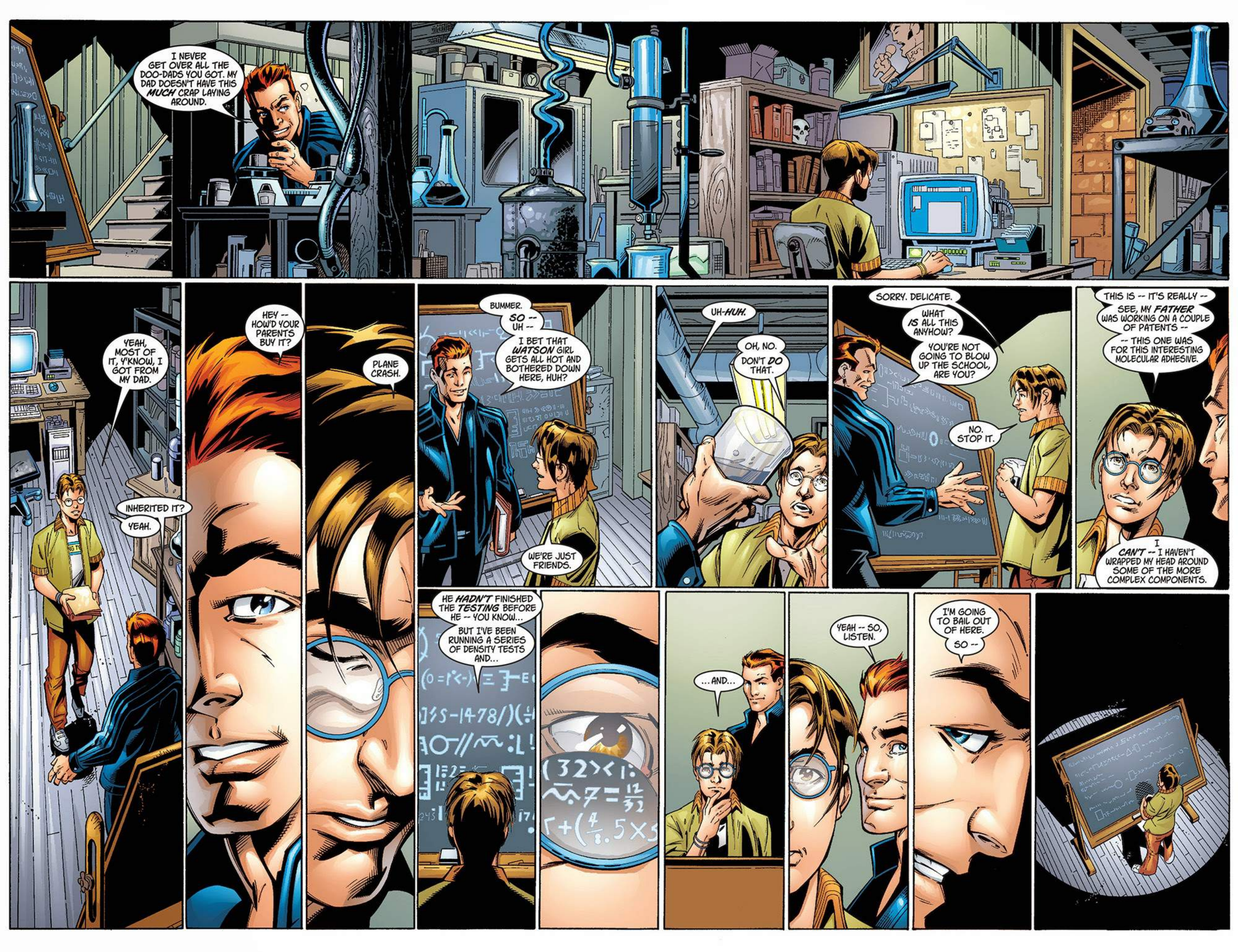
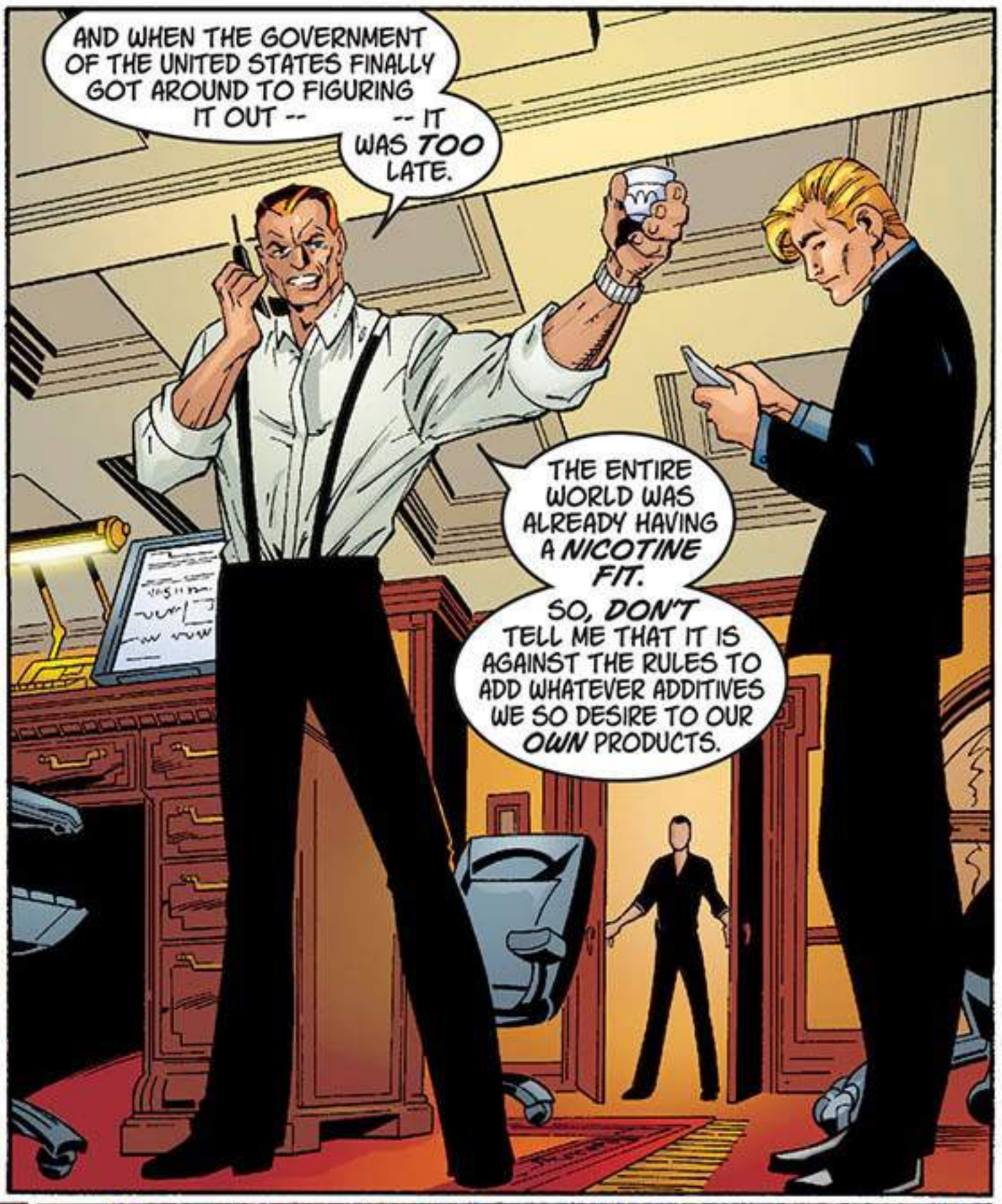

I NEVER GET OVER ALL THE DOO-DADS YOU GOT. MY DAD DOESN'T HAVE THIS MUCH CRAP LAYING AROUND.
YEAH, MOST OF IT, Y'KNOW, I GOT FROM MY DAD.
INHERITED IT?
YEAH.
HEY -- HOW'D YOUR PARENTS BUY IT?
PLANE CRASH.
BUMMER.
SO -- UH --
I BET THAT WATSON GIRL GETS ALL HOT AND BOTHERED DOWN HERE, HUH?
WE'RE JUST FRIENDS.
UH-HUH.
OH, NO.
DON'T DO THAT.
SORRY. DELICATE.
WHAT IS ALL THIS ANYHOW?
YOU'RE NOT GOING TO BLOW UP THE SCHOOL, ARE YOU?
NO. STOP IT.
THIS IS -- IT'S REALLY --
SEE, MY FATHER WAS WORKING ON A COUPLE OF PATENTS --
-- THIS ONE WAS FOR THIS INTERESTING MOLECULAR ADHESIVE.
I CAN'T -- I HAVEN'T WRAPPED MY HEAD AROUND SOME OF THE MORE COMPLEX COMPONENTS.
HE HADN'T FINISHED THE TESTING BEFORE HE -- YOU KNOW...
BUT I'VE BEEN RUNNING A SERIES OF DENSITY TESTS AND...
...AND...
YEAH -- SO, LISTEN.
I'M GOING TO BAIL OUT OF HERE.
SO --



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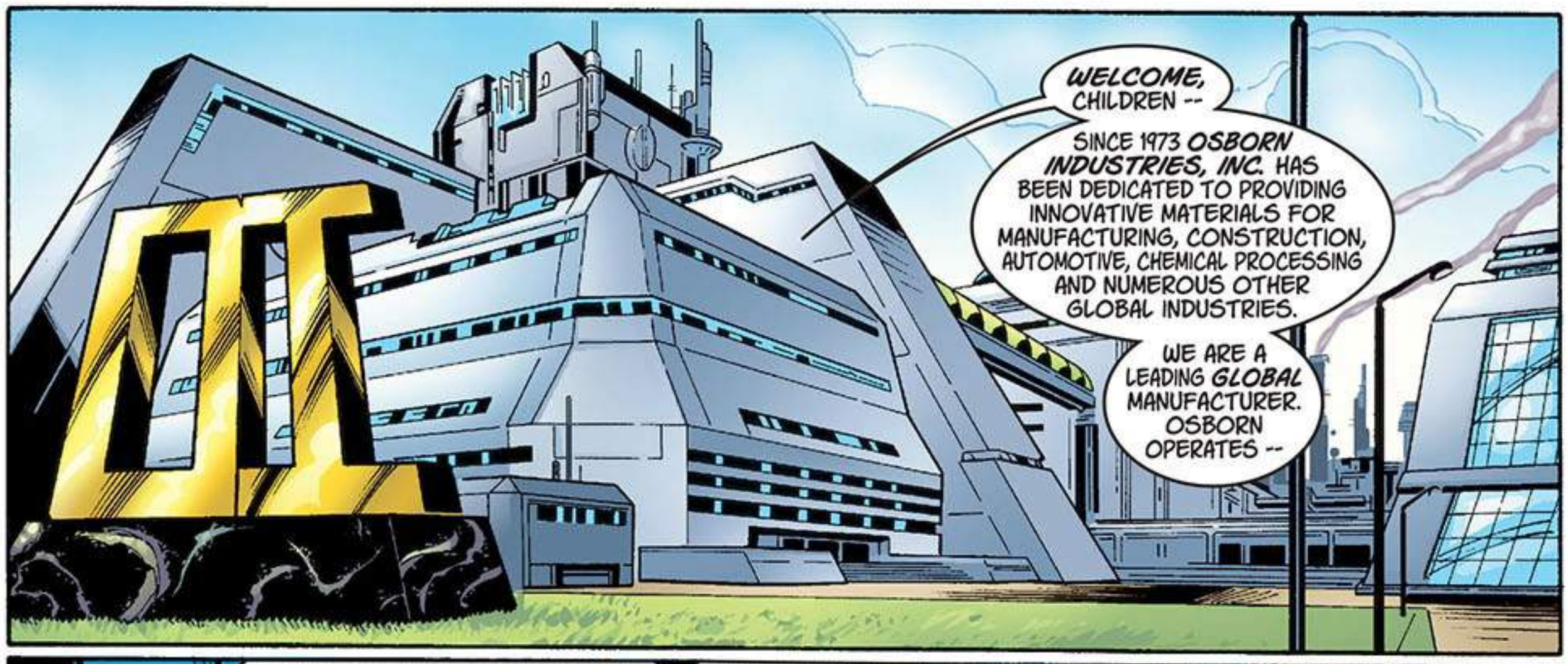

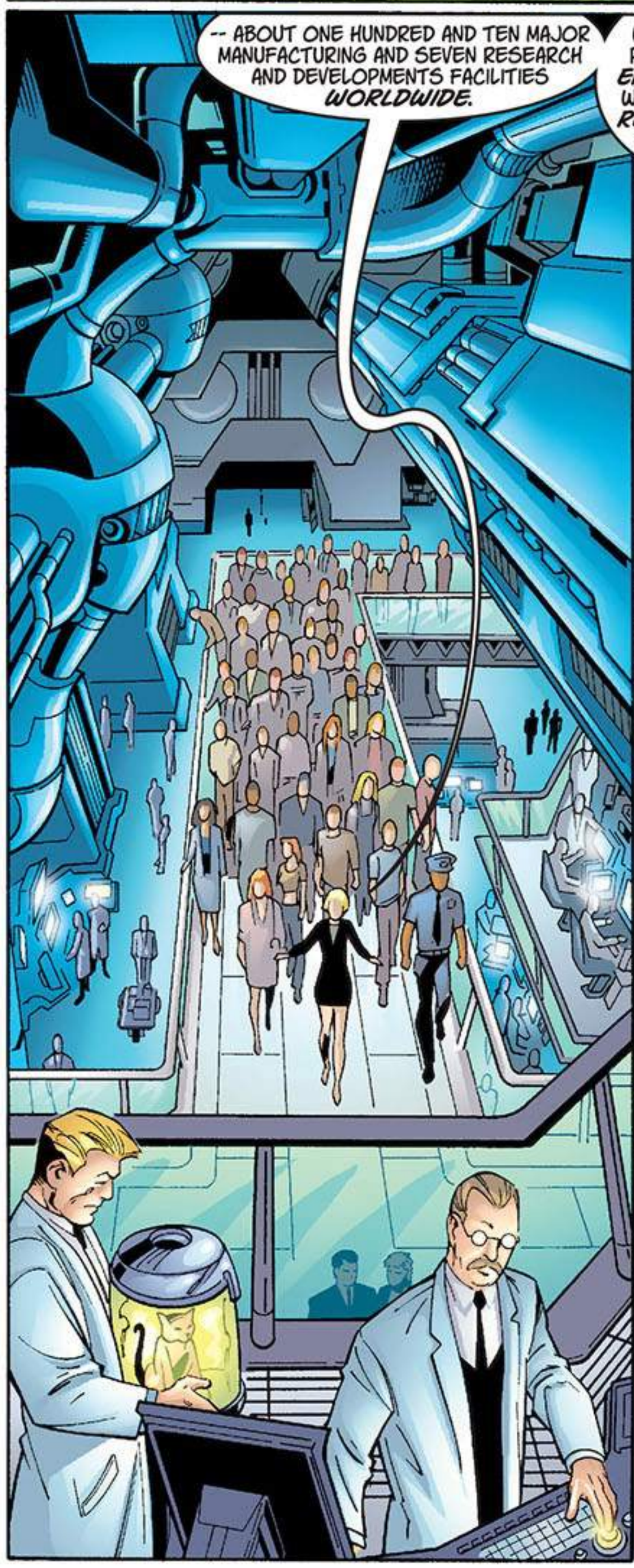

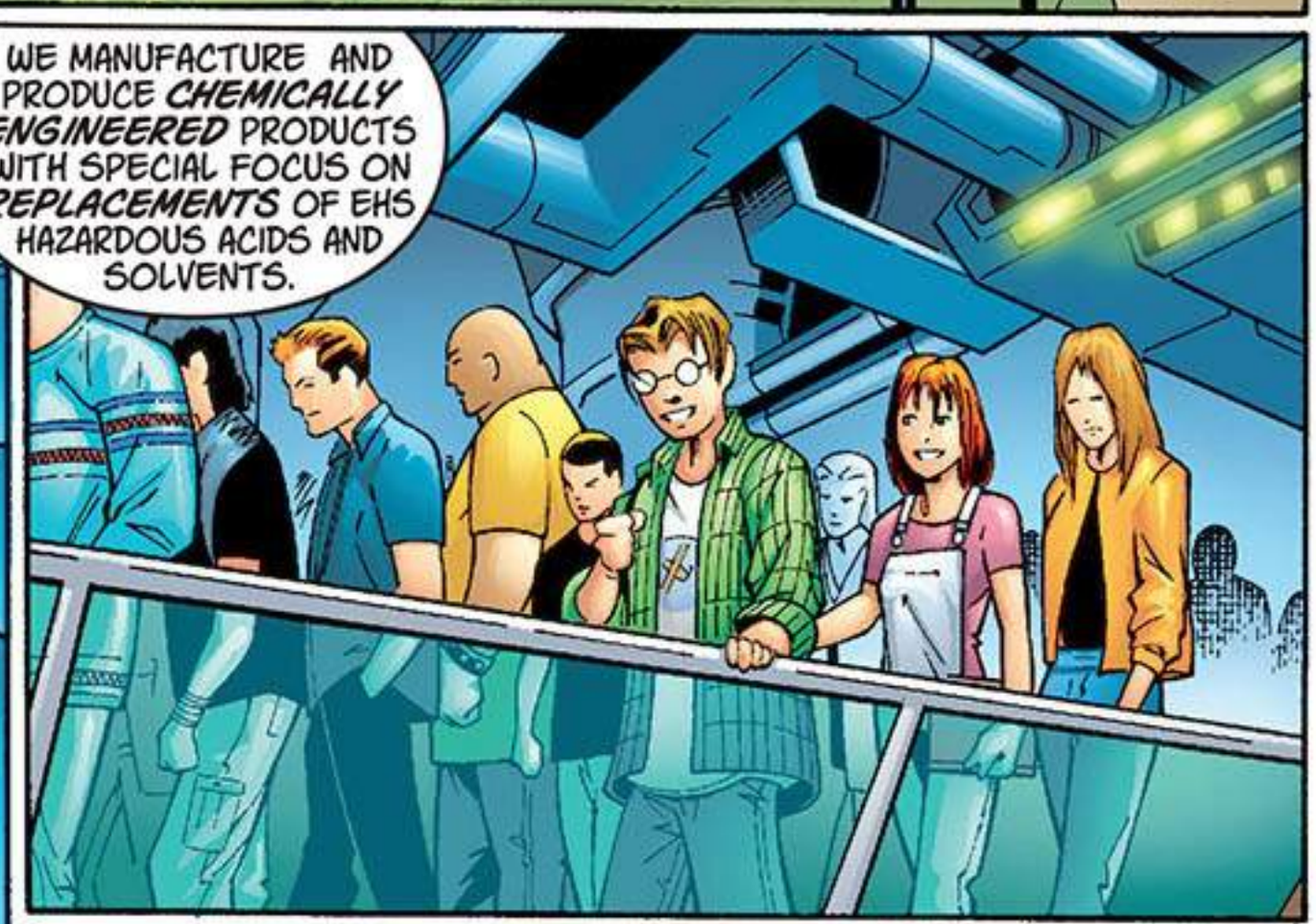

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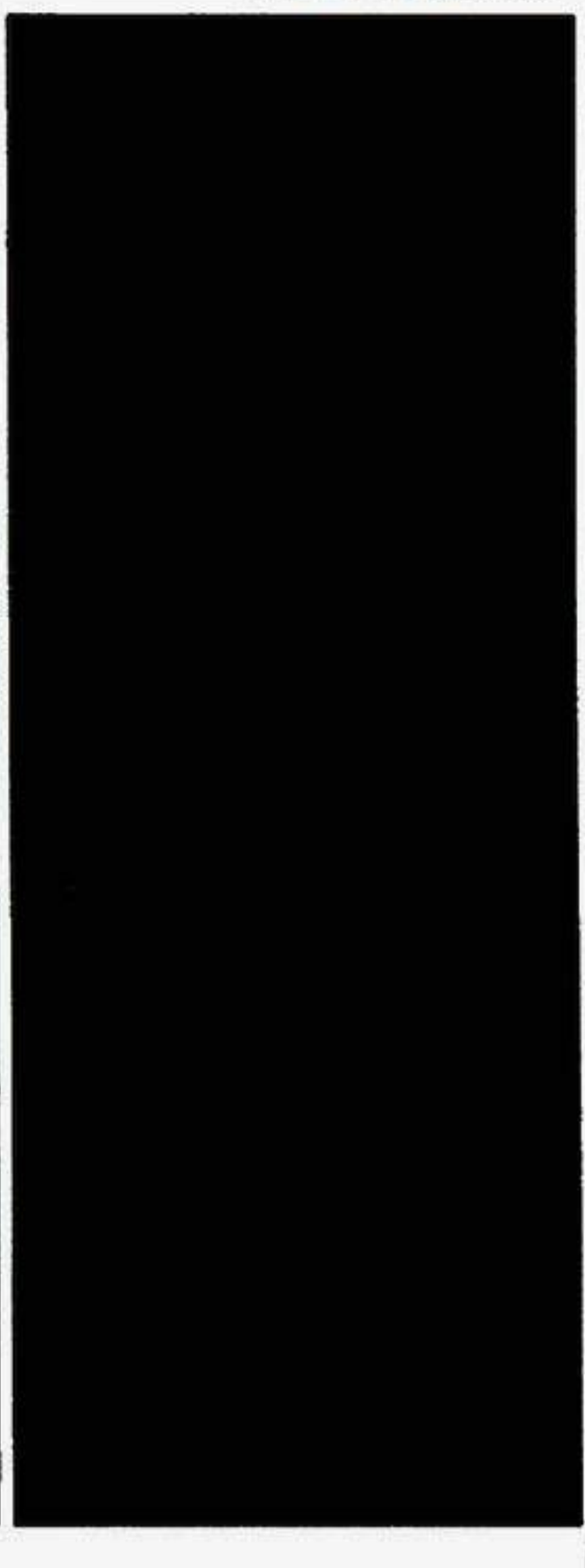

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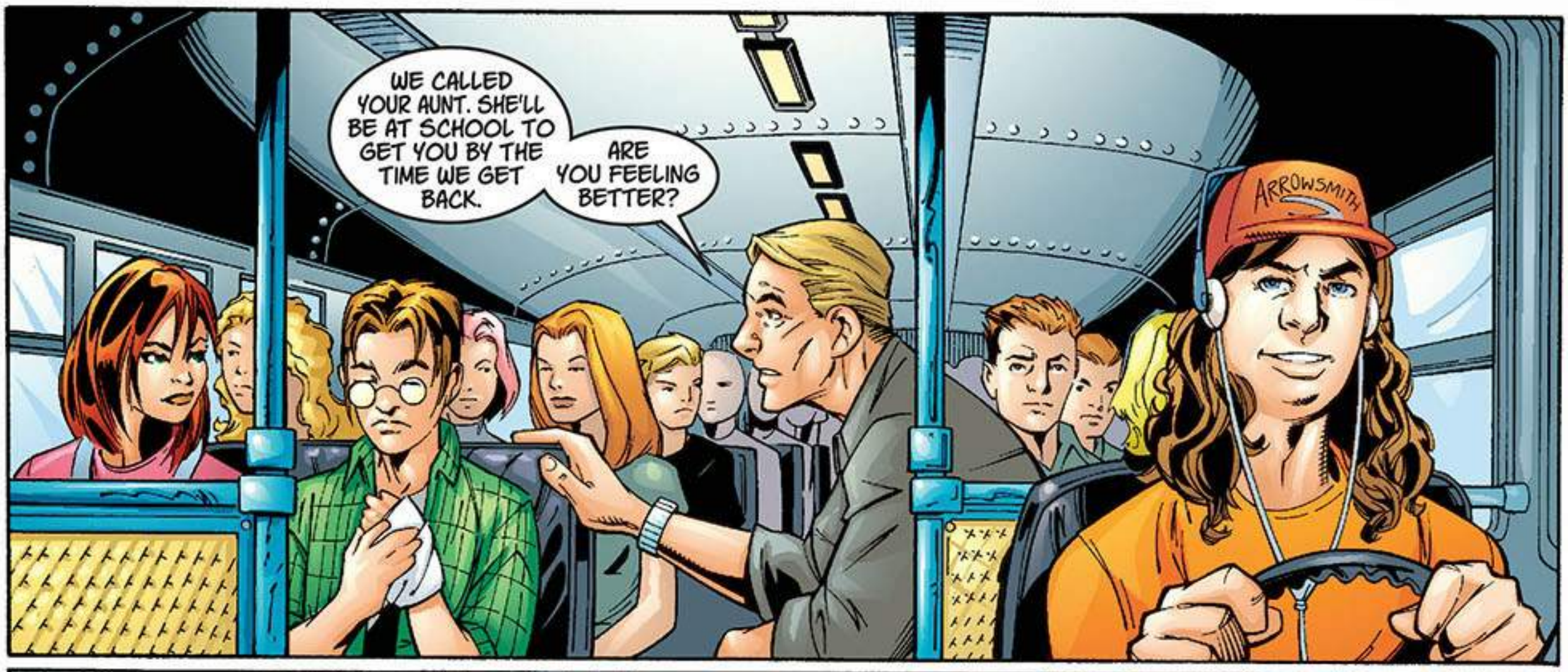

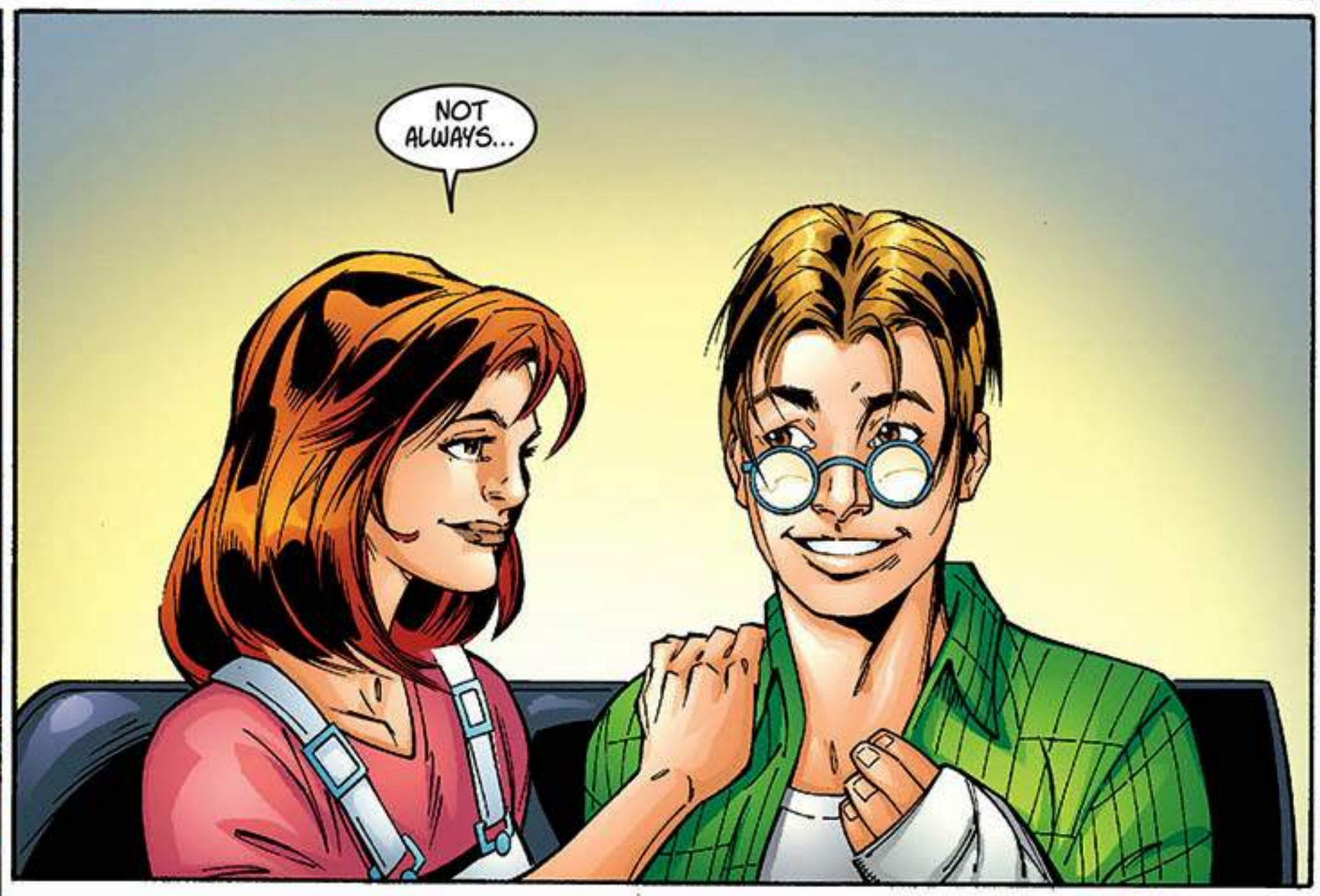

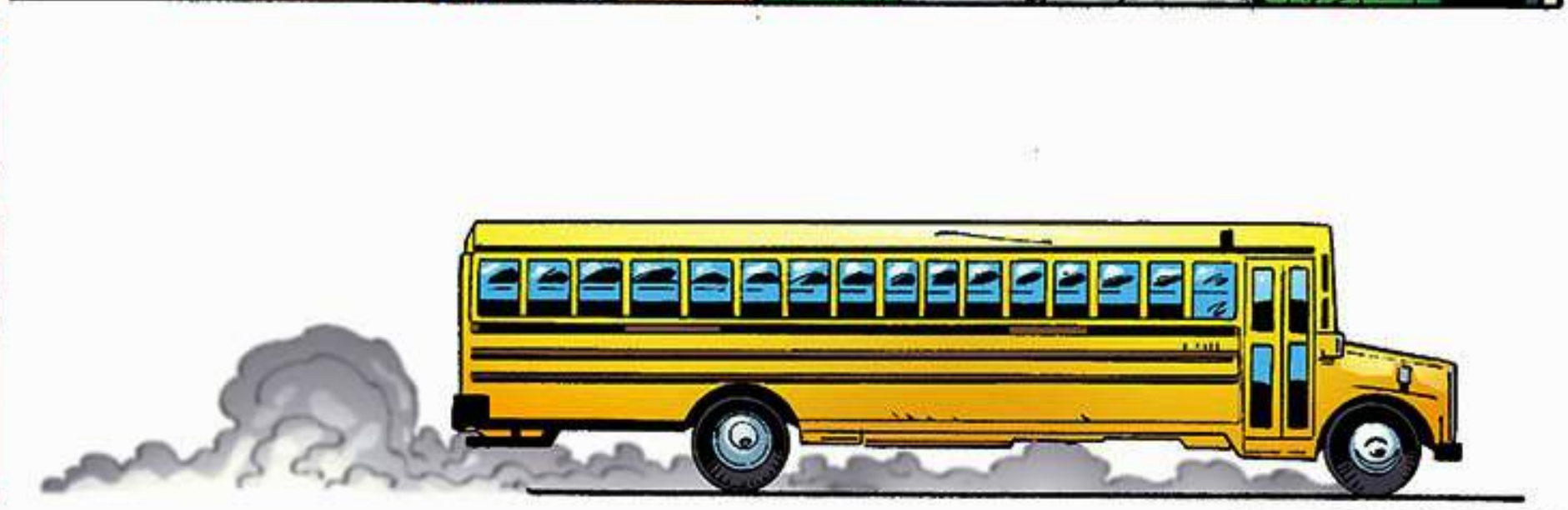

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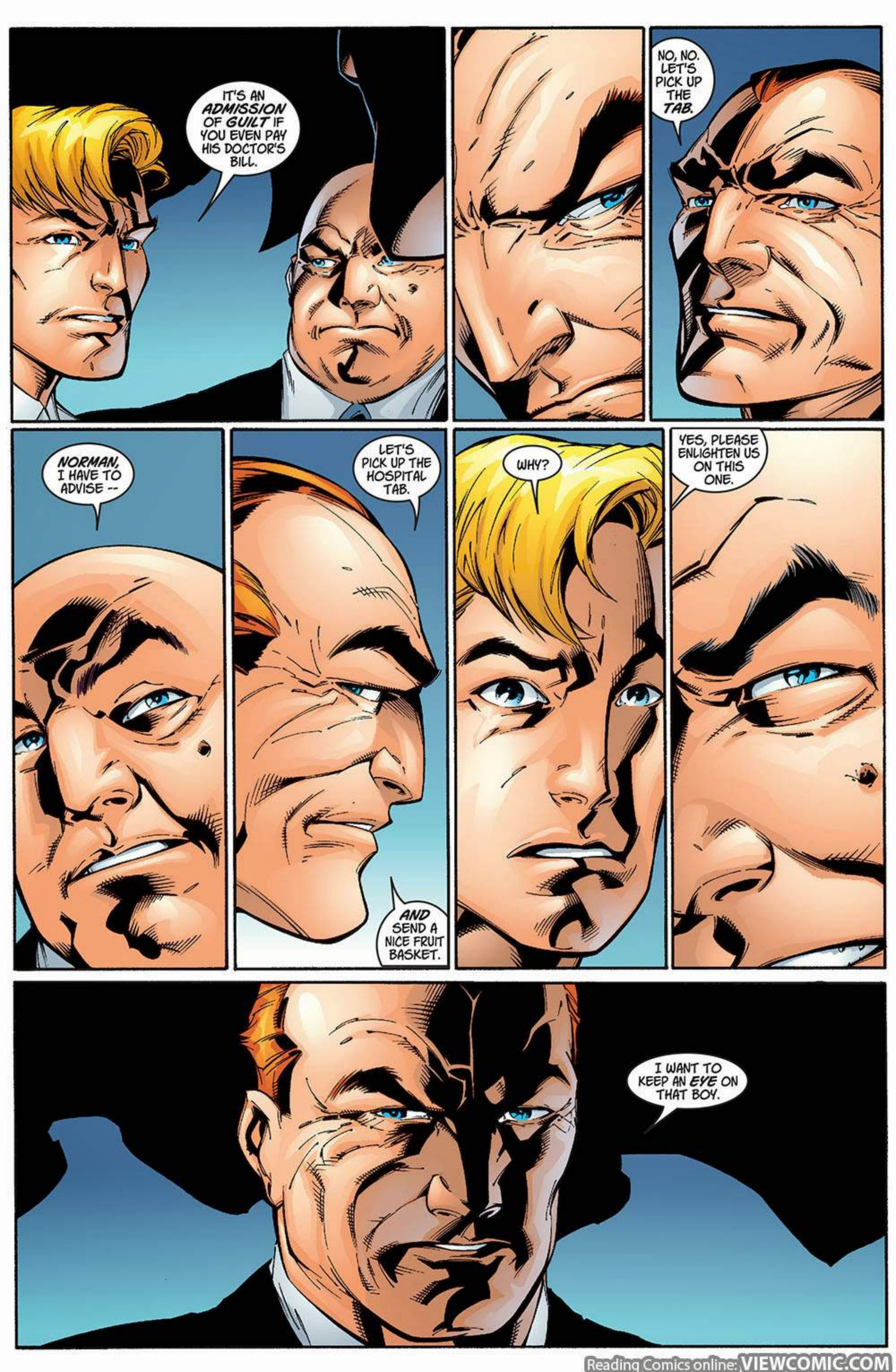

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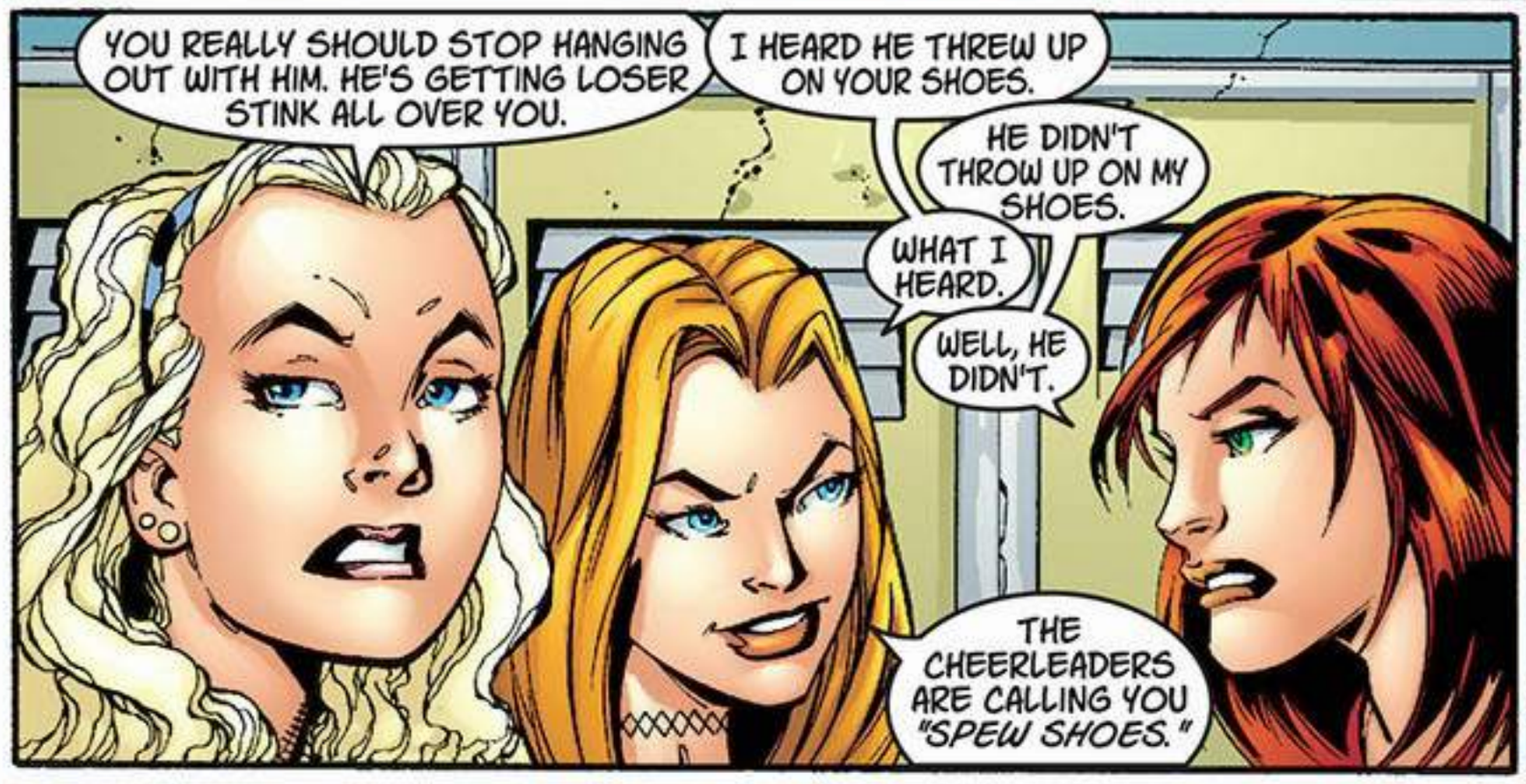

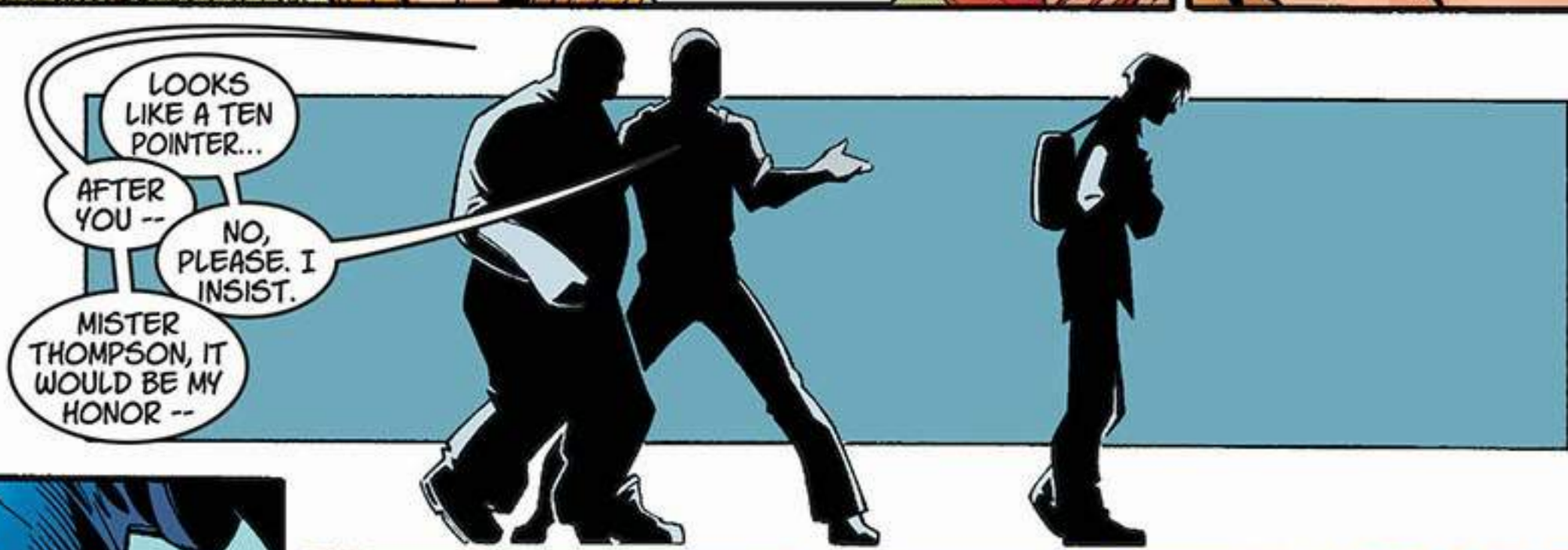

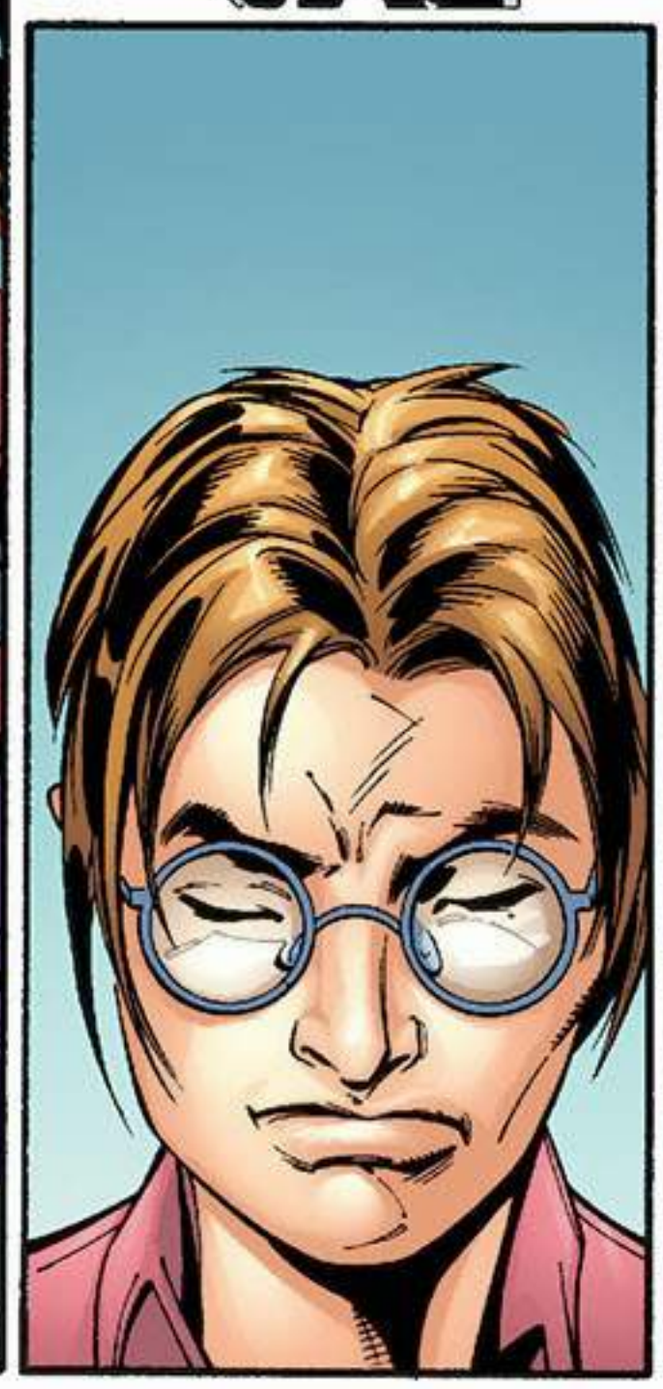

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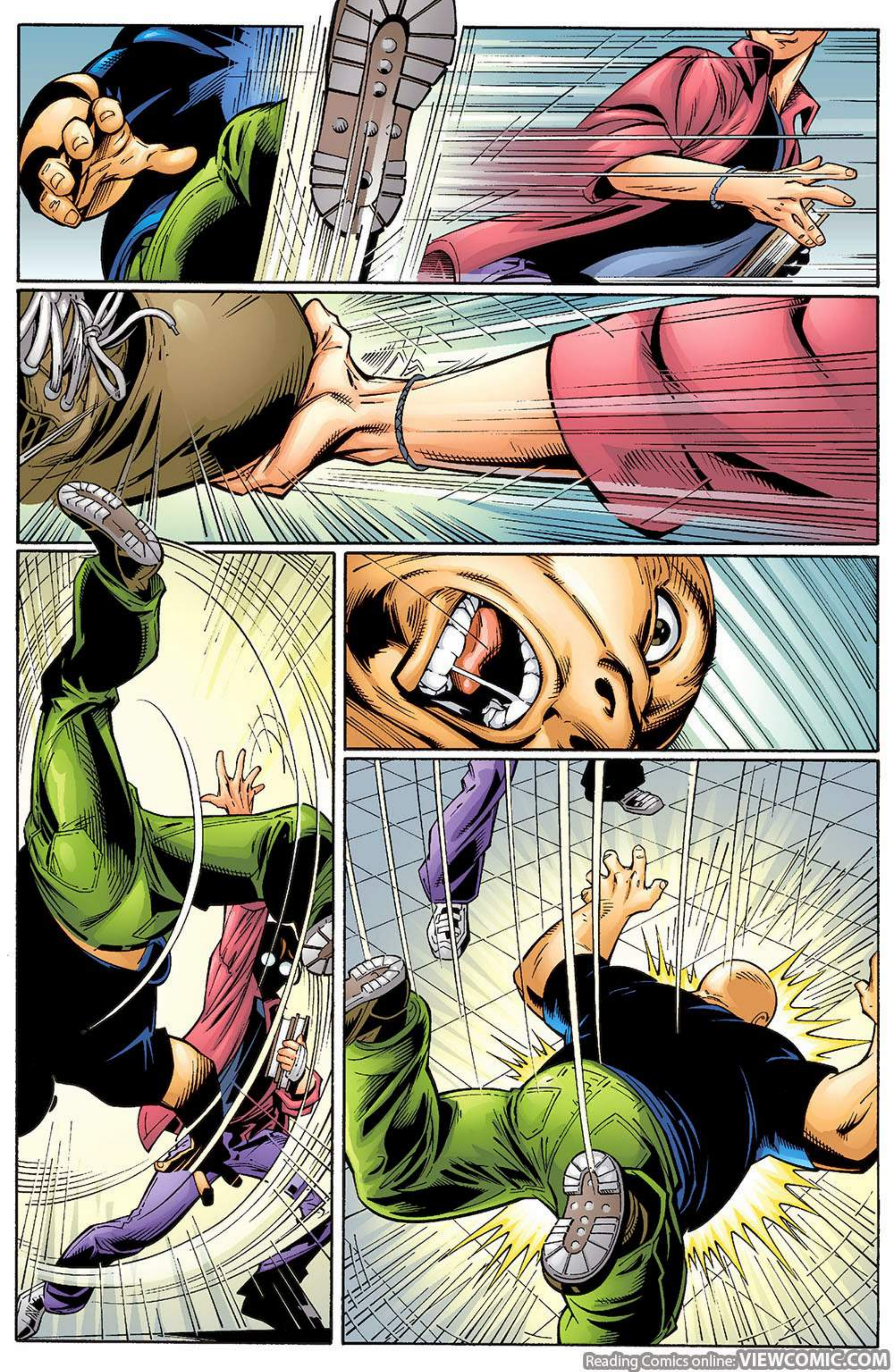

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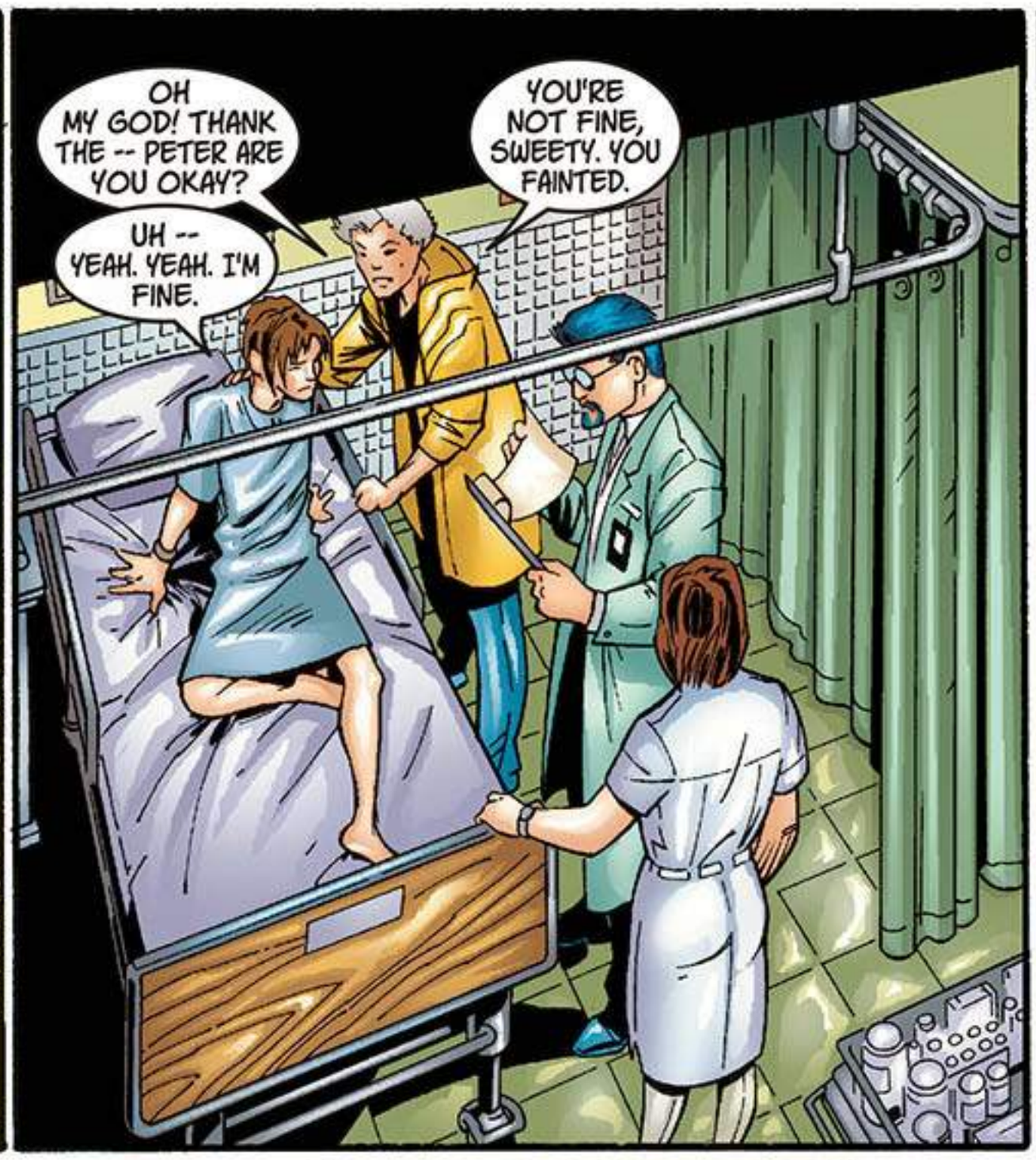

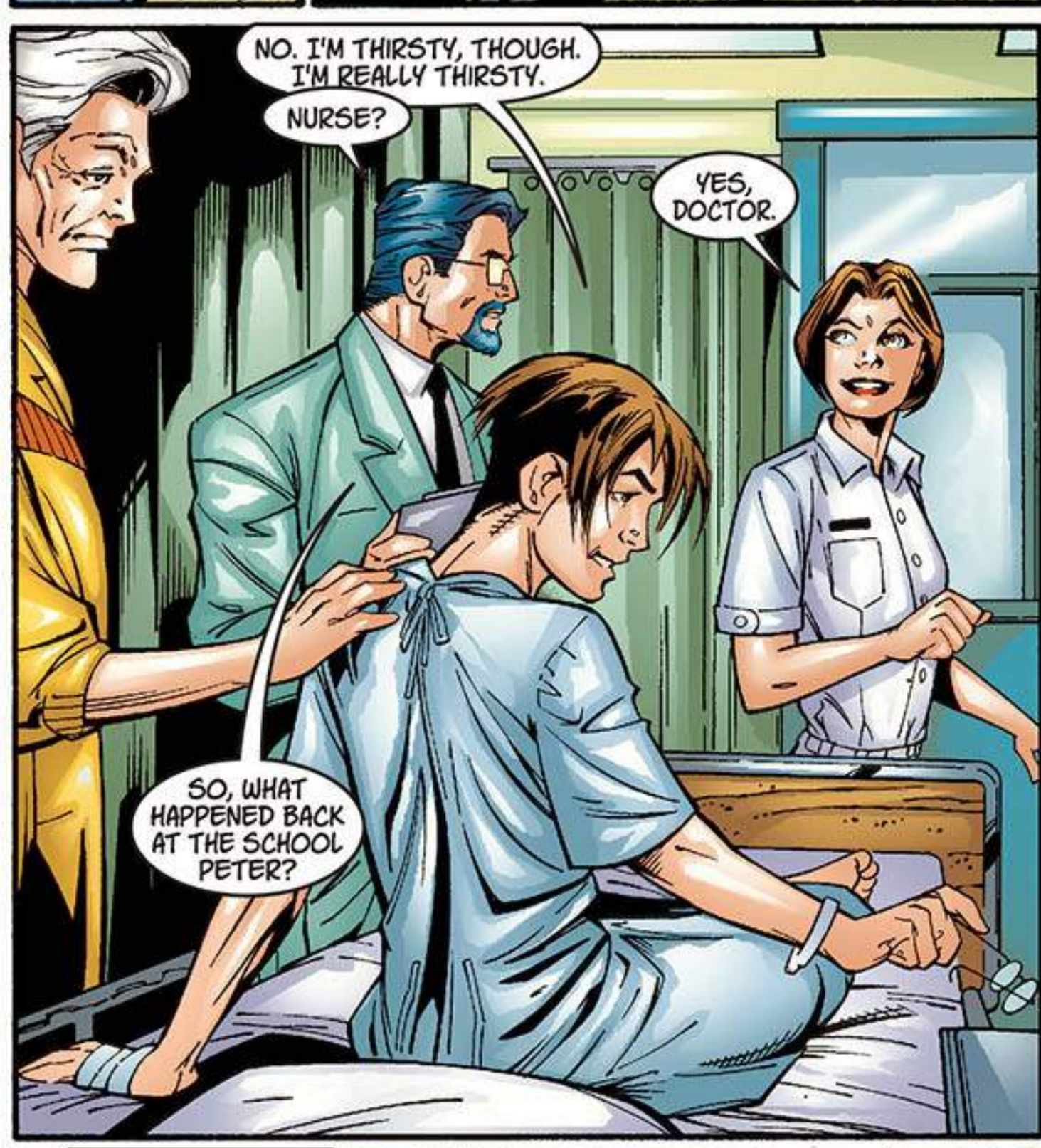

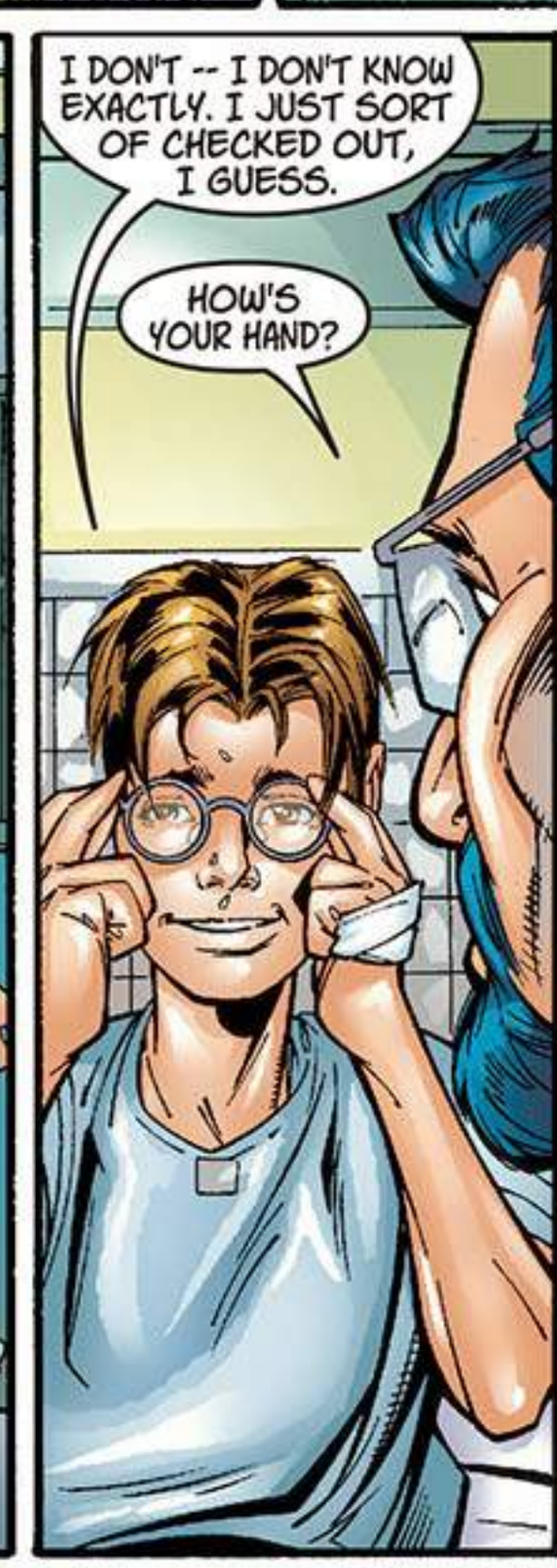

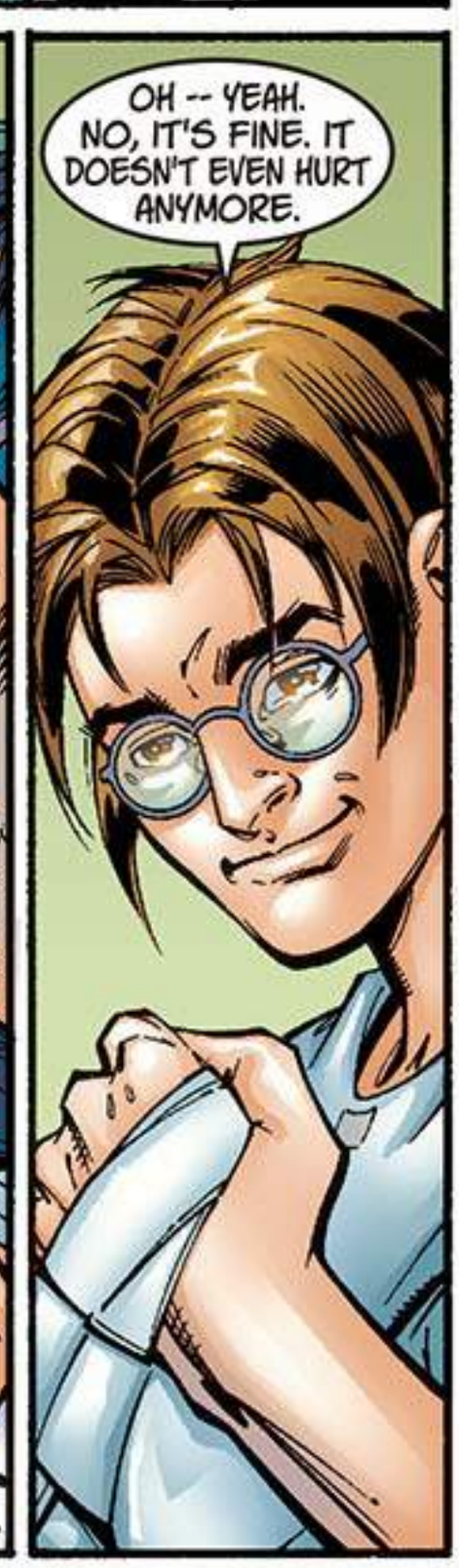

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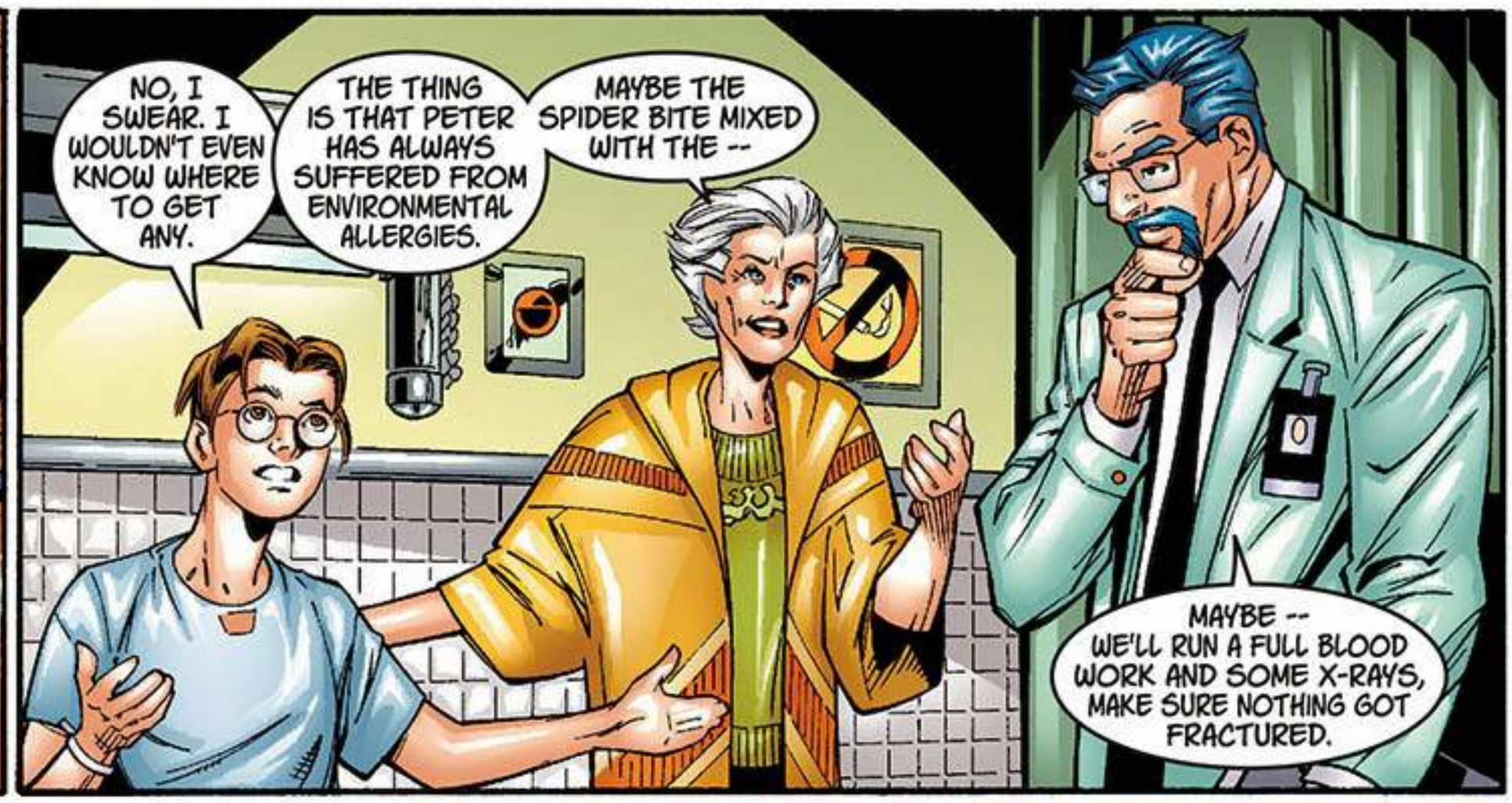

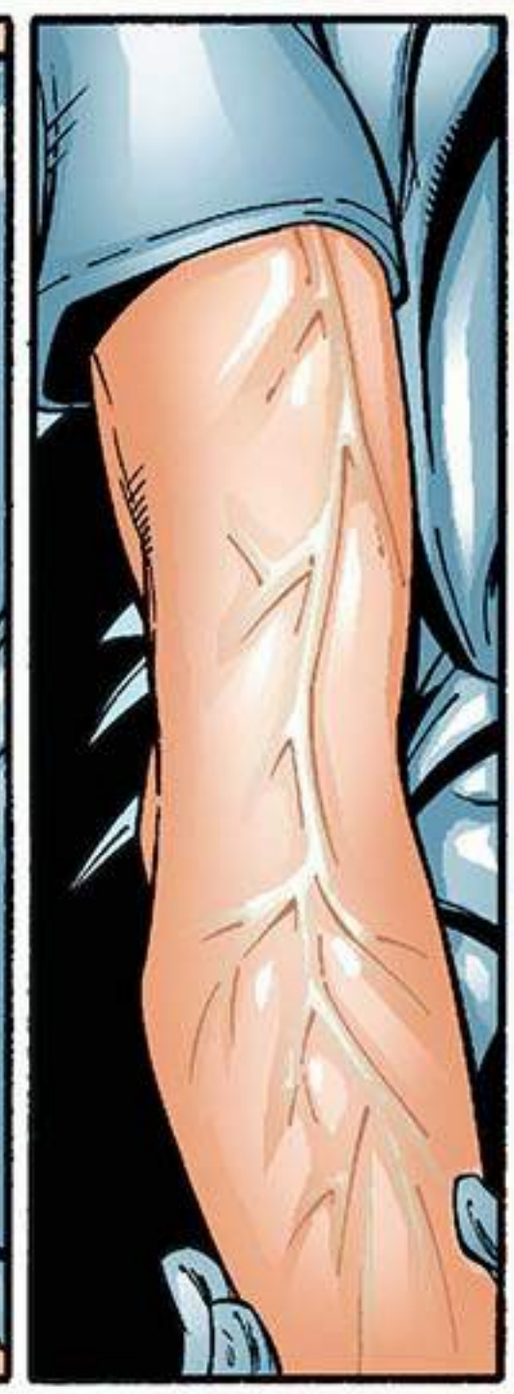

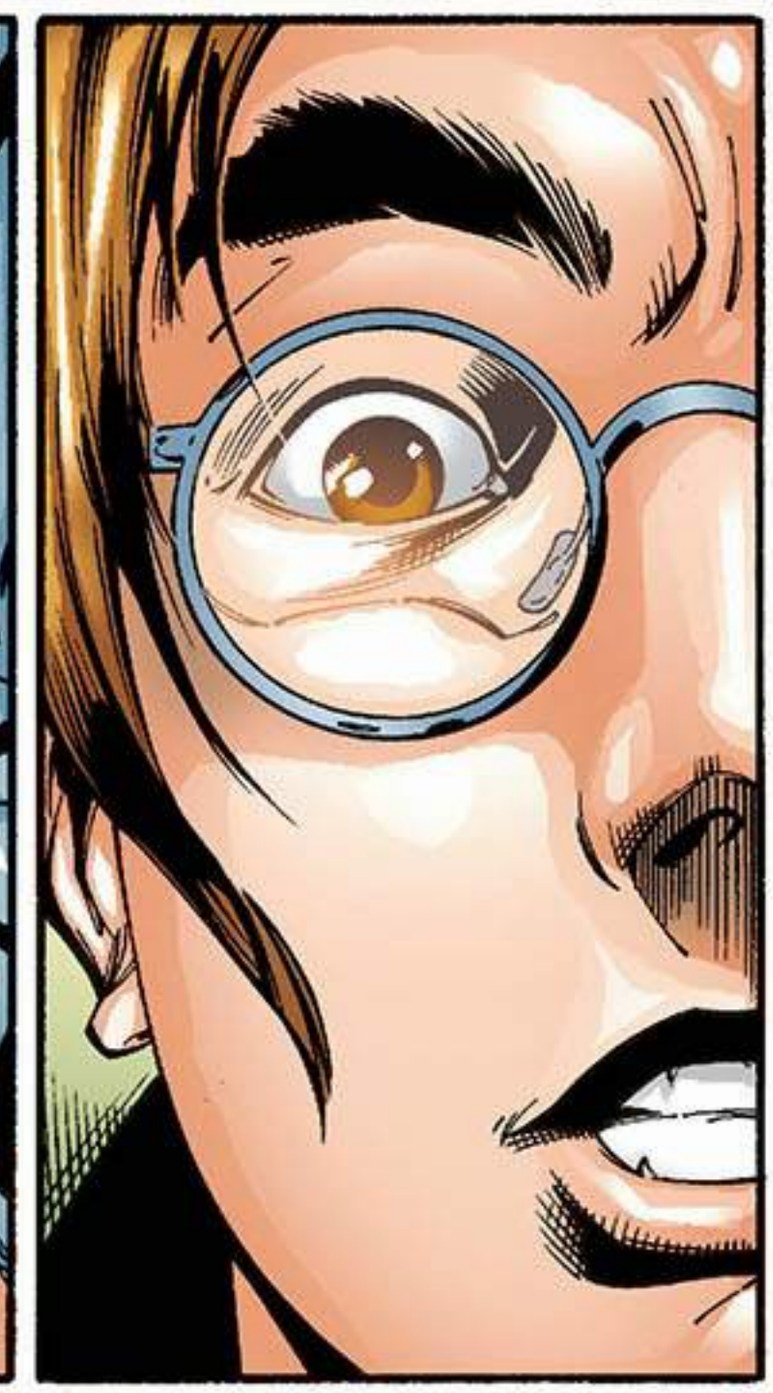

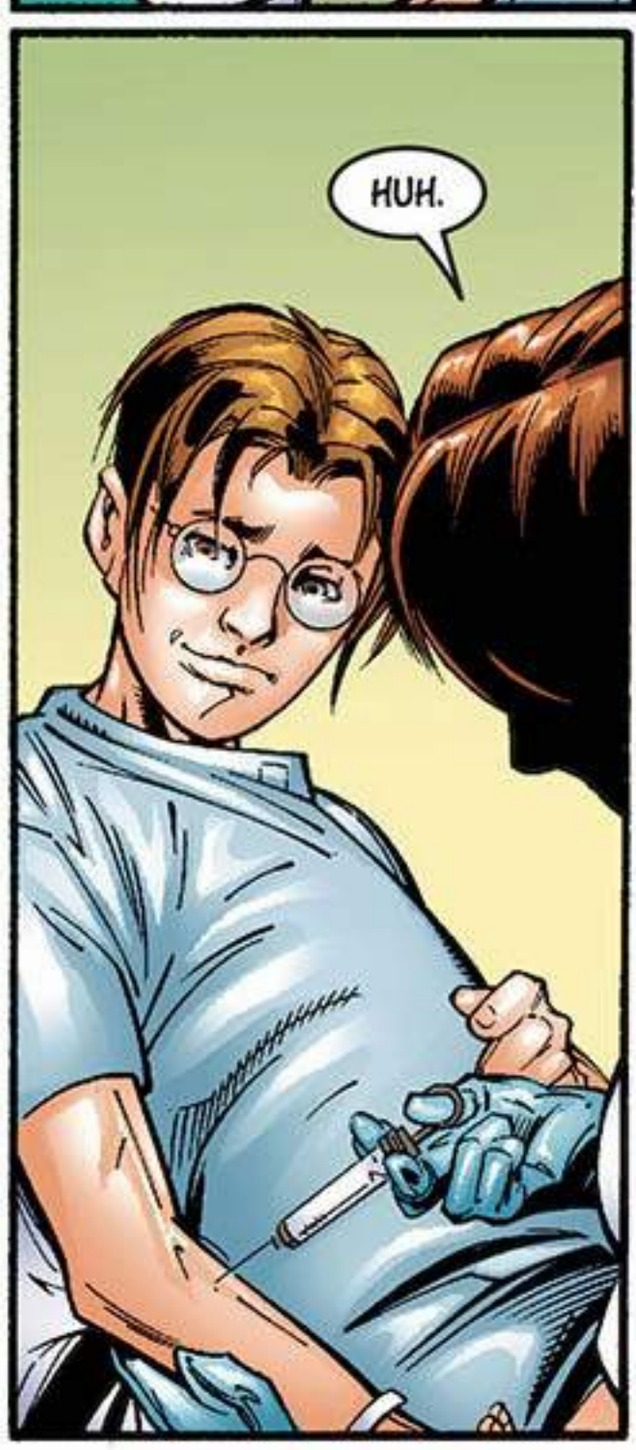

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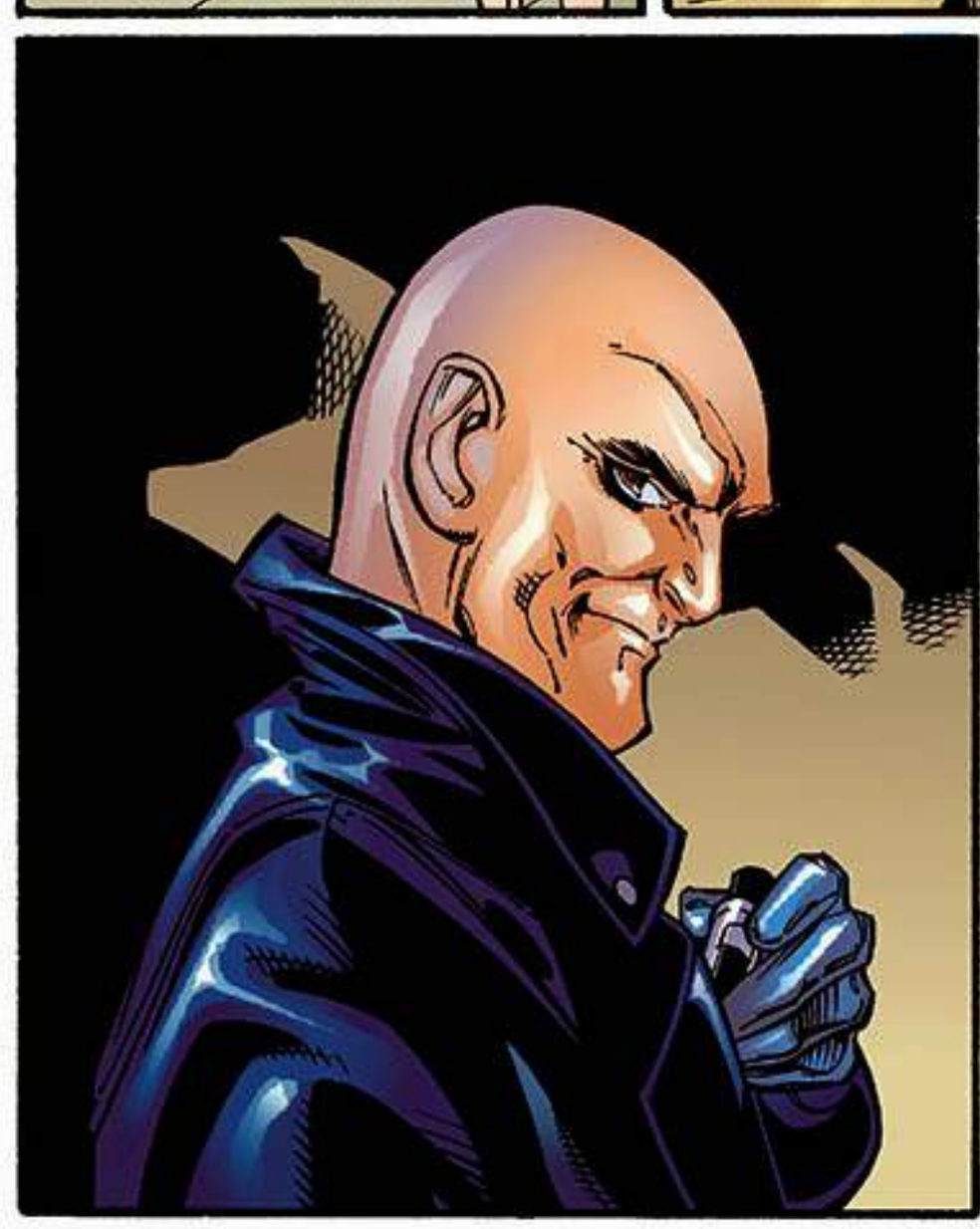

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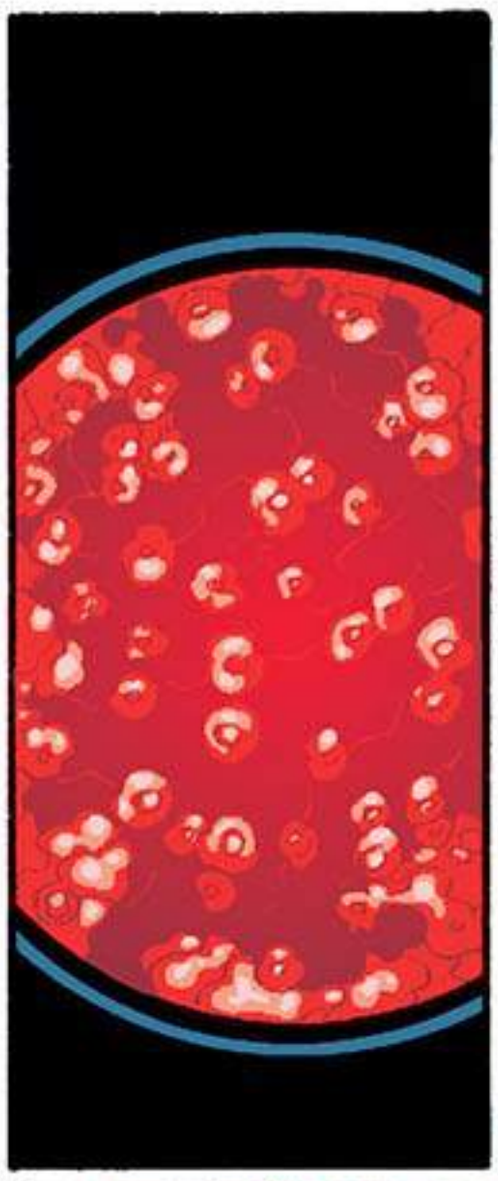

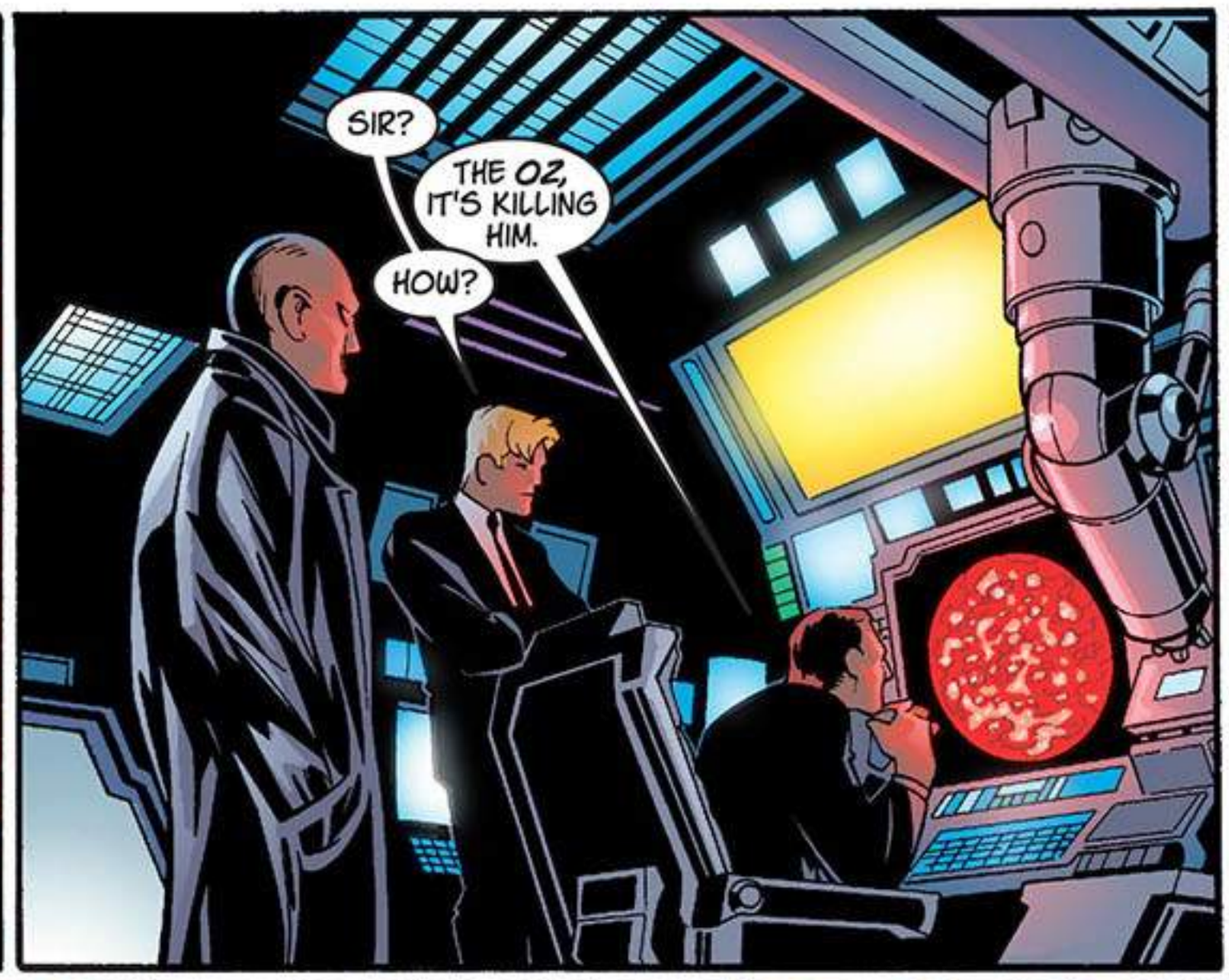

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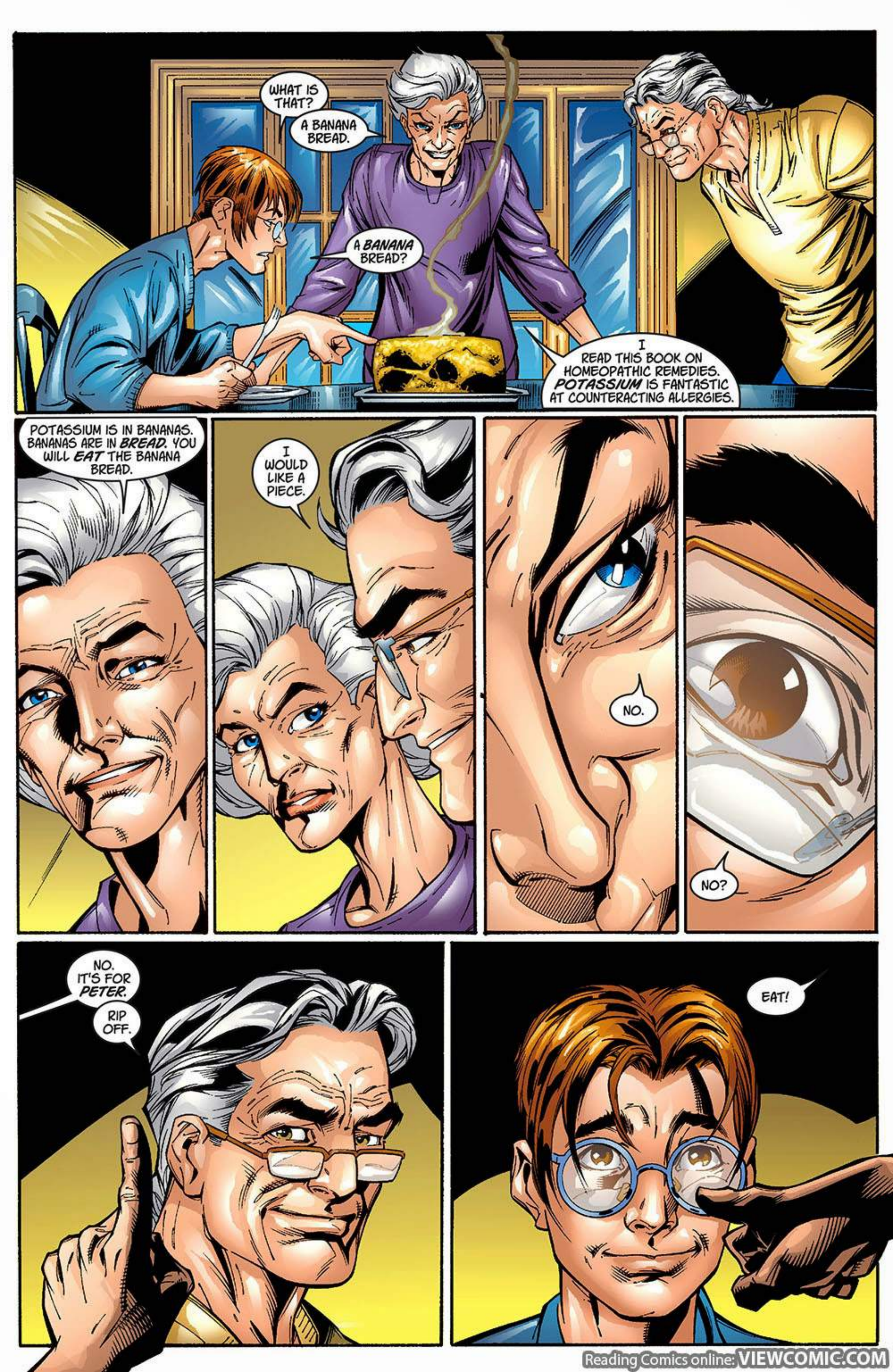

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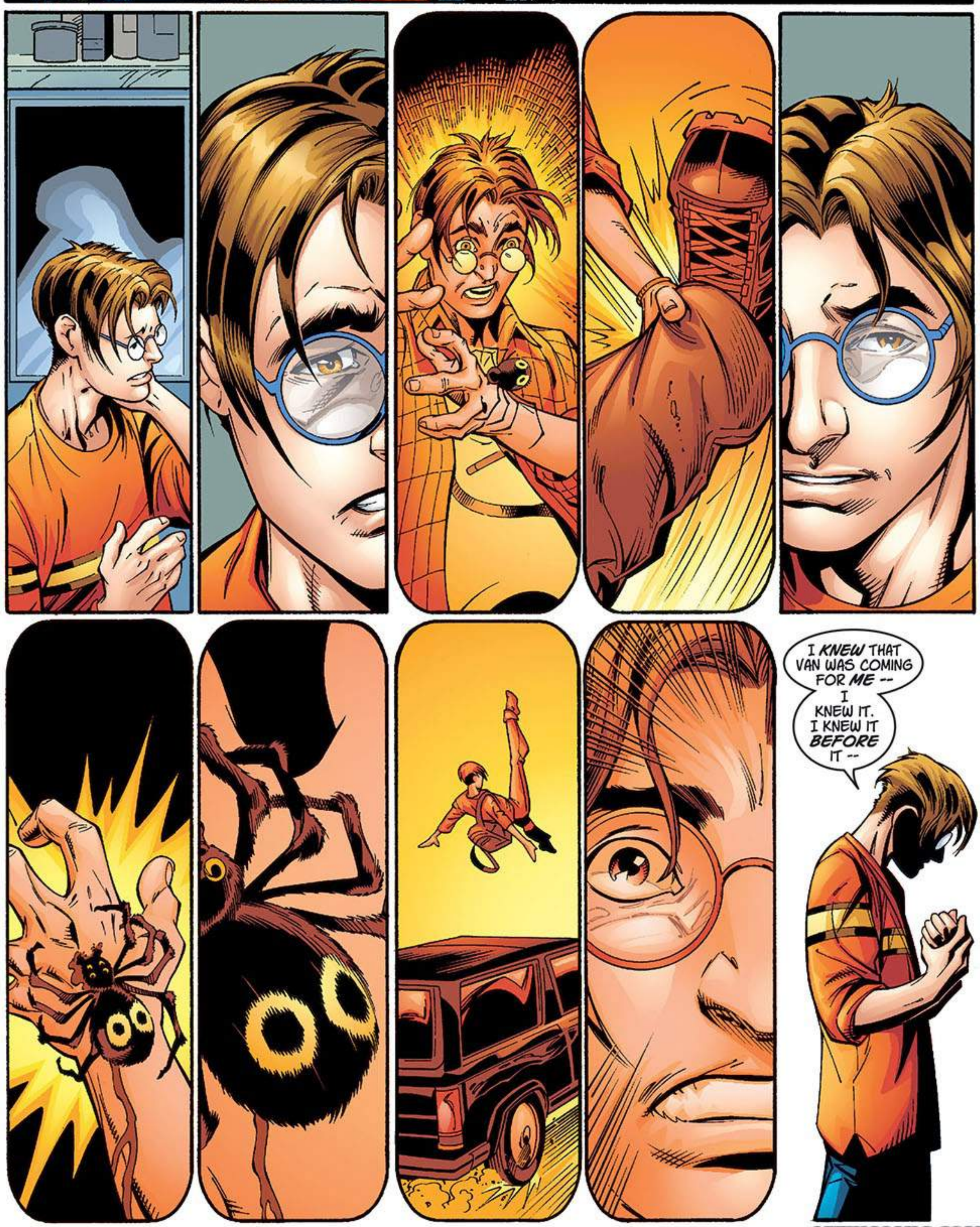

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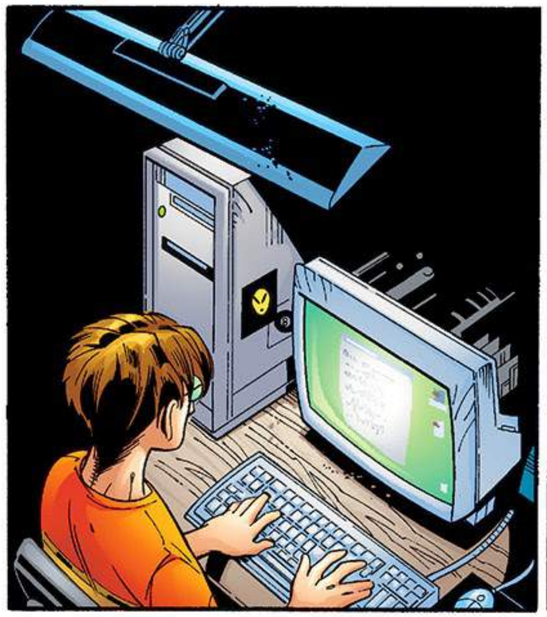

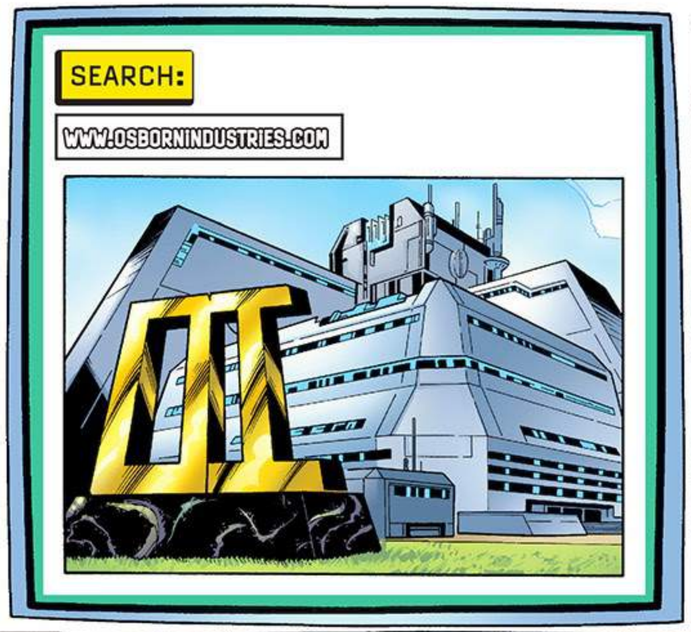
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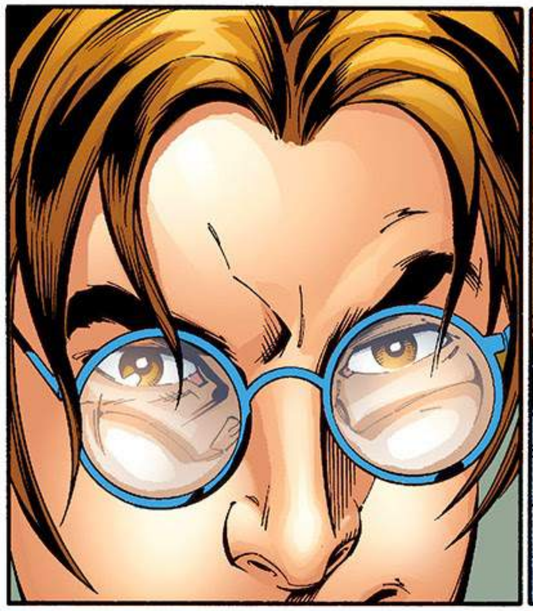

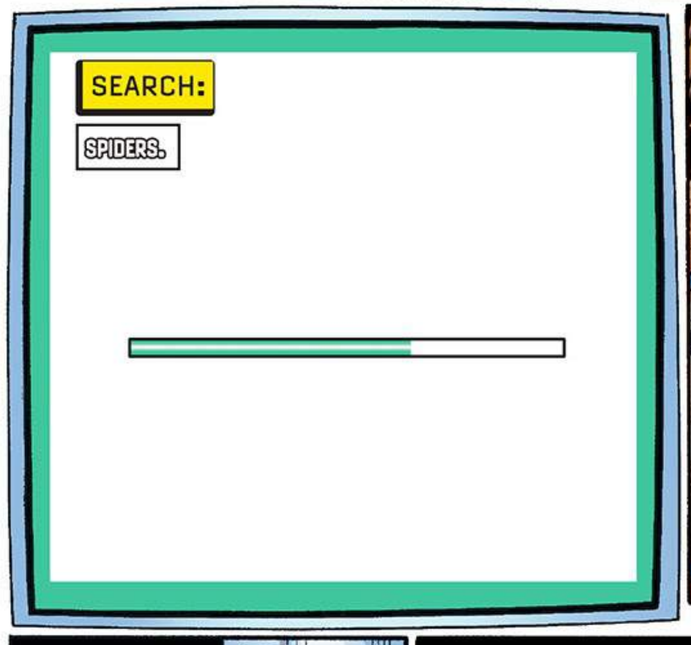
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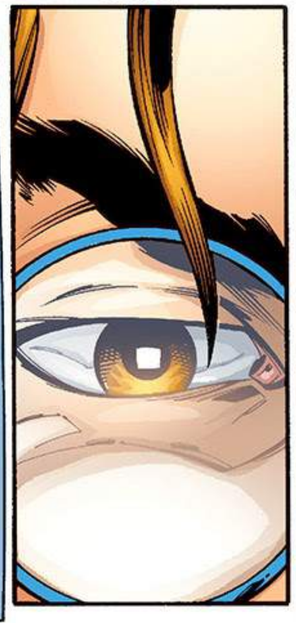
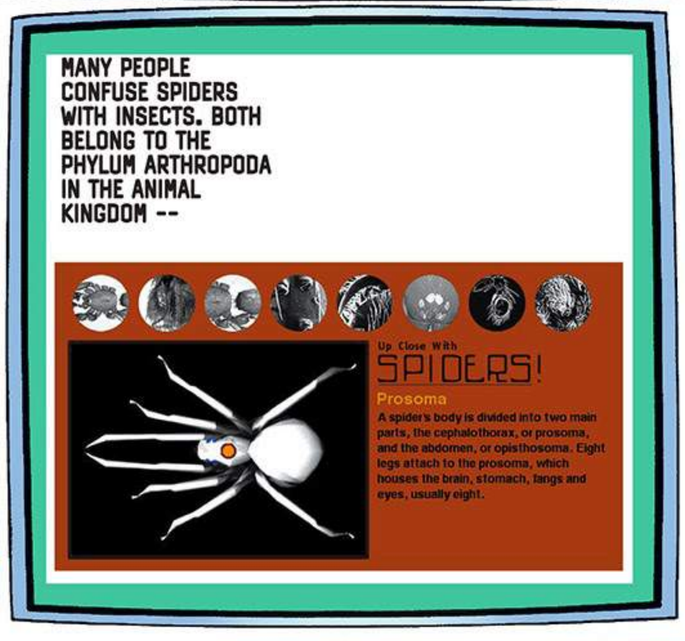
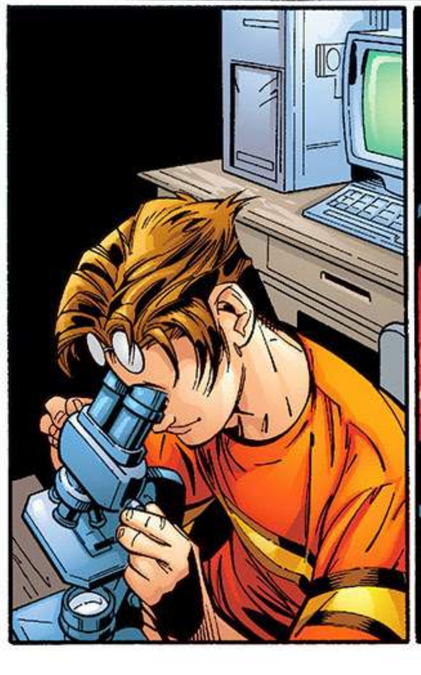
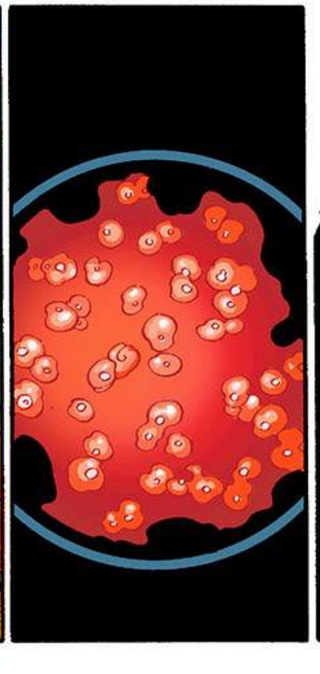
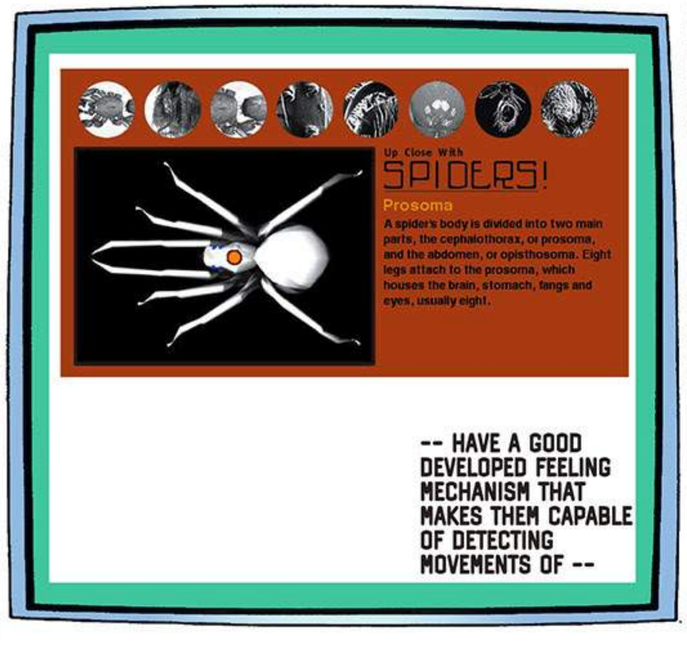



MANY PEOPLE CONFUSE SPIDERS WITH INSECTS. BOTH BELONG TO THE PHYLUM ARTHROPODA IN THE ANIMAL KINGDOM --
Up Close With
SPIDERS!
Prosoma
A spider's body is divided into two main parts, the cephalothorax, or prosoma, and the abdomen, or opisthosoma. Eight legs attach to the prosoma, which houses the brain, stomach, fangs and eyes, usually eight.





WELL, WHADDAYA THINK OF THAT.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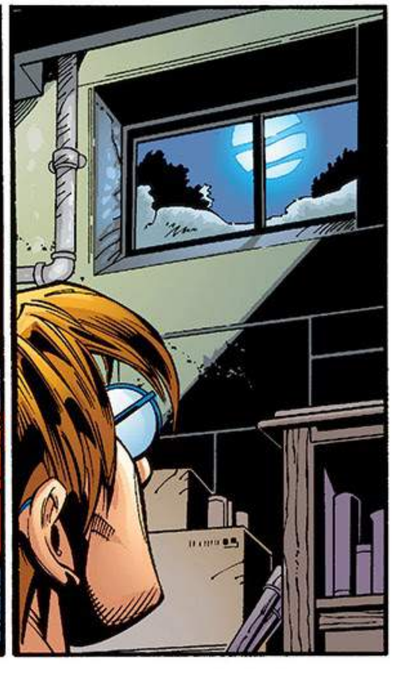
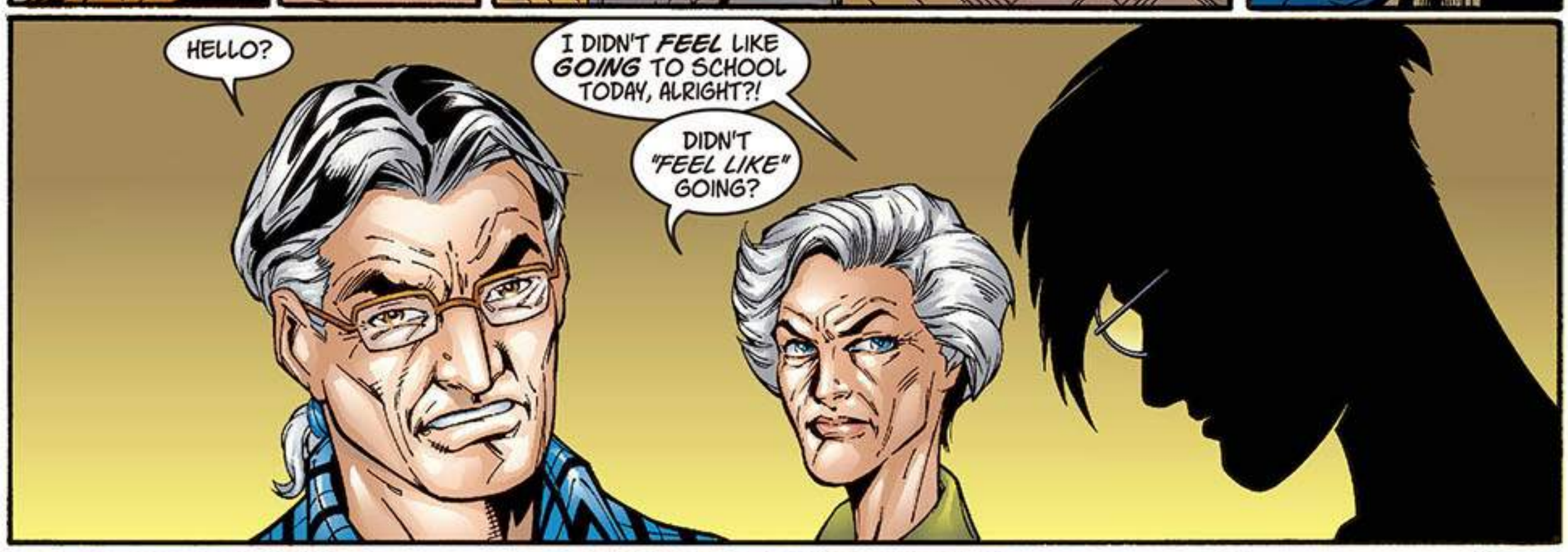
-- HAVE A GOOD DEVELOPED FEELING MECHANISM THAT MAKES THEM CAPABLE OF DETECTING MOVEMENTS OF --

NO WAY!





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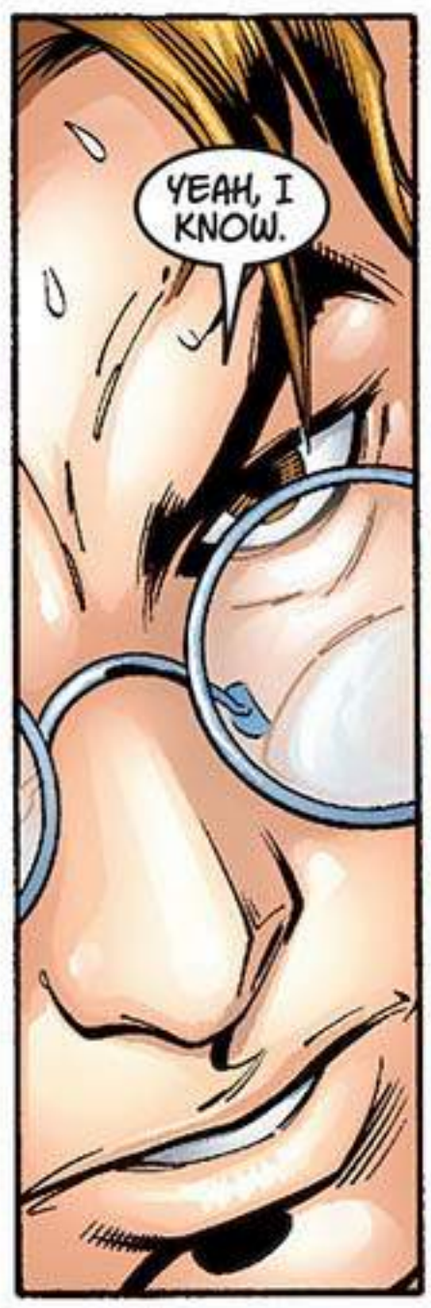

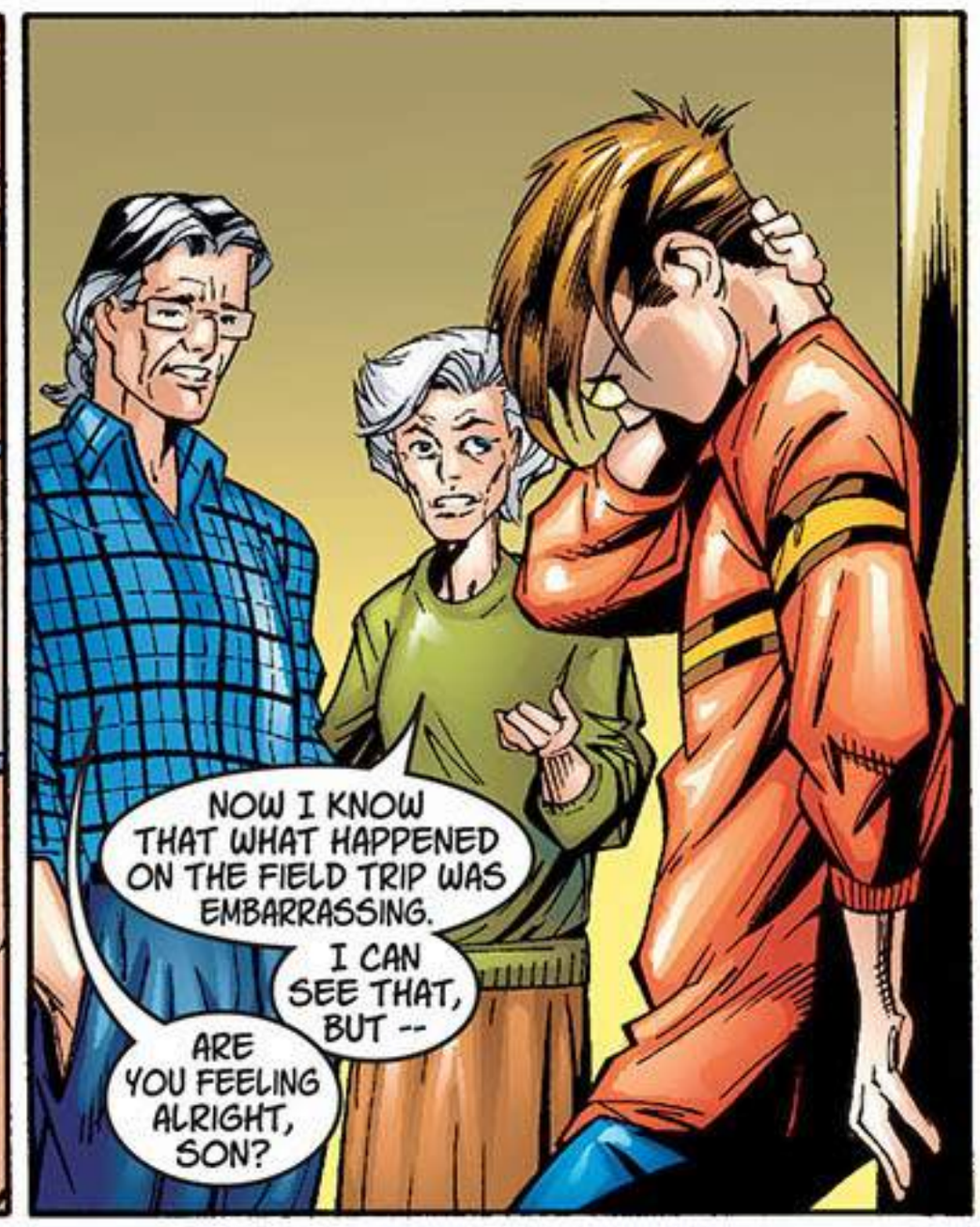

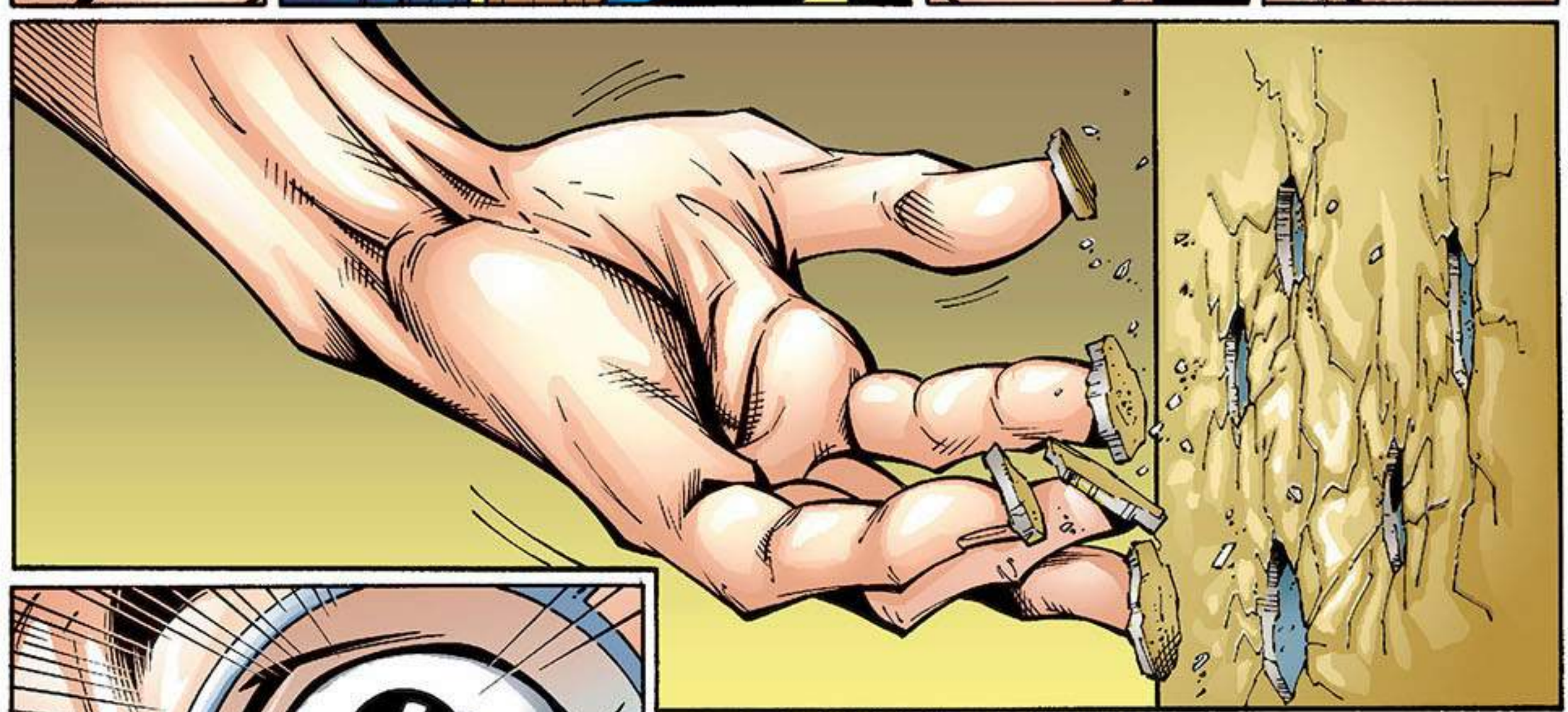

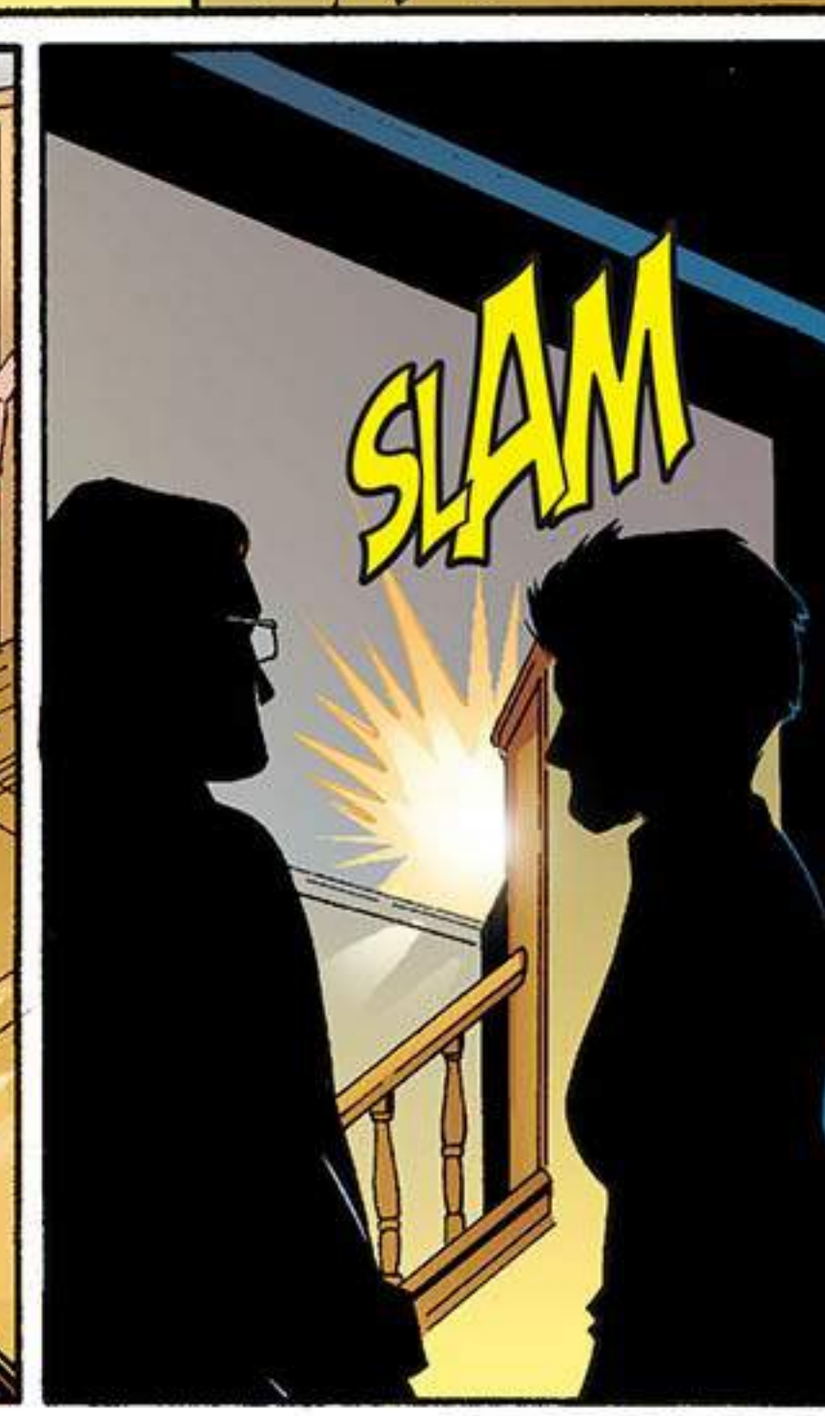

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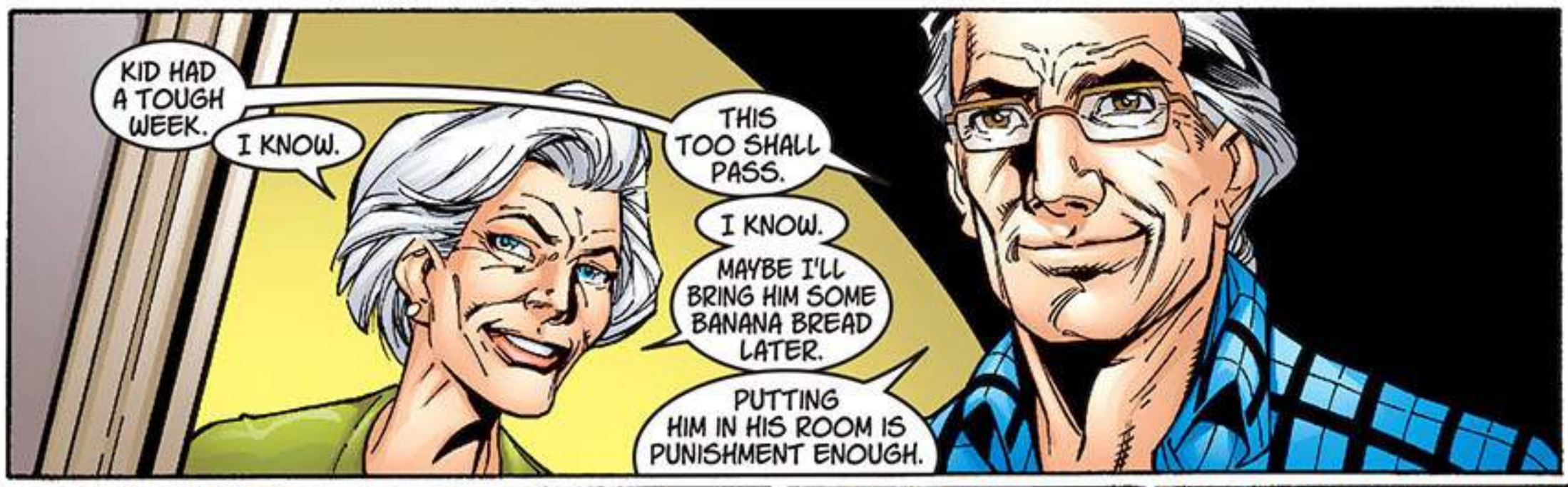

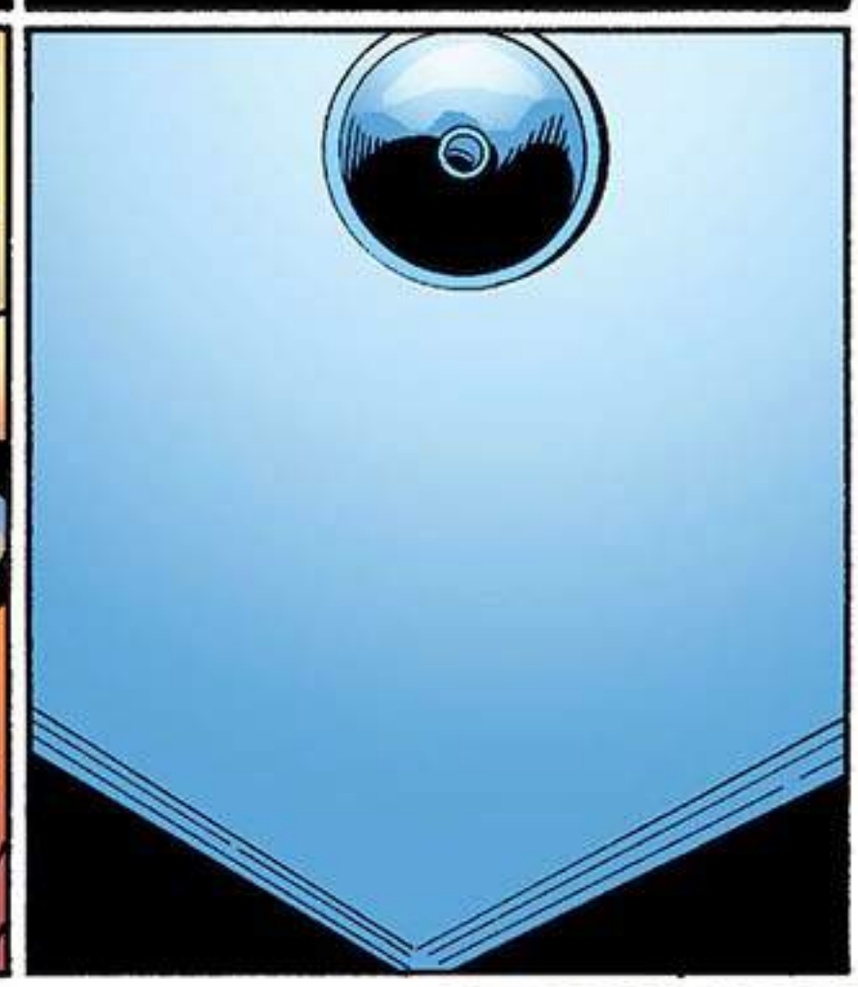

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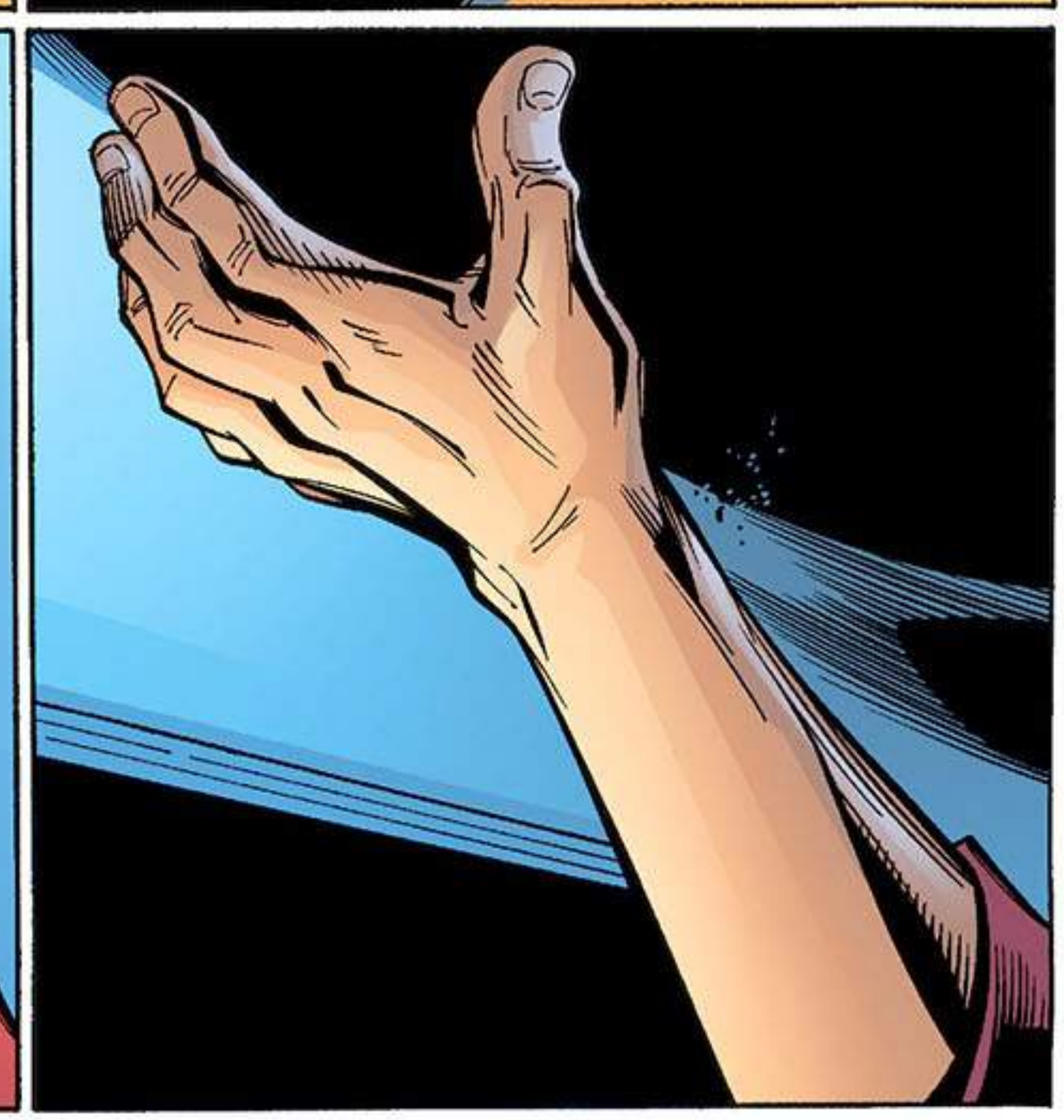

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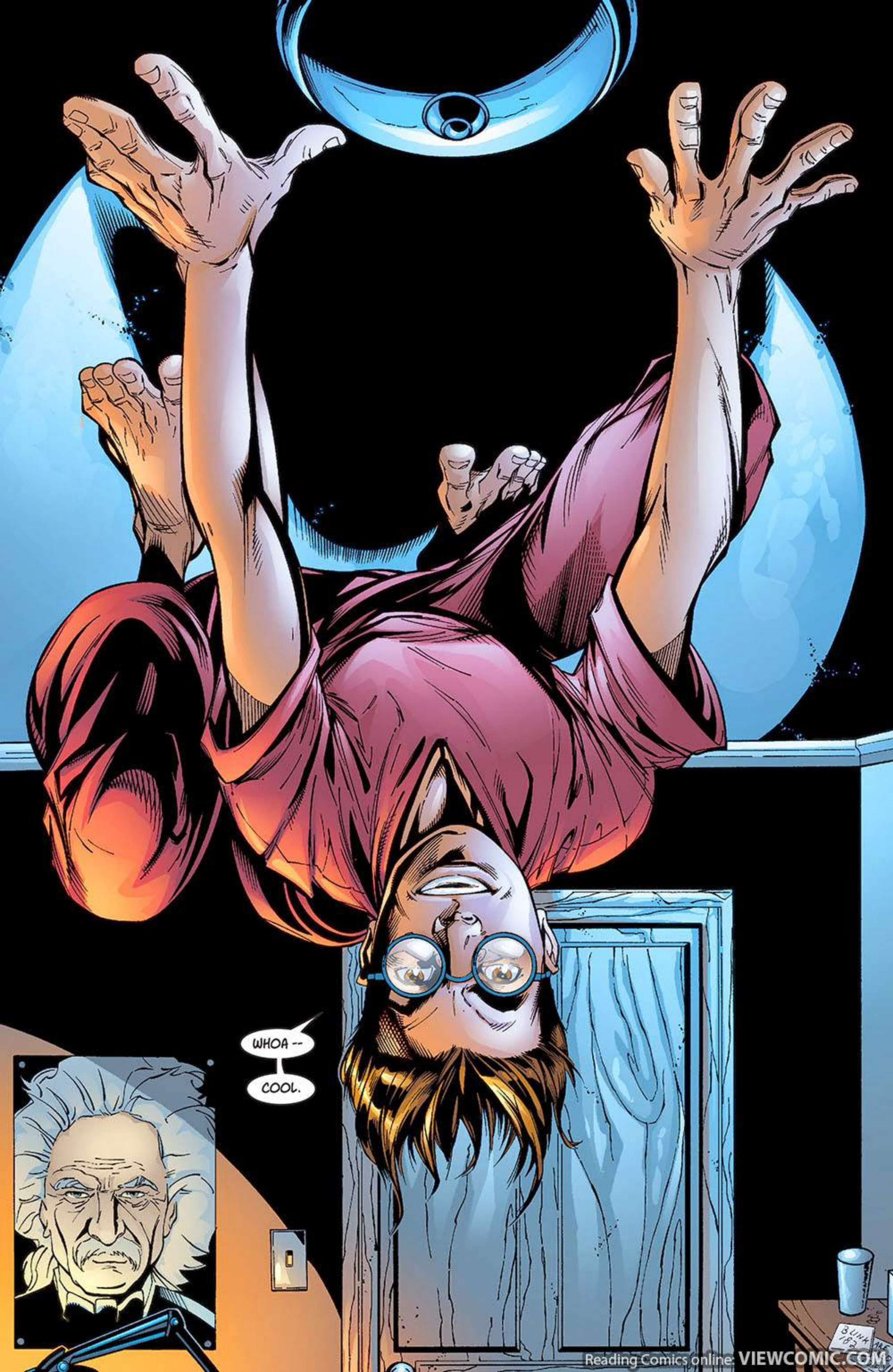

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MARVEL ULTIMATE SPIDER-MAN

ISSUE 2

GROWING PAINS

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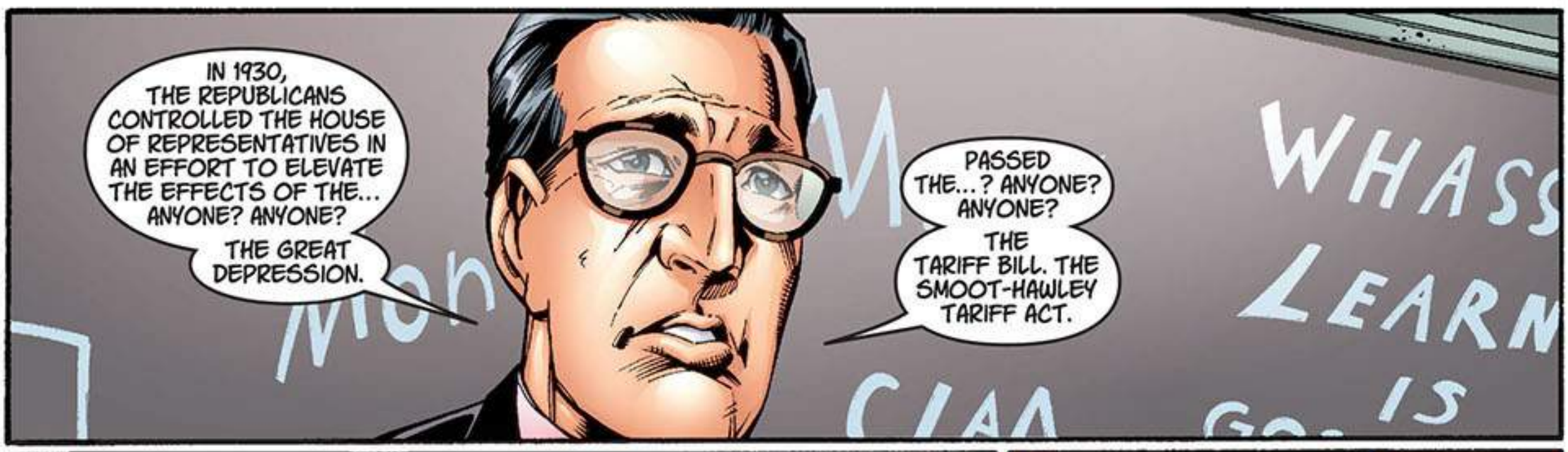

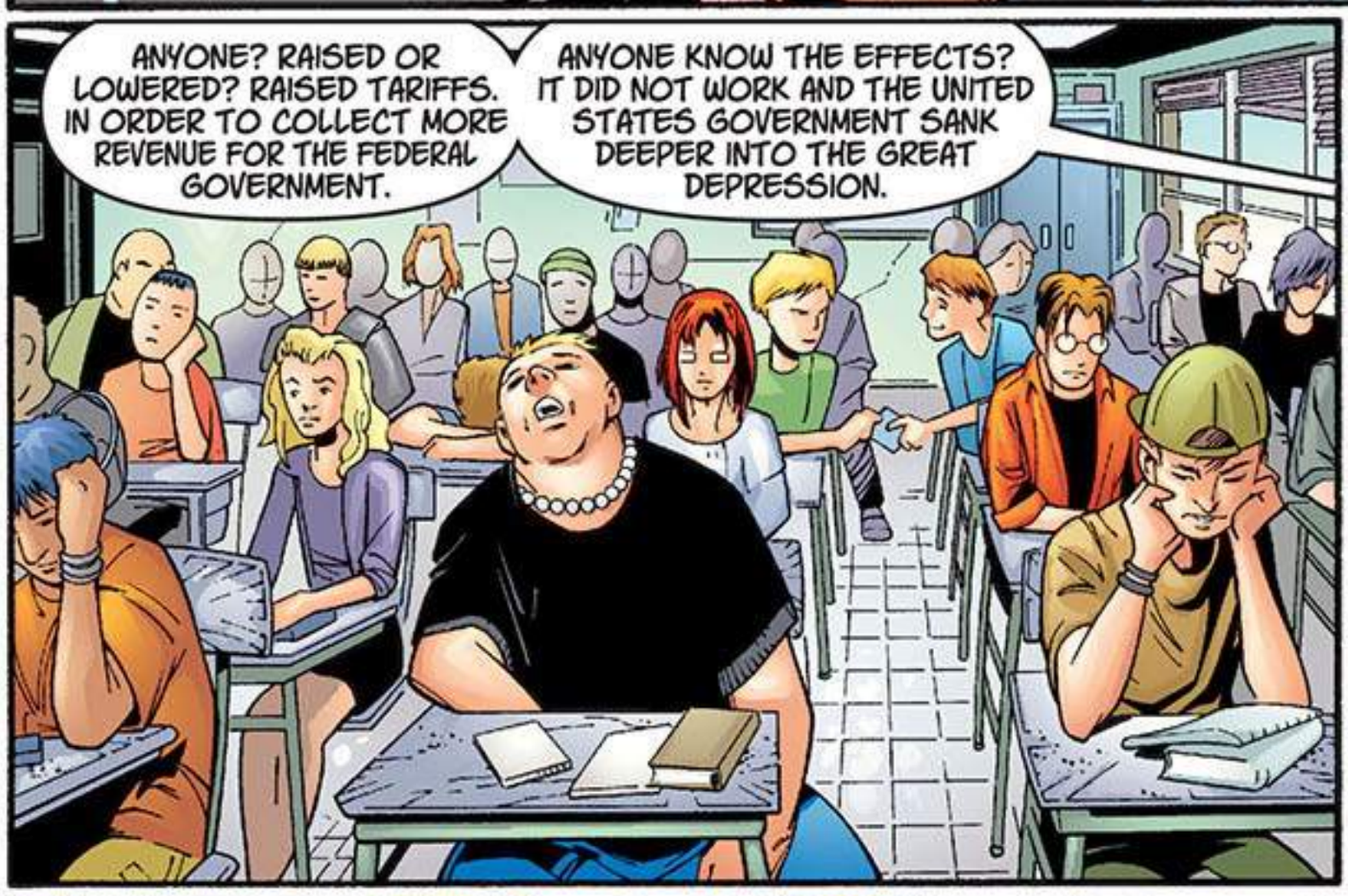

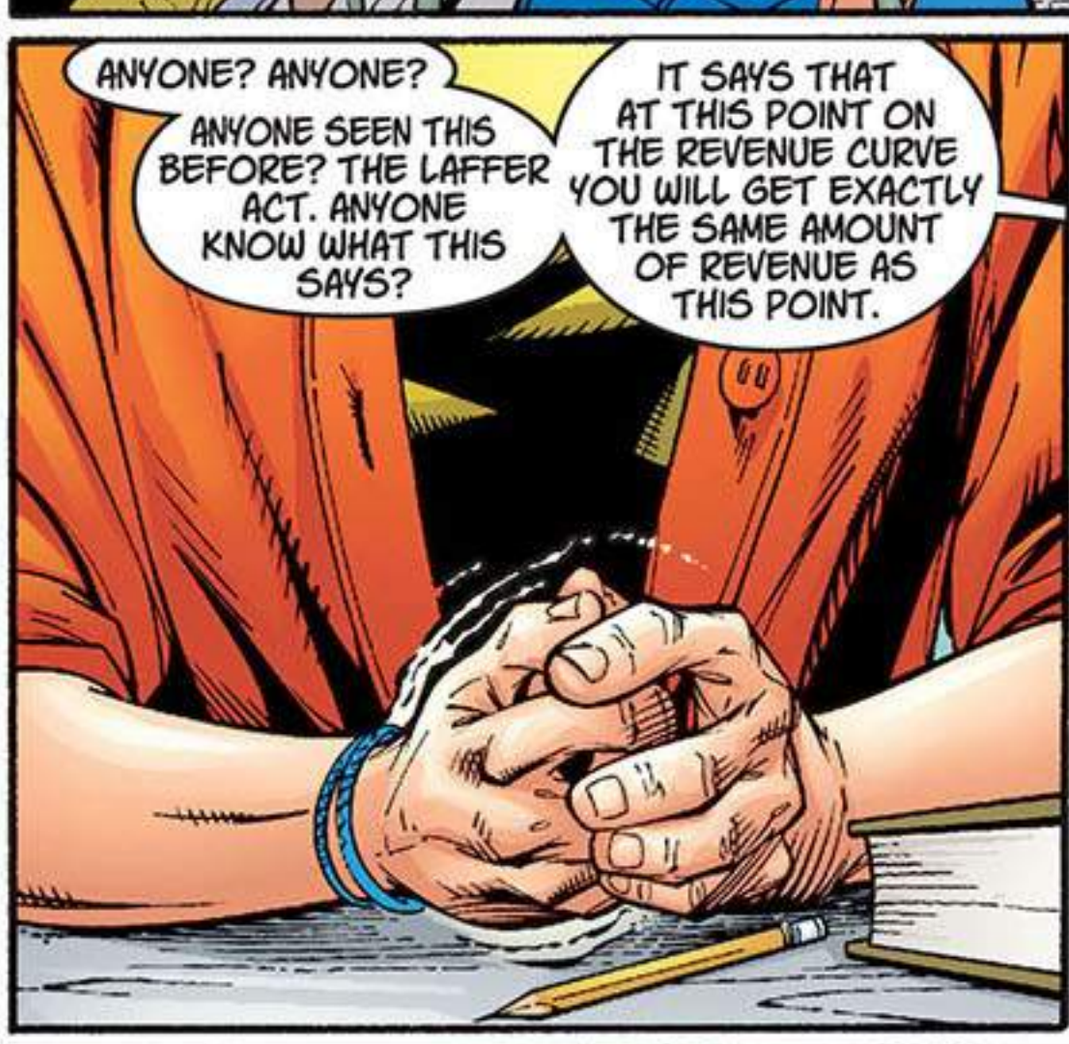

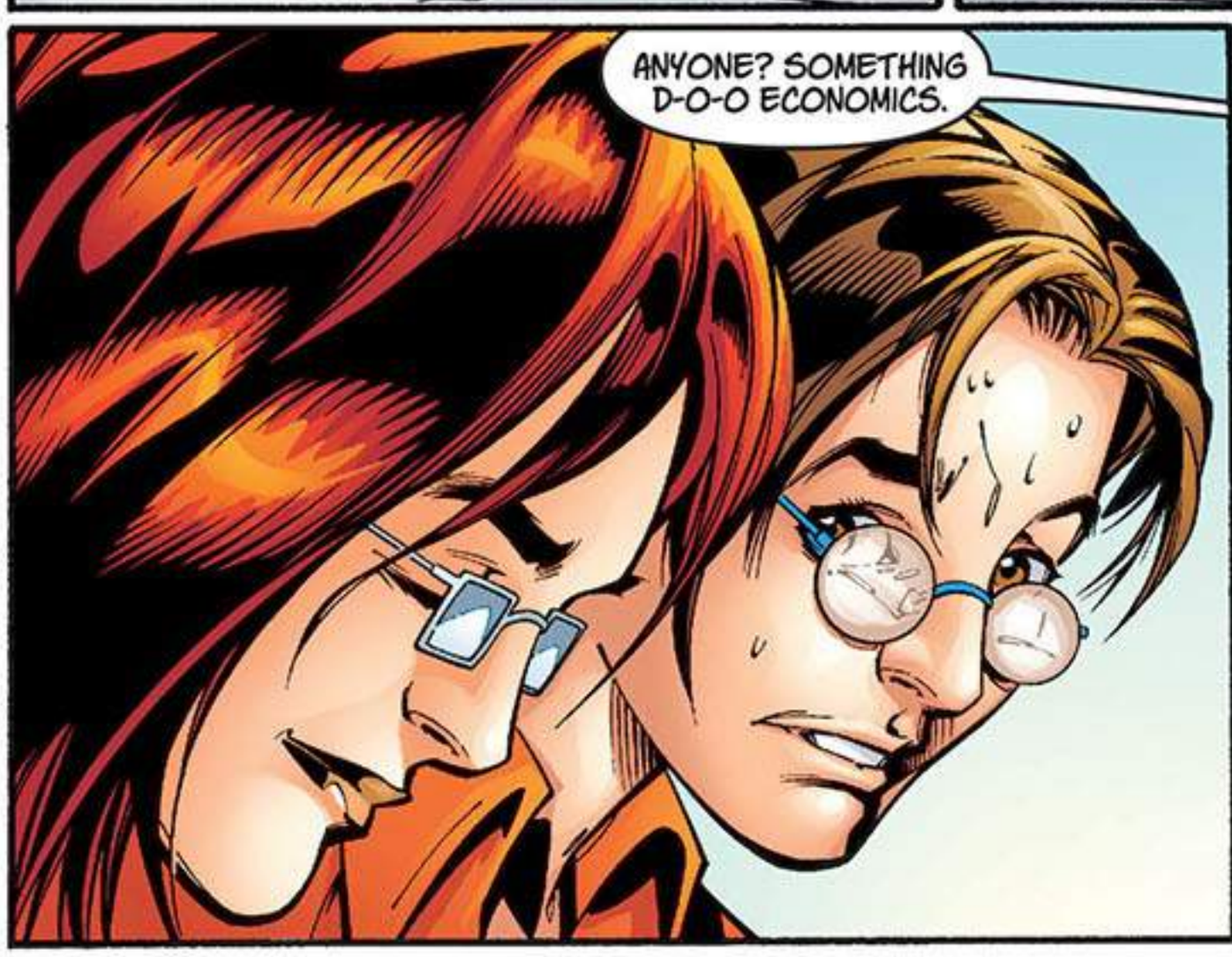

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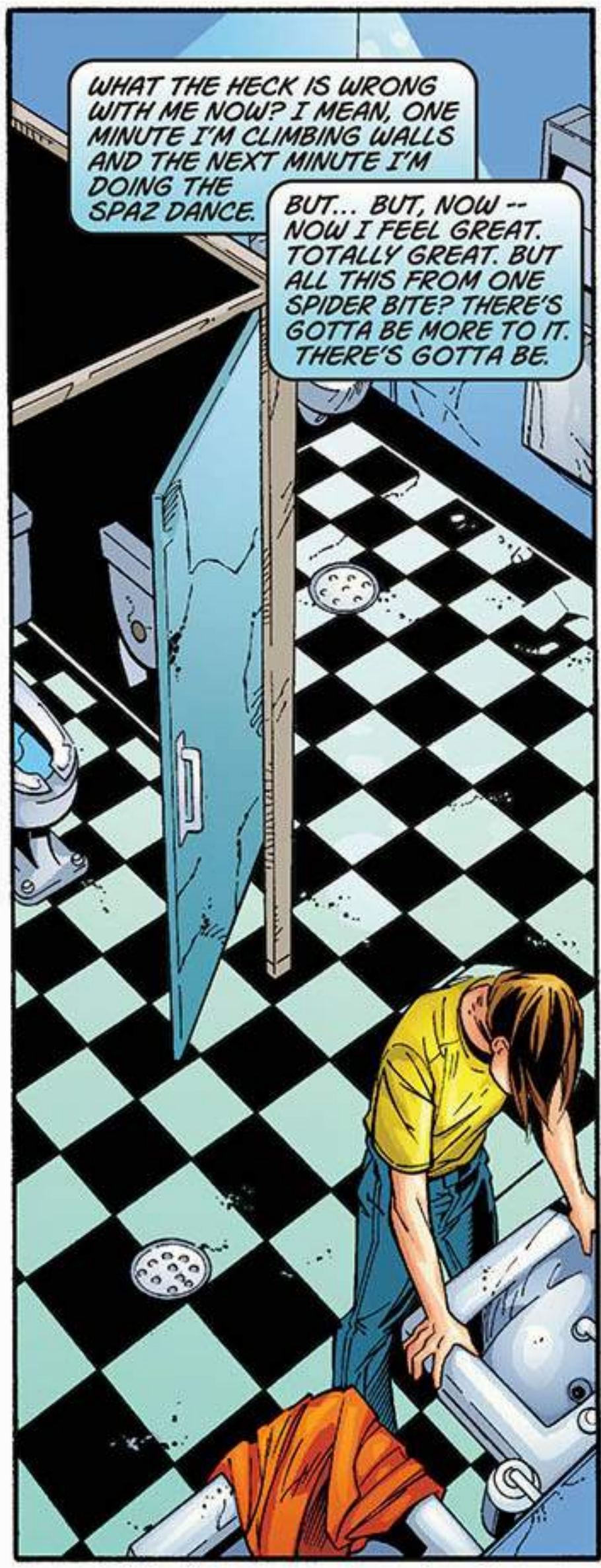

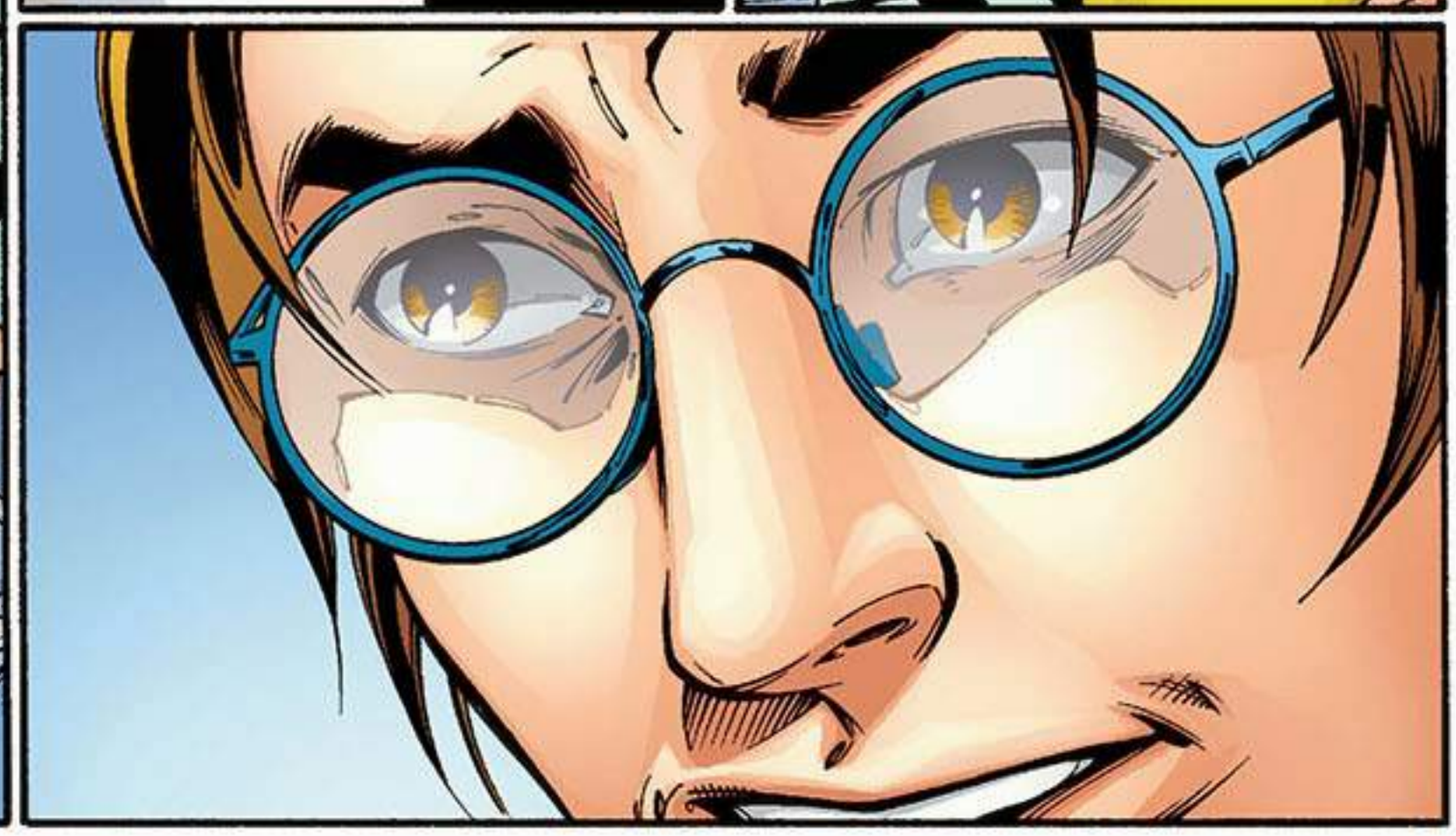

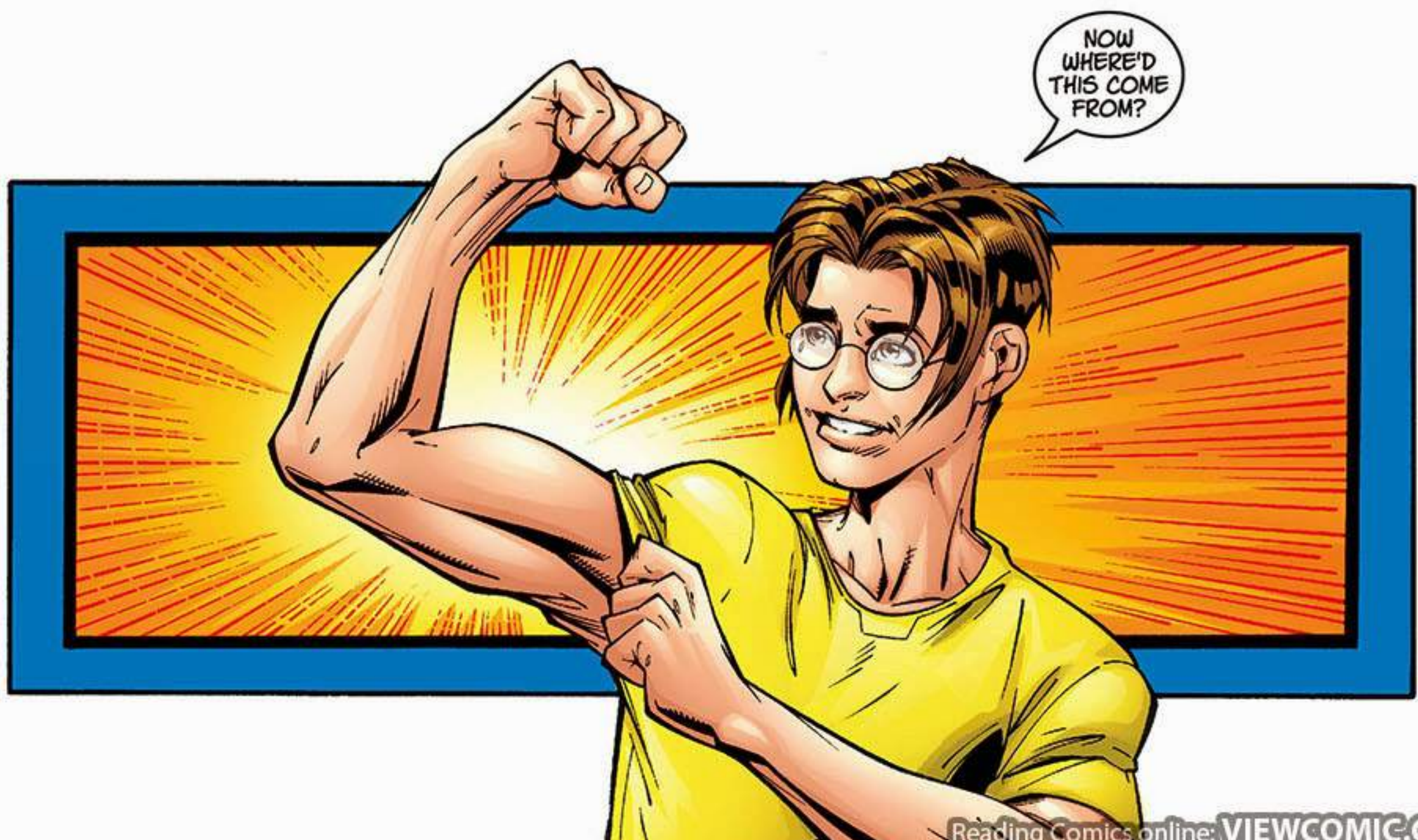

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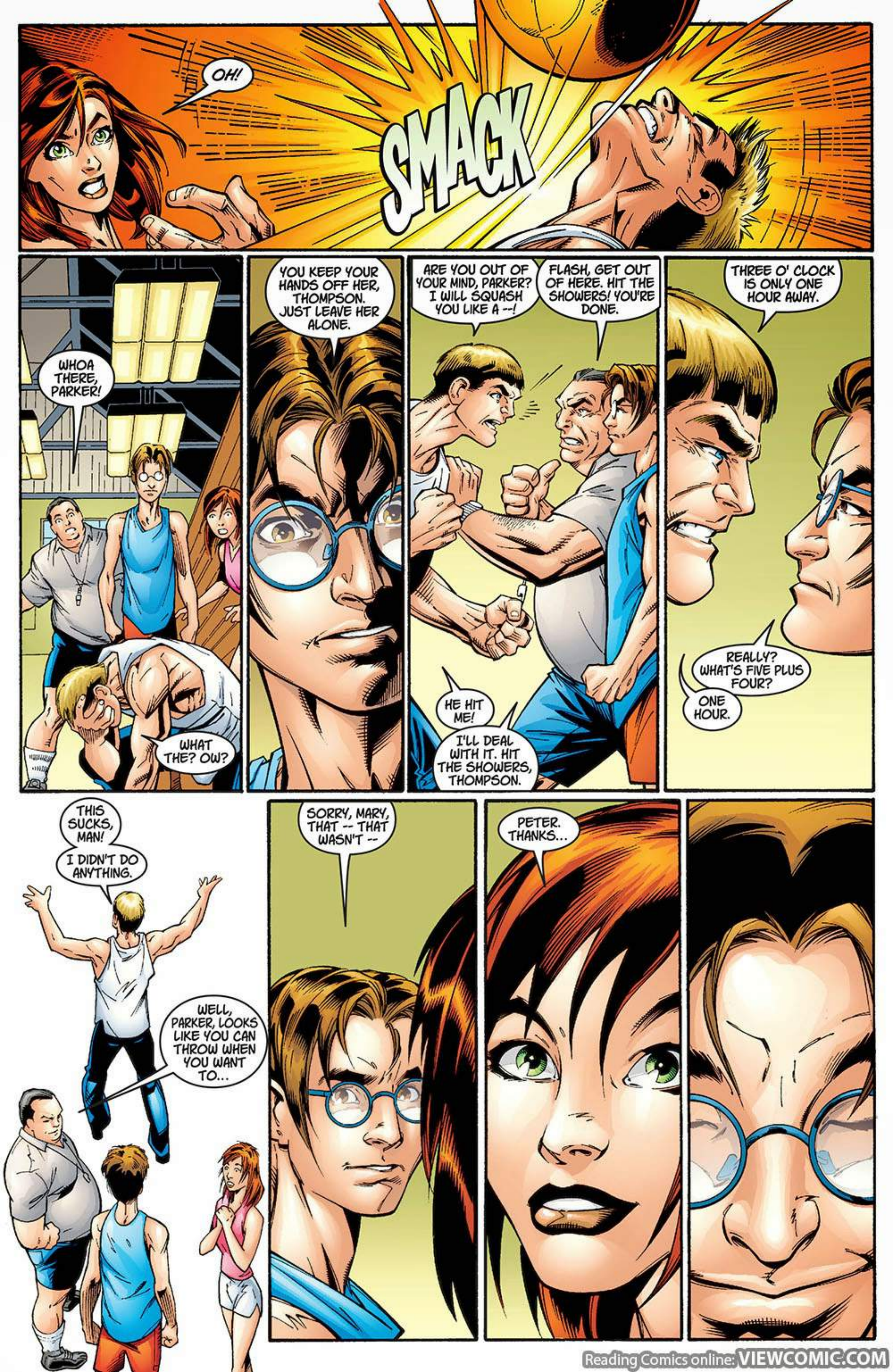

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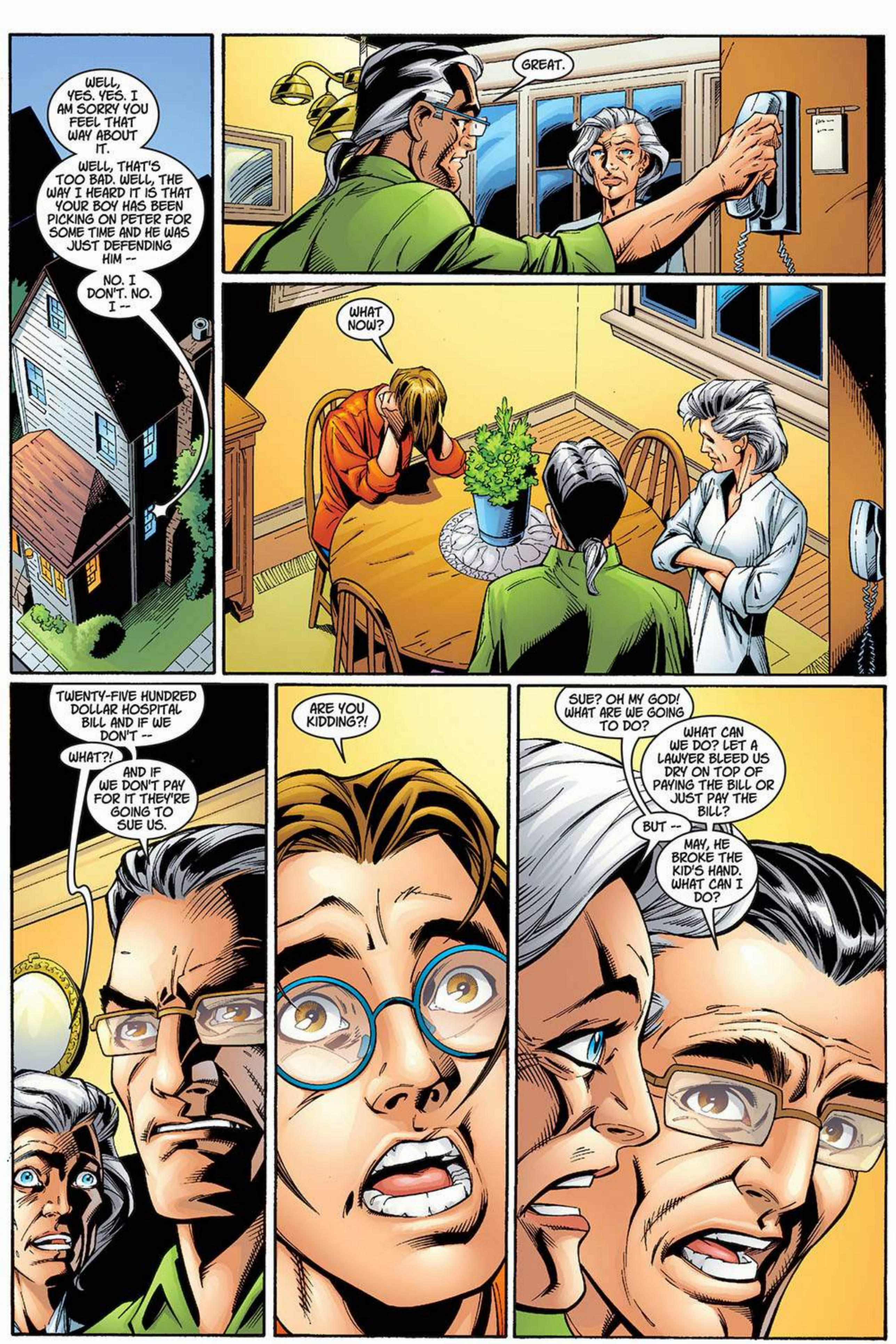

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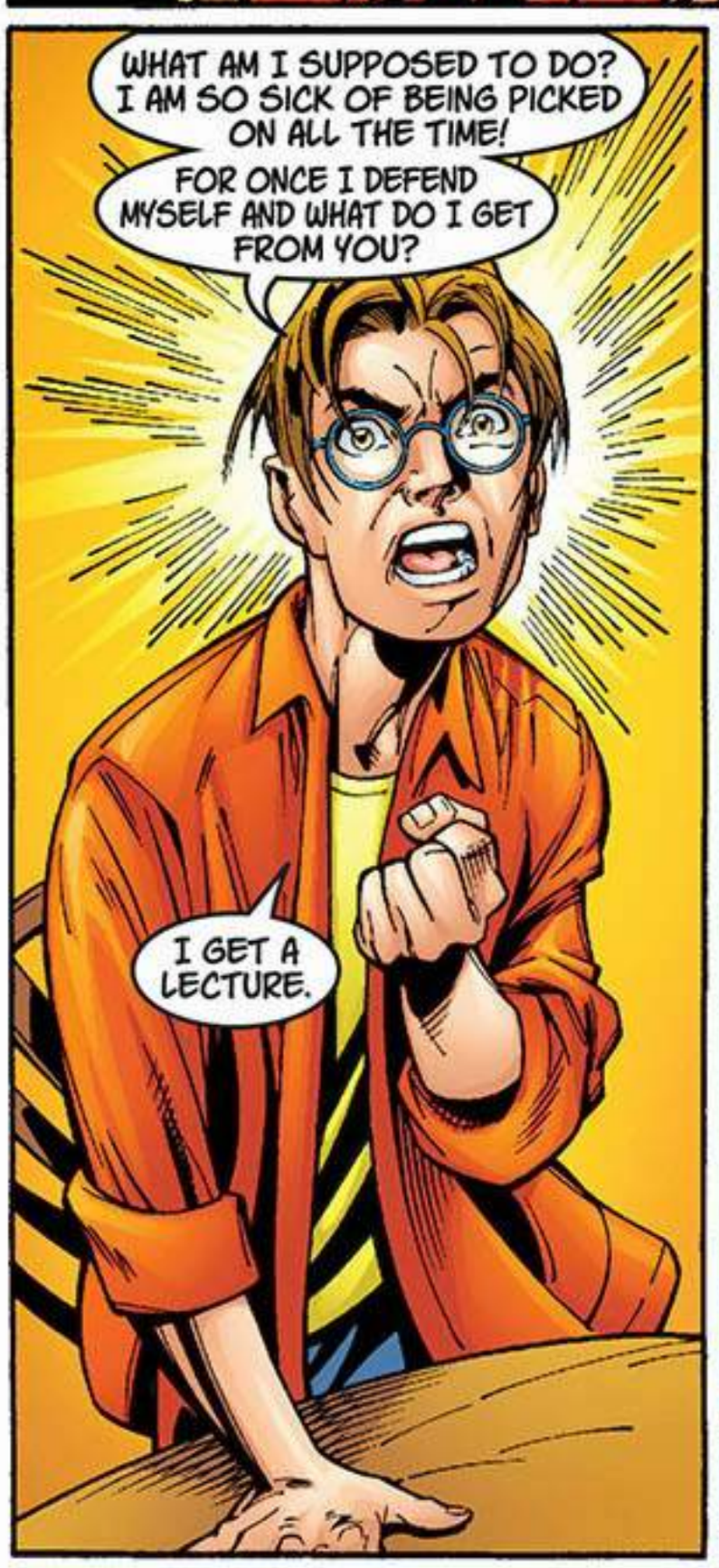

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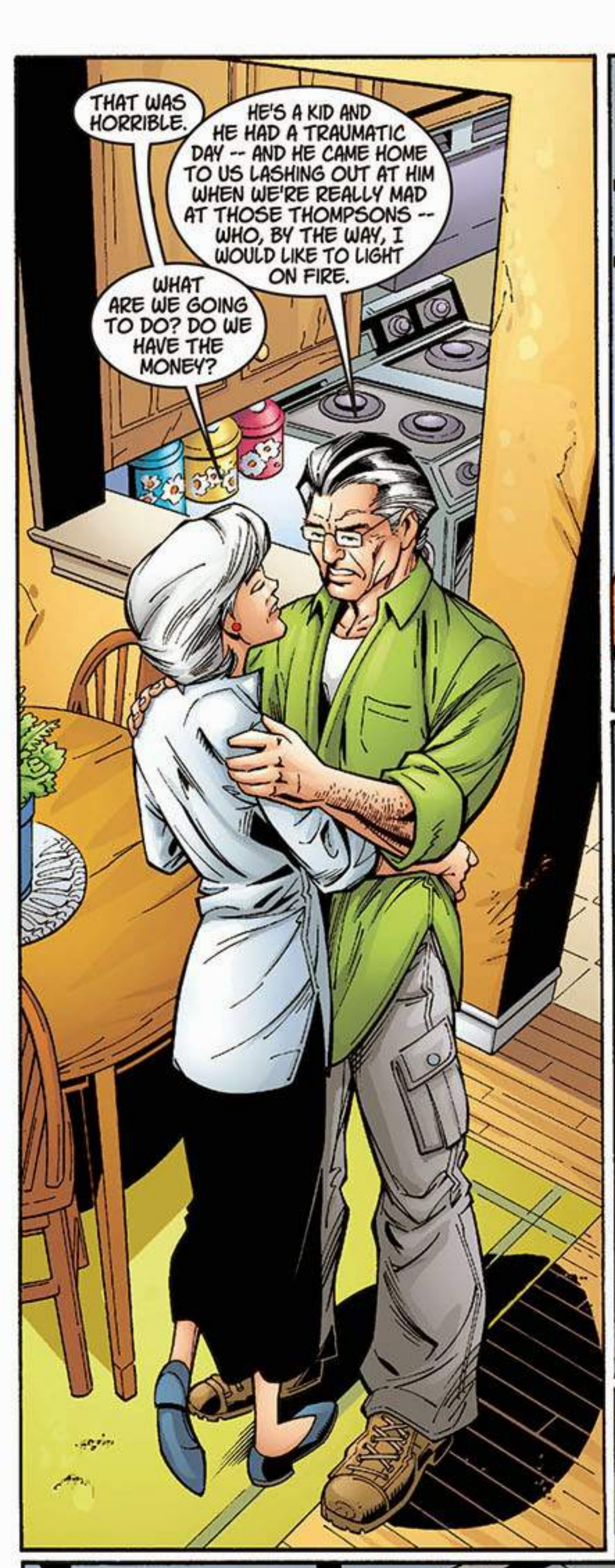

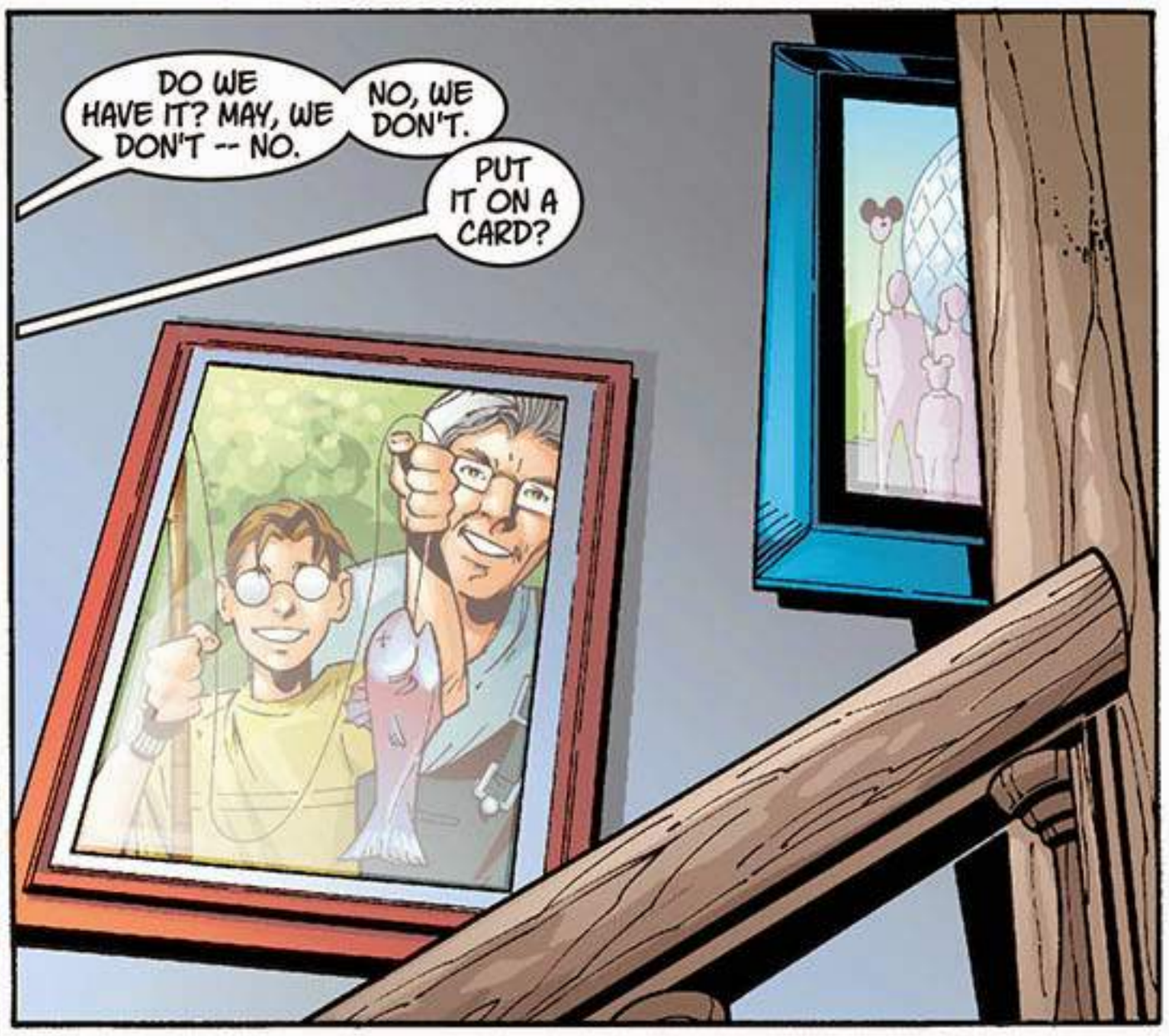

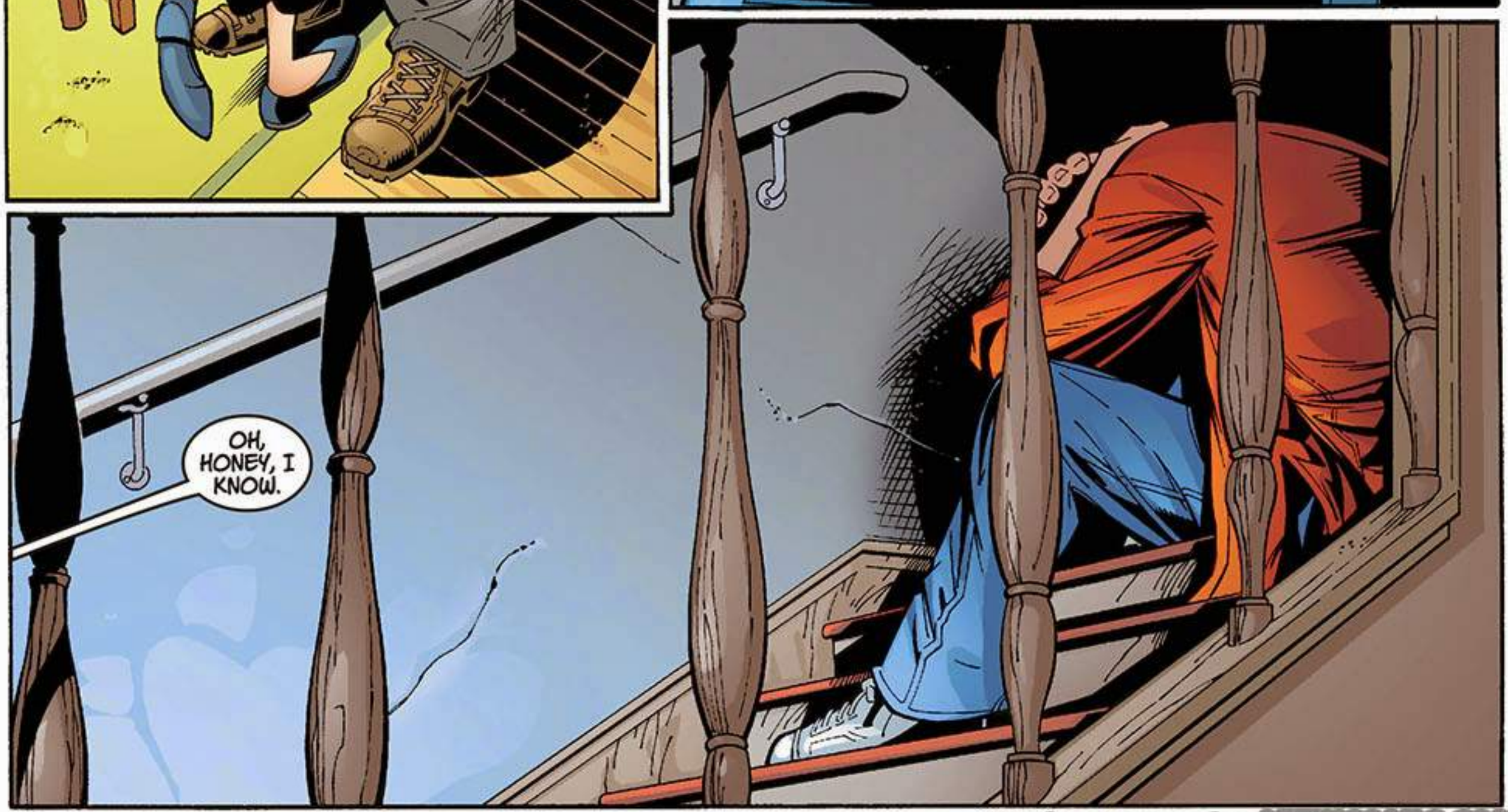

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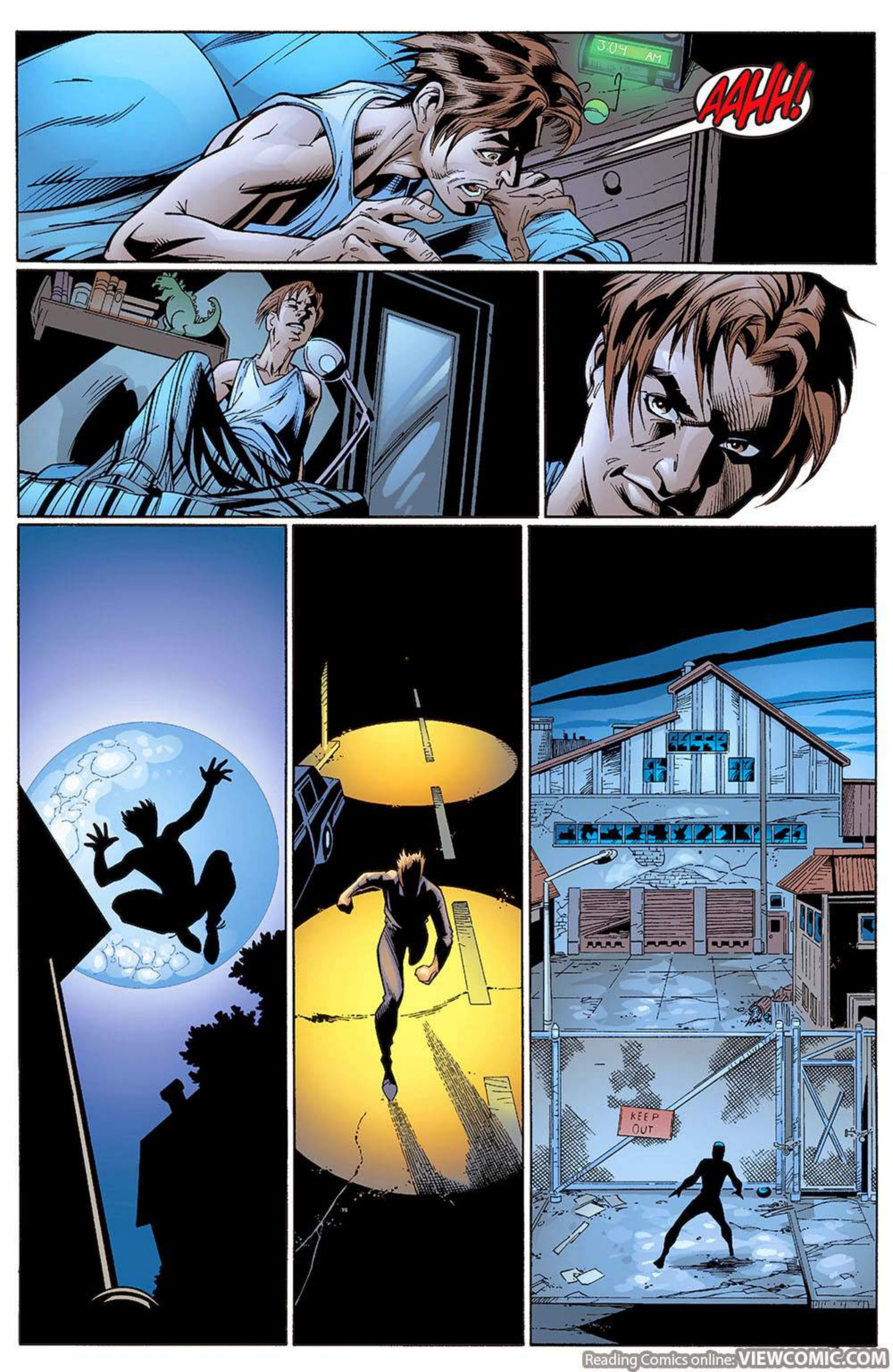

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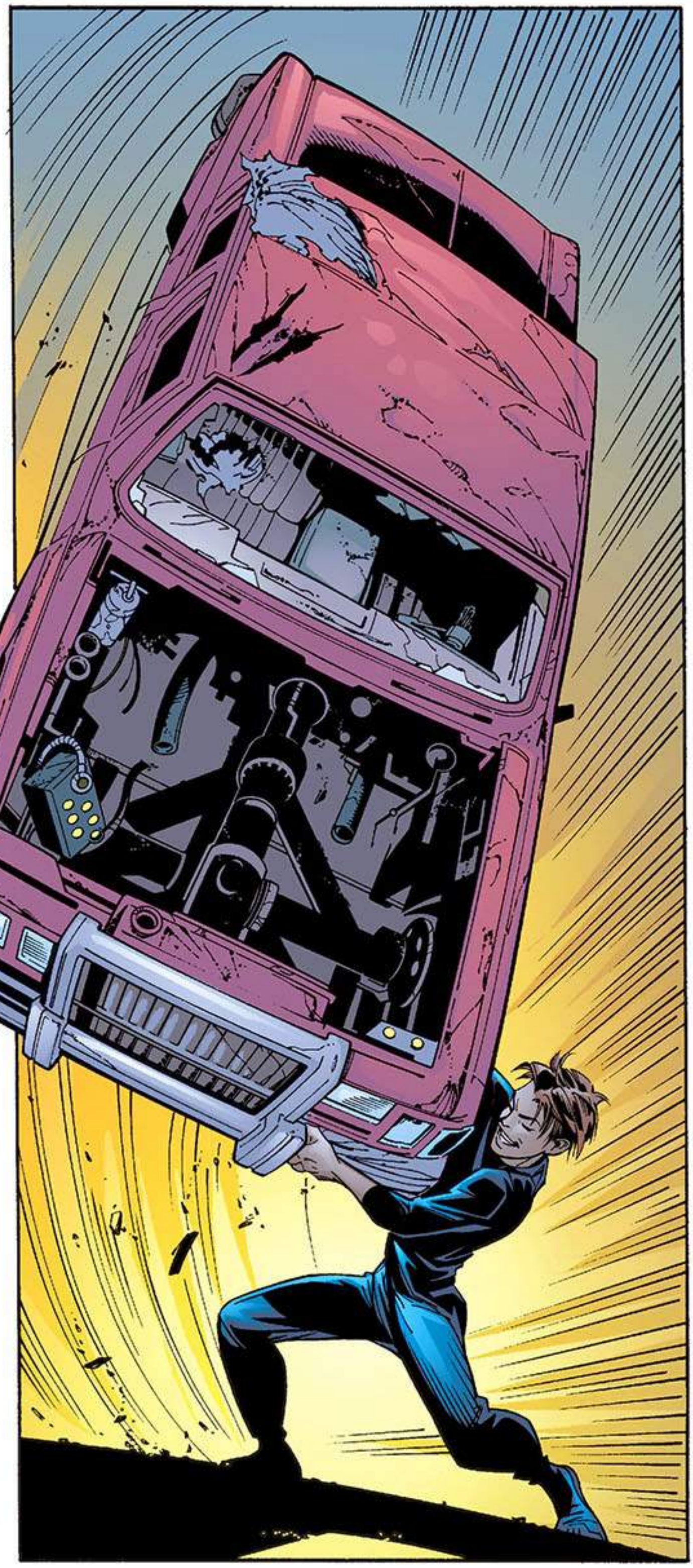

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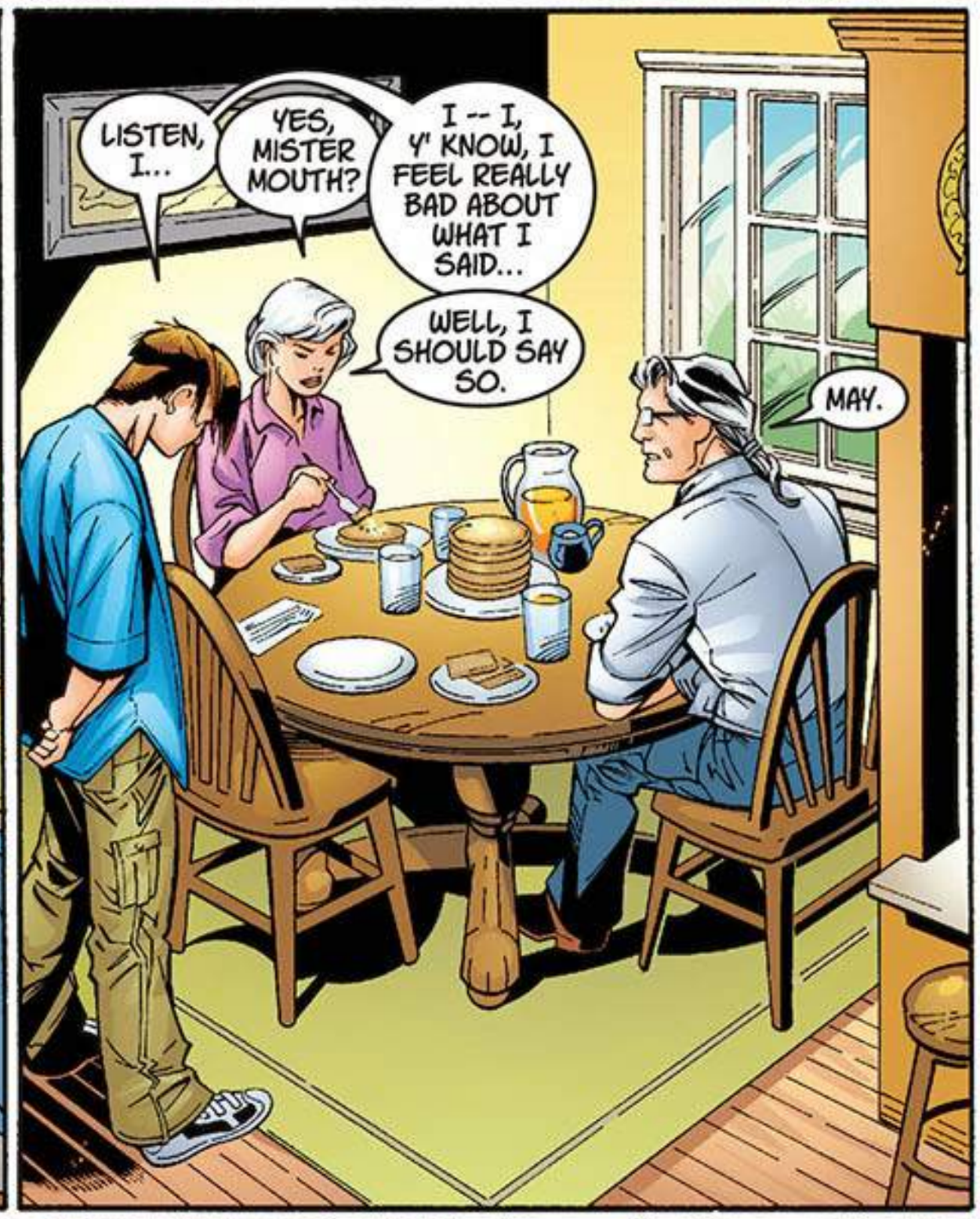

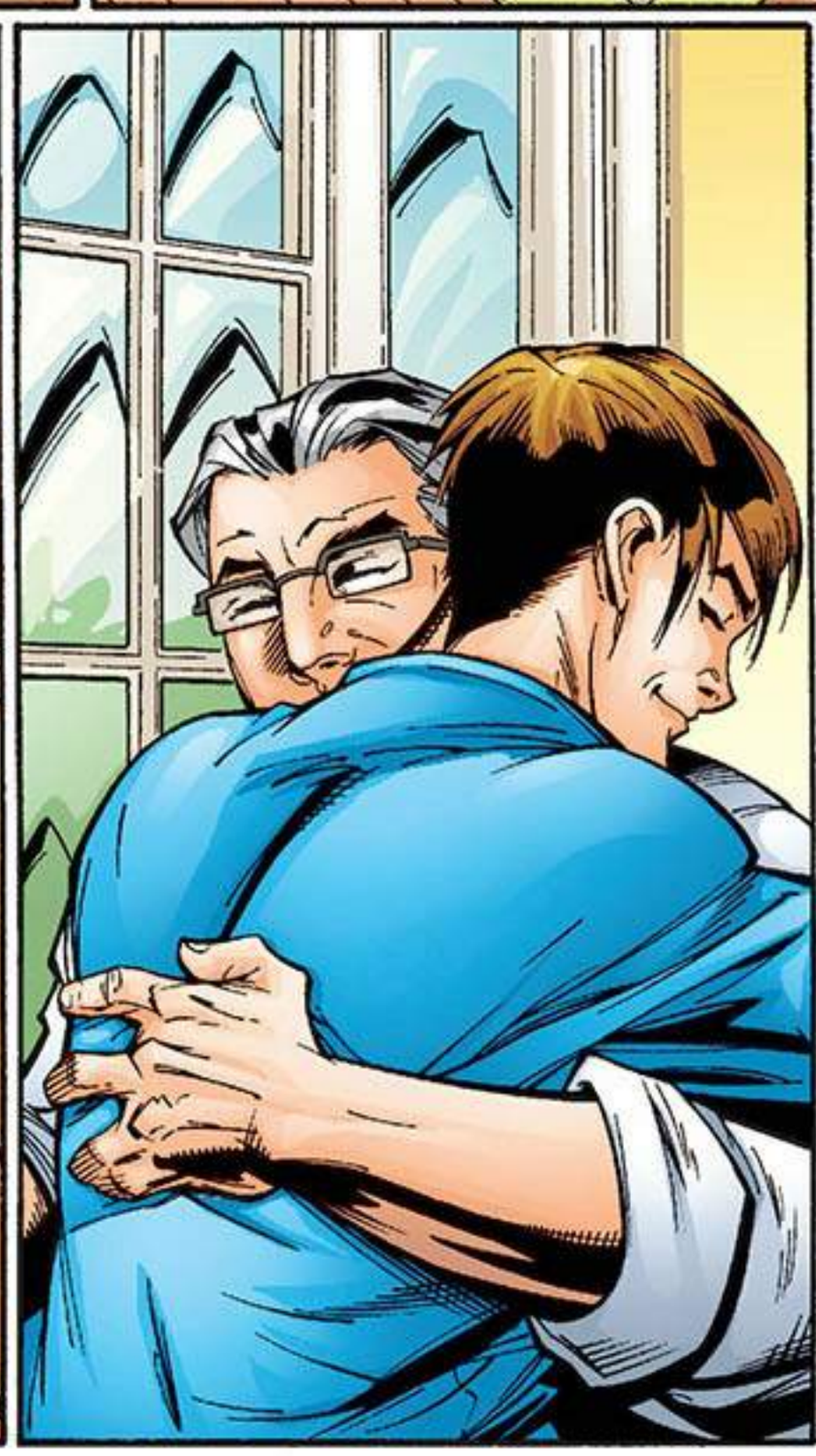

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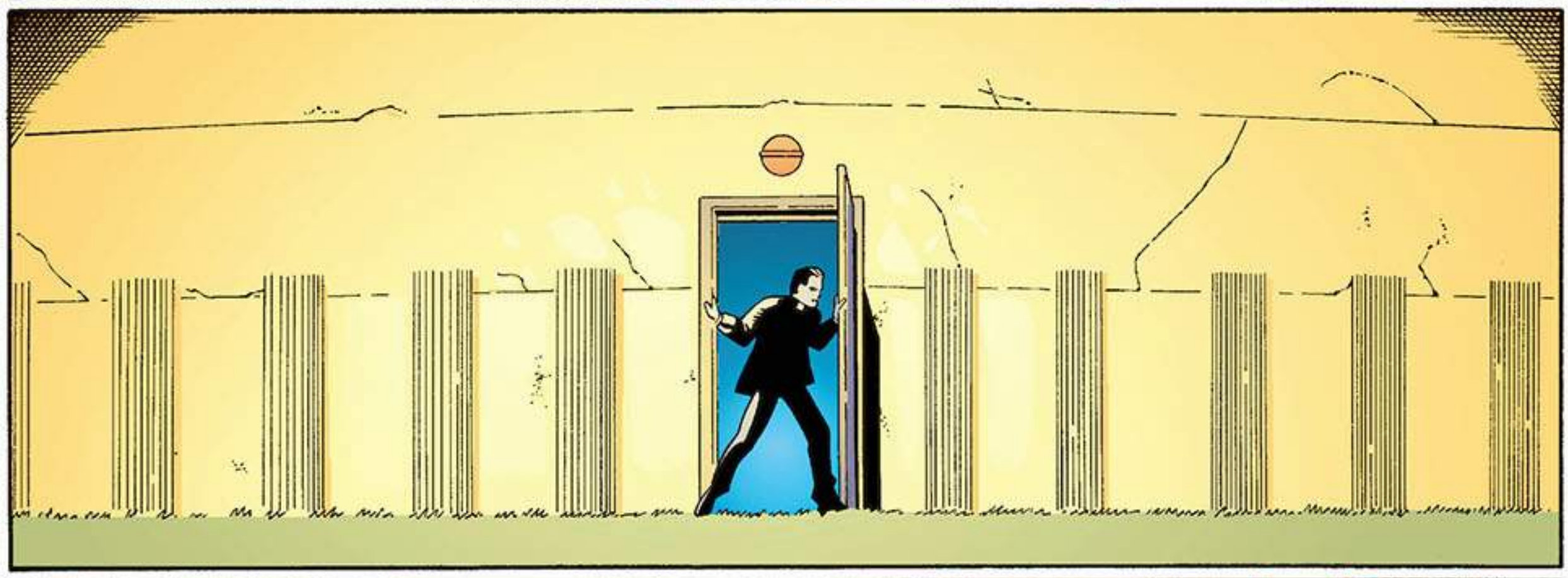

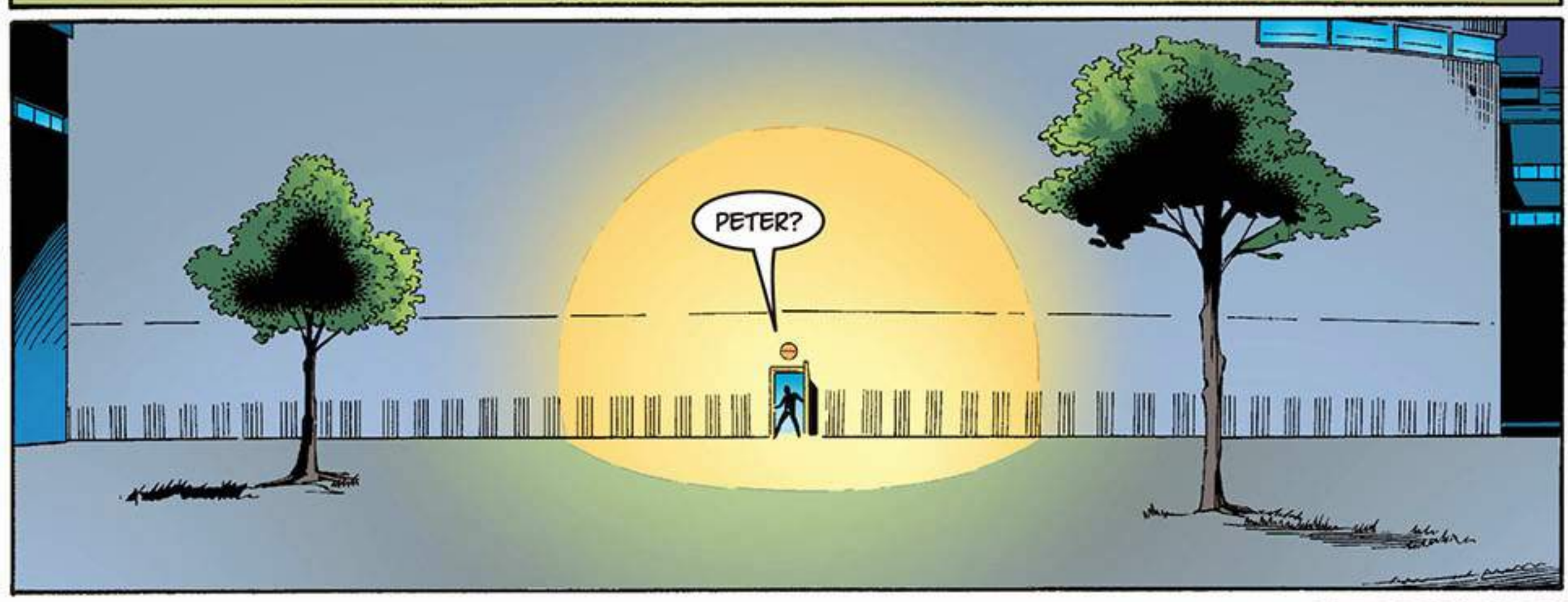

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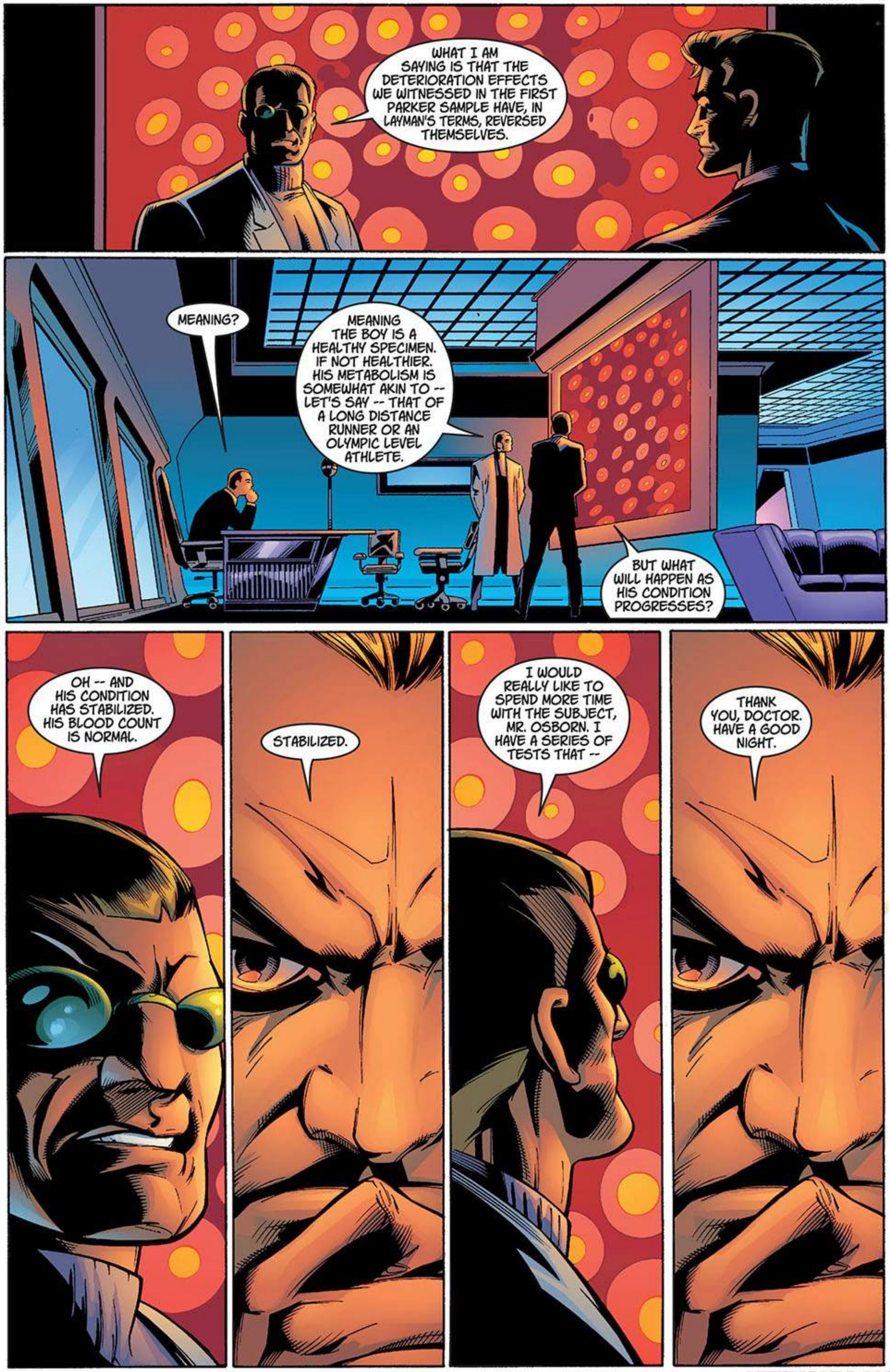

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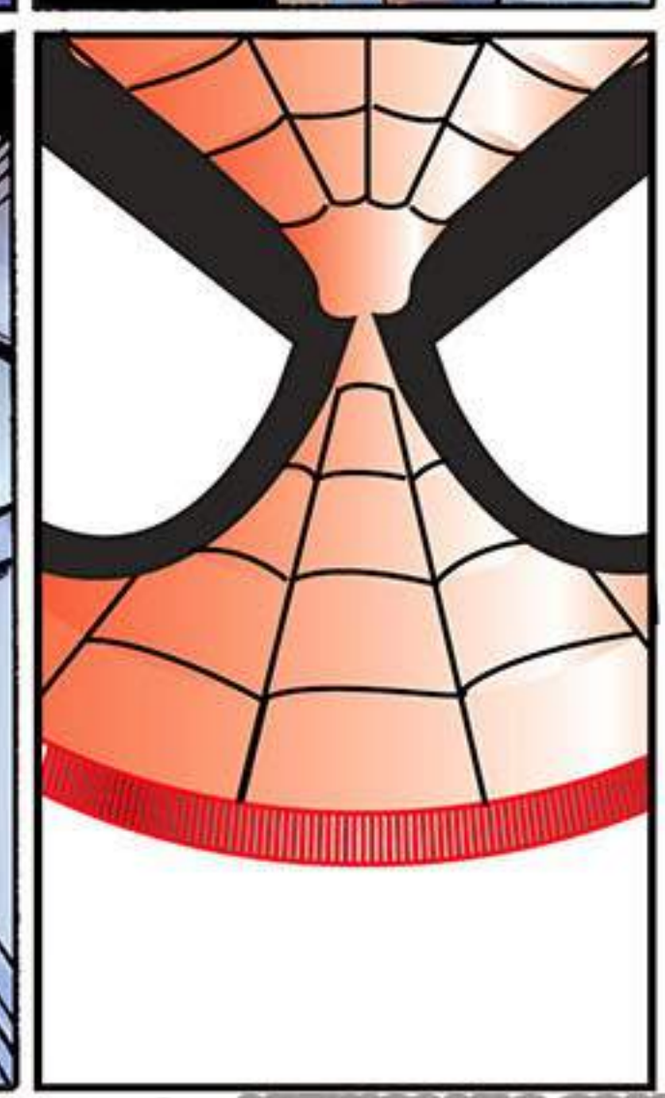

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MARVEL ULTIMATE SPIDER-MAN

ISSUE 3

WANNABE

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70 YEARS OF MARVEL COMICS

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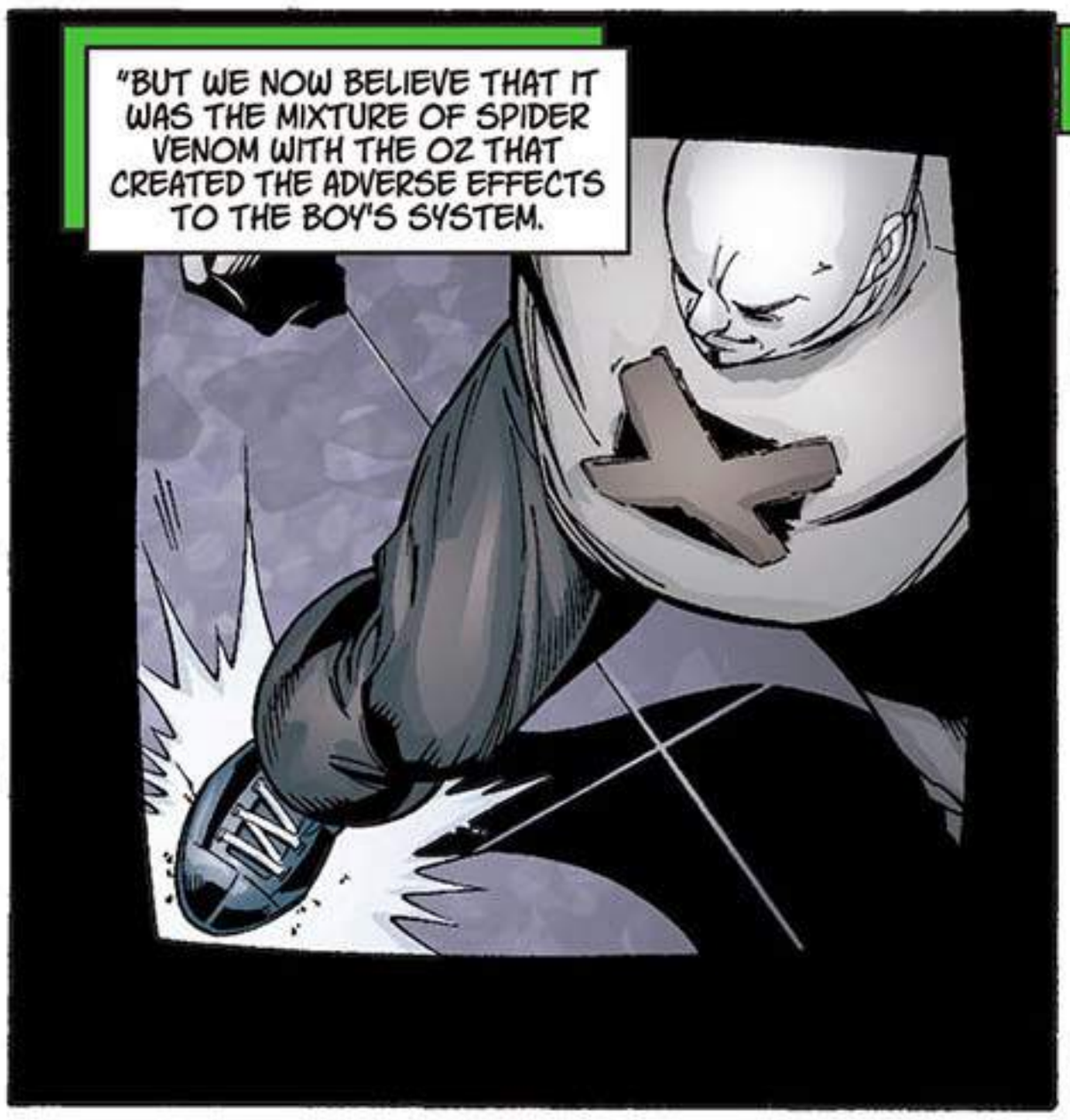

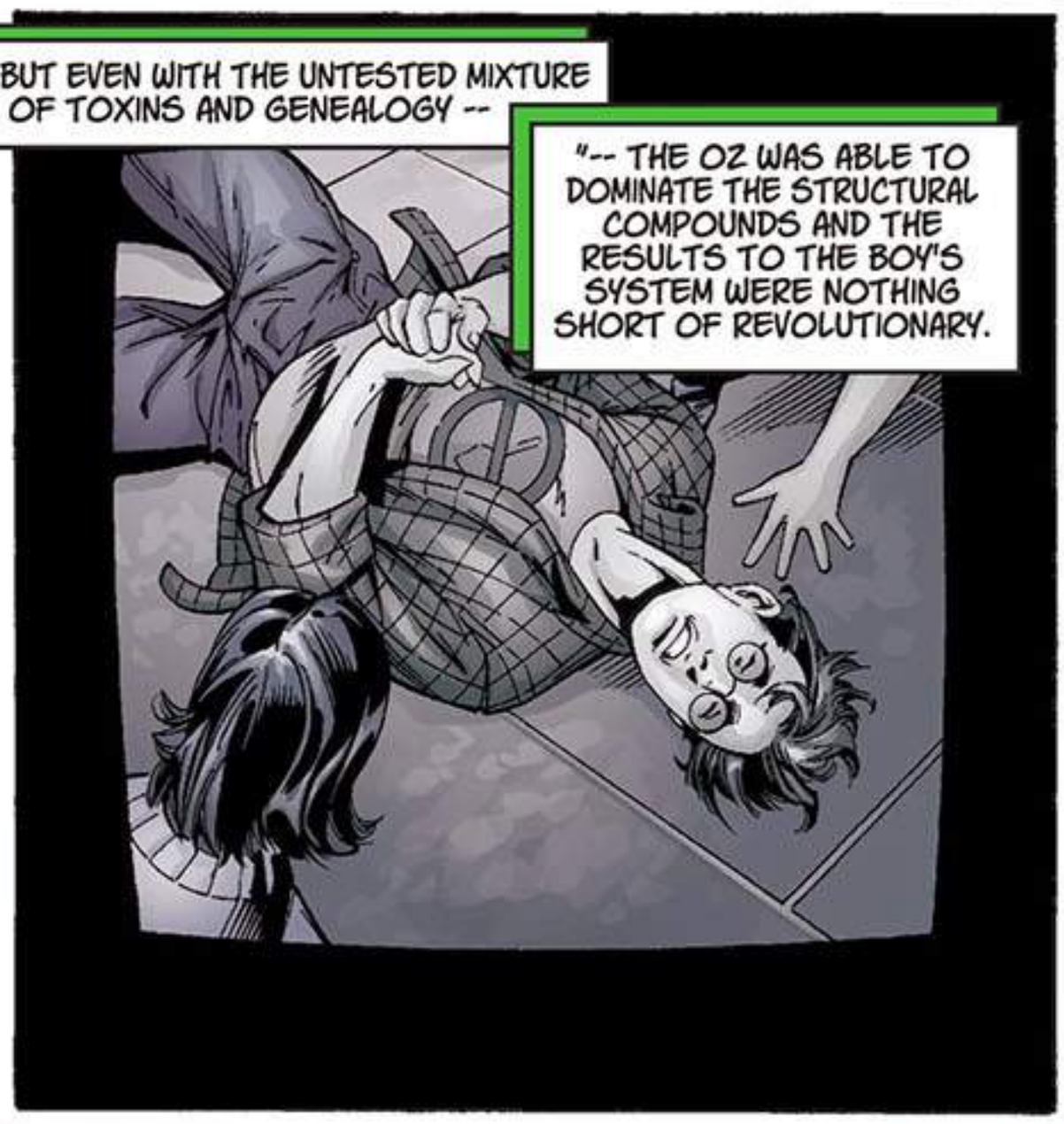

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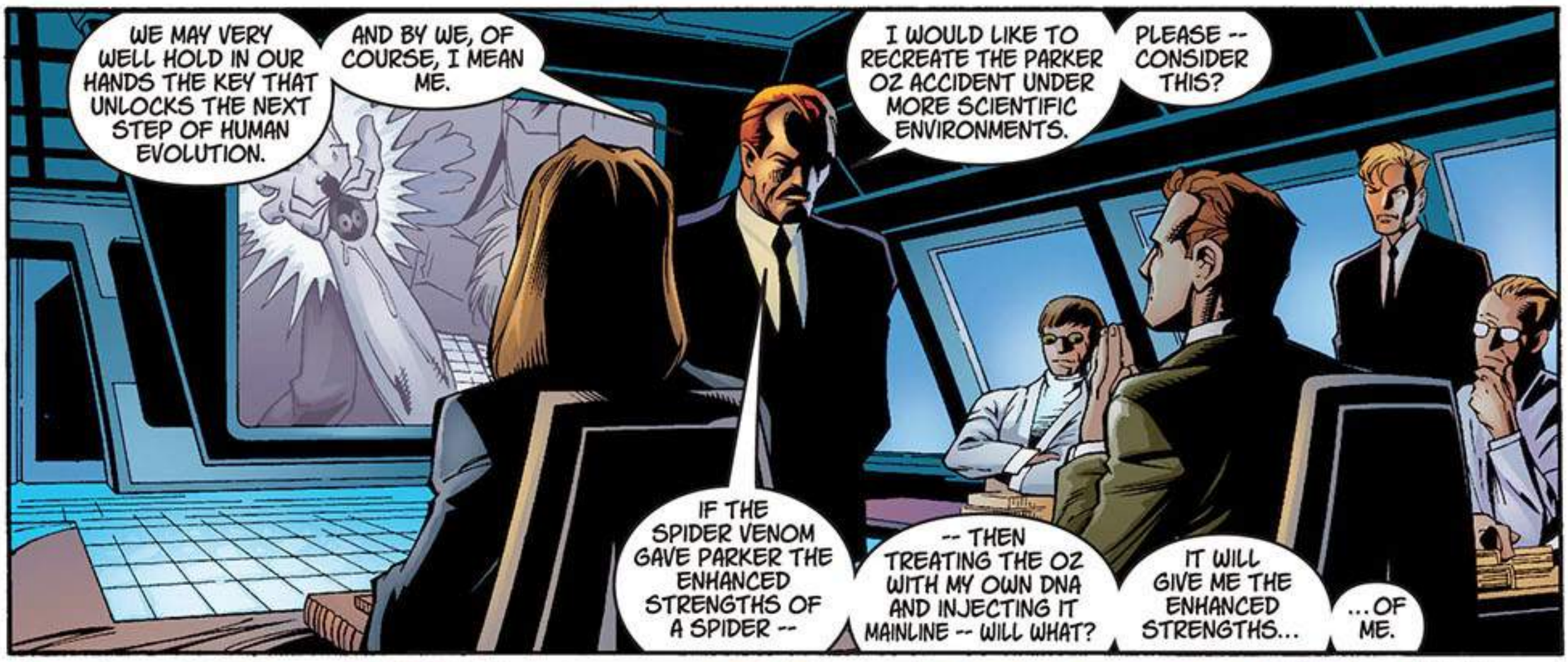

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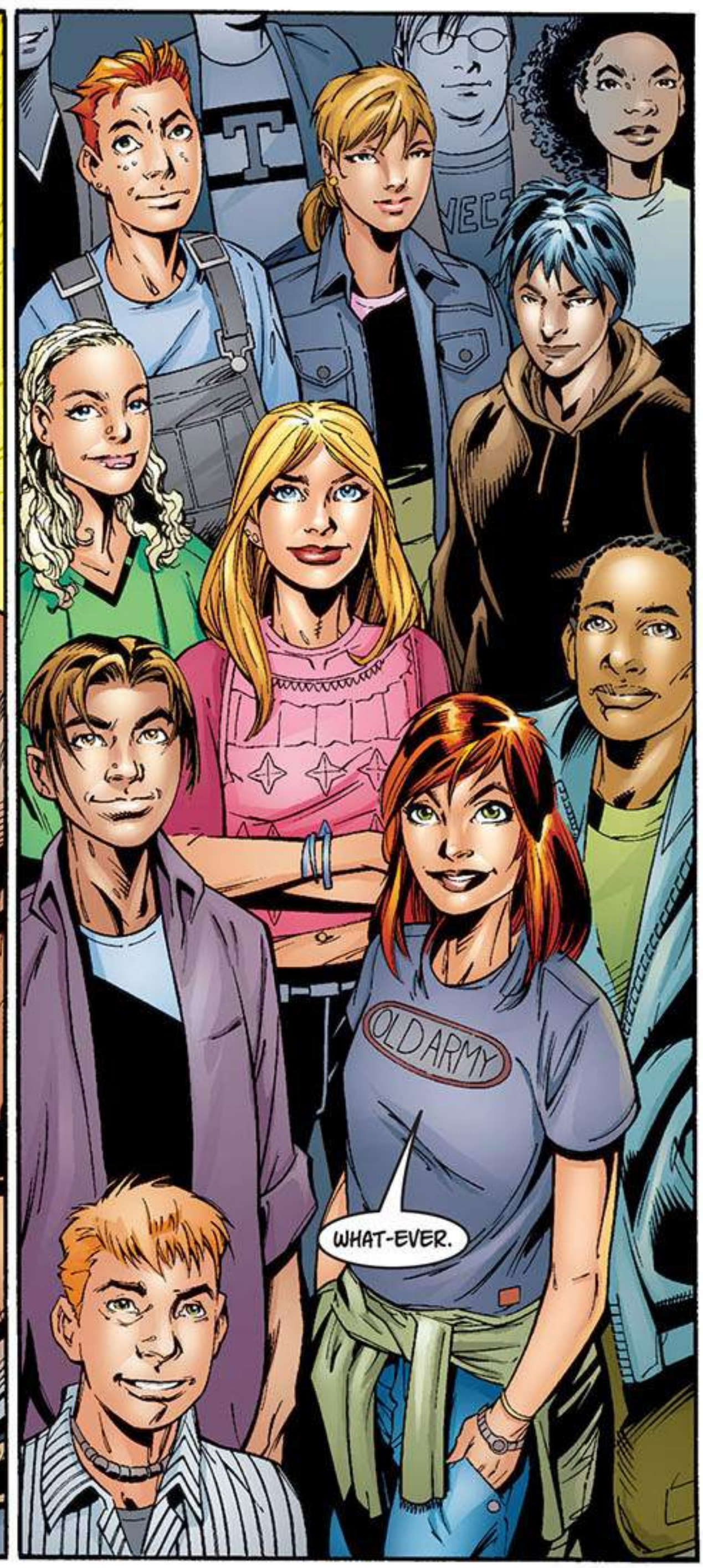

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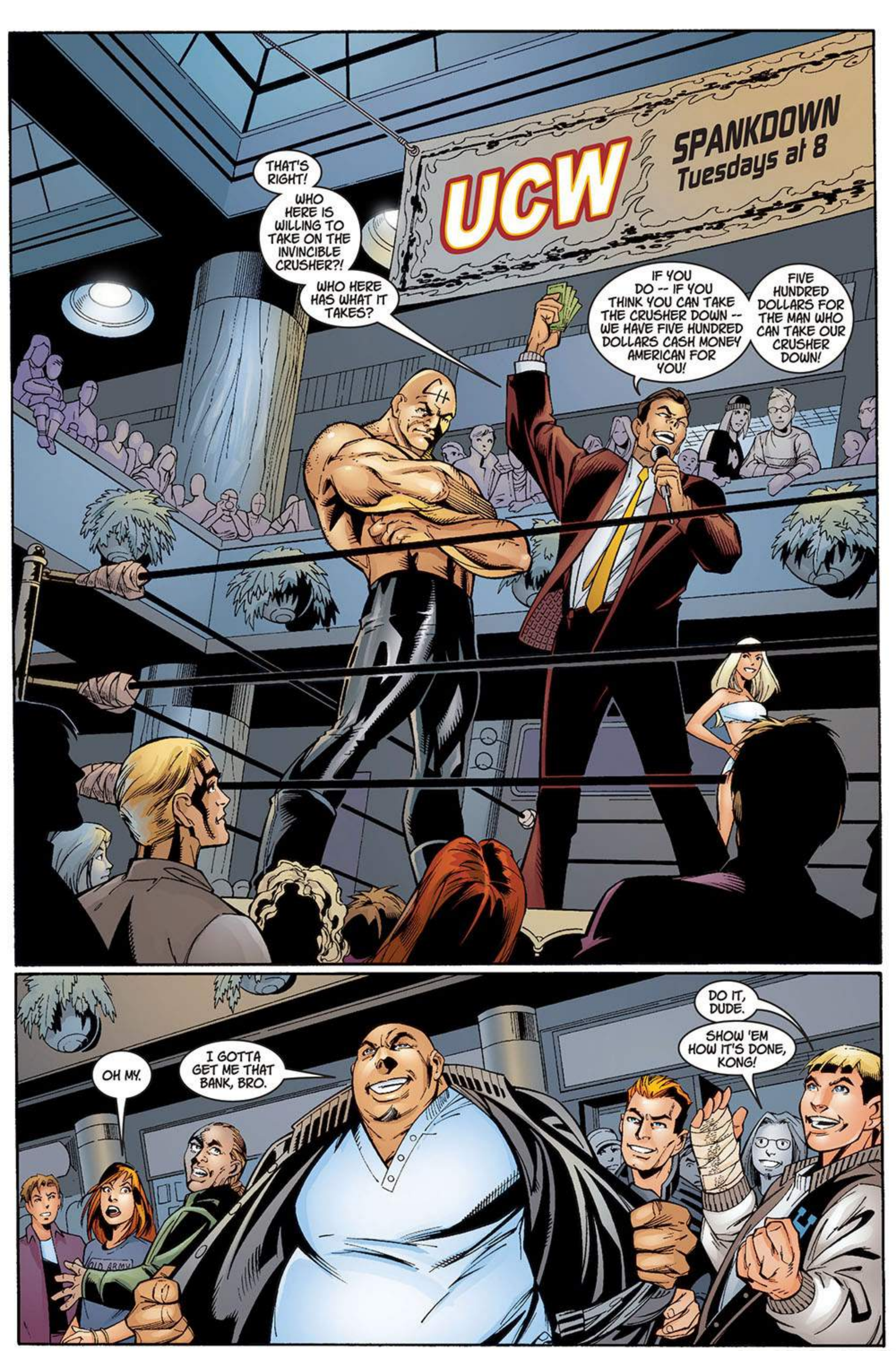

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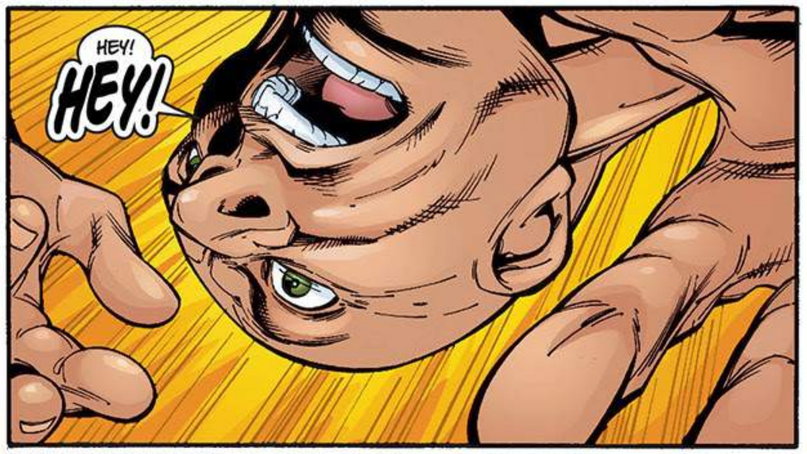
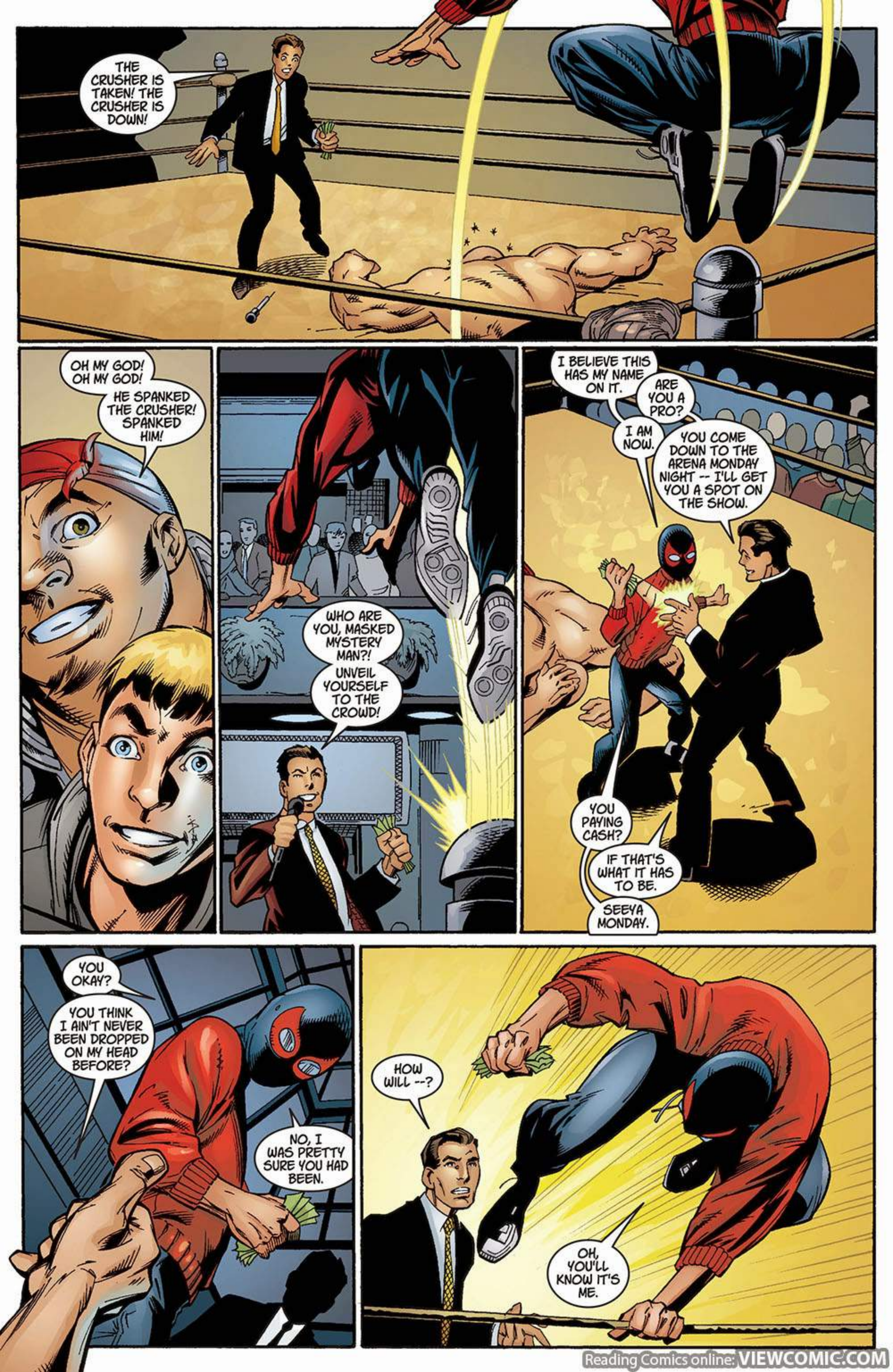
WHAT IS GOING ON HERE?!
PUT THAT MAN DOWN!
WHOA!


HEY!
HEY!

WHAM



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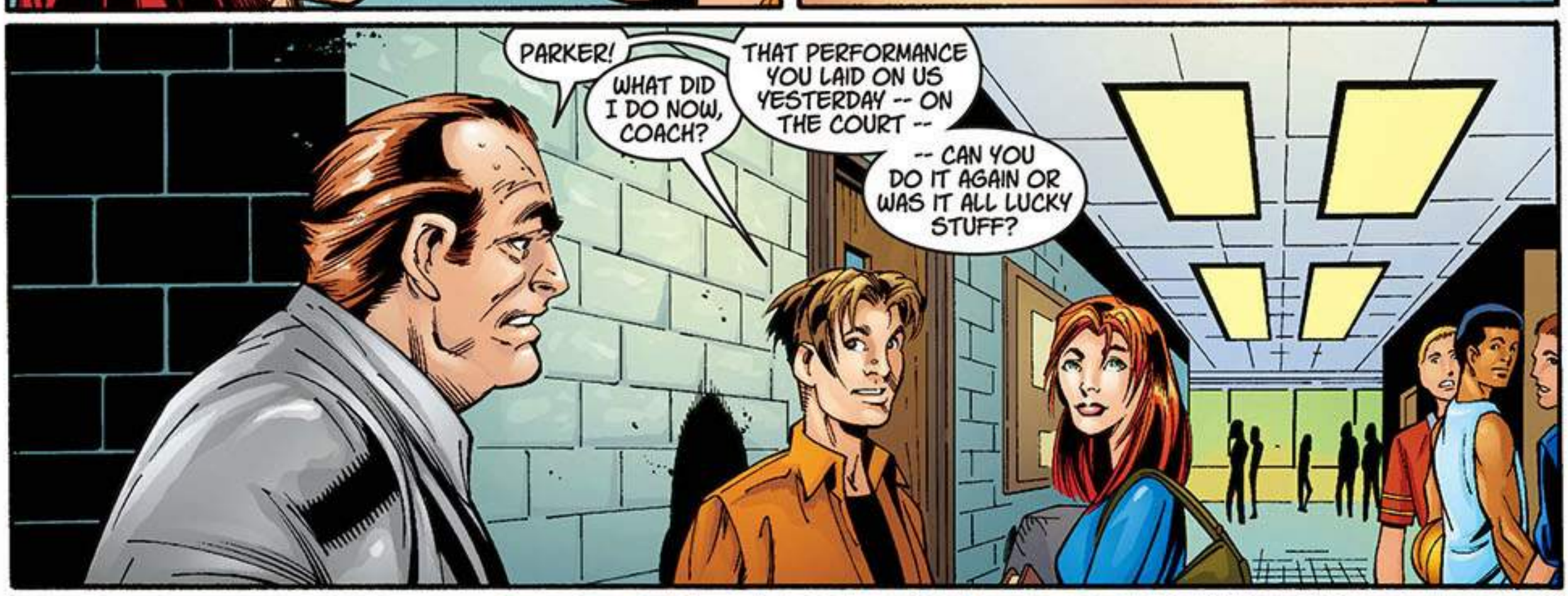

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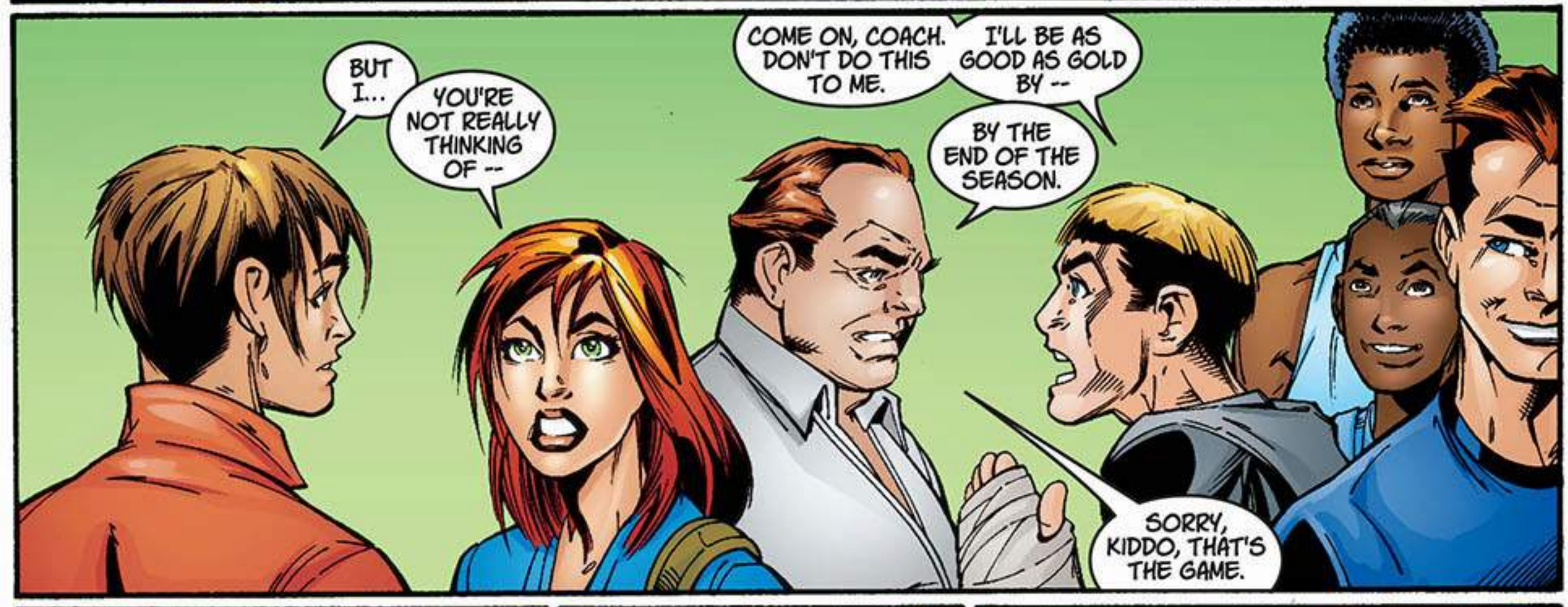

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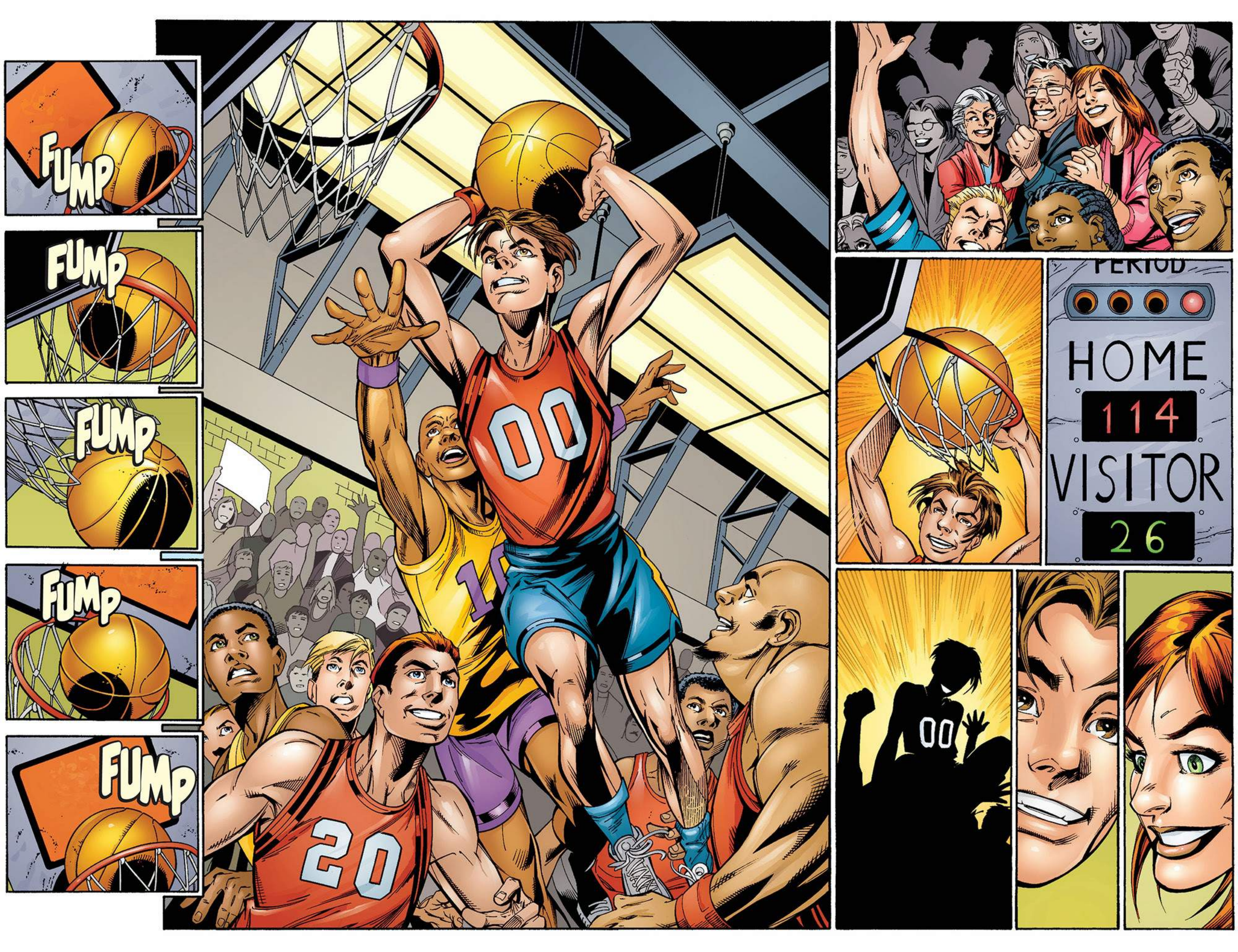
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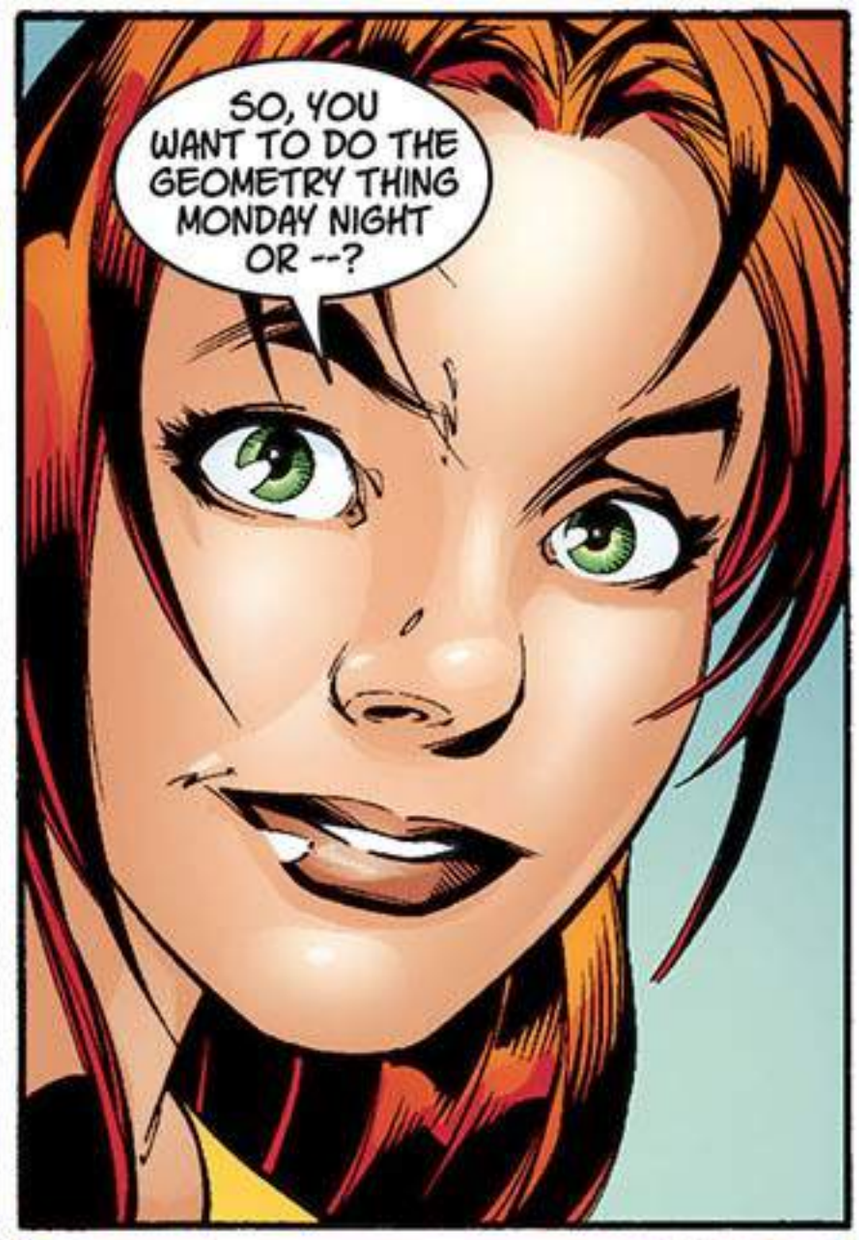

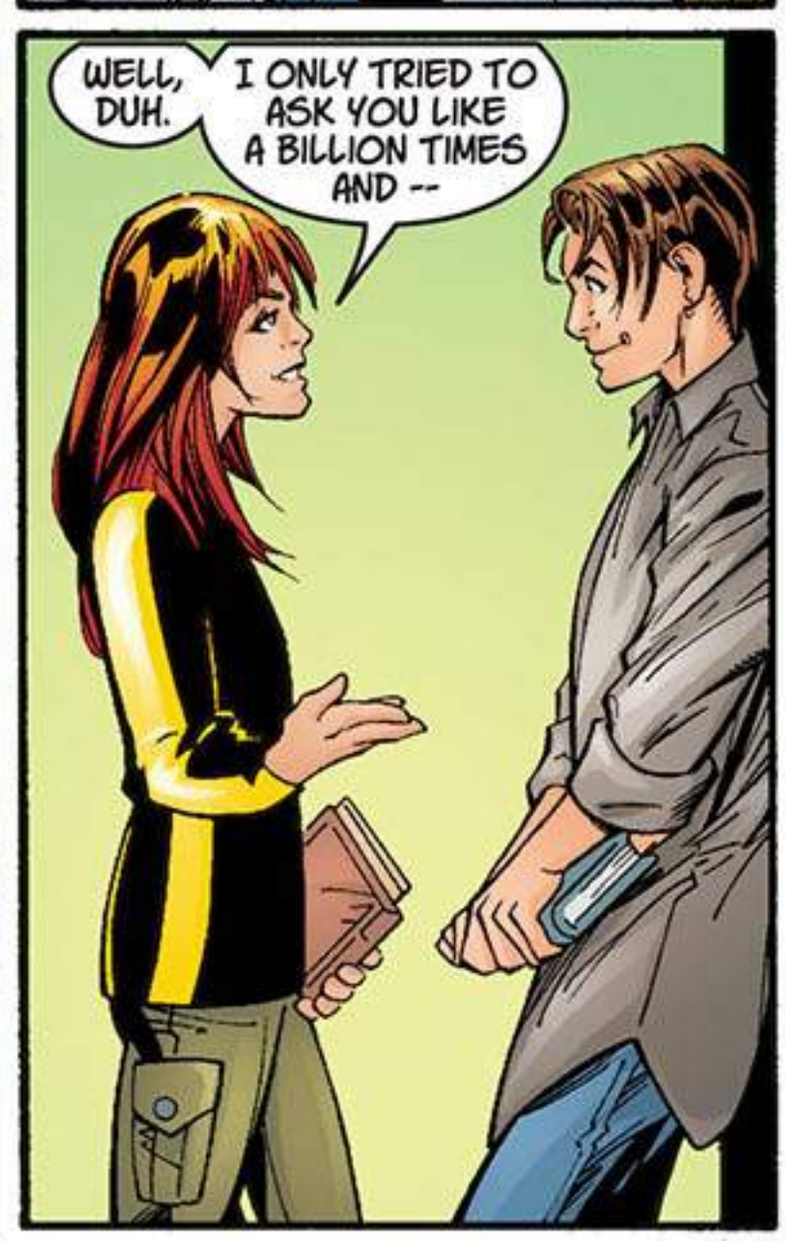

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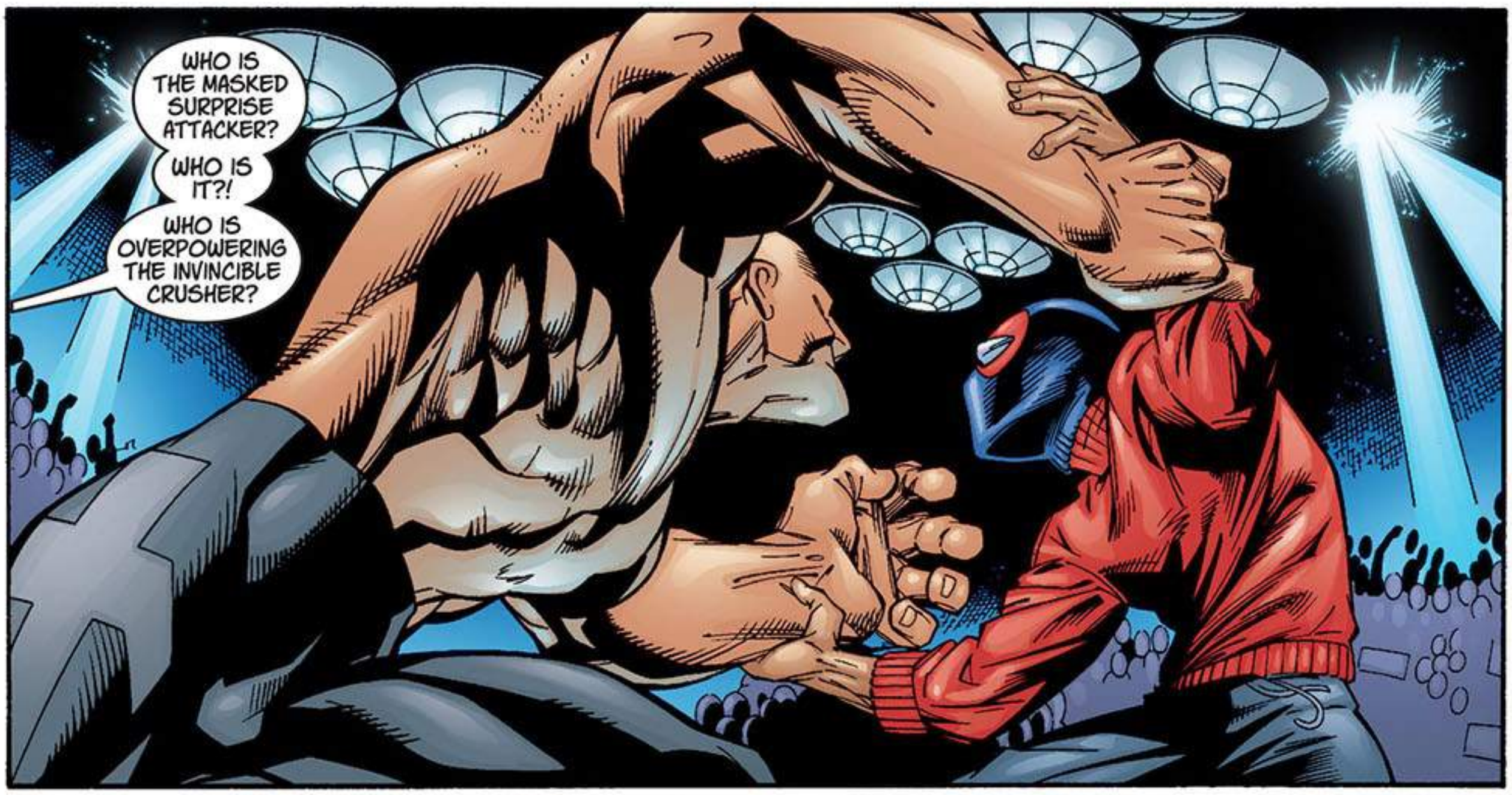

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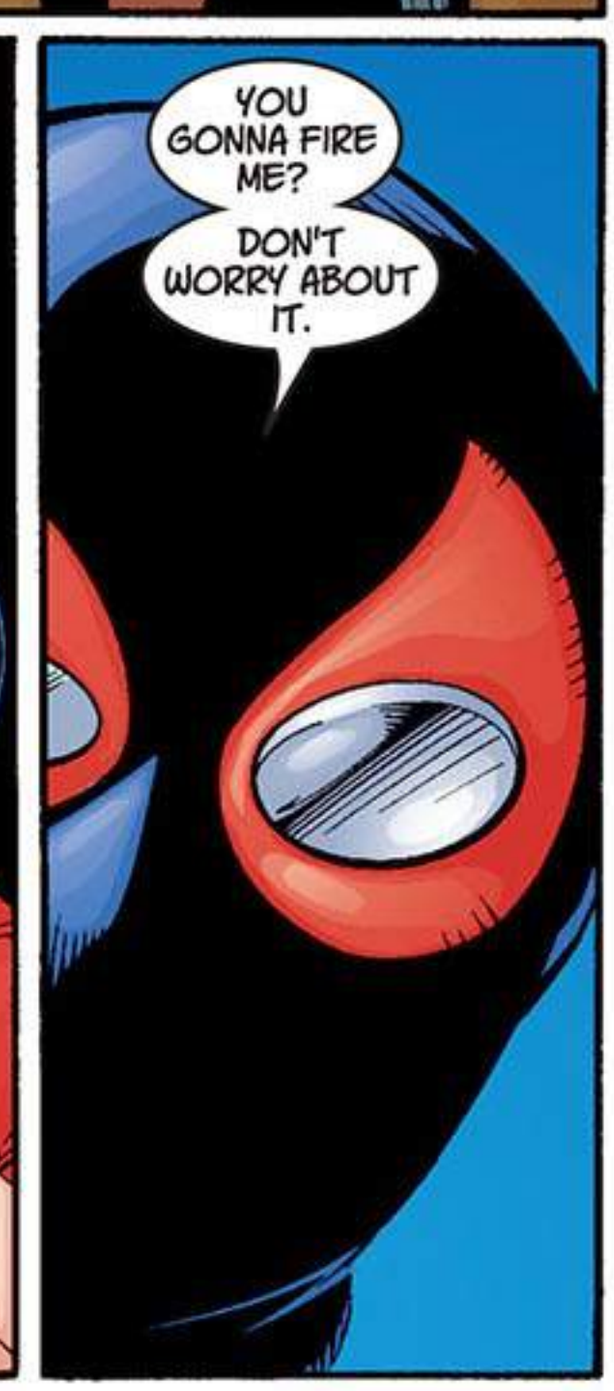

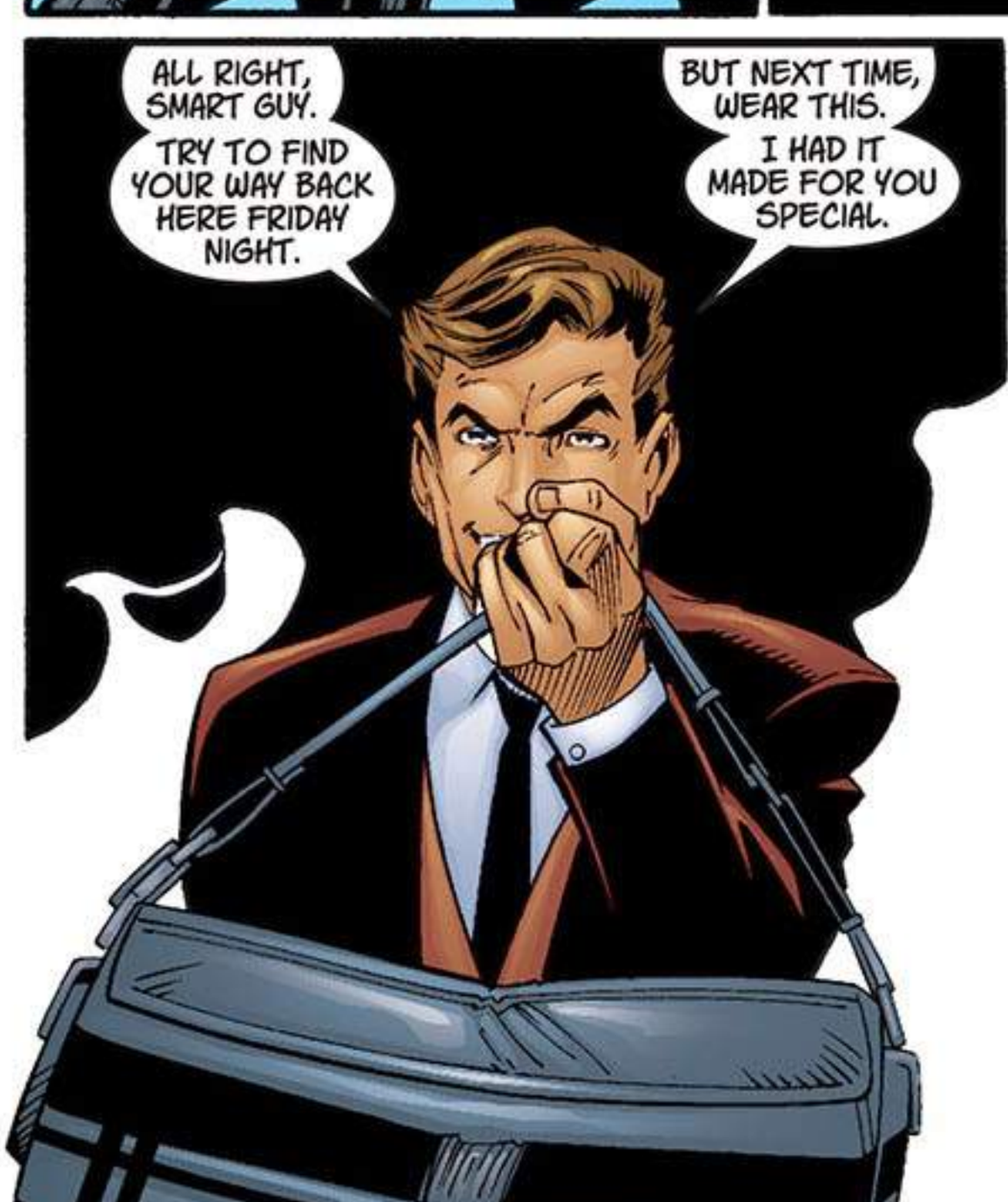

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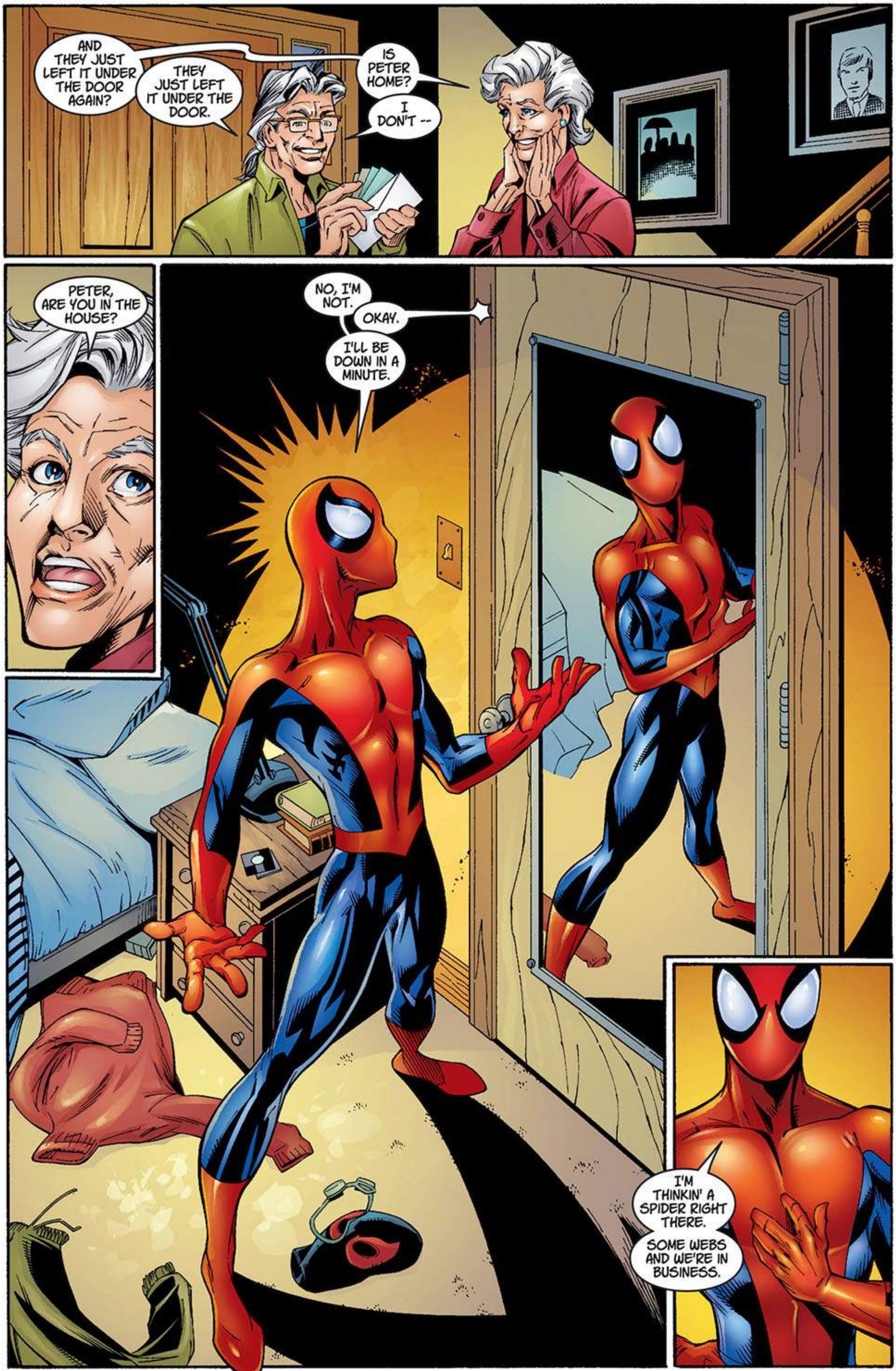

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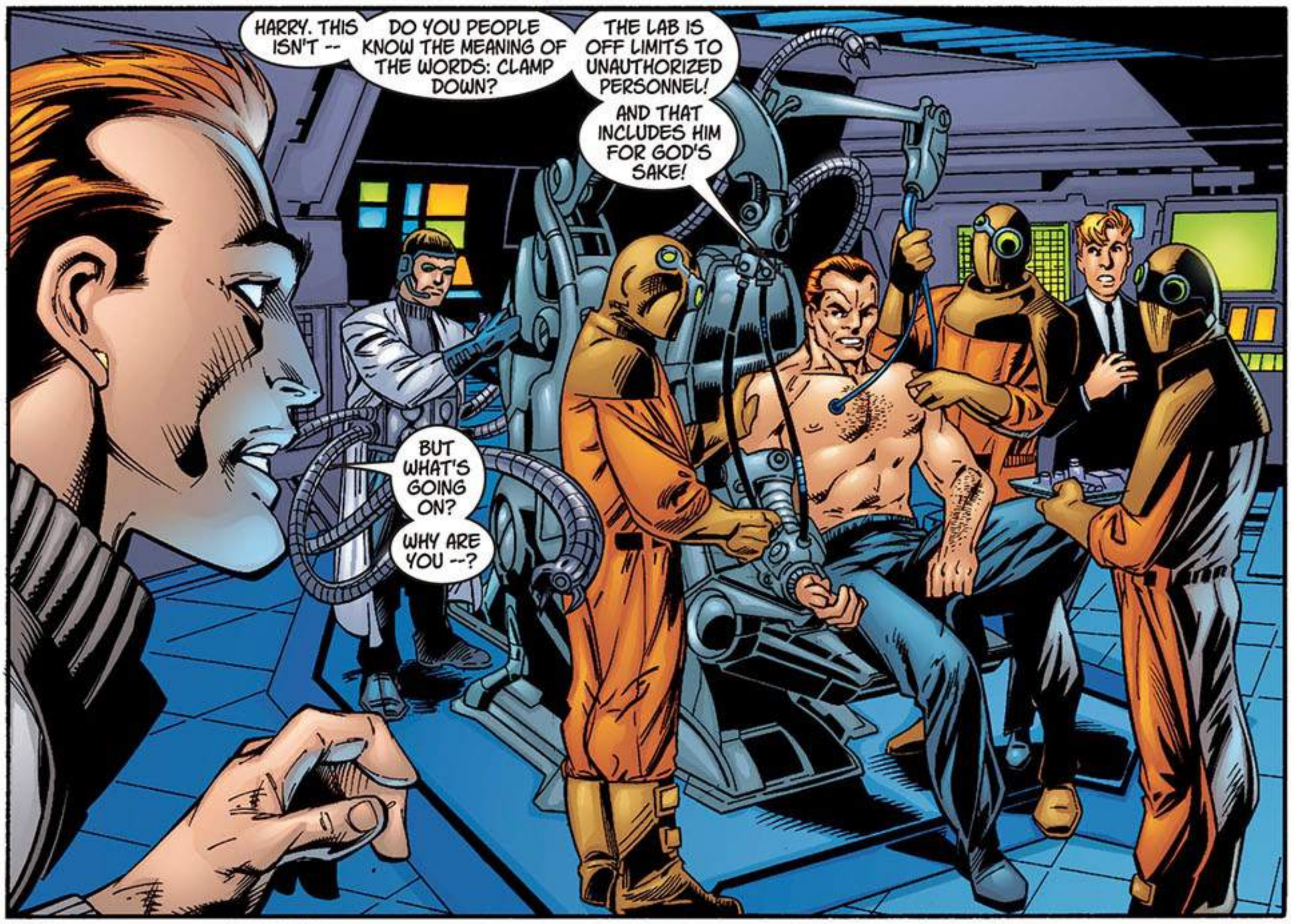

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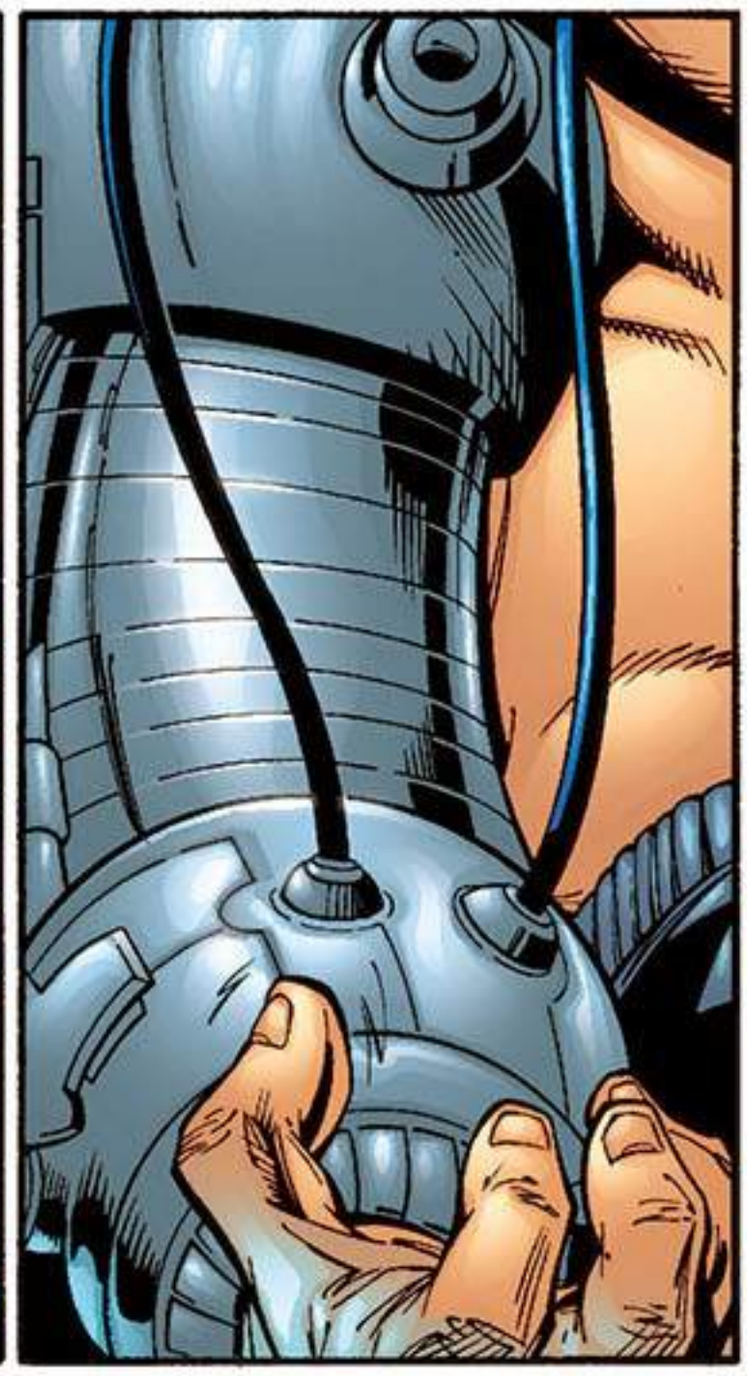

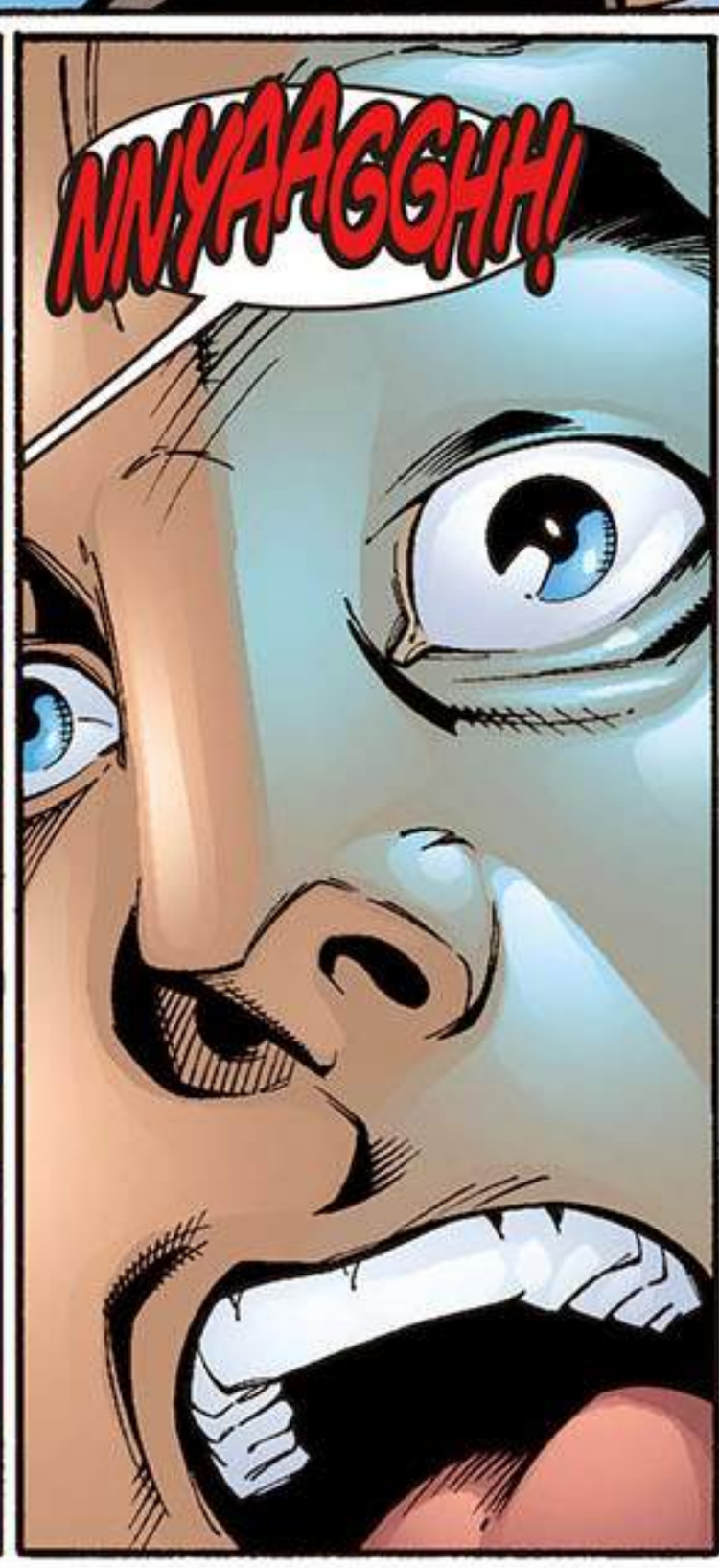

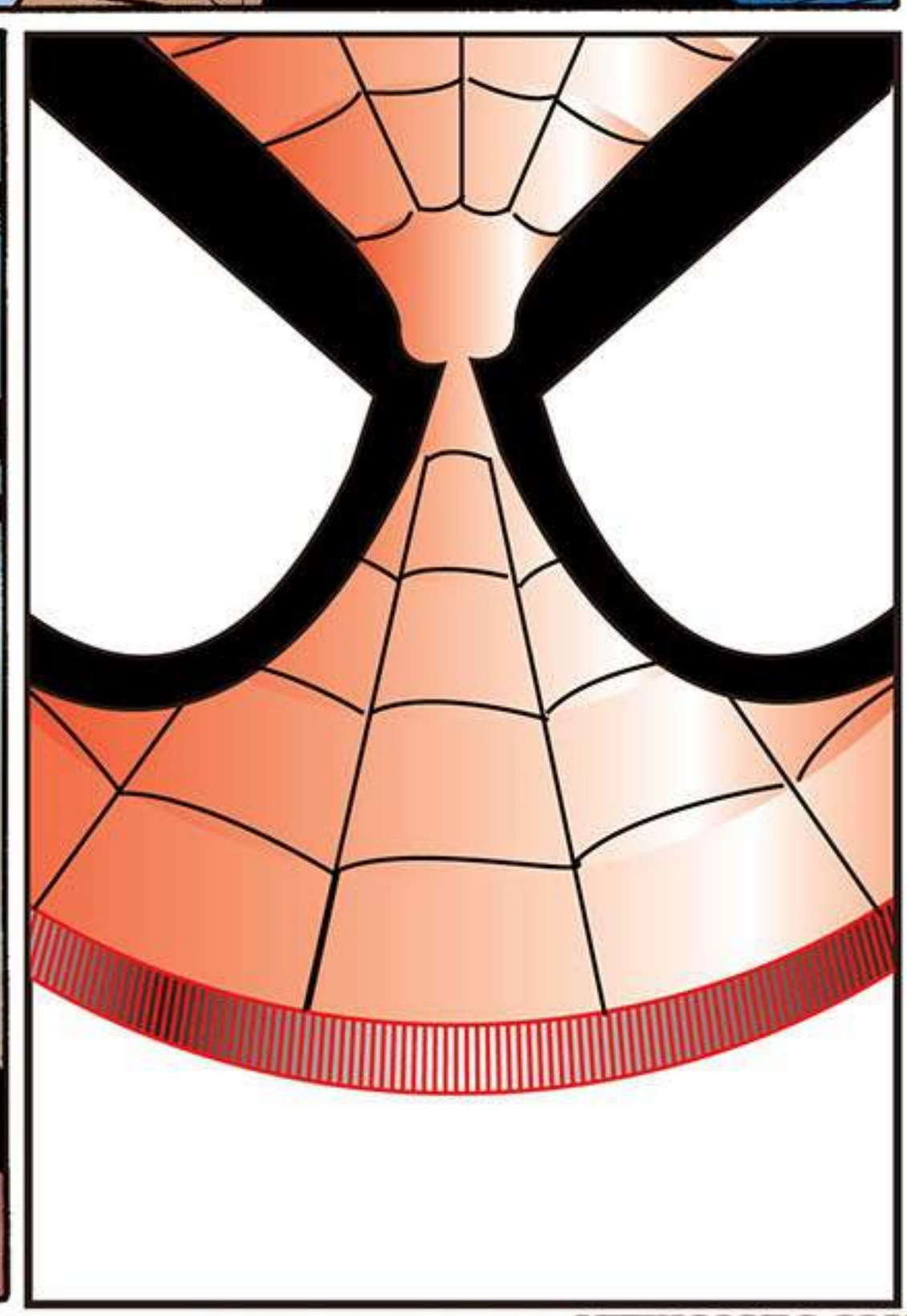

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MARVEL ULTIMATE SPIDER-MAN

ISSUE 4

WITH GREAT POWER

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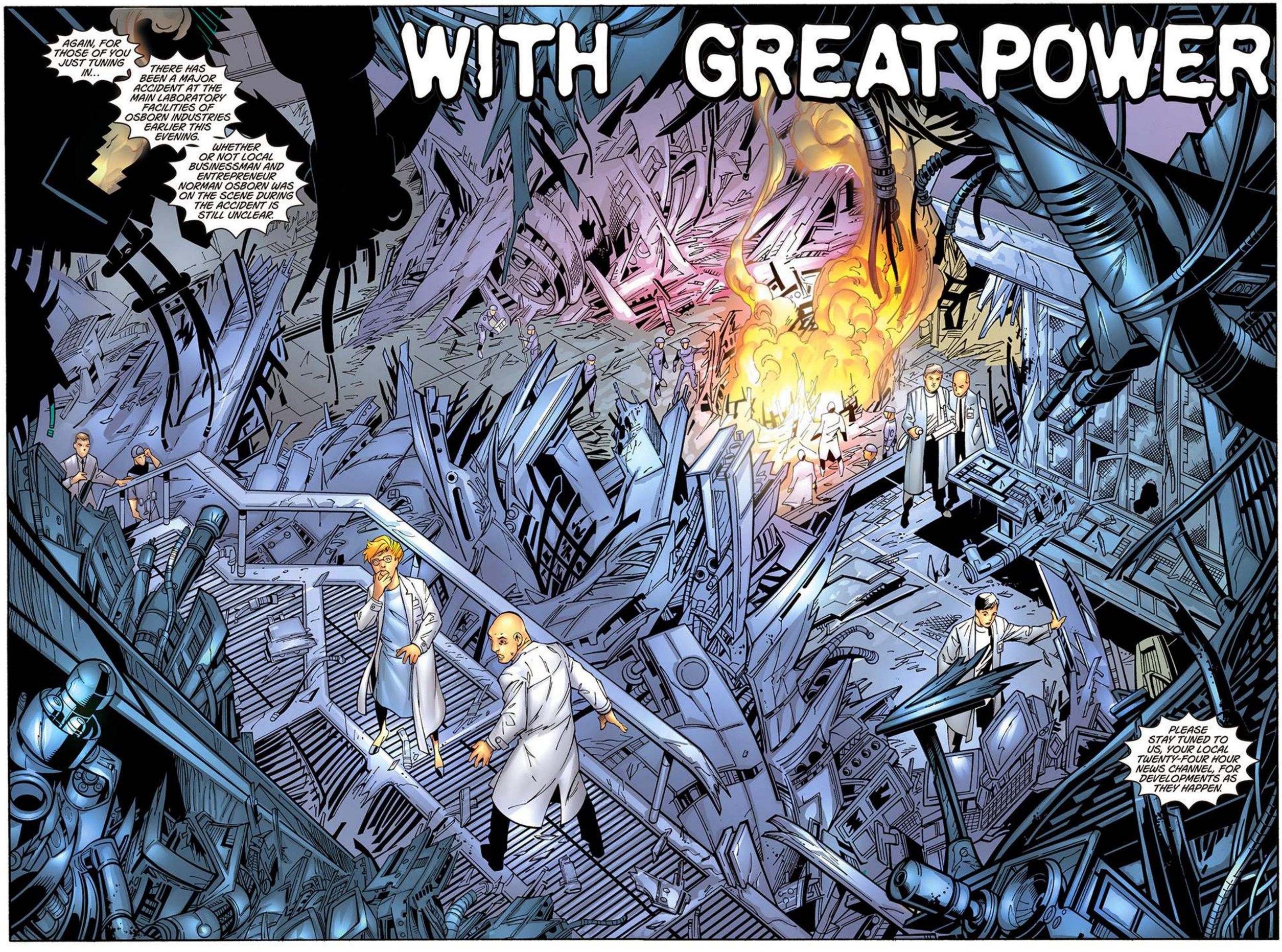
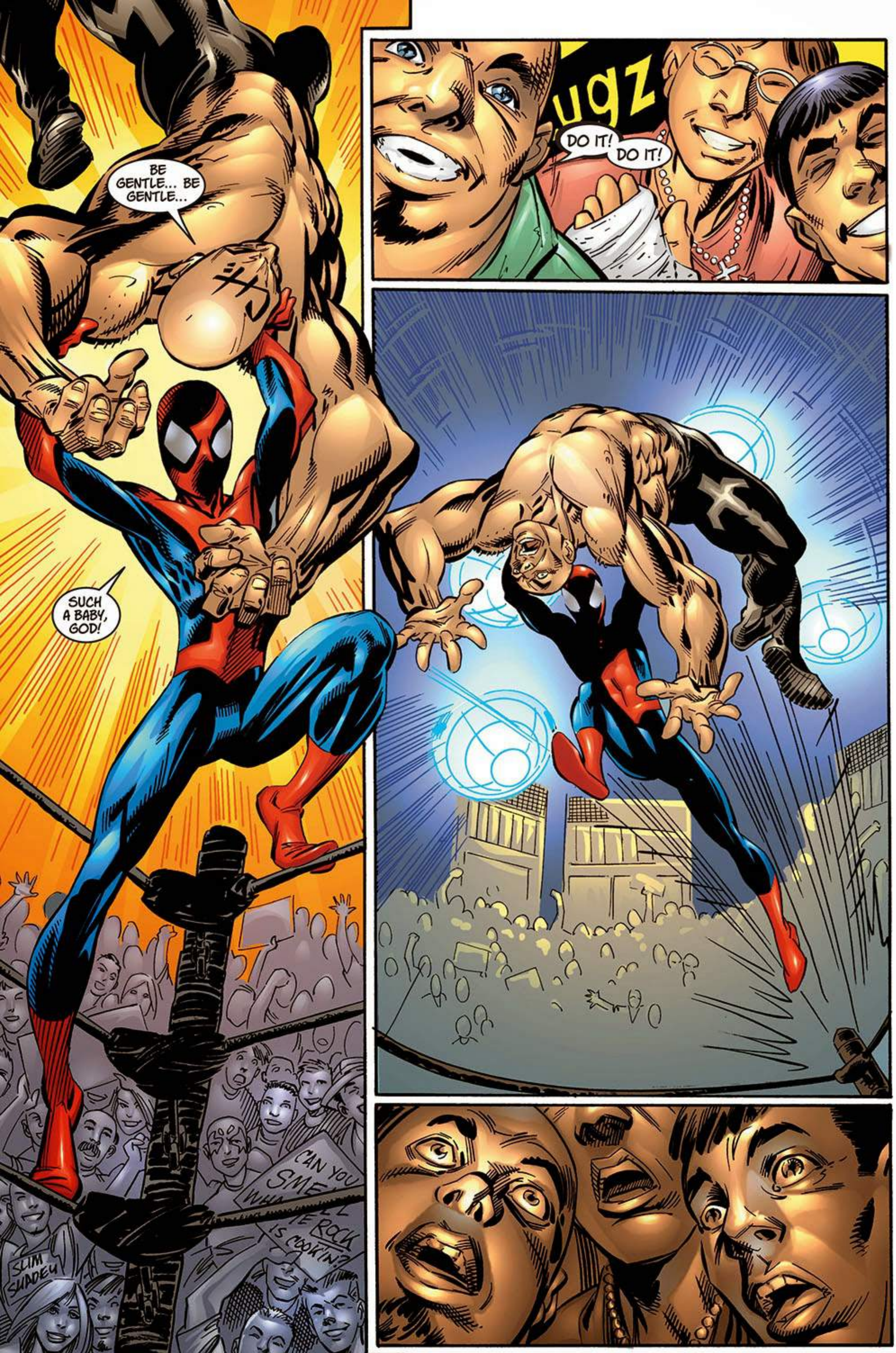

WITH GREAT POWER
AGAIN, FOR THOSE OF YOU JUST TUNING IN...
THERE HAS BEEN A MAJOR ACCIDENT AT THE MAIN LABORATORY FACILITIES OF OSBORN INDUSTRIES EARLIER THIS EVENING.
WHETHER OR NOT LOCAL BUSINESSMAN AND ENTREPRENEUR NORMAN OSBORN WAS ON THE SCENE DURING THE ACCIDENT IS STILL UNCLEAR.
PLEASE STAY TUNED TO US, YOUR LOCAL TWENTY-FOUR HOUR NEWS CHANNEL, FOR DEVELOPMENTS AS THEY HAPPEN.



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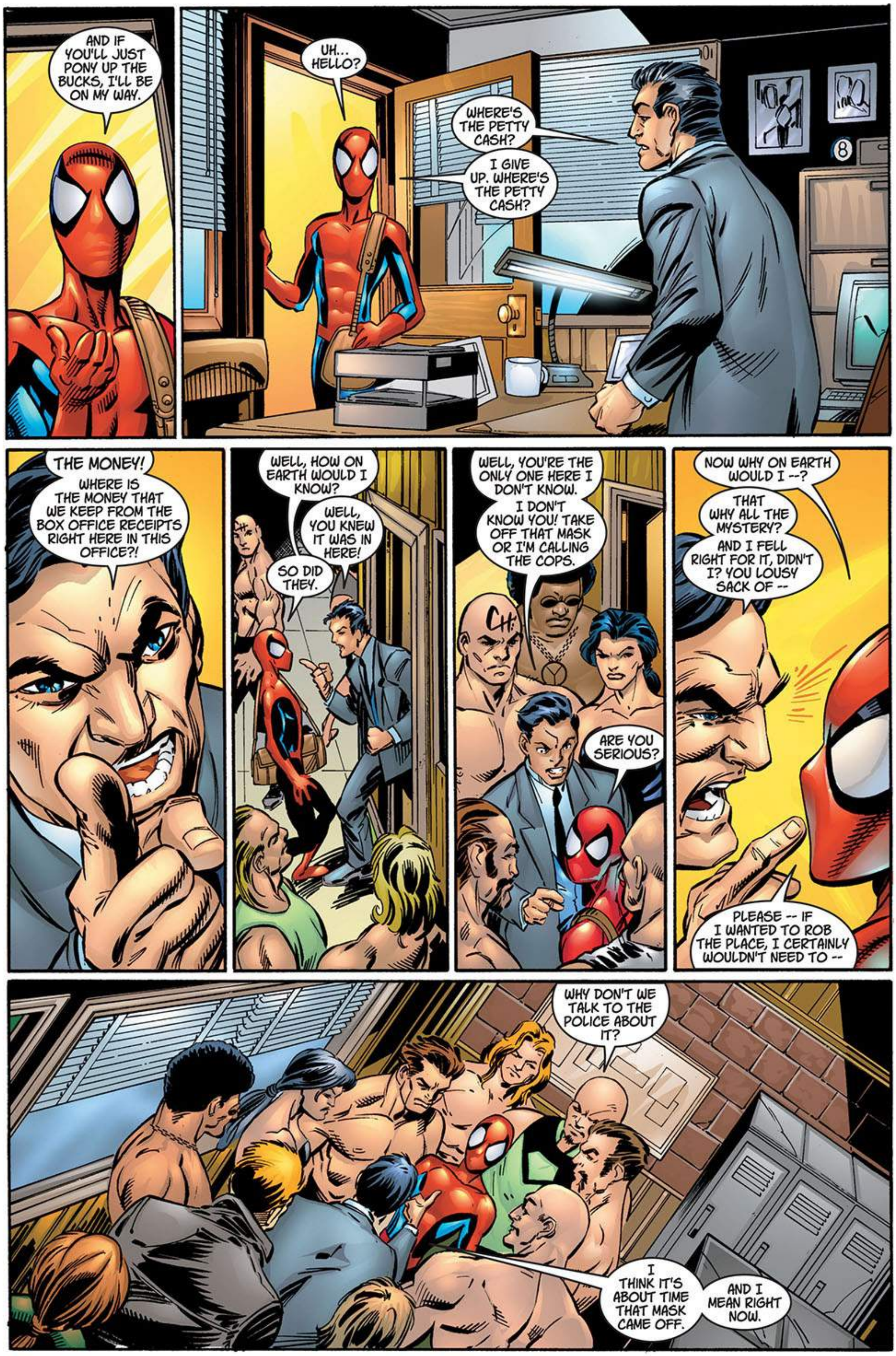

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WELL, THERE GOES MY WRESTLING CAREER.

BUNCH O' MANIACS.

I COULD'A MOPPED THE FLOOR WITH THE BUNCH OF THEM.

THEY'RE SO LUCKY I'VE GOT A HEART OF GOLD.

SURE, THERE'S THE TAINTED BLOOD OF A SPIDER RUNNING THROUGH IT, BUT IT'S STILL A HEART OF GOLD.

SO, I'LL GET A NORMAL JOB LIKE A NORMAL TEENAGER -- HELP CHIP IN FOR UNCLE BEN AND AUNT MAY.

WONDER IF THESE SPIDER-POWERS WILL BE AN ASSET CHANGING THE GREASE TRAPS AT THE CORNER WENDY'S.

NO, I GOTTA GET A JOB WITH COMPUTERS OR AT A LAB OR SOMETHING.

CAN'T BELIEVE THOSE GUYS WERE GOING TO RIP MY HEAD OFF LIKE THAT. I BET THAT MANAGER RIPPED THE PLACE OFF HIMSELF.

FIGURES HE CAN PIN IT ON ME LIKE THAT.

REALLY BURNS MY BUTT.

WHY ARE PEOPLE ALWAYS SO QUICK TO JUMP DOWN MY THROAT? I TELL YOU -- I AM SO SICK OF IT.

HELP! WE'VE BEEN ROBBED.

HE ROBBED THE DELI! MY DELI!

HE ROBBED US! SOMEBODY...

I MEAN, IS IT ME? OR IS IT THAT EVERYWHERE I GO SOMEONE'S GETTING IN MY FACE ABOUT SOMETHING?

OH!

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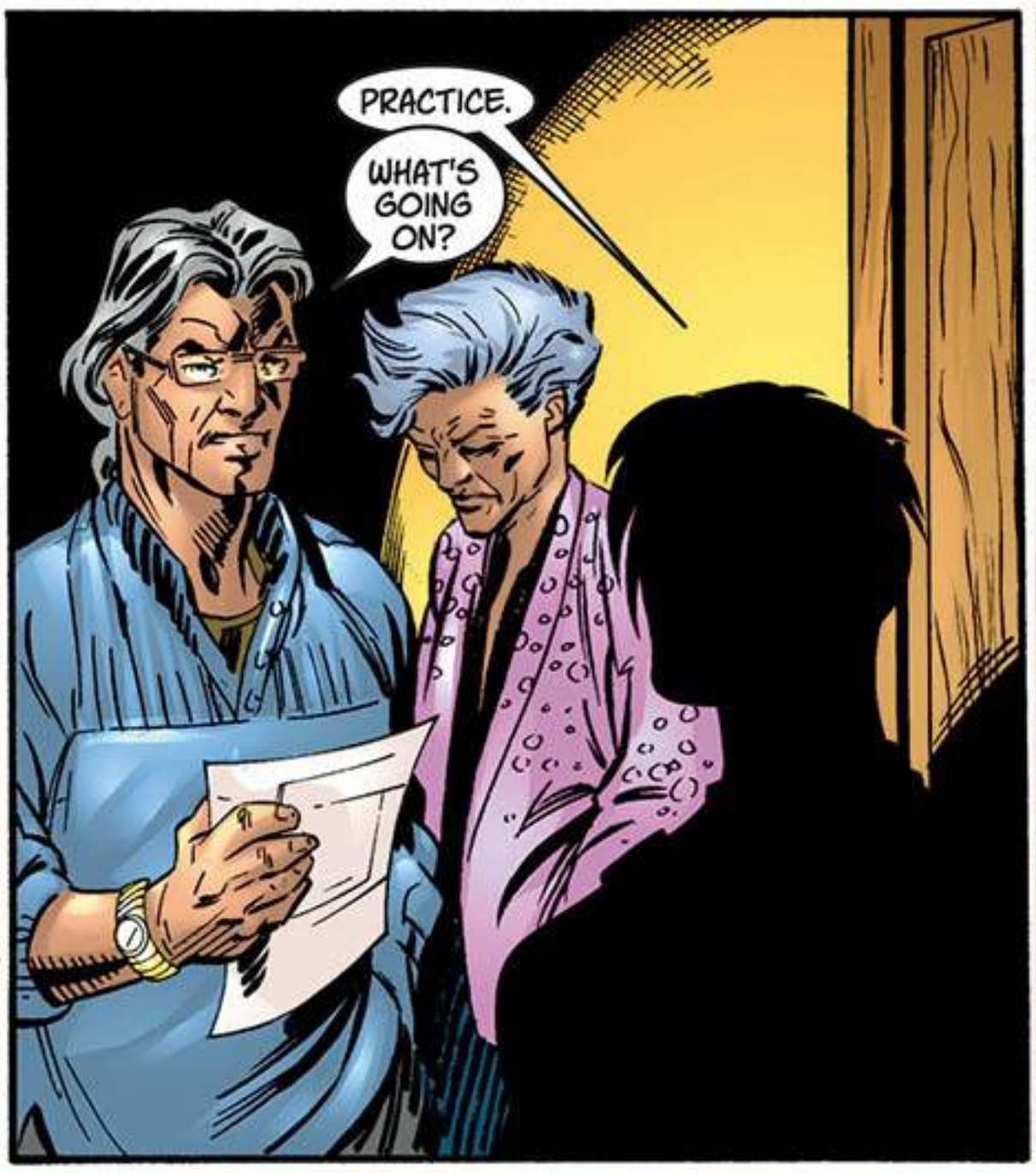

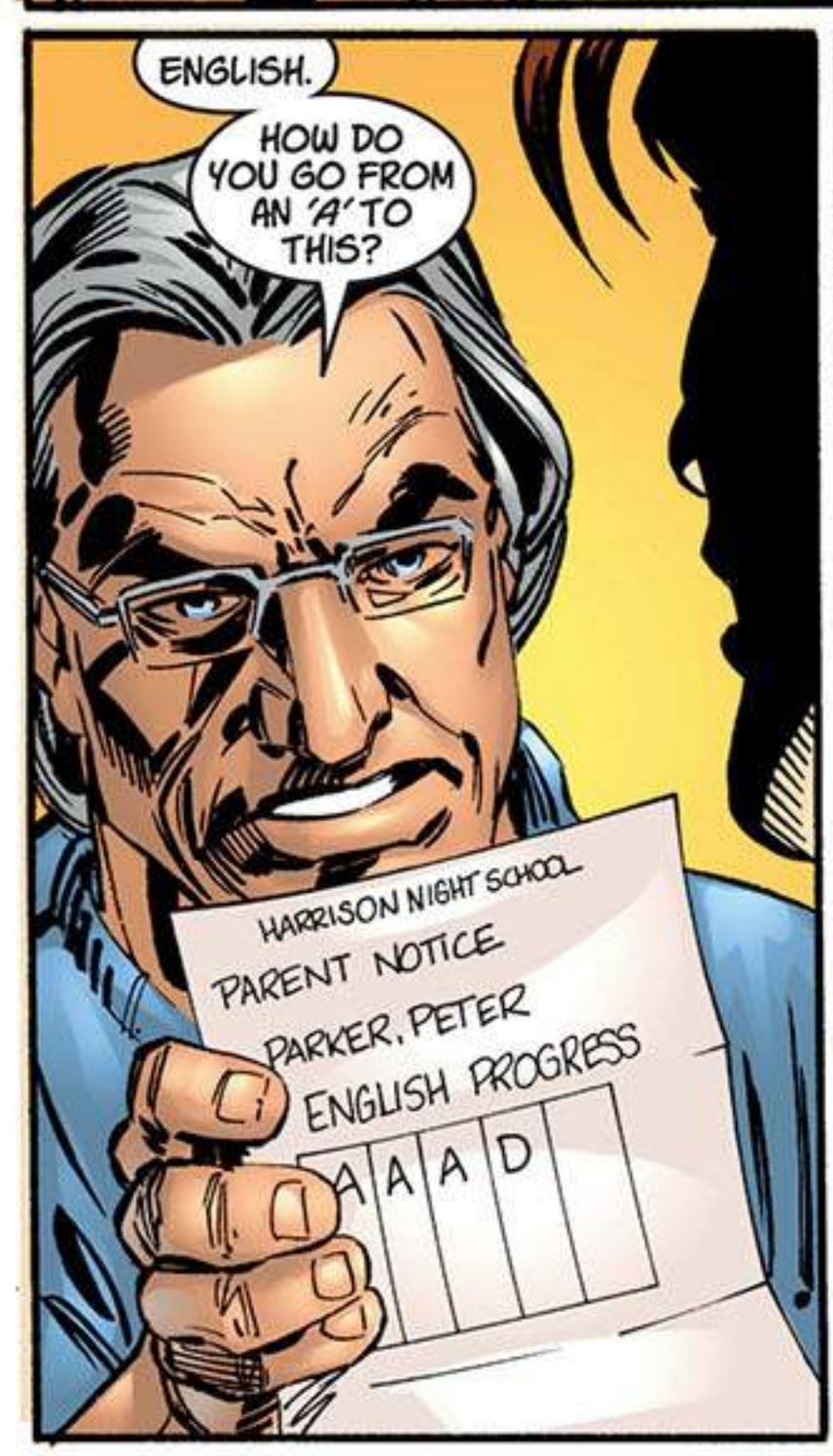

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HE CRASHED HERE?
HE DID.
IN YOUR PAD?
RIGHT THERE ON THAT COUCH.
AND YOU LET HIM.
SURE.
PUNY PARKER?
WHAT ARE YOU -- SIX YEARS OLD?
YOU GUYS HEAR WHAT HAPPENED TO HARRY'S DAD?
WHERE'S BRAINY JANE TONIGHT?
DON'T CALL HER THAT.
AND I DON'T KNOW WHERE MARY IS, LIZ. I HAVEN'T REALLY TALKED TO HER TODAY.
AAAWW... I THOUGHT YOU GUYS WERE, LIKE, AN ITEM.
AN ITEM? I DON'T -- NOT EXACTLY.
THE LITTLE DUDE HAD A FIGHT WITH HIS FOLKS OR WHOEVER IT IS HE LIVES WITH AND ASKED TO CRASH.
AND YOU LET HIM?
SO WHAT? GUY'S ON THE TEAM. WE GOTTA LOOK OUT FOR EACH OTHER.
UNBELIEVABLE.
HATE TO BREAK IT TO YOU -- THAT GUY MIGHT HAVE GOTTEN US INTO THE STATE FINALS, SO...
OH, PLEASE!
DID YOU GUYS HEAR ABOUT HARRY?
SO YOU GUYS AREN'T DATING?
NO.
DO -- DO YOU LIKE GIRLS?
YEAH. UH -- WHAT?
HEY, YOU CAN NEVER BE TOO SURE, MR. PARKER.
MY MOM WAS DATING A GAY GUY FOR LIKE A YEAR, NEVER KNEW IT.
SOUNDS LIKE A FASCINATING WOMAN, BUT --
YEAH, WHERE WAS HARRY TODAY?
DUDE, I'M TELLING YOU. THE MAN'S DAD WAS BLOWN UP OR SUMPTHIN'.
WHAT?
WHAT I HEARD.
WOULDN'T THAT, LIKE, BE ON THE NEWS OR SOMETHIN'?
I CALLED HIM. HE WASN'T HOME.
LOOK AT THAT LIZ. SUCH A SLUT.
WHAT DO YOU THINK OF ME, PETER?
I THINK YOU'RE JUST A LITTLE DRUNK, LIZ.
LITTLE BIT.
THINK YOU SHOULD BE DRINKING?
LITTLE BIT.

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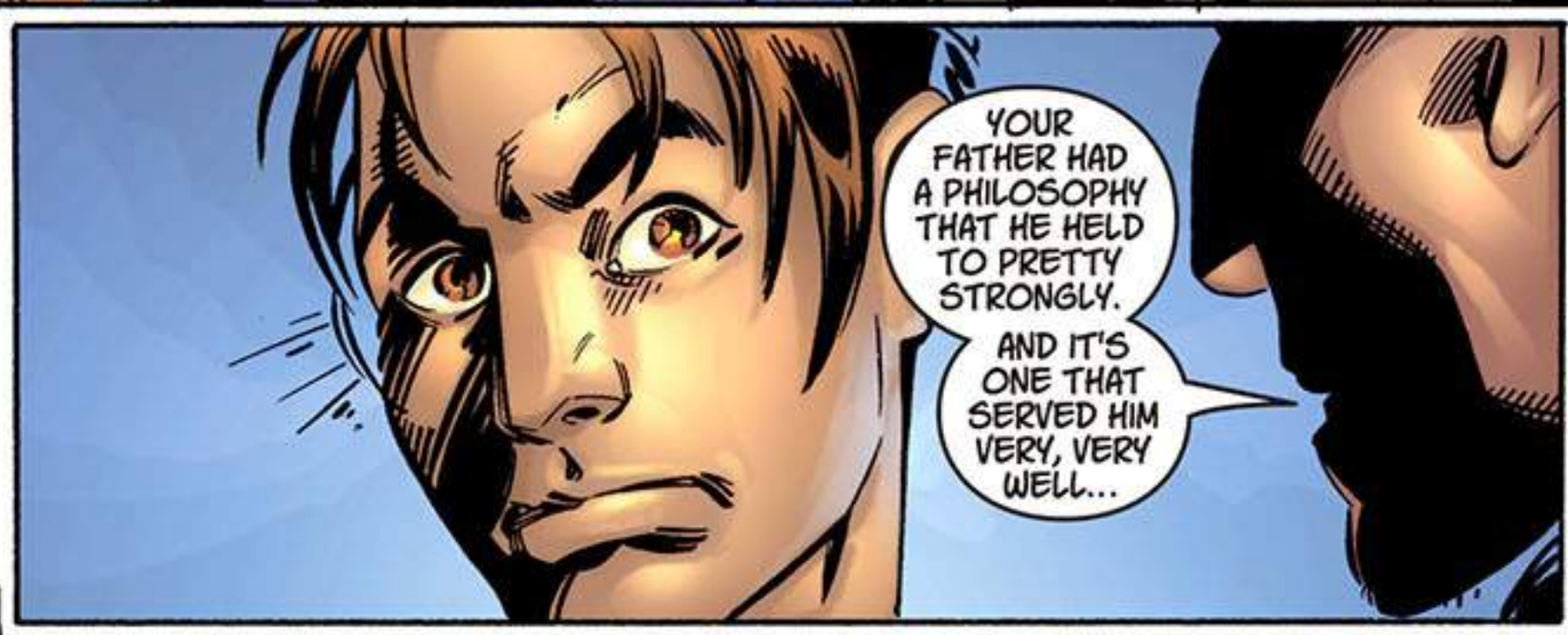

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SO STUPID.

CRYING LIKE A GIRL. HE DIDN'T DESERVE THAT. HE DOESN'T KNOW.

HE DOESN'T KNOW THAT EVER SINCE THIS WHOLE SPIDER-MAN THING BEGAN ALL I CAN THINK IS THAT THE ONE PERSON WHO WOULD KNOW WHAT TO DO WAS MY DAD.

MY DAD WOULD HAVE KNOWN WHAT TO MAKE OF ALL THIS -- MY POWERS -- WHAT THEY MEAN.

BUT I'M WRONG. AND I'M SICK OF BEING WRONG.

UNCLE BEN AND AUNT MAY ARE MY FAMILY AND IT'S WAY PAST TIME FOR ME TO GROW UP.

IT'S TIME I TOLD THEM WHAT IS GOING ON WITH ME AND WHATEVER HAPPENS, HAPPENS.

IF I'M A FREAK -- I'M A FREAK.

THEY LOVE ME NO MATTER WHAT.

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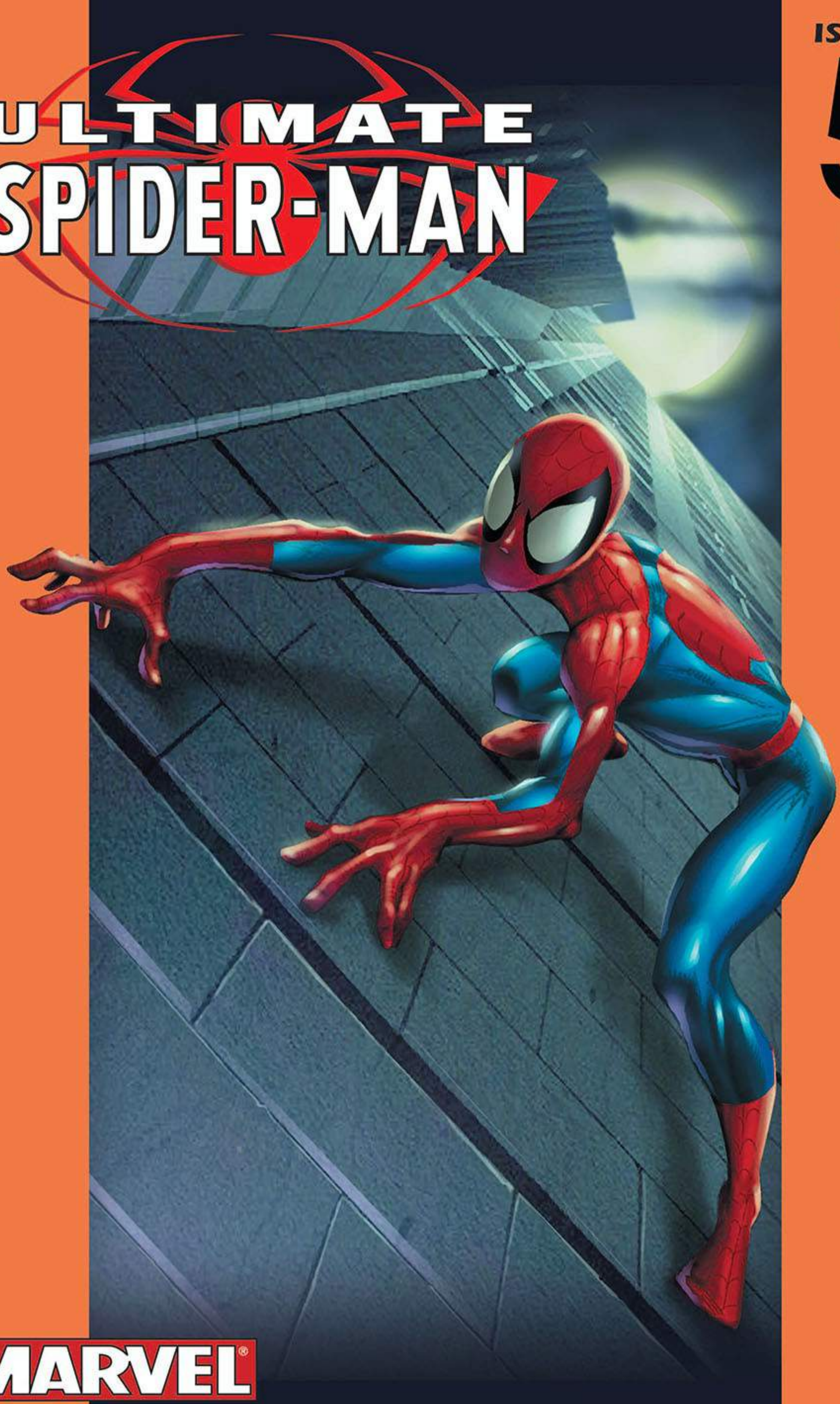
ULTIMATE SPIDER-MAN

ISSUE 5

LIFE LESSONS



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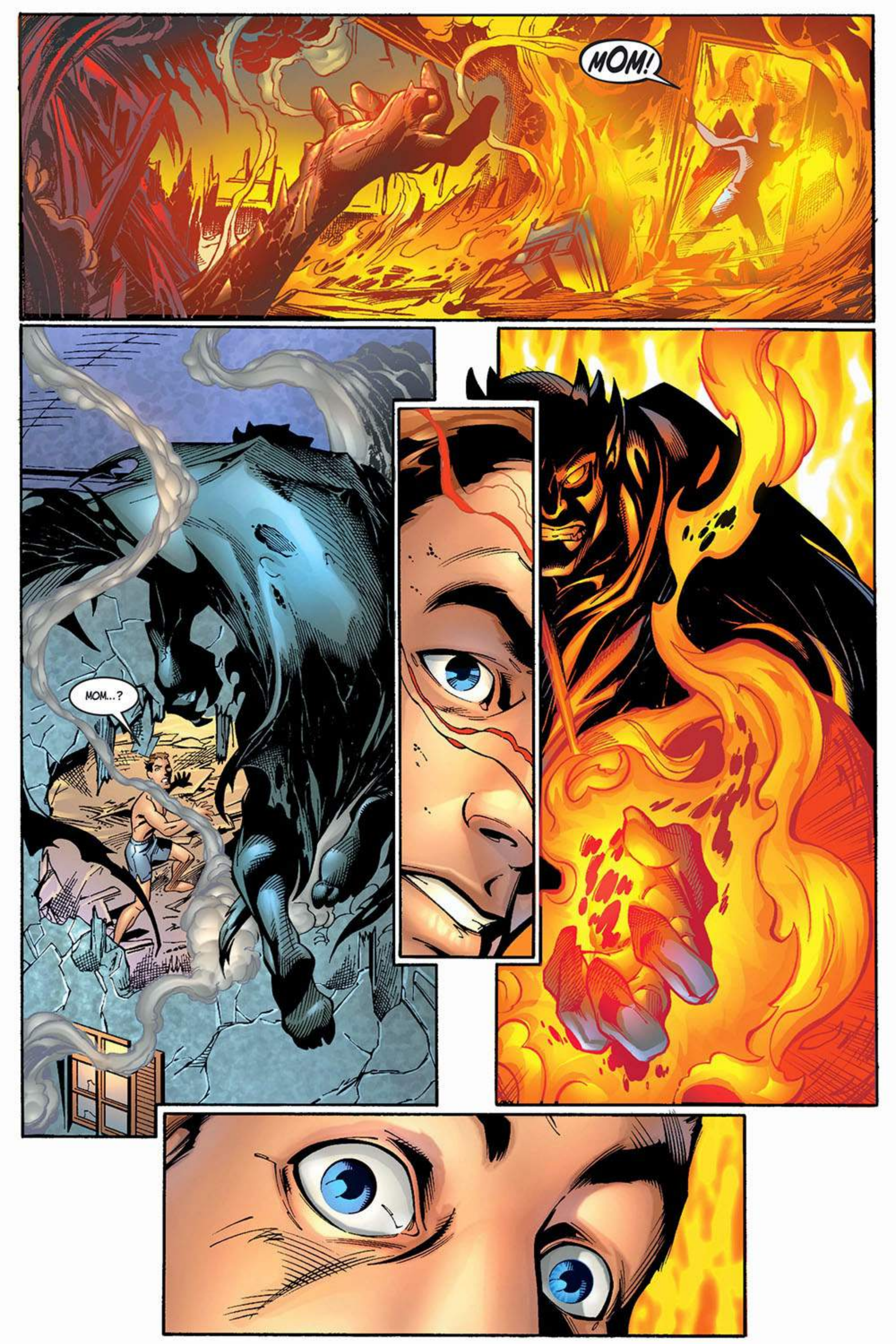

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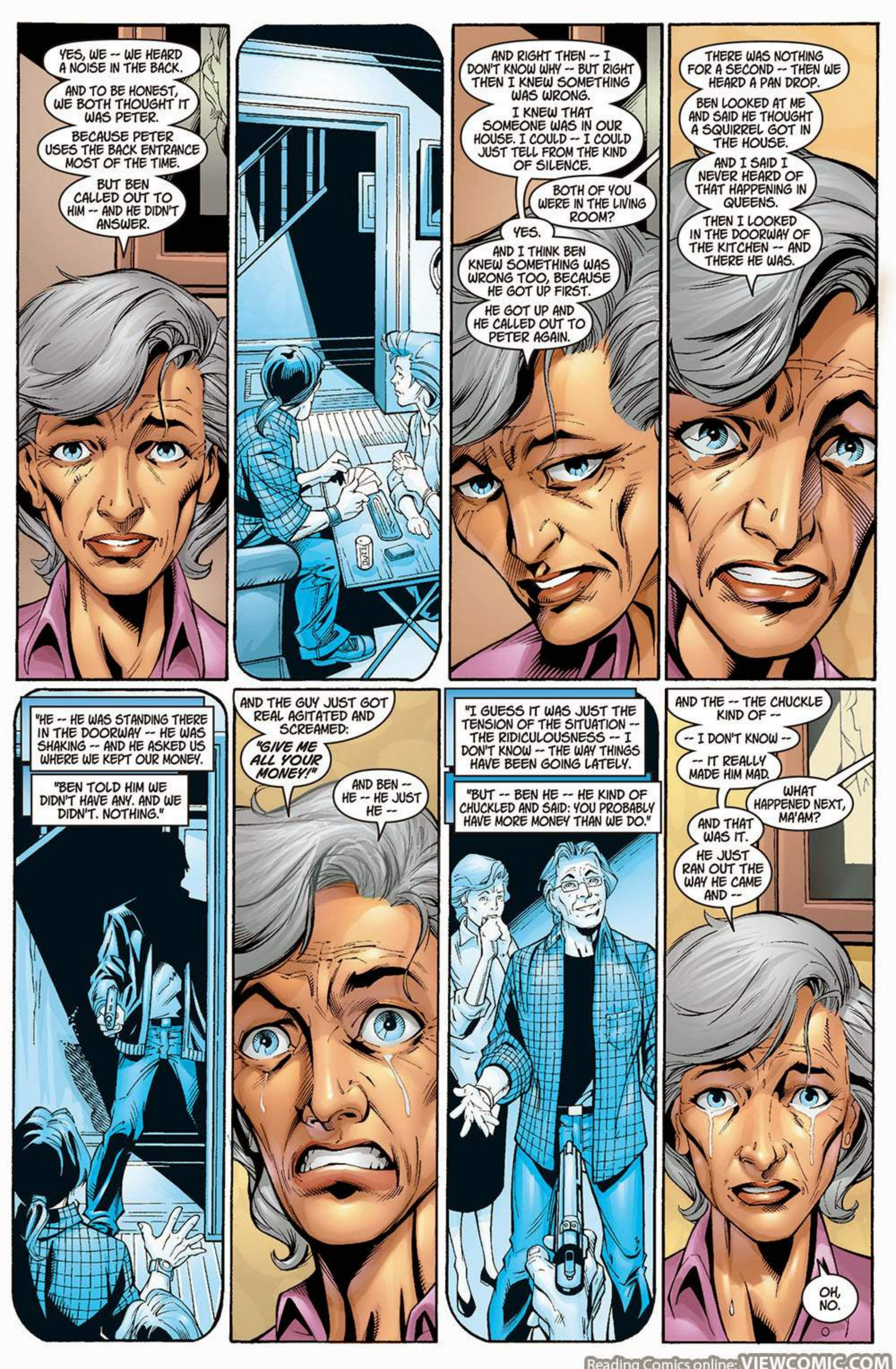

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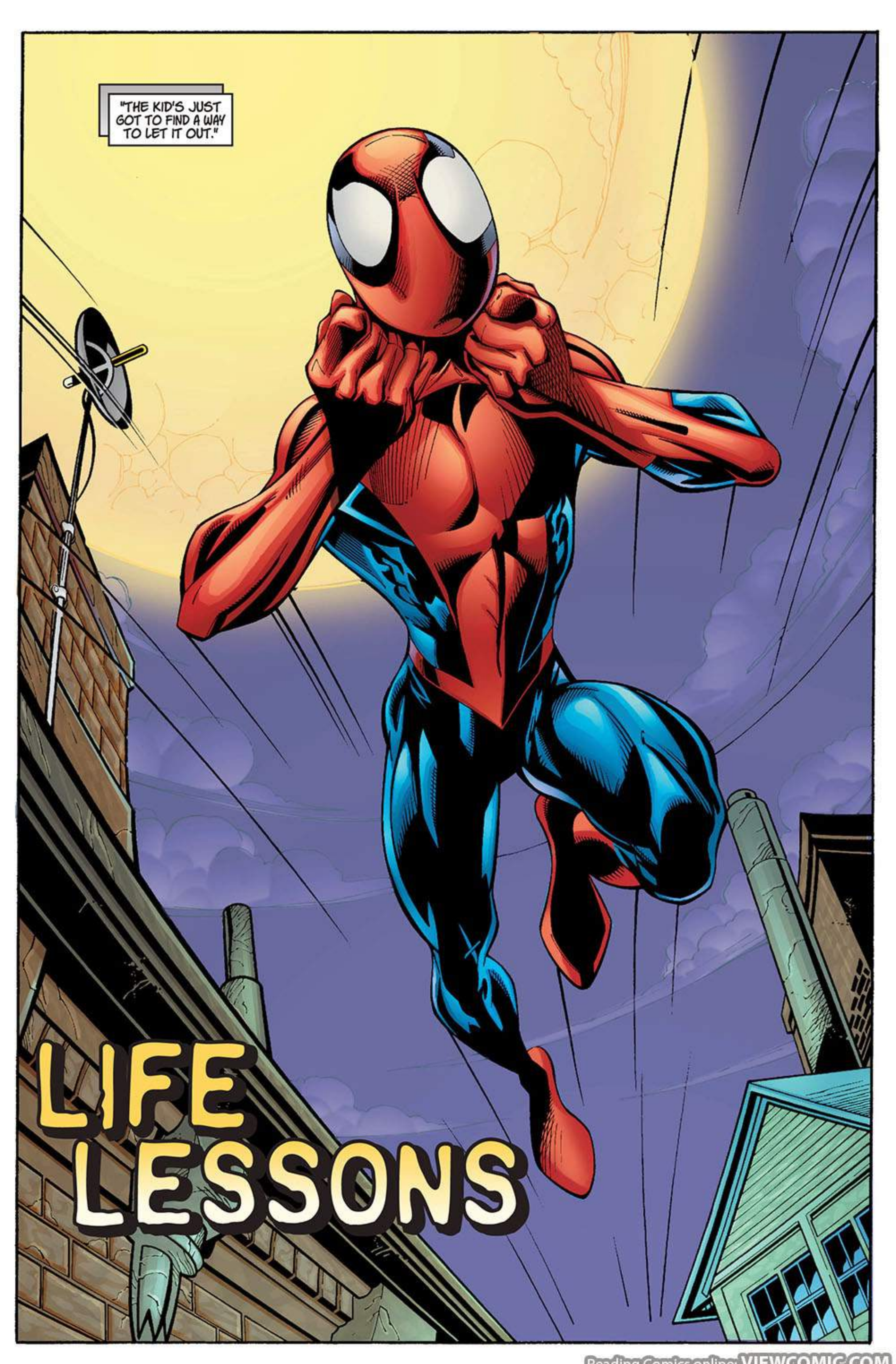

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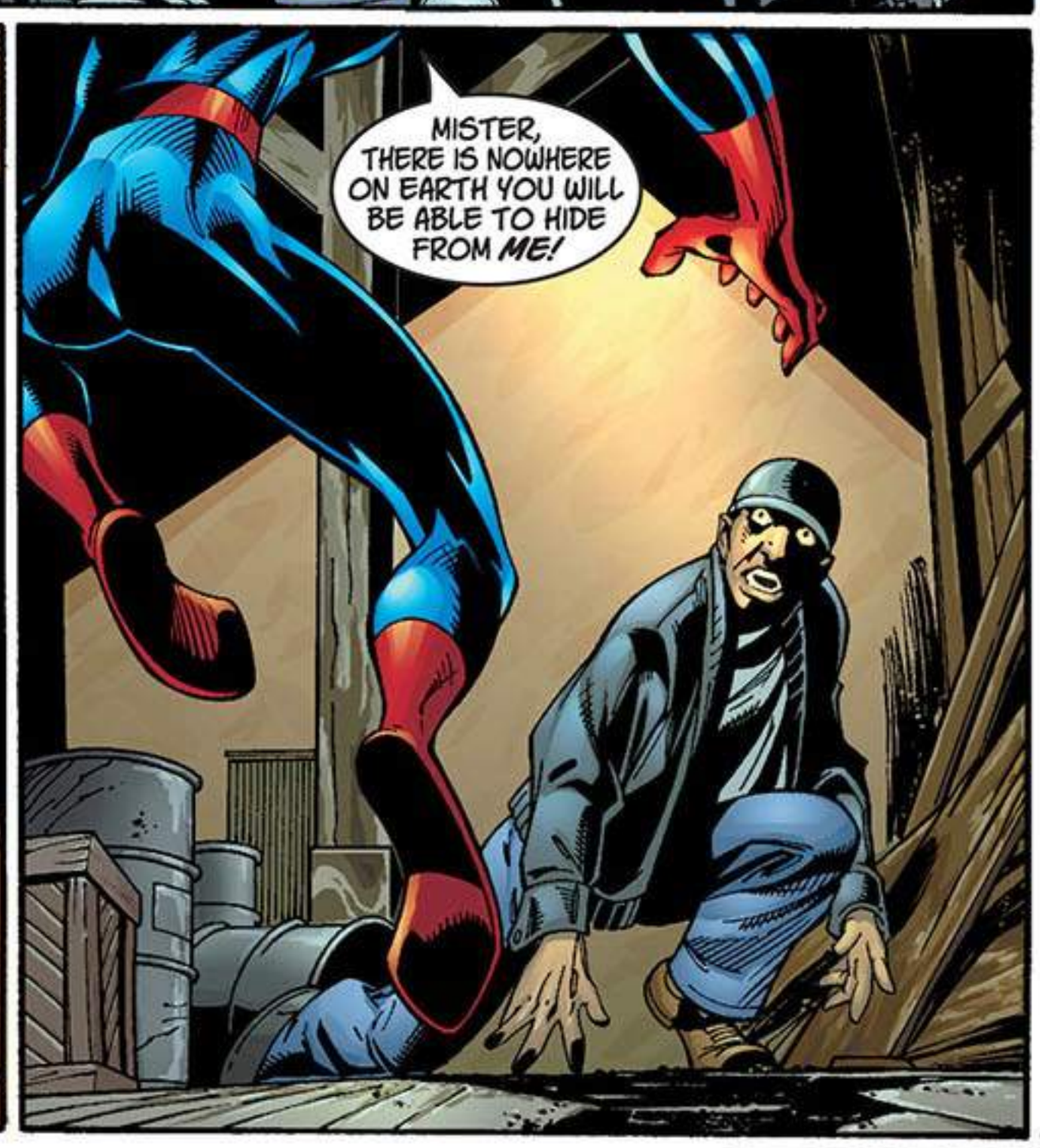

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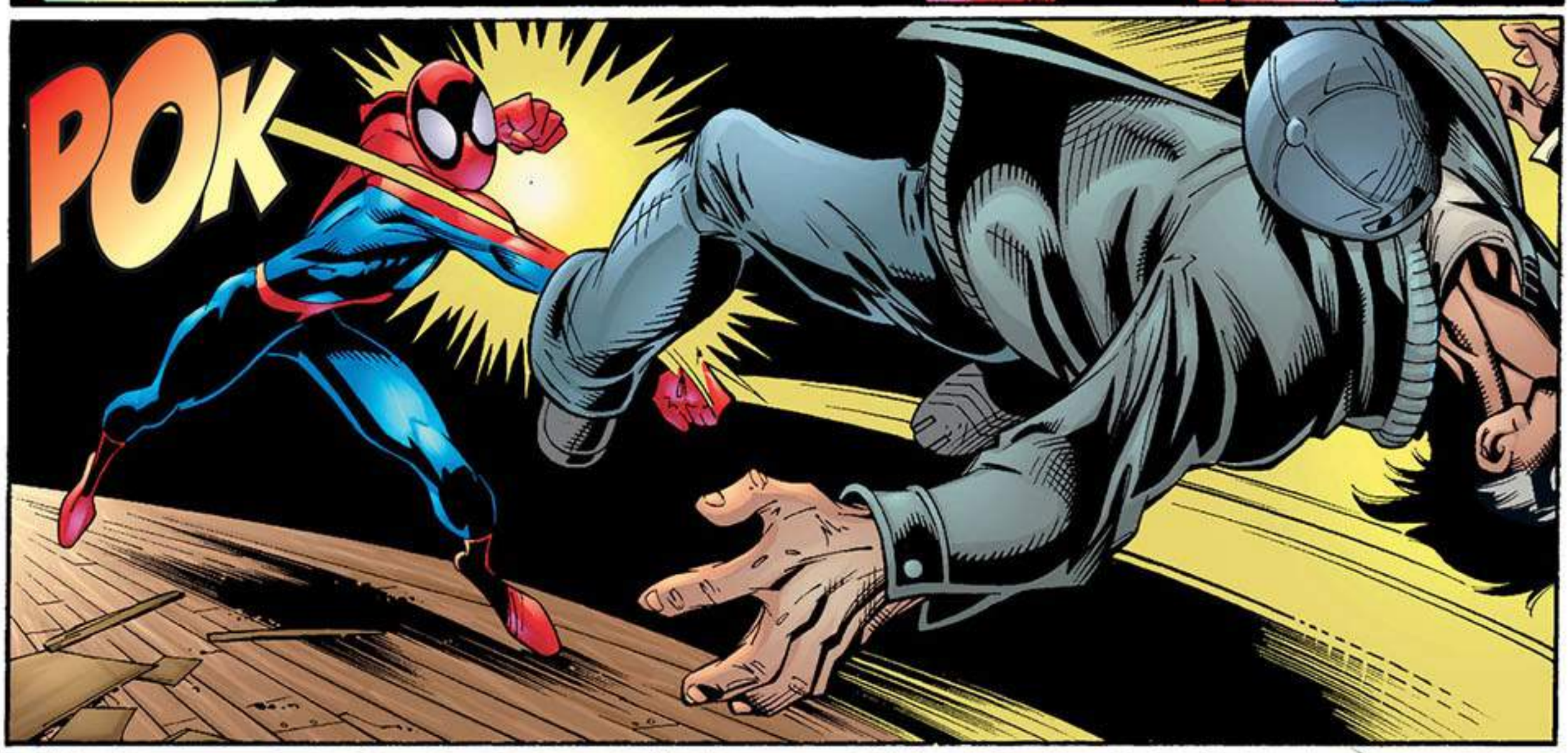

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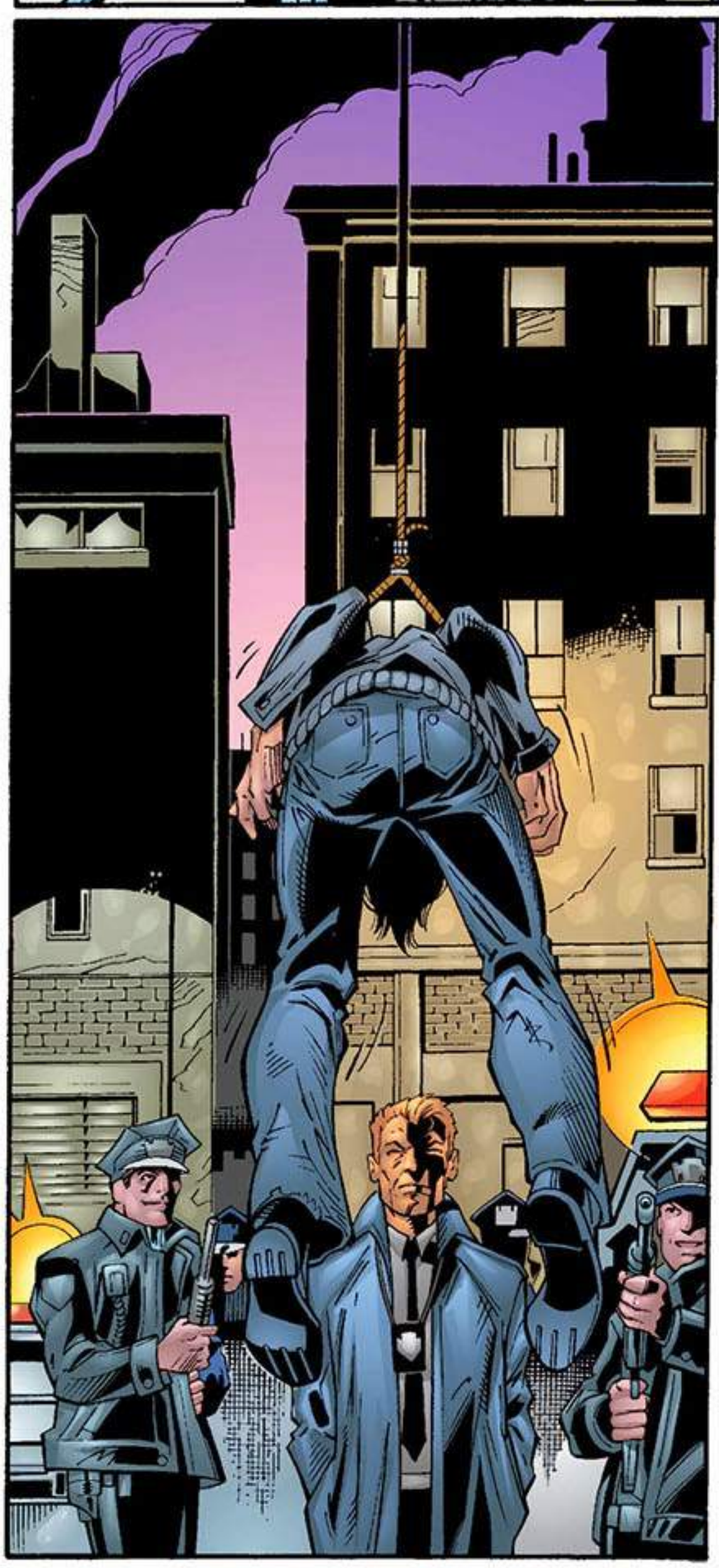

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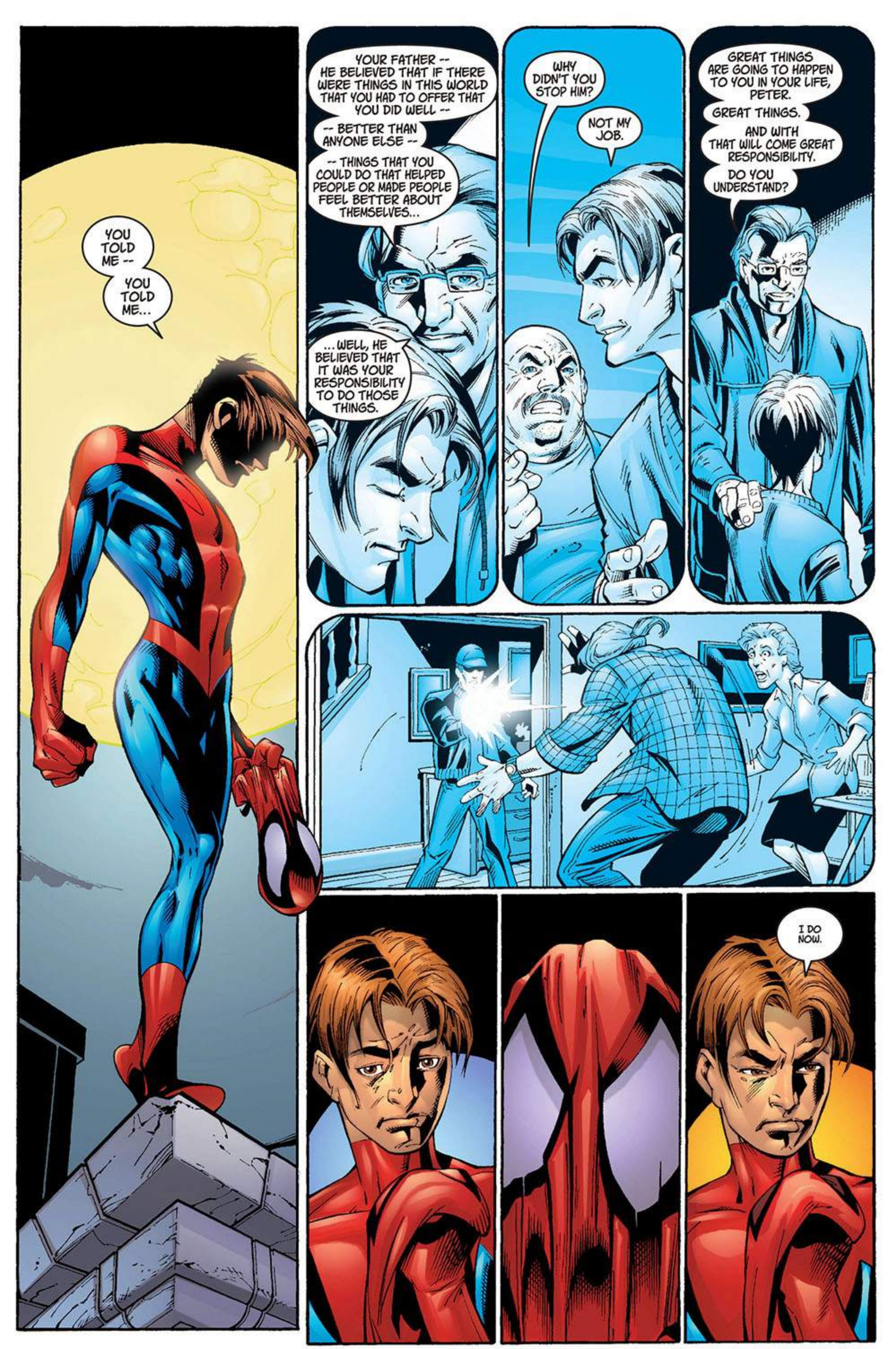

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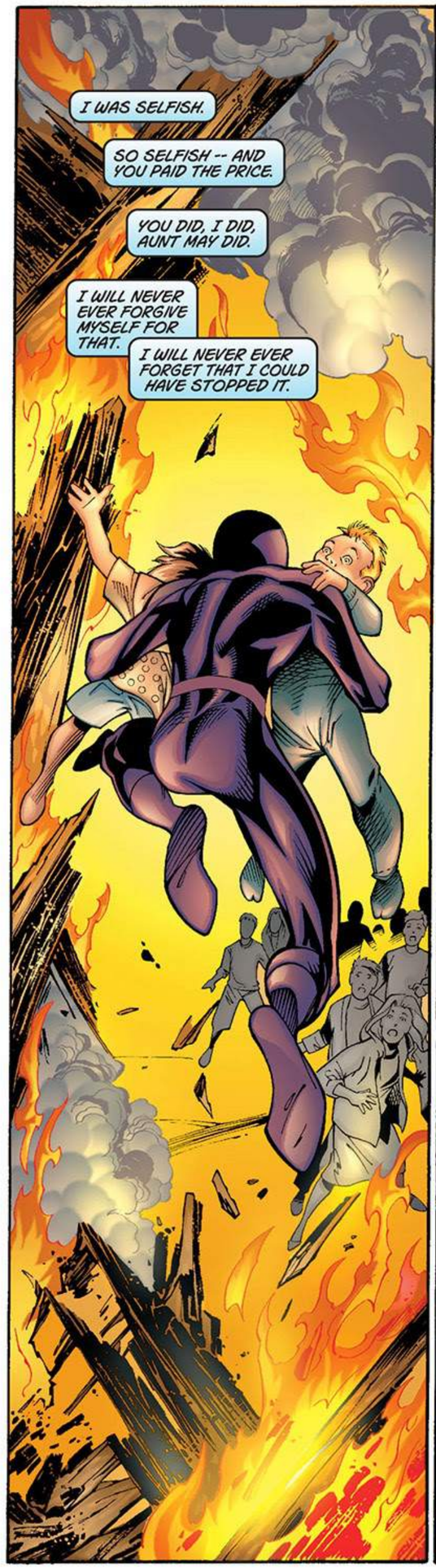
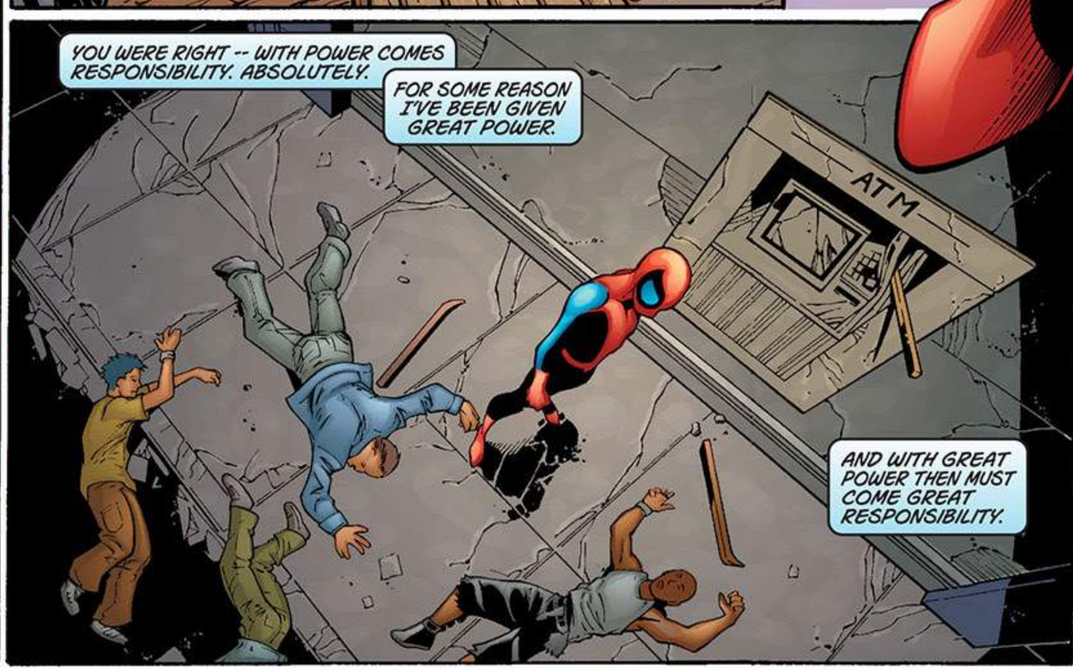
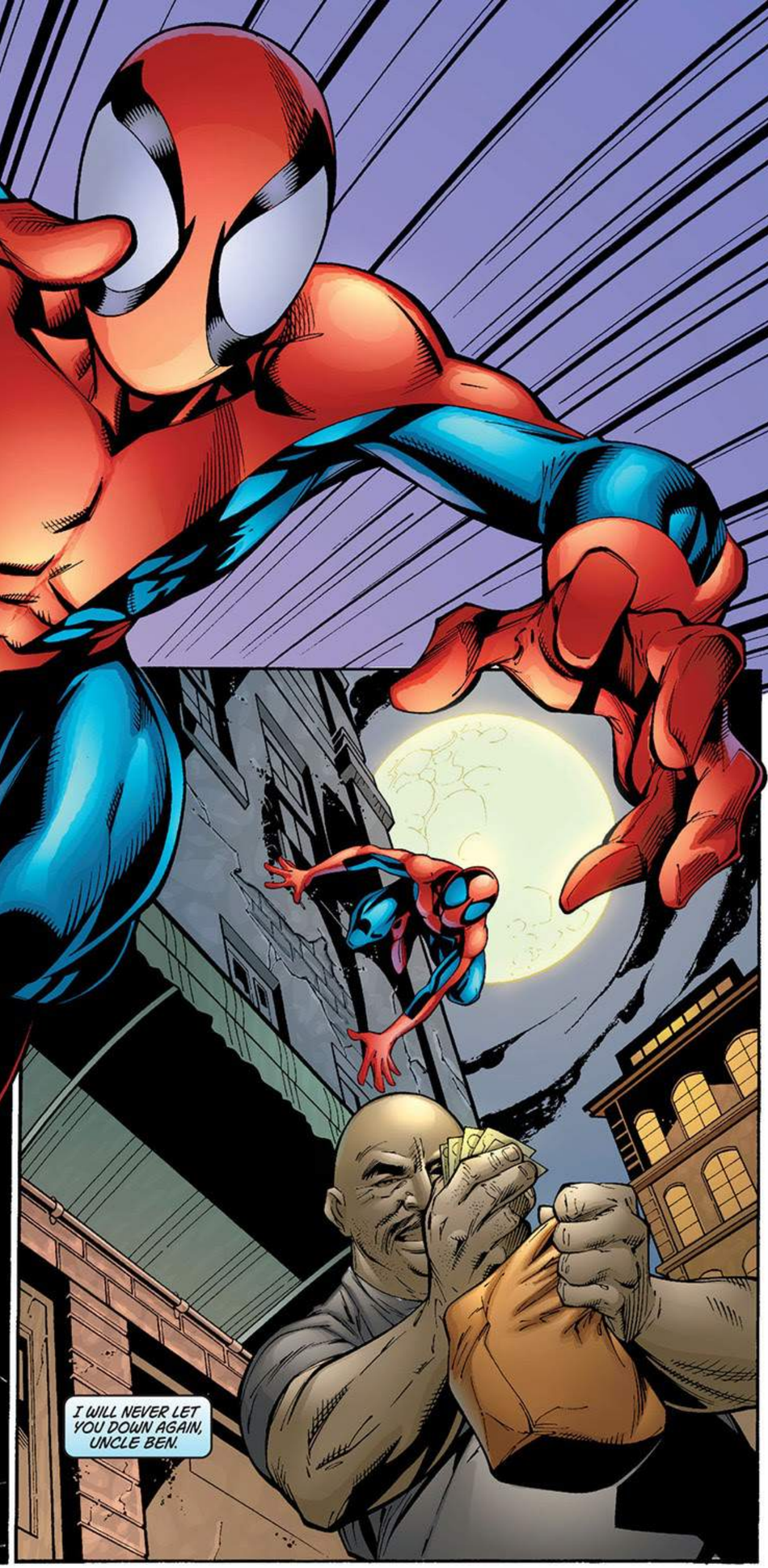

I WAS SELFISH.
SO SELFISH -- AND YOU PAID THE PRICE.
YOU DID, I DID, AUNT MAY DID.
I WILL NEVER EVER FORGIVE MYSELF FOR THAT.
I WILL NEVER EVER FORGET THAT I COULD HAVE STOPPED IT.

IT'S ALL SO CLEAR NOW, UNCLE BEN.
IT'S LIKE I'VE BEEN WEARING A BLINDFOLD AND EARMUFFS ALL MY LIFE -- AND SOMEONE JUST RIPPED THEM OFF ME.
I SEE THE WORLD CLEARLY NOW --
-- AND I SEE WHAT MY PLACE IS IN IT.


YOU WERE RIGHT -- WITH POWER COMES RESPONSIBILITY. ABSOLUTELY.
FOR SOME REASON I'VE BEEN GIVEN GREAT POWER.
ATM
AND WITH GREAT POWER THEN MUST COME GREAT RESPONSIBILITY.


I WILL NEVER LET YOU DOWN AGAIN, UNCLE BEN.

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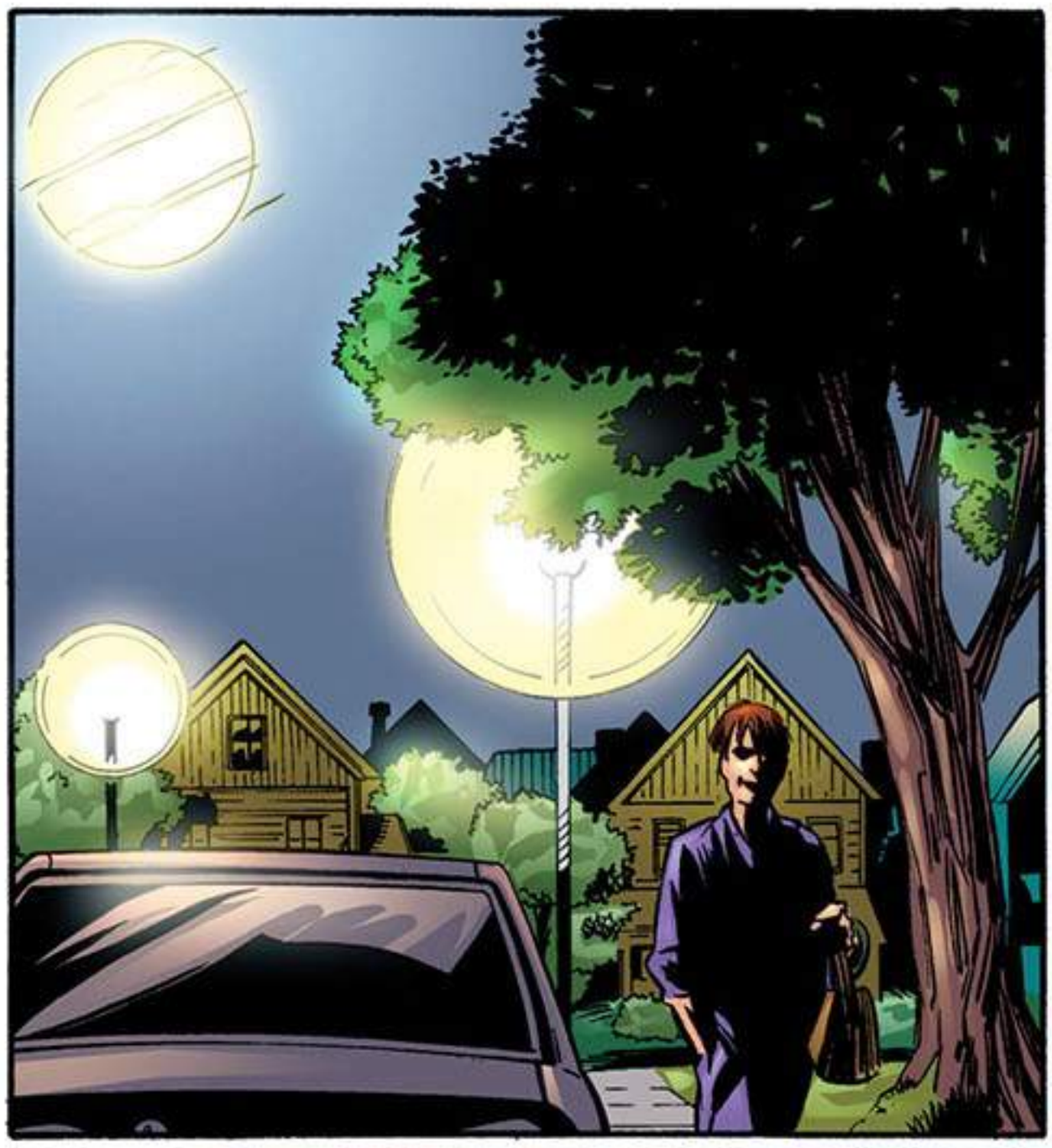

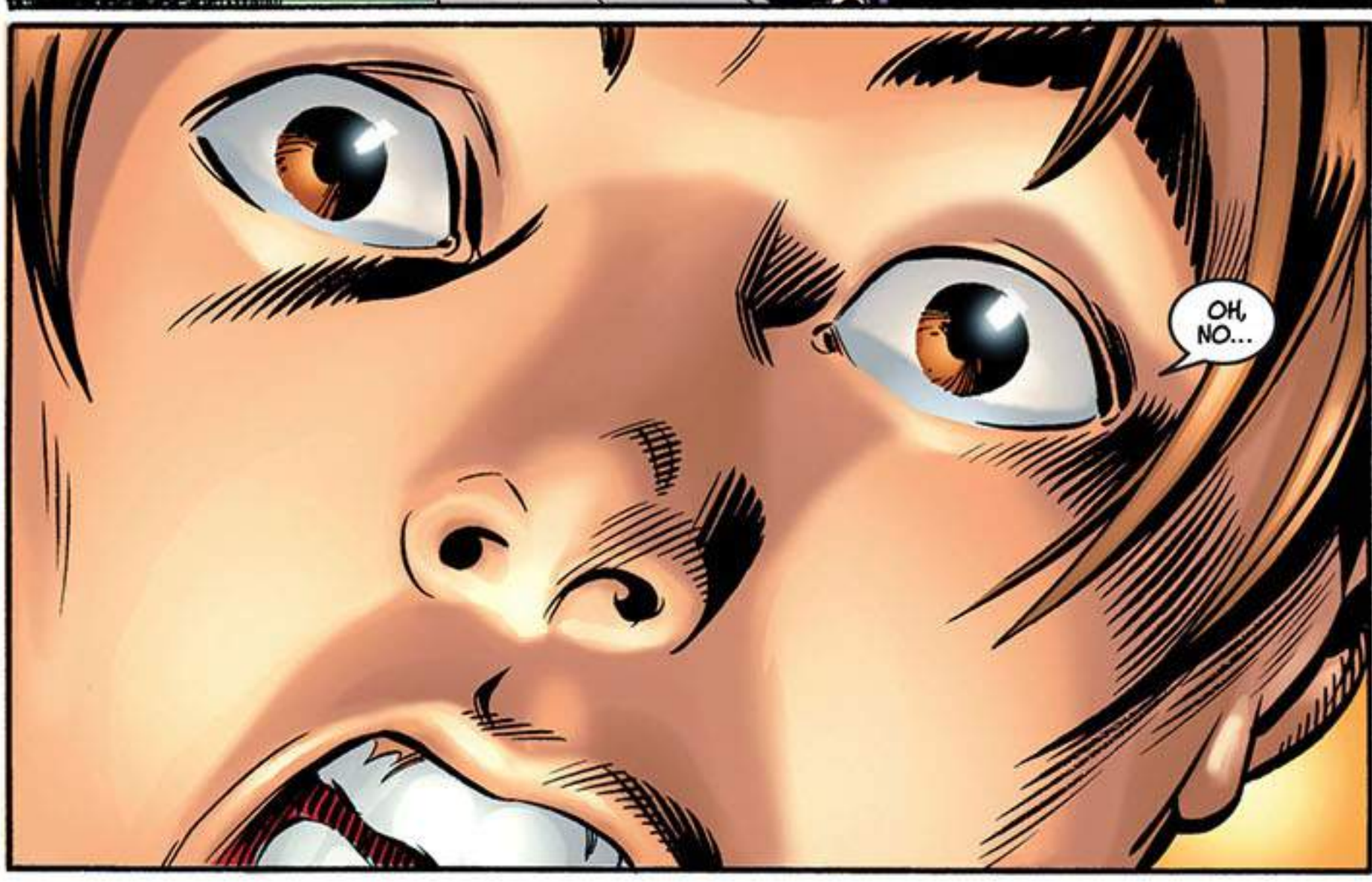

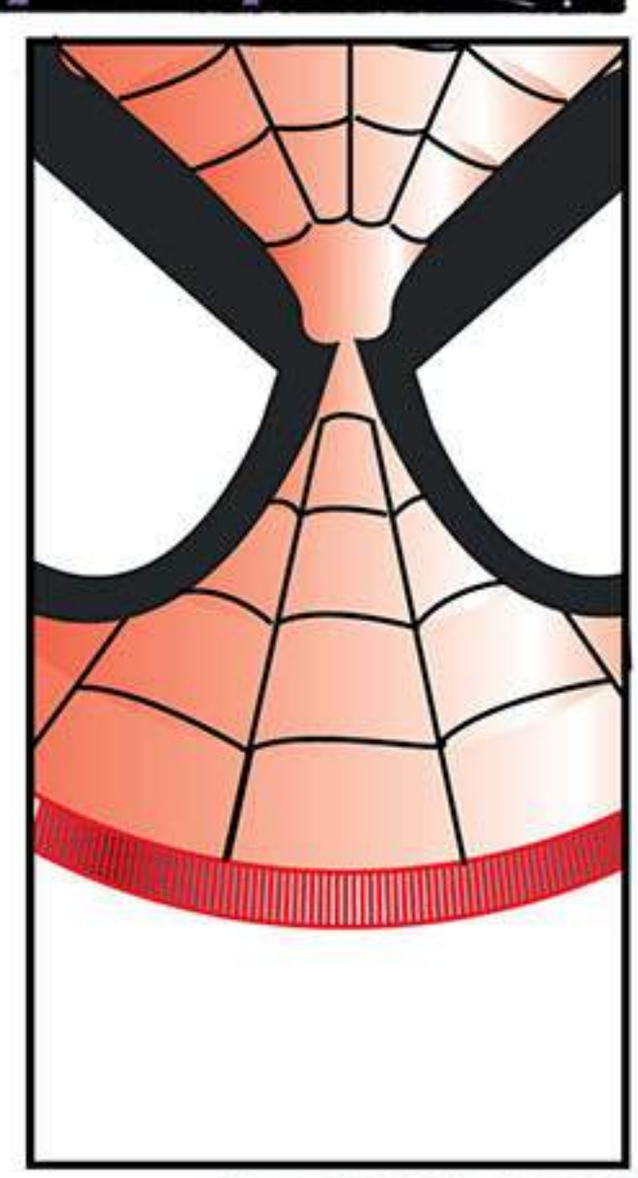

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