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MARVEL  
COMICS GROUP

# the AMAZING SPIDER-MAN™



AND WHO'S  
MORE SINISTER  
THAN...  
**KRAVEN:  
SANDMAN:  
Dr. OCTOPUS:  
MYSTERIO:  
VULTURE:  
ELECTRO'**  
'NUFF SAID!'

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# "The CUNISTER GIK!"

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY SINISTER SIX?!

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE SINISTER SIX!!

What Happens Now? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY LOST HIS AMAZING SPIDER POWERS!!

**41 Pages**

Of Indescribable Excitement

Written By:

**STAN LEE**

Drawn By:

**STEVE DITKO**

POSSIBLY THE MOST TALKED-ABOUT TEAM IN COMICS HISTORY!

LETTERED BY: S. ROSEN

IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!

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ARMCHAIR "FAMILY" BOOKSTORE

IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO DR. OCTOPUS AFTER A FREAK ACCIDENT...\*

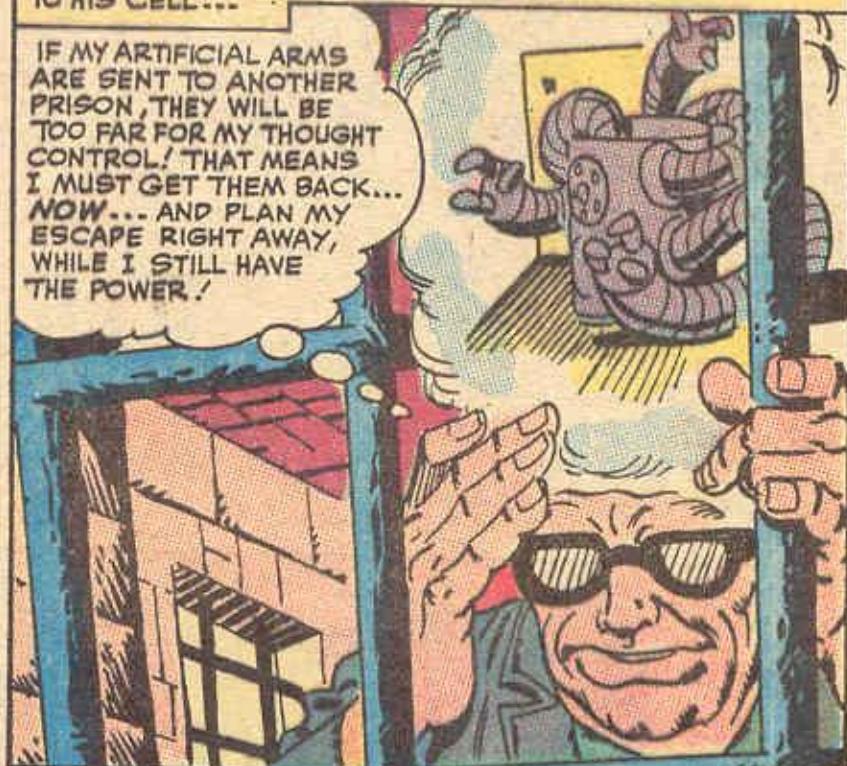
NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIUS, PRISONER #47566B9!

THAT'S WHAT HE THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

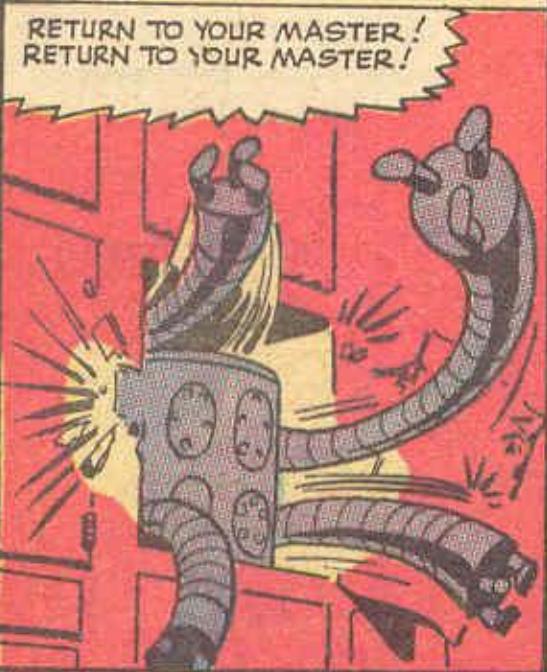
IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... NOW... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!



AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND OBEYED BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER! RETURN TO YOUR MASTER!

SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...



I KNEW I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!

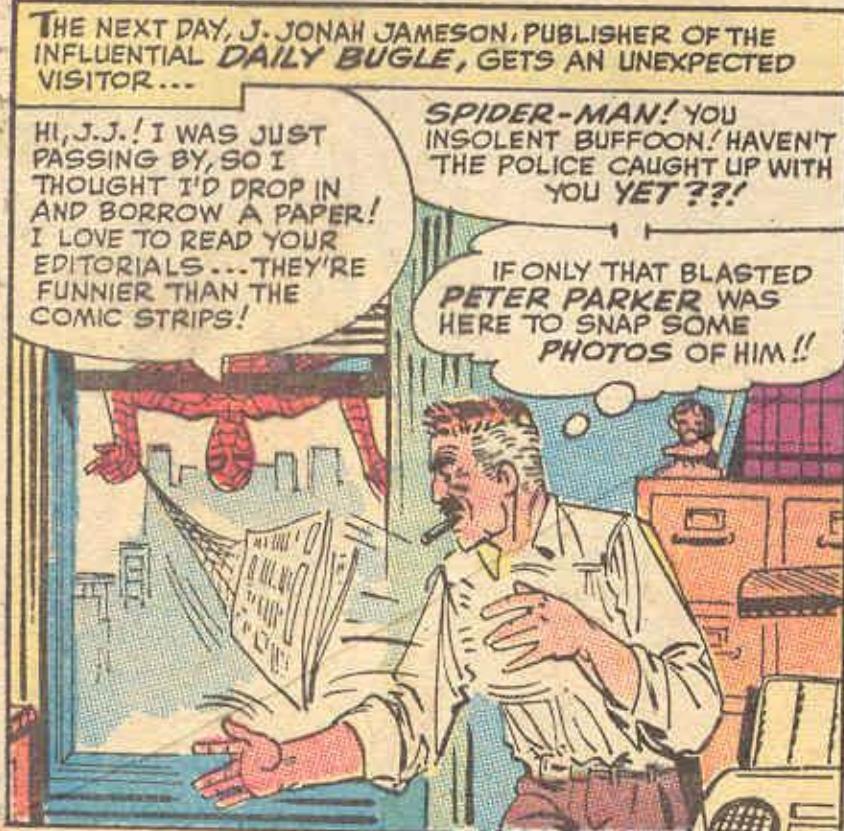


THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL DAILY BUGLE, GETS AN UNEXPECTED VISITOR...

HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU YET???

IF ONLY THAT BLASTED PETER PARKER WAS HERE TO SNAP SOME PHOTOS OF HIM!!



WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE HIM AGAIN!!



SUDDENLY...

HEY!  
WHAT'S GOIN'  
ON HERE ??!  
A HURRICANE?



OH, IT'S ONLY THOR HURTLED BY!  
BOY! THAT GUY REALLY COOKS UP A  
STORM WHEN HE GETS GOIN'! HE  
DIDN'T EVEN SEE ME!



HE'S EITHER ON  
HIS WAY TO A  
MEETING OF THE  
**AVENGERS**...  
OR HE'S LATE FOR  
HIS BARBER!

MIGHTY THOR APPEARS EACH MONTH IN HIS OWN  
MAGAZINE, AS WELL AS IN THE AVENGERS!

MEANWHILE, IN ANOTHER PART OF THE CITY, A VERY  
STRANGE, OMINOUS MEETING IS ABOUT TO BEGIN...

LET'S GET  
STARTED,  
OCTOPUS!  
ELECTRO  
IS NOT  
USED TO  
BEING  
KEPT  
WAITING!

BE PATIENT!  
WE CAN'T  
BEGIN TILL  
EVERYONE  
IS HERE. IT  
WON'T BE  
LONG!

AHH! HERE COMES  
MYSTERIO NOW!  
WE NEED WAIT FOR  
ONLY TWO MORE!



LOOK...IF  
NONE OF US  
WAS ABLE TO  
DEFEAT SPIDER-  
MAN **BEFORE**,  
WHAT MAKES  
YOU THINK WE  
CAN DO IT  
NOW?

USE YOUR HEAD,  
ELECTRO! EACH  
OF US ALMOST  
BEAT HIM, ALL  
ALONE! WORKING  
TOGETHER,  
HOW CAN WE  
FAIL??

KRAVEN THE  
HUNTER IS  
RIGHT! BESIDES  
I'VE GOT A  
FOOL-PROOF  
PLAN ALL  
WORKED OUT!



BUT, LET US LEAVE THE GATHERING OF SUPER-VILLAINS  
FOR A MOMENT! THE NEXT DAY, ON A STREET IN FOREST  
HILLS, PETER PARKER'S SPIDER SENSE DETECTS  
SOMETHING FRIGHTENING ABOUT A PASSING STRANGER!

I FEEL A STRONG,  
ALARMING TINGLE!  
IT'S CAUSED BY THAT  
MAN WHO PASSED BY!  
I'D BETTER INVESTIGATE!  
... IT COULD MEAN...

PARKER! I'VE BEEN LOOKIN'  
FOR YOU! YOU'RE NOT GONNA  
GET AWAY FROM ME THIS  
TIME!

OH, NO!! OF ALL  
TIMES FOR  
FLASH TO  
COME LOOKING  
FOR TROUBLE!



I SAW YOU WALKIN' HOME FROM  
SCHOOL WITH LIZ YESTERDAY! I'M  
THROUGH WARNIN' YOU TO KEEP  
AWAY FROM MY GIRL NOW, PUNY  
PARKER! IT'S TIME YOU LEARNED A  
LESSON YOU'LL UNDERSTAND!

YOU TELL  
'IM, FLASH!

LET 'IM HAVE IT,  
FLASH!

LOOK, BIRD-  
BRAIN! THE ONLY  
LESSON A MEAT-  
HEAD LIKE YOU  
COULD TEACH  
IS A LESSON IN  
STUPIDITY! NOW  
GET LOST...



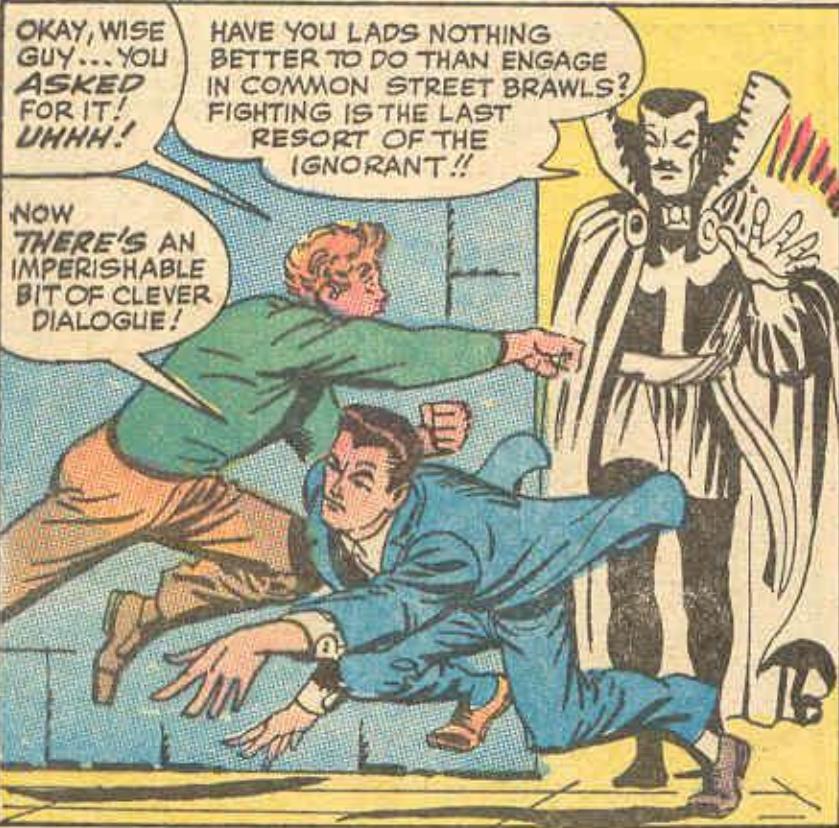
OKAY, WISE GUY... YOU ASKED FOR IT! UHHH!

HAVE YOU LADS NOTHING BETTER TO DO THAN ENGAGE IN COMMON STREET BRAWLS? FIGHTING IS THE LAST RESORT OF THE IGNORANT!!

NOW THERE'S AN IMPERISHABLE BIT OF CLEVER DIALOGUE!

LOOK OUT, MISTER! I CAN'T STOP MY PUNCH IN TIME... YAAAAA!! I - I WENT RIGHT THROUGH HIM!!

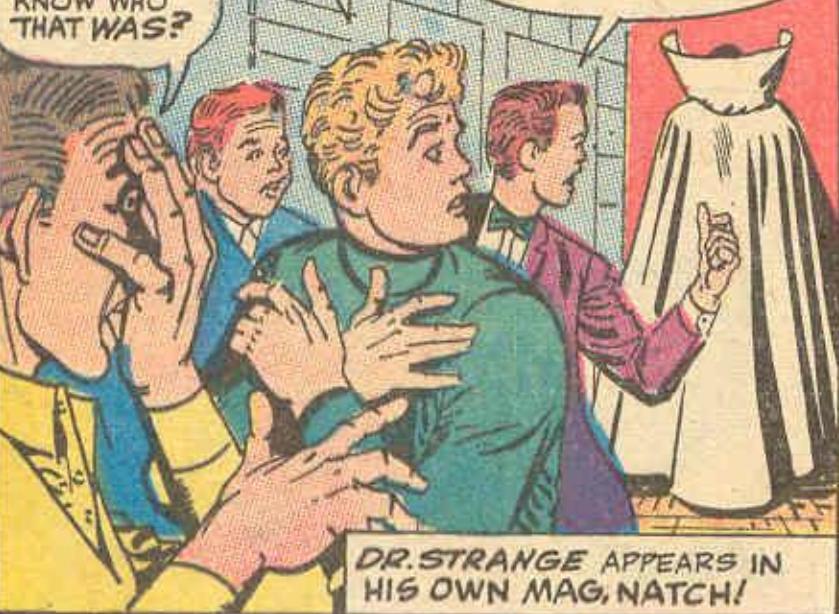
DO NOT BE ALARMED! THIS IS ONLY MY ECTOPLASMIC SPIRIT FORM YOU SEE BEFORE YOU! MY PHYSICAL SELF IS SAFELY AT HOME, IN MY STUDY!!



WOW! I NEVER THOUGHT I'D SEE HIM FOR REAL! DO YOU KNOW WHO THAT WAS?

I THINK SO! B-BUT I ALWAYS THOUGHT HE WAS JUST SOME PHONY MAGAZINE HERO!

THERE'S NOTHING PHONY ABOUT THAT CHARACTER! THAT WAS DR. STRANGE, IN THE FLESH! OR... I GUESS WE SHOULD SAY, NOT IN THE FLESH!!



MEANWHILE, PETER PARKER HAS TAKEN ADVANTAGE OF THE SUDDEN INTERRUPTION TO MAKE ONE OF THE MOST DRAMATIC CHANGES IN ALL OF ADVENTUREDOM...



THE AURA OF VILLAINY WHICH HE EXUDES IS ALMOST TOO STRONG TO BEAR! WHOEVER HE IS, HE REPRESENTS A GRAVE DANGER! I'D BETTER TACKLE HIM NOW!

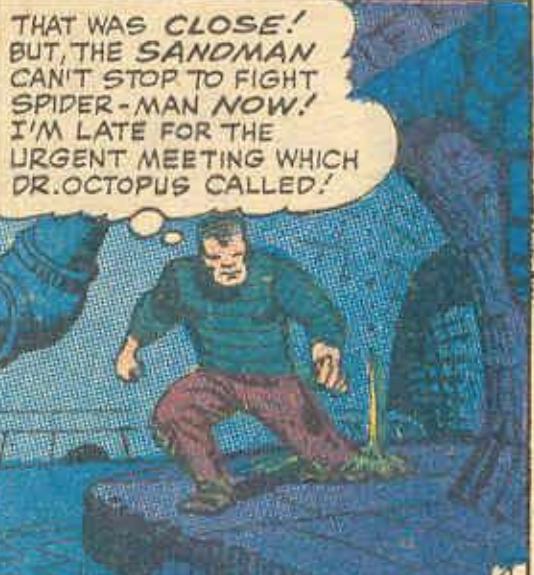


HOLD IT, MISTER! I WANT TO TALK WITH... HUH??!!  
THERE'S NOTHING HERE!! JUST AN EMPTY SUIT OF CLOTHES!! BUT... HOW??!!



BUT, IF SPIDEY HAD BEEN ABLE TO PEER BENEATH THE TINY CRACKS IN THE GRATING BELOW THE EMPTY GARMENTS, HE'D HAVE SEEN ONE OF THE STRANGEST CRIMINALS OF ALL TIME RE-FORMING HIS BODY PARTICLES INTO NORMAL SHAPE ONCE MORE!

THAT WAS CLOSE! BUT, THE SANDMAN CAN'T STOP TO FIGHT SPIDER-MAN NOW! I'M LATE FOR THE URGENT MEETING WHICH DR. OCTOPUS CALLED!



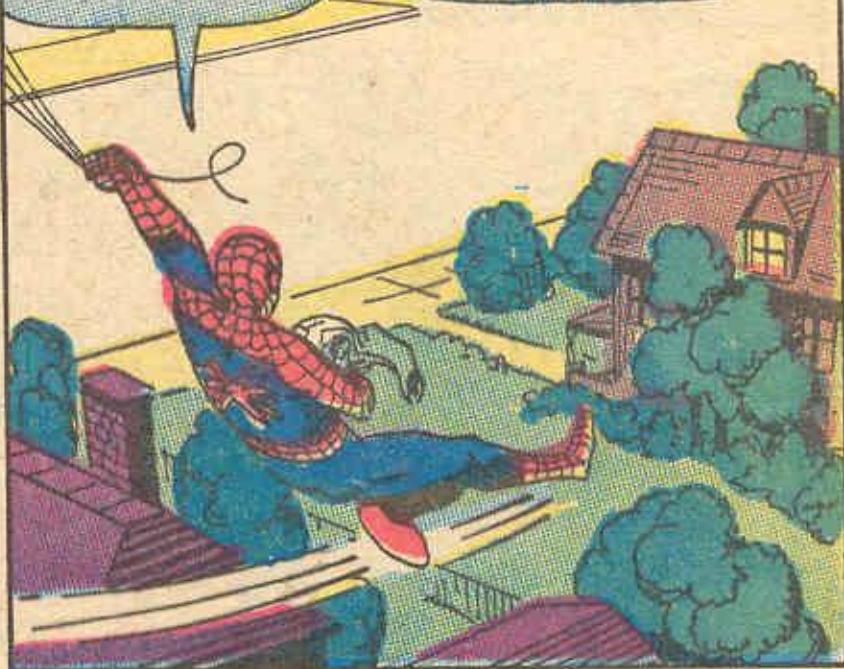
MOMENTS LATER ...

MY SPIDER SENSE  
INDICATES THAT THE  
ONE I'M AFTER IS DOWN  
HERE SOMEWHERE!  
BUT HE HAS TOO MUCH  
OF A HEAD START...TOO  
MANY TUNNELS! I  
WONDER WHO HE COULD  
HAVE BEEN ??



I'D BETTER GET HOME  
NOW! IT'S ALMOST  
DINNER TIME, AND I  
DON'T WANT TO  
WORRY AUNT MAY!

SAY, THAT'S STRANGE!  
THERE'S A LIGHT ON IN THE  
ATTIC! WHY WOULD SHE  
BE UP THERE?



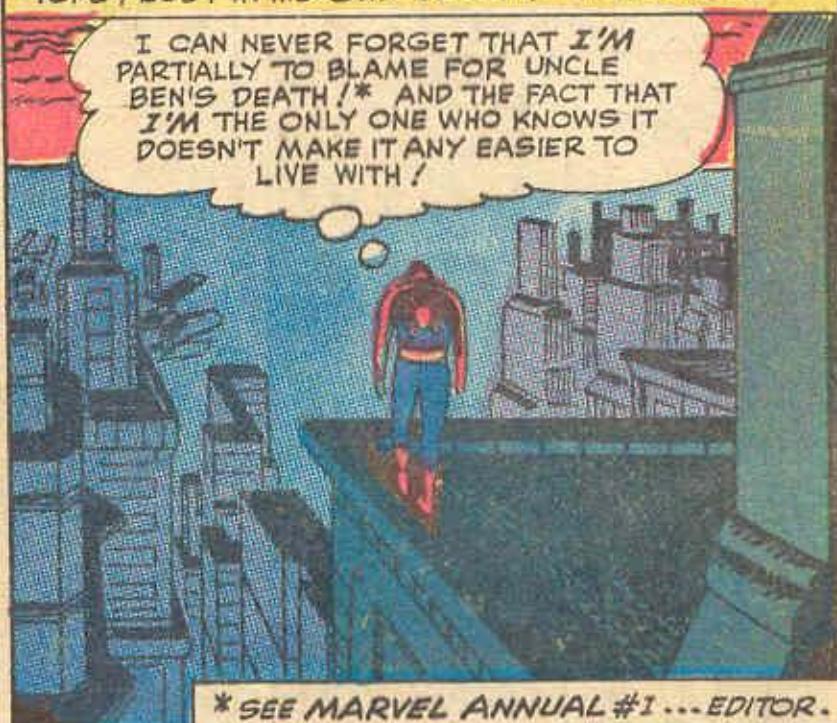
SHE OPENED UNCLE  
BEN'S TRUNK!...  
LOOKING AT HIS OLD  
LETTERS AND  
PHOTOS! GOSH!

I HATE TO SEE HER  
WEEP THAT WAY! I GUESS  
SHE NEVER REALLY GOT  
OVER UNCLE BEN'S DEATH  
AT THE HANDS OF THAT  
BURGLAR MONTHS  
AGO!



TURNING FROM THE WINDOW WITH A HEAVY HEART,  
SPIDER-MAN WALKS AIMLESSLY ALONG THE ROOF-  
TOPS, LOST IN HIS OWN GLOOMY THOUGHTS...

I CAN NEVER FORGET THAT I'M  
PARTIALLY TO BLAME FOR UNCLE  
BEN'S DEATH!\* AND THE FACT THAT  
I'M THE ONLY ONE WHO KNOWS IT  
DOESN'T MAKE IT ANY EASIER TO  
LIVE WITH!



\* SEE MARVEL ANNUAL #1 ... EDITOR.

HE WAS ALWAYS SO GOOD TO ME... SUCH A  
REAL PAL! WE WENT EVERYWHERE! HE LOVED  
ME LIKE HIS OWN SON! HE WANTED ME TO  
BE SOMEONE!



"I STILL REMEMBER THAT TERRIBLE DAY! I HADN'T  
BEEN SPIDER-MAN FOR VERY LONG, AND I DIDN'T  
WANT TO WASTE MY POWERS! I REMEMBER HOW  
I STOOD CALMLY BY WHEN I MIGHT HAVE HELPED  
TO CATCH AN ESCAPING CRIMINAL!"

STOP HIM! IF HE MAKES IT TO THE ELEVATOR,  
HE'LL GET AWAY!

WHY SHOULD  
I BUTT IN?



IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WHY HADN'T I STOPPED HIM ?? WHY? WHY??

AND NOW, NO MATTER WHAT I DO... NO MATTER HOW GREAT MY SPIDER POWERS ARE, I CAN NEVER UNDO THAT TRAGIC MISTAKE! I CAN NEVER COMPLETELY FORGIVE MYSELF!

SOMETIMES I HATE MY SPIDER-MAN POWERS! SOMETIMES I WISH I WERE JUST LIKE ANY NORMAL TEEN-AGER! IF ONLY IT HAD NEVER HAPPENED!



BUT THEN, SUDDENLY, SURPRISINGLY, THE SURE-FOOTED ADVENTURER LOSES HIS BALANCE, AND...

WHA...??  
I TRIPPED!!



IT'S IMPOSSIBLE!  
IT NEVER HAPPENED  
BEFORE!! I CAN'T  
TRIP!! I CAN'T---!!



PERHAPS I  
WAS JUST  
TOO CARE-  
LESS! SO  
WRAPPED  
IN THOUGHT  
THAT I FOR-  
GOT I WAS  
AT THE  
ROOF'S  
EDGE!!



BUT THEN, HE RECEIVES ANOTHER SHOCK...

OH, NO! I CAN HARDLY HOLD ON TO THE FLAGPOLE!! WHAT HAPPENED TO MY STRENGTH... TO MY AGILITY???



I NEVER BELIEVED  
IT COULD HAPPEN...  
BUT IT HAS! SOME-  
HOW, WITHOUT WARNING...  
I'VE LOST MY SPIDER  
POWERS!!



PERHAPS IT'S ALL FOR THE  
BEST! NOW I CAN NEVER  
HURT ANYONE AGAIN! I  
WON'T HAVE A SECRET I  
MUST ALWAYS PROTECT!  
I'LL BE ABLE TO LIVE A  
NORMAL LIFE!



BUT I CAN'T HOLD  
ON TO THIS POLE  
FOREVER! HOW  
WILL I GET DOWN  
FROM HERE??

THERE'S THE FANTASTIC FOUR... IN THEIR FANTASTI-CAR!! THEY SEE ME!! B-BUT THEY'RE FLYING RIGHT PAST ME!!

LOOK, REED! THERE'S THAT SWELL-HEADED SPIDER-MAN SHOWING OFF FOR THE PUBLIC, AS USUAL!!

THIS TOWN'S CRAWLIN' WITH SUPER-HEROES! PRETTY SOON YOU'LL NEED A PROGRAM TO TELL ONE FROM THE OTHER!

WE'D BETTER NOT INTERFERE! HE'S A REAL LONE WOLF!

DON'T WORRY, BEN! PEOPLE WILL ALWAYS BE ABLE TO RECOGNIZE YOU!

THE FANTASTIC FOUR APPEAR EACH MONTH IN THEIR OWN FEATURE-LENGTH MAGAZINE!

WELL, I'VE GOT TO TRY TO MAKE IT... TO THE LEDGE! MUSTN'T LET GO! ONE SLIP WILL BE CURTAINS! JUST A LITTLE FURTHER... ALMOST THERE...

MADE IT! NOW TO FIND AN OPEN WINDOW!! MUSTN'T LOOK DOWN... I'LL HUG THE WALL AND KEEP INCHING FORWARD!

FINALLY, AFTER A SUSPENSEFUL FEW MINUTES, THE COSTUMED TEEN-AGER REACHES AN OPEN WINDOW, AND THEN...

I'VE GOT TO GET HOME NOW, AS FAST AS I CAN!

BUT I MUSTN'T BE SEEN! WITHOUT MY SPIDER POWERS IT WOULD BE TOO EASY FOR SOMEONE TO TRAP ME AND SUCCEED IN UN-MASKING ME!!

AND SO, IT TAKES THE ONCE-MIGHTY SPIDER-MAN ALMOST AN HOUR TO MAKE A JOURNEY WHICH, JUST A SHORT TIME EARLIER, HE WOULD HAVE COMPLETED IN LESS THAN THREE MINUTES BY EFFORTLESS ROOFTOP TRAVEL! THEN, AFTER CHANGING CLOTHES...

YOU LOOK PALE, DEAR! IS ANYTHING WRONG?

NO, AUNT MAY! I GUESS I'VE JUST BEEN STUDYING TOO HARD!

WHY DON'T YOU LIE DOWN FOR A WHILE, PETER? I'LL BRING YOUR DINNER UP TO YOU!

THANKS, AUNT MAY! I WILL!

AFTER TODAY, I'LL NEVER HAVE TO KEEP THE TRUTH FROM HER AGAIN! NO MORE DECEPTION AS SPIDER-MAN!

IT ALL HAPPENED SO FAST... SO UNEXPECTEDLY! I ALWAYS WISHED I WERE JUST A NORMAL TEEN-AGER AGAIN... BUT NOW, WHAT NEXT? WHAT DO I DO WITH MY LIFE??

MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!

NOW THAT WE'RE ALL HERE, WELL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!

SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, SANDMAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN! HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!

WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND ATTACK HIM! NOW!

HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!

PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!

OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW BE QUIET, ALL OF YOU. I HAVE IT ALL FIGURED OUT!

I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!

BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!

KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!

BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??

I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!

NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!

WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!

GOOD! ACTION AT LAST!

ON EACH OF YOUR CARDS I HAVE WRITTEN A LOCATION! IT IS THE PLACE WHERE YOU WILL BATTLE OUR COMMON ENEMY... AND EACH LOCATION IS BEST SUITED FOR YOUR PARTICULAR TALENTS! I HAVE LEFT NOTHING TO CHANCE, AS YOU SHALL SEE!

SPIDER-MAN WILL HAVE NO CHOICE! HE WILL HAVE TO FIGHT ONE AFTER ANOTHER... AND EACH ONE OF US WILL WEAKEN HIM A LITTLE BIT MORE, SO HIS CHANCES WILL GROW SLIMMER AFTER EACH BATTLE!

IF I'M THE FIRST, THERE WILL BE NO FURTHER BATTLES!

ENOUGH TALK! LET'S LOOK AT THE CARDS!



THE NEXT DAY, AN UNSUSPECTING PETER PARKER LISTLESSLY TOYS WITH HIS BREAKFAST...

PETER, YOU'VE HARDLY TOUCHED YOUR EGGS! SOMETHING MUST BE TROUBLING YOU!

I'M SORRY, AUNT MAY! I'M JUST NOT HUNGRY, THAT'S ALL! THERE'S NOTHING FOR YOU TO WORRY ABOUT... HONEST!



I'VE CAUSED YOU ENOUGH WORRY IN THE PAST! I COULDN'T BEAR TO CAUSE YOU ANY MORE!

PERHAPS YOU SHOULD STAY HOME TODAY, DEAR? IT MAY BE A TOUCH OF VIRUS!

NO, I FEEL FINE... REALLY! I THINK I JUST NEED SOME EXERCISE! I'LL GO FOR A WALK!



THE POOR BOY! HE CAN'T FOOL ME! SOMETHING IS BOthering HIM! IF ONLY I COULD HELP HIM!

BUT BOYS ARE SO RELUCTANT TO CONFIDE IN OLDER PEOPLE! IF ONLY THEY'D REALIZE WE UNDERSTAND MORE THAN THEY THINK!



IT CAN'T HAVE ANYTHING TO DO WITH SCHOOL! HE'S THE TOP STUDENT IN HIS CLASS!

PERHAPS IT'S THAT GIRL HE'S BEEN SEEING... BETTY BRANT! I WONDER IF ANYTHING IS WRONG BETWEEN THEM?

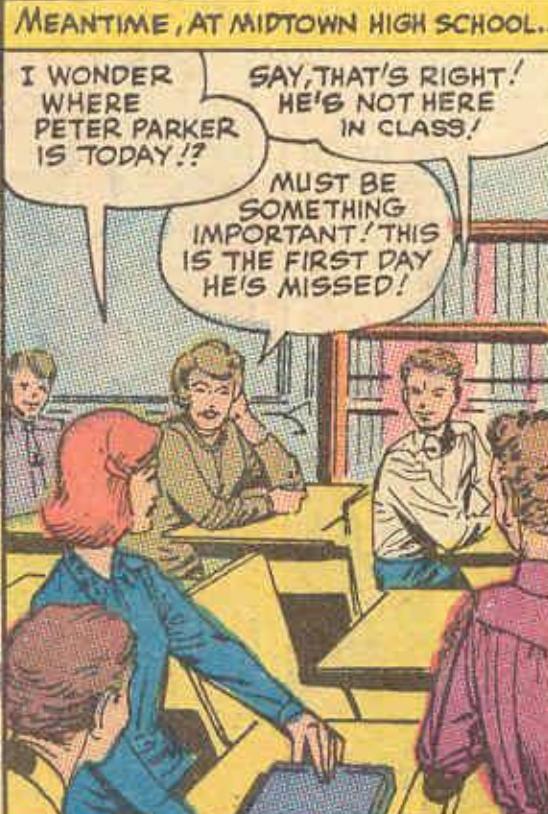


MEANTIME, AT MIDTOWN HIGH SCHOOL...

I WONDER WHERE PETER PARKER IS TODAY??

SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!

MUST BE SOMETHING IMPORTANT! THIS IS THE FIRST DAY HE'S MISSED!



IF YOU ASK ME, IT'S BECAUSE I SCARED THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!

FLASH THOMPSON, I DON'T BELIEVE YOU! YOU COULDN'T...!



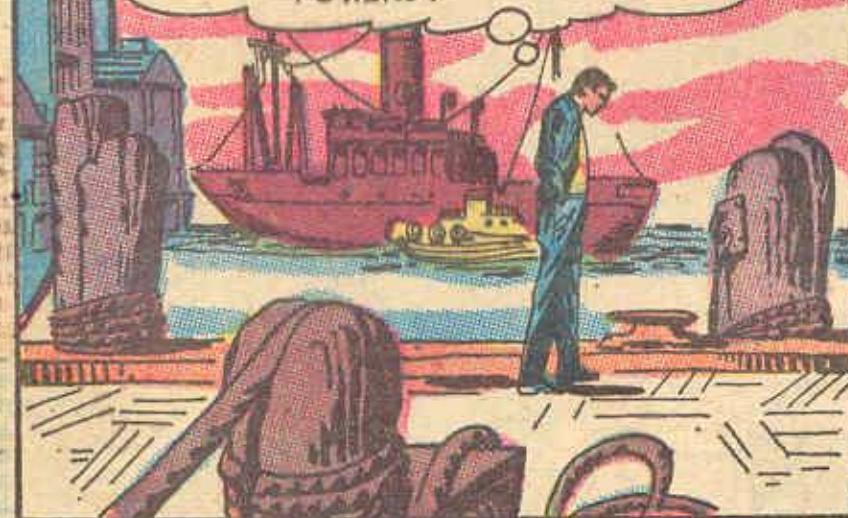
SURE I COULD, DOLLFACE! I KNEW YOU REALLY DIDN'T WANT PUNY PARKER BOthering YOU, BUT YOU WERE TOO SOFT-HEARTED TO TELL HIM SO!

OH! OF ALL THE BRAINLESS, BRASH, CONCEITED BOYS I'VE EVER MET...



BUT, SO CONFUSED IS PETER PARKER... SO HEAVY IS THE FIT OF DEPRESSION THAT HANGS OVER HIM, THAT HE HAS COMPLETELY FORGOTTEN ABOUT EVERYTHING... SAVE HIS OWN MYSTIFYING PROBLEM...

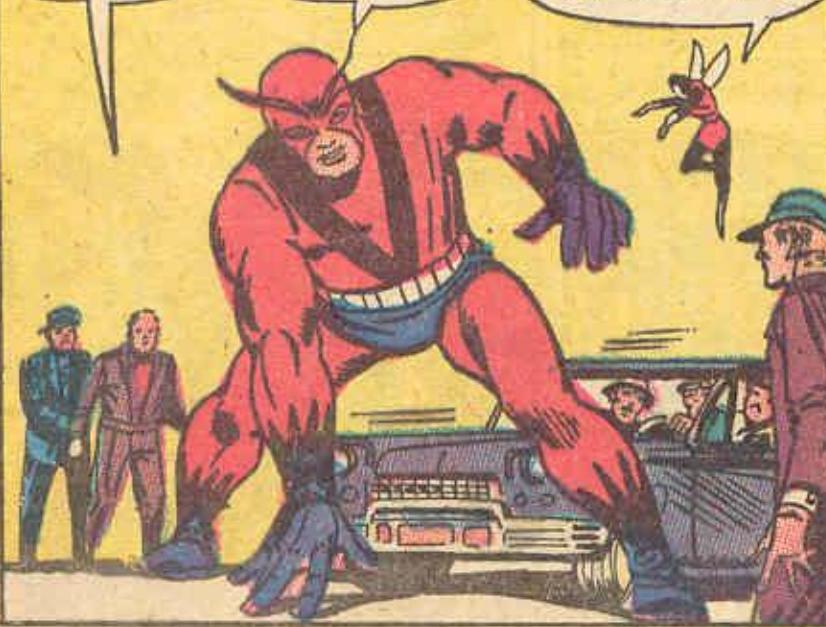
I'VE GOT TO GET USED TO A NORMAL, EVERYDAY LIFE AGAIN! I'LL GIVE UP MY ASSIGNMENT AS PART-TIME PHOTOGRAPHER FOR MR. JAMESON... CAN'T TAKE THE KIND OF CRIME PICTURES HE WANTS WITHOUT MY SPIDER-MAN POWERS!



IT'S GIANT-MAN... AND THE WASP! THEY'VE TRAPPED A GANG OF CRIMINALS!

ALL RIGHT, BOYS... THE PARTY'S OVER! BETTER PHONE FOR THE POLICE, WASP!

OKAY, BLUE EYES, BUT THIS TIME LET'S USE YOUR DIME! YOU ALWAYS FORGET TO PAY ME BACK FOR THOSE PHONE CALLS!



AND BACK AT PETER'S HOUSE...

WHY, NO, MRS. PARKER! PETER DIDN'T COME TO SCHOOL TODAY! WE THOUGHT HE WAS HOME... WITH YOU!

OH, DEAR! NOW I JUST KNOW SOMETHING IS WRONG! HE'S NEVER PLAYED HOOKEY BEFORE! IT MUST HAVE SOMETHING TO DO WITH THAT BETTY BRANT!



MAYBE I CAN EVEN FIND THE COURAGE TO TELL BETTY THE TRUTH ABOUT MYSELF! AFTER ALL, WHAT HARM CAN IT DO NOW?

HEY, LOOK! DO YOU SEE WHAT I SEE?

WOW! I NEVER EXPECTED TO SEE THEM IN REAL LIFE!

HURRY! LET'S GET A BETTER LOOK AT THEM!



BUT, AS THE CROWD GATHERS AROUND THE TOWERING CRIME-FIGHTER...

A FEW DAYS AGO I'D HAVE BEEN RIGHT IN THE CENTER OF THINGS! BUT NOW, I DON'T EVEN WANT TO BE NEAR ANY CRIMINALS!



GIANT-MAN AND THE WASP APPEAR IN THE AVENGERS--MORE OR LESS!

AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE DAILY BUGLE BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF COURSE YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!

WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT WITH HER?

WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM BOTH IF WE HAVE TO! LET'S GO!

AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING ON THERE?!

SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO?? I'D SWEAR THAT'S THE SANDMAN... WITH ELECTRO INSIDE!

WAIT! COME BACK! STOP!!

NO USE! THEY'VE GONE! BUT... WHERE?!

MINUTES LATER...

THEY'RE HERE! ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT TO DO!

AH, MISS BRANT! COME IN! I'VE BEEN EXPECTING YOU! AND WHO IS THAT CHARMING LADY WITH YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... DOCTOR OCTOPUS! WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!

YOU MEAN YOU HAVEN'T HEARD OF HIM? DON'T LET HIS LOOKS DECEIVE YOU, MRS. PARKER!

NOW, NOW, DEAR... WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

SIT DOWN, PLEASE... MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO?! IT DOESN'T SOUND POSSIBLE!

OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL ME WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!

CONTINUED AFTER NEXT PAGE

SUDDENLY, A WICKED-LOOKING WINGED FORM APPEARS OUTSIDE THE WINDOW...

I HAVE A MESSAGE FOR SPIDER-MAN!

THE SINISTER SIX HAVE CAPTURED BETTY BRANT! IF HE WANTS HER, HE'LL HAVE TO COME AND GET HER!

THE SINISTER SIX???

BUT HOW THE DICKENS AM I SUPPOSED TO TELL SPIDER-MAN ???

PUT A NOTICE IN YOUR PAPER! HE'S SURE TO READ IT! TELL HIM HE MUST GO TO THE STARK ELECTRIC PLANT... BUILDING #4!

ALL RIGHT, I'LL DO IT! BUT TAKE GOOD CARE OF MISS BRANT! GOOD SECRETARIES ARE HARD TO FIND NOWADAYS!

EVERYTHING'S FALLING IN PLACE! SIX OF MY OLD ENEMIES HAVE BANDED TOGETHER TO TRAP ME! THEY KNOW I WAS WILLING TO FIGHT FOR BETTY BRANT TWICE BEFORE!\*

\* SPIDER-MAN #11 AND #12..ED.

BUT WHAT CAN I DO NOW?? WHAT GOOD AM I WITHOUT MY SPIDER-POWERS ?? HOW CAN I SAVE HER THIS TIME??

REMEMBER! SEE THAT SPIDER-MAN GETS OUR MESSAGE! ...OR WE'LL HOLD YOU ACCOUNTABLE!

I'LL PRINT IT IN MY PAPER, LIKE YOU ASK! BUT I CAN'T EVEN SWEAR THAT HE KNOWS HOW TO READ!

MY NEXT EDITION WON'T BE OUT FOR HOURS! MAYBE I CAN NOTIFY SPIDER-MAN FASTER BY CONTACTING SOME OF THE OTHER COSTUMED CLOWNS IN TOWN! THEY PROBABLY ALL BELONG TO THE SAME CLUB!

BUT IF THE SINISTER SIX ARE HOLDING AUNT MAY ALSO, WHAT WILL THE SHOCK DO TO HER! SHE'S JUST A FRAIL OLD WOMAN! I'VE GOT TO DO SOMETHING... BUT WHAT?!

OPERATOR! GET ME THE FANTASTIC FOUR! HOW SHOULD I KNOW? LOOK IN THE PHONE BOOK!

THEN, ACROSS TOWN, IN THE WORLD'S MOST FAMOUS SKYSCRAPER HEADQUARTERS...

SPIDER-MAN? NO, WE HAVEN'T SEEN HIM SINCE YESTERDAY WHEN HE WAS SITTING ON A FLAGPOLE OVER ON MADISON AVENUE! HOW DO I KNOW WHAT HE WAS DOING ON A FLAGPOLE?!

IF SOMEONE'S LOOKIN' FOR SPIDER-MAN, TRY THE AVENGERS! THOSE CORNBALLS ARE ALWAYS KEEPIN' TABS ON EVERYBODY!

WHAT'S WITH OL' WEB-HEAD LATELY? ALL OF A SUDDEN HE'S BECOME MR. POPULAR!

NEXT, AN ELECTRONIC CIRCUIT IS ACTIVATED AT AVENGERS HEADQUARTERS, AND...

SORRY, I NEVER EVEN MET SPIDER-

I DON'T KNOW WHAT IT'S ALL ABOUT, BUT IT MIGHT BE IMPORTANT, CAP!

MAN! AND NONE OF MY TEAMMATES ARE HERE AT THE MOMENT!

CAPTAIN AMERICA APPEARS EACH MONTH IN HIS OWN MAG!

SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE HUMAN TORCH! IT'S FOR SPIDER-MAN!

IGNORE IT! IT DOES NOT CONCERN US! CONTINUE WITH YOUR TRAINING PROGRAM!

SFT  
CO  
F



THE X-MEN APPEAR MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES... LET ALONE SIX OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF ... FOR THEIR SAKE!



AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

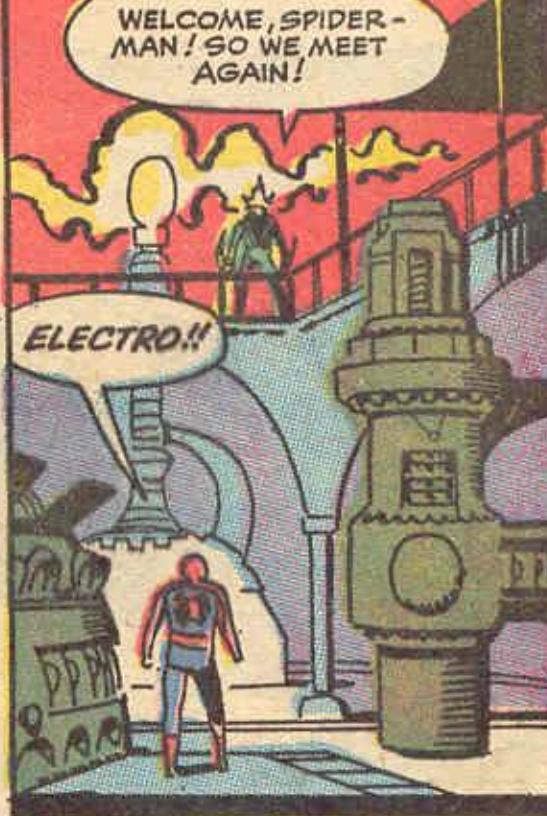


LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??



WELCOME, SPIDER-MAN! SO WE MEET AGAIN!



THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT ME TO GET IT!!



AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

HE'S HURLING AN ELECTRIC BOLT AT ME!

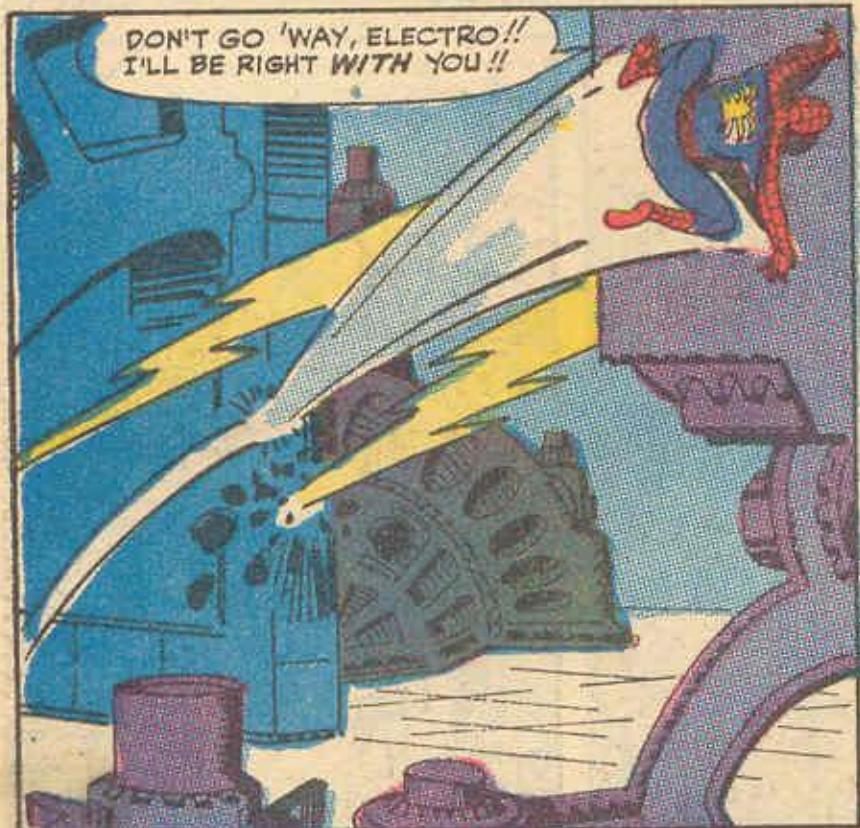
NO! NO!  
DON'T...  
STOP!!



A SPLIT-SECOND LATER, A STARTLING  
REALIZATION DAWNS UPON THE AMAZING  
TEEN-AGER ...

I'M STILL ALIVE!! I  
DODGED HIS BOLT!  
BUT... NOBODY WITHOUT  
SUPER POWERS CAN DO  
THAT!! THAT CAN  
ONLY MEAN ONE  
THING...

MY POWERS HAVE  
RETURNED TO ME!!  
I HAVEN'T LOST THEM!!  
I'M STILL SPIDER-  
MAN!





AND NOW, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!



PLEASANT DREAMS, SWEETIE! JUST WAIT HERE FOR THE POLICE LIKE A GOOD KID WHILE I RELIEVE YOU OF THIS LITTLE CARD!

UH-OH! I'D BETTER GET GOING NOW! I HEAR SOMEONE COMING! BUT WHO CAN IT BE? IT'S A FUNNY SOUND... LIKE IRON CLANGING ALONG!!

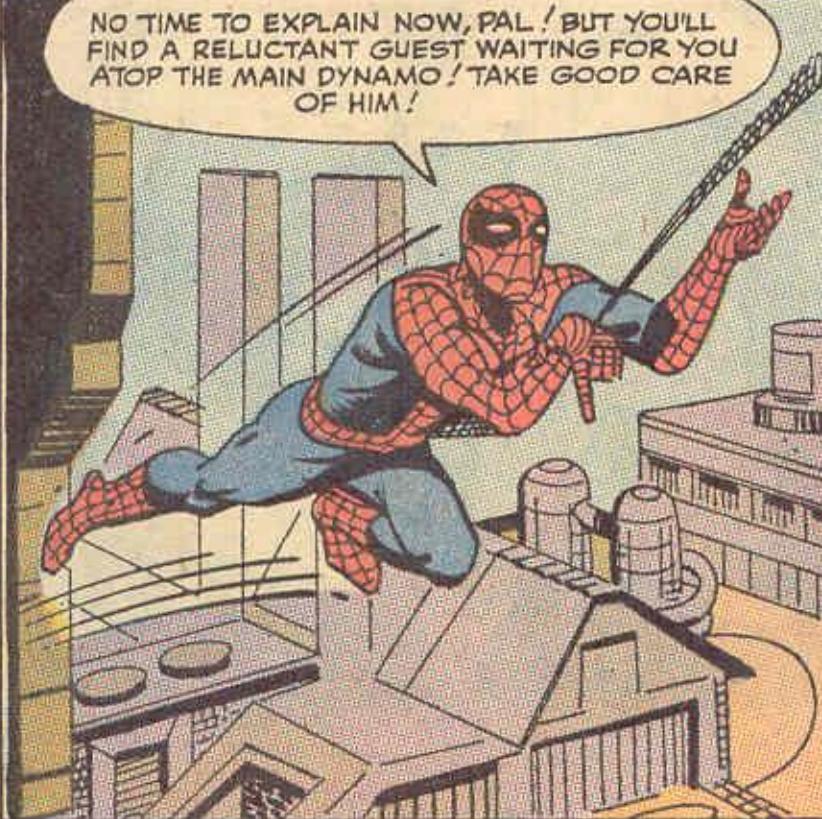
IRON MAN!! I SHOULD HAVE GUESSED! YOU'RE MR. STARK'S BODY-GUARD, AREN'T YOU?

THAT'S RIGHT, SPIDER-MAN! WHAT WAS ALL THAT RUCKUS I HEARD? WHAT'S GOING ON HERE??



TONY STARK'S IRON-CLAD ALTER-EGO APPEARS MONTHLY IN IRON MAN!

NO TIME TO EXPLAIN NOW, PAL! BUT YOU'LL FIND A RELUCTANT GUEST WAITING FOR YOU ATOP THE MAIN DYNAMO! TAKE GOOD CARE OF HIM!



MEANWHILE, J. JONAH JAMESON GROWS MORE WORRIED BY THE MINUTE...

ANY TRACE OF SPIDER-MAN YET? IF HE ISN'T FOUND, THERE'S NO TELLING WHAT THE SINISTER SIX WILL DO TO ME!!

SORRY, MR. JAMESON! WE HAVEN'T LOCATED HIM YET! YOU'D BETTER CALL THE POLICE!

TELL THAT NUT TO HANG UP! THIS AIN'T THE MISSING PERSONS BUREAU!



THEN, AFTER PUTTING DOWN THE PHONE...

I'M EXPECTING A VISITOR LATER! SEE THAT I'M NOT DISTURBED! AND I BETTER NOT FIND OUT YOU'RE GOOFING OFF WHILE I'M IN THERE, UNDERSTAND?

YESSIR, MR. JAMESON!

GO FRY YOUR HAT, YOU OLD SKIN-FLINT!



MEANWHILE, SPIDEY HEADS FOR HIS SECOND UNKNOWN OPPONENT...

THIS IS THE PLACE... JUST ACROSS THE BAY FROM THE WORLD'S FAIR! I WONDER WHAT I'LL FIND HERE?





WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

MISSED ME, ALL THREE OF YOU!! THAT DOES IT, KRAVEN! YOU HAD YOUR CHANCE! WITH SPIDER-MAN, THERE AREN'T ANY SECOND TRIES!



HE'S HOLDING MY PETS OFF WITH THAT BLASTED WEBBING OF HIS! I'VE GOT TO ESCAPE WHILE I CAN!

RUNNING OFF SO SOON, KRAVEN? HOPE I HAVEN'T BORED YOU TOO MUCH!!

BUT, NOW THAT THE FIGHT HAS GONE OUT OF YOUR TWO LITTLE PUSSY CATS...

WHAT'S HE UP TO NOW? I'VE NEVER SEEN ANYONE MOVE SO FAST... OR FIGHT SO SAVAGELY! HE'S LIKE A WHIRLWIND UNLEASHED!



BOY, I FEEL LIKE A MILLION BUCKS!  
I REALIZE NOW THAT I NEVER  
LOST MY SPIDER POWERS...I JUST  
IMAGINED I DID!

IT WAS ALL  
PSYCHO -  
SOMATIC,  
BROUGHT ON BY  
A DEEP-ROOTED  
FEELING OF  
GUILT DUE TO  
UNCLE BEN'S  
DEATH!

WHAT'S  
THAT...?  
A CIRCLE  
OF FLAME  
BELOW ME!

WELL, IT'S  
NOTHING FOR  
SPIDER-MAN  
TO WORRY  
ABOUT...

ONE QUICK  
AND EASY  
FLIP-OVER  
AND I MISS  
IT BY A MILE!

SPIDER-MAN!! HOLD IT, YOU  
JACK-RABBIT!! I WANNA TALK  
TO YOU!!

THE HUMAN TORCH  
I SHOULD HAVE KNOWN!  
BEAT IT, LOUDMOUTH!  
I'M BUSY!

NO! WAIT.. I'VE GOT SOMETHING TO TELL ...YEOW!  
CUT IT OUT!!

CAN'T YOU TAKE A  
HINT, YOU FLAMING  
FREAK! I HAVEN'T  
TIME TO GIVE OUT  
AUTOGRAPHS  
TODAY...NOW  
GET LOST!

THE HUMAN TORCH APPEARS  
MONTHLY IN FANTASTIC FOUR!

BOY! SOMETIMES I  
WISH YOU'D REALLY TURN  
BAD, SO I COULD LET YOU  
HAVE IT WITHOUT PULLIN' ANY  
PUNCHES!! ANYWAY, THIS  
LITTLE FLAME BLANKET  
OUGHT TO HOLD YOU STILL  
FOR A MINUTE!

ARE YOU KIDDIN'?? NO  
HUMAN MATCHSTICK  
CAN PUT THE KIBOSH  
ON ME!!

= WHEW! =  
AND THEY SAY  
I'M MULE -  
HEADED! LOOK,  
ALL I WANNA  
DO IS TELL  
YOU SOMETHING!!  
YOU'RE HARDER  
TO SEE THAN THE  
PRESIDENT!

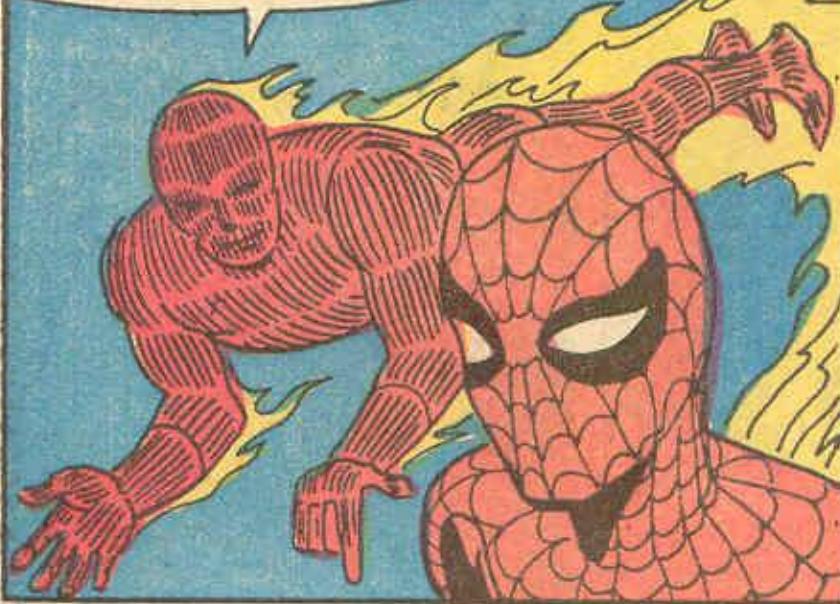
OKAY, HOTHEAD, TALK FAST! BUT IF IT'S A TRICK, I'LL  
RIP OPEN THIS WATER TANK AND TURN YOU INTO  
A PILE OF SOGGY ASHES!

RELAX, PEABRAIN! I HEARD  
YOU WERE IN TROUBLE... EVERYONE'S  
LOOKIN' FOR YOU... THEY SAY YOU'RE  
UP AGAINST IMPOSSIBLE ODDS!

SO I  
THOUGHT  
YOU COULD  
USE SOME  
HELP!

I'LL ADMIT YOU'RE NOT THE PERSON I'D LIKE MOST TO BE STUCK ON A DESERT ISLE WITH, BUT SEEIN' AS HOW WE'RE BOTH SORT OF IN THE SAME LINE OF WORK, I FIGURED MAYBE I COULD LEND A HAND!

OH, IS THAT IT? WELL, I'M SORRY I BLEW UP THE WAY I DID, TORCH!



BUT THIS FIGHT OF MINE IS PRETTY PERSONAL ... SO I'LL HANDLE IT ALONE!!

OKAY, GUY, IF THAT'S HOW YOU WANT IT! ROTS OF RUCK!



MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...

HMM... SO SPIDER-MAN GOT PAST HIS SECOND OBSTACLE, ALSO! WELL, WE'LL HAVE TO BE EVEN MORE CAREFUL FROM NOW ON!!



SORRY I'VE BEEN SUCH A POOR HOST, NEGLECTING YOU CHARMING LADIES THIS WAY... BUT I'VE HAD SOME VERY URGENT MATTERS TO ATTEND TO! AND NOW, I HOPE YOU'LL LIKE THIS DANISH PASTRY WITH YOUR COFFEE!

SUCH A CHARMING GENTLEMAN! IT'S A PLEASURE TO MEET SOMEONE WITH SUCH GOOD MANNERS NOWADAYS!



AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!

THIS IS THE THIRD ADDRESS I'M SUPPOSED TO... WAIT! THE X-MEN! BUT... HOW CAN THIS BE??



HOLD IT, YOU GUYS!! WAIT...! IT'S A MISTAKE! I MUST HAVE COME TO THE WRONG ADDRESS! LOOK OUT!

I DON'T GET IT! CYCLOPS IS BLASTING MY WEB WITHOUT GIVING ME A CHANCE TO EXPLAIN!!



AND THEN...THE SECOND STARTLING SHOCK!

HOLY SMOKE!  
THEY'RE NOT THE REAL X-MEN, AT ALL!!

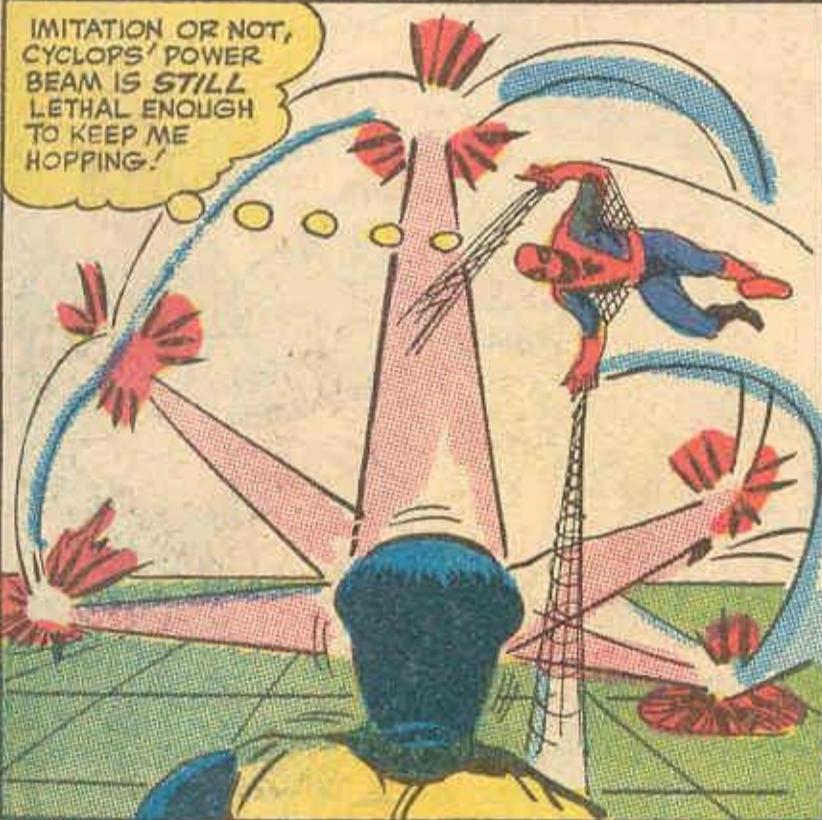
THEY'RE JUST A BUNCH OF HIGHLY DEVELOPED ROBOTS!



BUT WHOEVER CREATED THEM MADE THEM ALMOST AS DANGEROUS AS THE ORIGINALS!



IMITATION OR NOT, CYCLOPS' POWER BEAM IS STILL LETHAL ENOUGH TO KEEP ME HOPPING!



THAT DOES IT! HE CAN'T DO ANY MORE DAMAGE WITH HIS EYES IF MY WEBBING HOLDS HIM OFF BALANCE THAT WAY!!



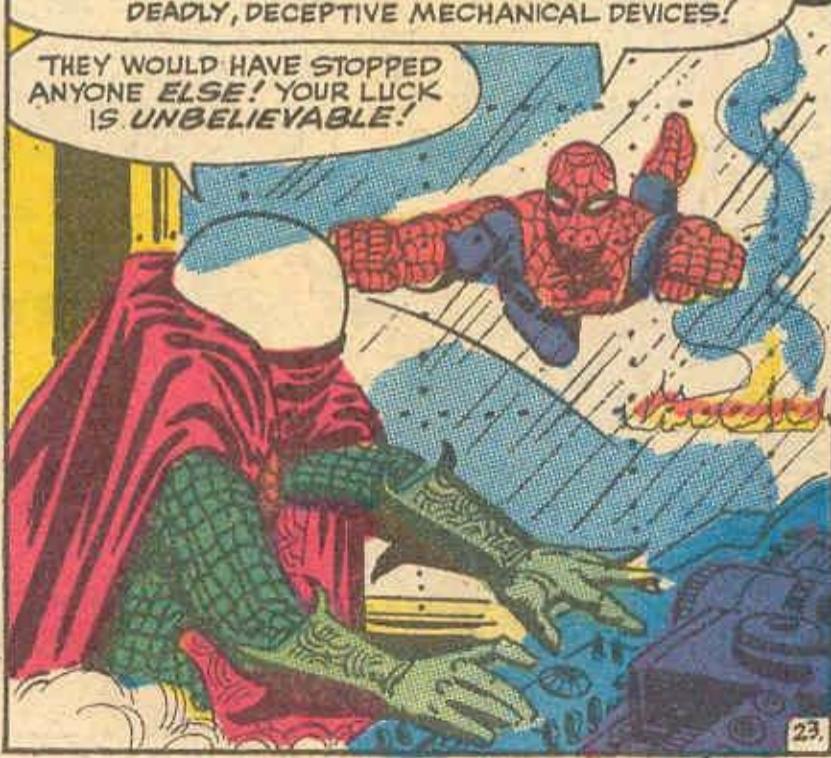
AND THEN, THE AMAZING TEEN-AGER'S SPIDER-SENSE TELLS HIM THAT ONE OF THE METAL WALLS ISN'T METAL AT ALL!

WHOEVER MY REAL ENEMY IS...HE'S BEHIND THIS CAMOUFLAGED WALL! I'D BETTER ATTACK HIM BEFORE HE CAN TRY SOMETHING ELSE!



MYSTERIO! OF COURSE! ONLY YOU HAVE THE TECHNICAL KNOW-HOW TO DESIGN SUCH DEADLY, DECEPTIVE MECHANICAL DEVICES!

THEY WOULD HAVE STOPPED ANYONE ELSE! YOUR LUCK IS UNBELIEVABLE!



LUCK, YOU CALL IT??  
MISTER, YOU DON'T KNOW  
THE HALF OF IT! I'M THE  
ORIGINAL HARD-LUCK  
KID!

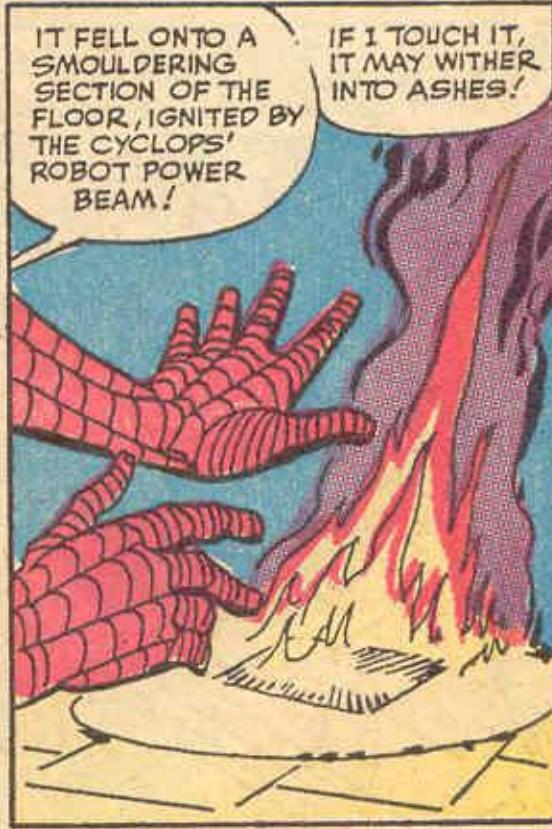
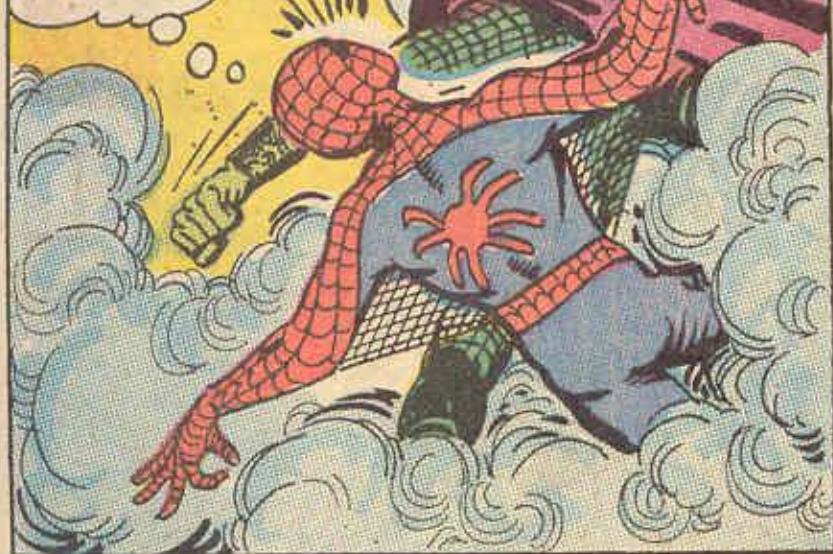
BUT THAT WON'T STOP ME  
FROM PLAYIN' A DRUM SOLO  
ON THAT GLASS FISHBOWL  
OF YOURS UNLESS YOU GIVE  
ME THE CARD WITH MY FOURTH  
DESTINATION ON IT!!

THERE! I  
SEIZED HIS  
CARD, AND  
NOW...  
UHHHH!  
THAT'S WHAT  
I GET FOR  
BEING OVER-  
CONFIDENT!

SURELY YOU DIDN'T THINK  
MYSTERIO COULD BE  
DEFEATED SO EASILY!

HE'S UNLEASHED A SMOKE  
SCREEN OF HIS SPECIAL  
CHEMICAL MIST... IT'S ONE  
OF HIS GREATEST DEFENSIVE  
WEAPONS!

NICE TRY, MYSTERO!  
BUT, DID YOU FORGET  
THAT MY SPIDER-SENSE  
ENABLES ME TO FIND  
ANY ENEMY WITHIN  
REACH, EVEN IF I  
CAN'T SEE HIM!!



MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON ...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE ?? HOW CAN I KNOW IF... HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!

HMM... IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE... GIVE ME THE MESSAGE!

AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE...

IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

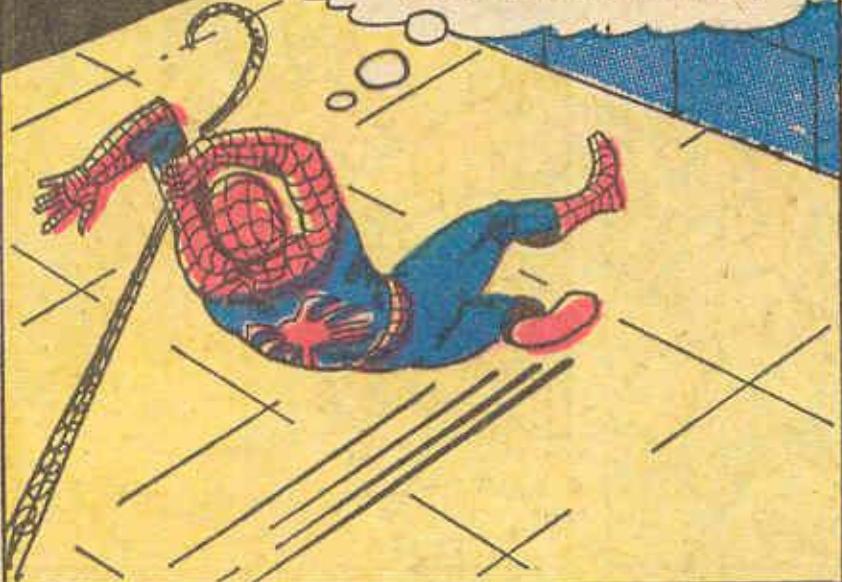
IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?



BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION...

IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?



THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!



BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!

I'VE WAITED A LONG TIME FOR THIS MOMENT... AND NOW AT LAST IT'S HERE!!



SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTERCUP? I PLAN ON JUST DOING THAT LITTLE THING!

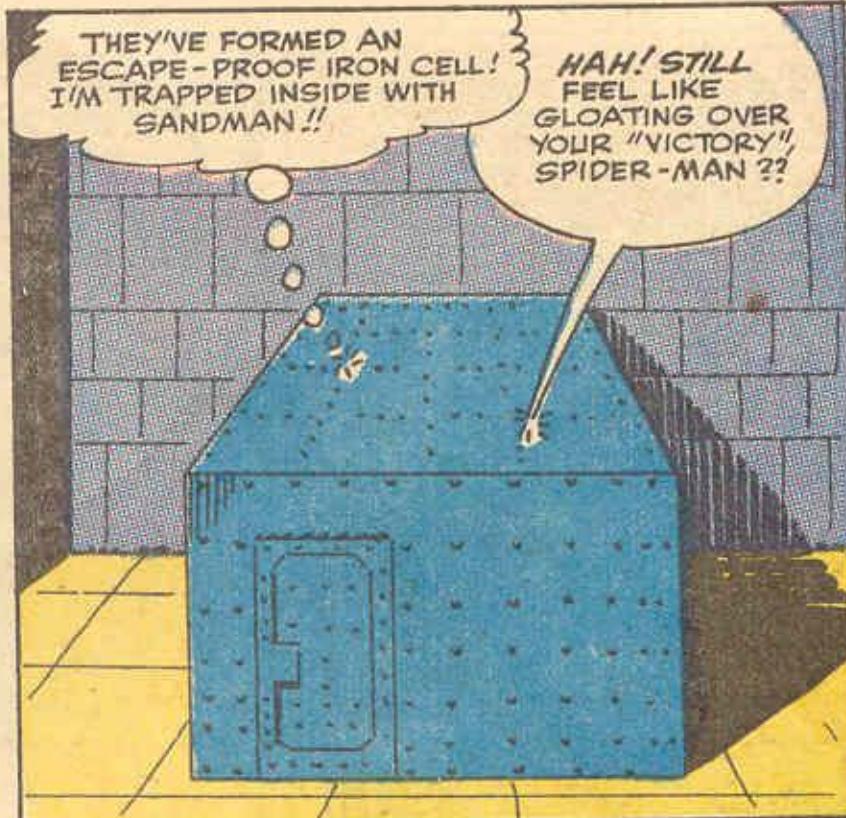


YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A SHOWOFF, SANDMAN!! IF YOU HAD REMAINED IN YOUR SANDY FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER STRENGTH...LIKE THIS!!

BUT NO! YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A DRAMATIC APPEARANCE! OKAY, SO YOU IMPRESSED ME!!

**WHAP!**





AND BY THIS TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...

I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!

SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?

IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH SPIDER-MAN! THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!

YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?

YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITHOUT YOUR O.K.!

OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME ... ON MY OWN STORY!!

WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS ...

I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE VULTURE REMAINS TO OPPOSE HIM!

I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!

I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!

OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!

AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!

THE VULTURE!!!

I AM THE LAST ON YOUR LIST, SPIDER-MAN ... BECAUSE I AM THE MOST DANGEROUS OF ALL!

ONLY I CAN TELL YOU WHERE TO FIND BETTY BRANT... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT MY WAY!

EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED WEB! IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE... OR ELSE I'LL SIMPLY FLY OFF!

LOOKS LIKE YOU LEAVE ME NO CHOICE!

I DON'T KNOW HOW I CAN DEFEAT A FLYING MAN WITHOUT MY WEBBING... BUT THIS IS AS GOOD A TIME AS ANY TO DREAM UP A WAY!

GOOD!!  
AND NOW,  
I'LL SHOW YOU  
WHAT THE VULTURE  
CAN DO AGAINST  
A SPIDER WITHOUT  
HIS WEB!!

FIRST, I SQUIRT SOME SPECIALLY PREPARED OIL AT THE LEDGE ON WHICH YOU'RE STANDING!!

AND THEN, BY BEATING MY WINGS VIOLENTLY, I CAN CAUSE ENOUGH AIR PRESSURE TO FORCE YOU BACK... RIGHT OFF THE SLIPPERY SURFACE!!

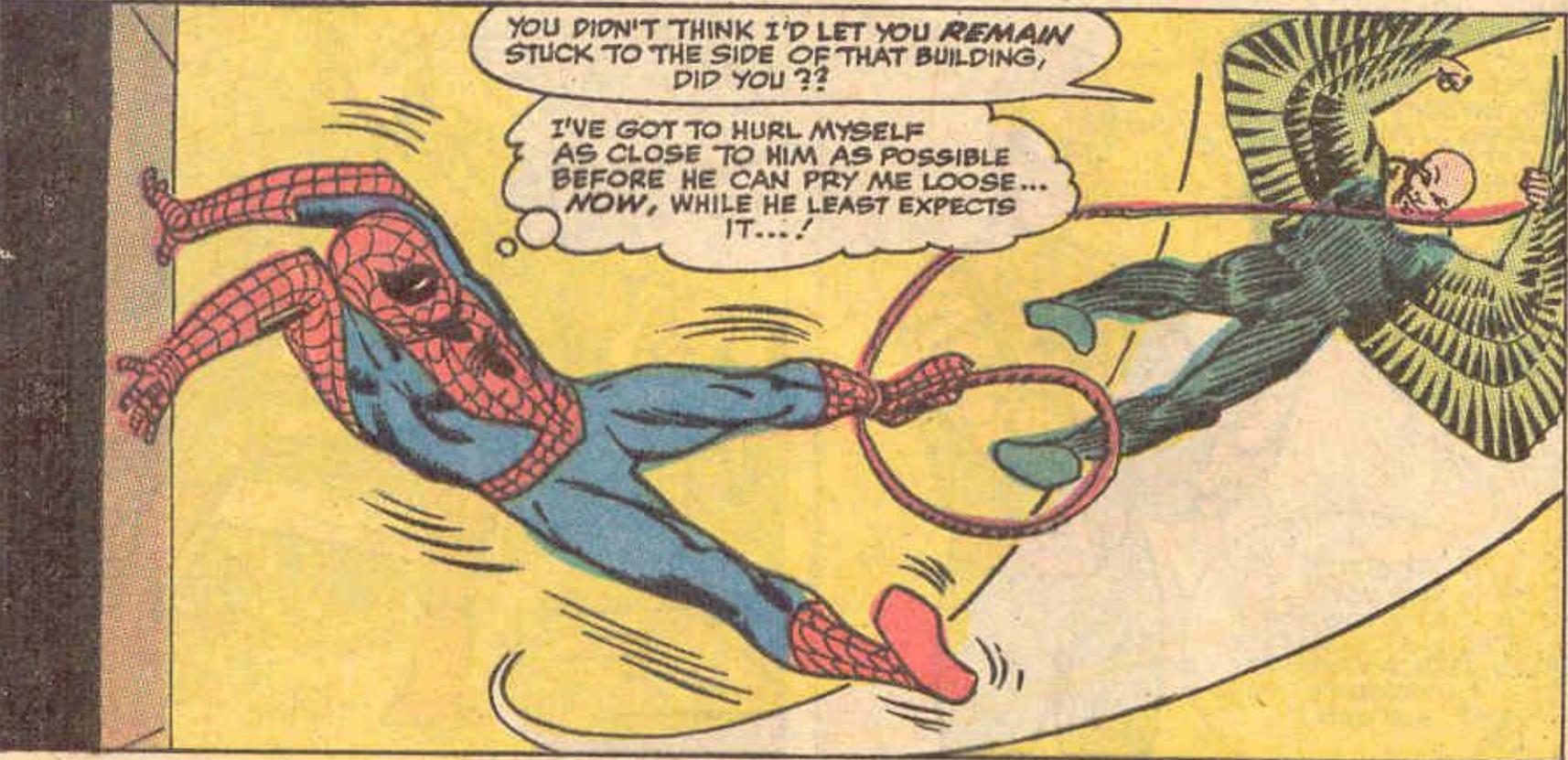
HE'S RIGHT!  
THE OIL MADE IT SO SLICK,  
I'M SLIPPING OFF!

BUT EVEN WITHOUT MY WEB, I STILL HAVE THE POWER OF STICKING TO ANY DRY SURFACE... LIKE A SPIDER!

HE LASOED MY LEG! WELL, HE'S SURE GONNA REGRET THAT BONEHEAD PLAY BEFORE HE GETS MUCH OLDER!!

YOU DIDN'T THINK I'D LET YOU REMAIN  
STUCK TO THE SIDE OF THAT BUILDING,  
DID YOU ??

I'VE GOT TO HURL MYSELF  
AS CLOSE TO HIM AS POSSIBLE  
BEFORE HE CAN PRY ME LOOSE...  
NOW, WHILE HE LEAST EXPECTS  
IT....

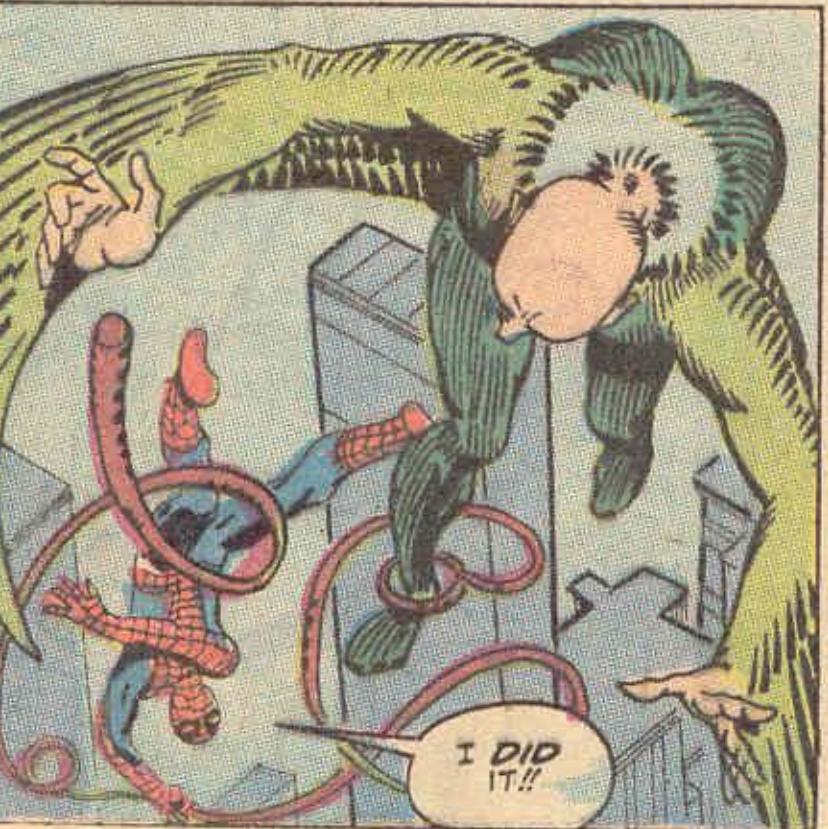


HERE GOES! NOW I'LL  
HOLD THE ROPE WITH ONE  
HAND AND FREE MY LEG  
WITH THE OTHER!

AT TIMES LIKE THIS,  
MY OL' SPIDER SPEED  
SURE COMES IN HANDY!



THE VULTURE STILL ISN'T SURE  
WHAT I'M UP TO! NOW TO LASSO  
HIS LEG BEFORE HE LETS THE  
ROPE GO !!



HEY, VULCHY BOY, HOW ABOUT  
THAT ??!! IF THE SPIDER-MAN  
BUSINESS EVER GETS SLOW,  
I'LL TRY FOR A JOB  
ACTING IN T.V. WESTERNS!



AND NOW, YOU WING-  
FLAPPIN' WEASEL, I'M  
GONNA CLIP YOUR PIN  
FEATHERS FOR YOU!!

...UNLESS YOU TELL  
ME WHERE TO FIND  
BETTY BRANT...AND  
I MEAN RIGHT NOW,  
HEAR??

SURE, I'LL TELL YOU!  
YOU'LL NEVER BE ABLE TO  
LEAVE THE PLACE ALIVE,  
ANYWAY! AND IF YOU DO...  
WE'LL MEET AGAIN, SPIDER-  
MAN ...I'LL SEE TO THAT!

THAT'S OKAY WITH ME, FLY BOY! YOU KNOW YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS ALWAYS AVAILABLE FOR WEDDINGS, BAR-MITZVAHS, AND ALL SORTS OF FUN THINGS! NOW FLY ME BACK TO WHERE I LEFT MY WEBBING... GIDDYAP!



EXACTLY SIXTY SECONDS LATER...

NOW YOU JUST STAY THERE, ALL NICE AND SNUG, WHILE SPIDEY GOES BYE-BYE! IF YOU GET LONELY, JUST WAVE TO THE NICE PEOPLE BELOW!!



BUT THE VULTURE ISN'T THE ONLY ONE WHOSE THOUGHTS ARE UNPRINTABLE AT THAT MOMENT...

MR. JAMESON, OUR NEWSDEALERS REPORT WE HAVEN'T SOLD A NEWSPAPER IN THE PAST HOUR!

NATURALLY!! ALL THE OTHER PAPERS HAVE COME OUT WITH SPIDER-MAN EXTRAS --- EXCEPT US! GET OUT OF HERE... LET ME SUFFER IN PEACE!



AND, WHAT OF THE OMINOUS DOCTOR OCTOPUS..?

I HOPE YOU LADIES WILL EXCUSE ME FOR A WHILE! I'M EXPECTING ANOTHER, EH, VISITOR, TO ARRIVE SHORTLY!



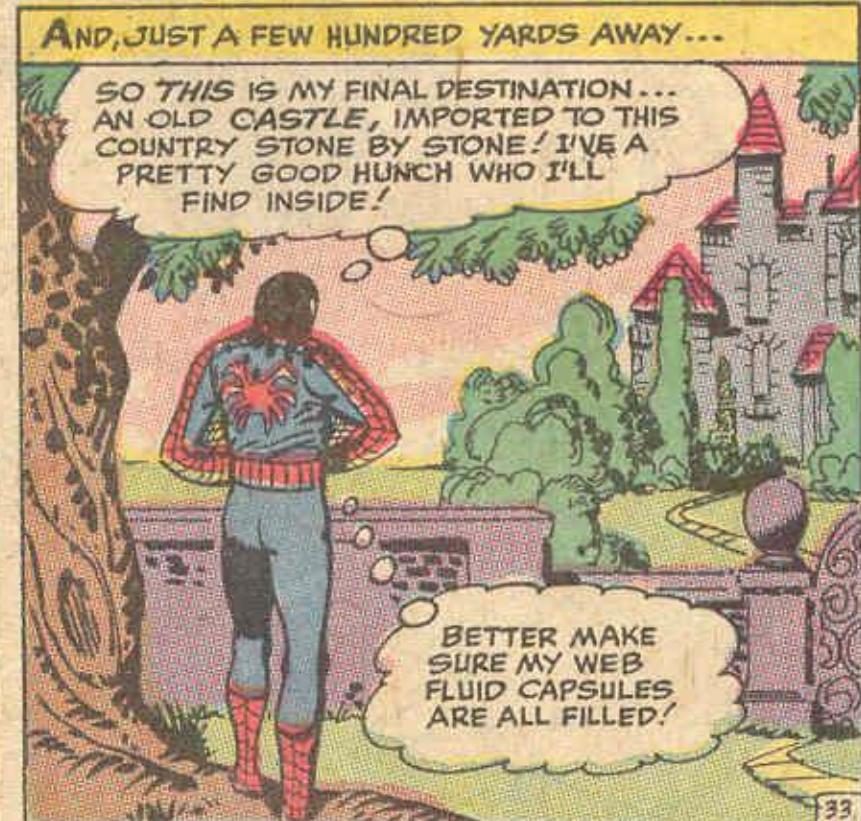
MRS. PARKER!! WHAT DO YOU SUPPOSE HE MEANT BY THAT??

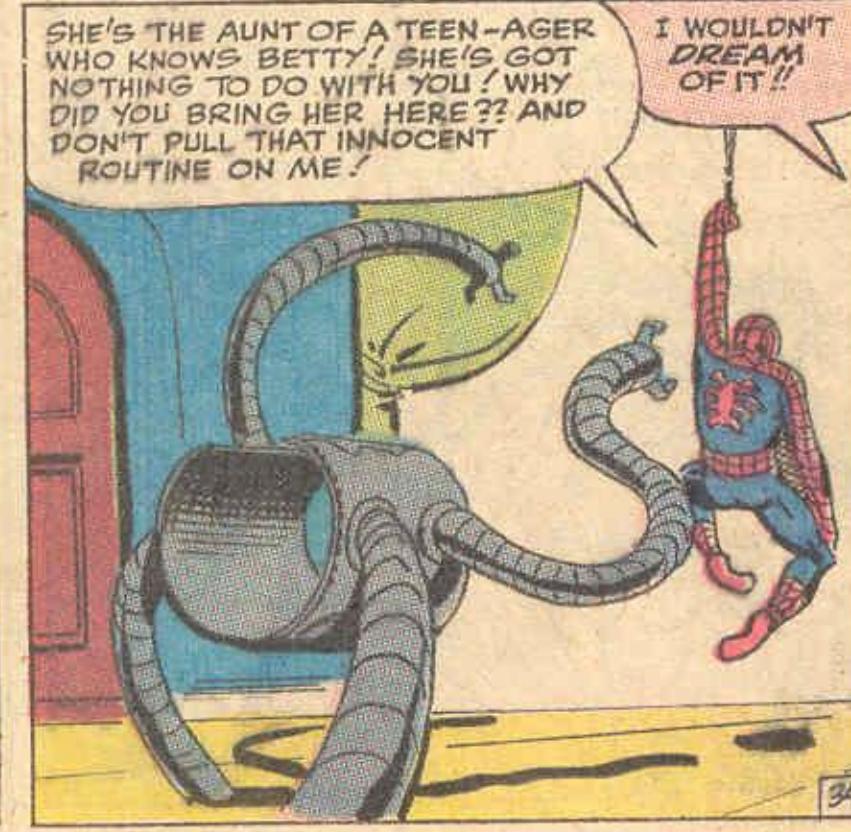
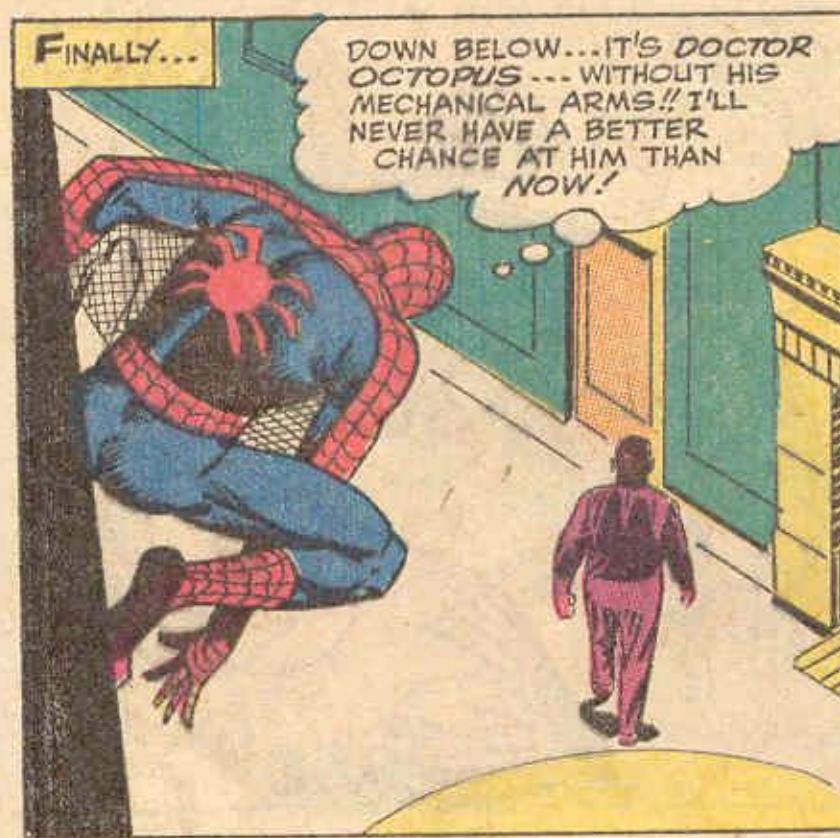
I DON'T KNOW, MY DEAR! BUT DOESN'T HE HAVE THE MOST CHARMING MANNERS? HE'S SO WELL-SPOKEN!

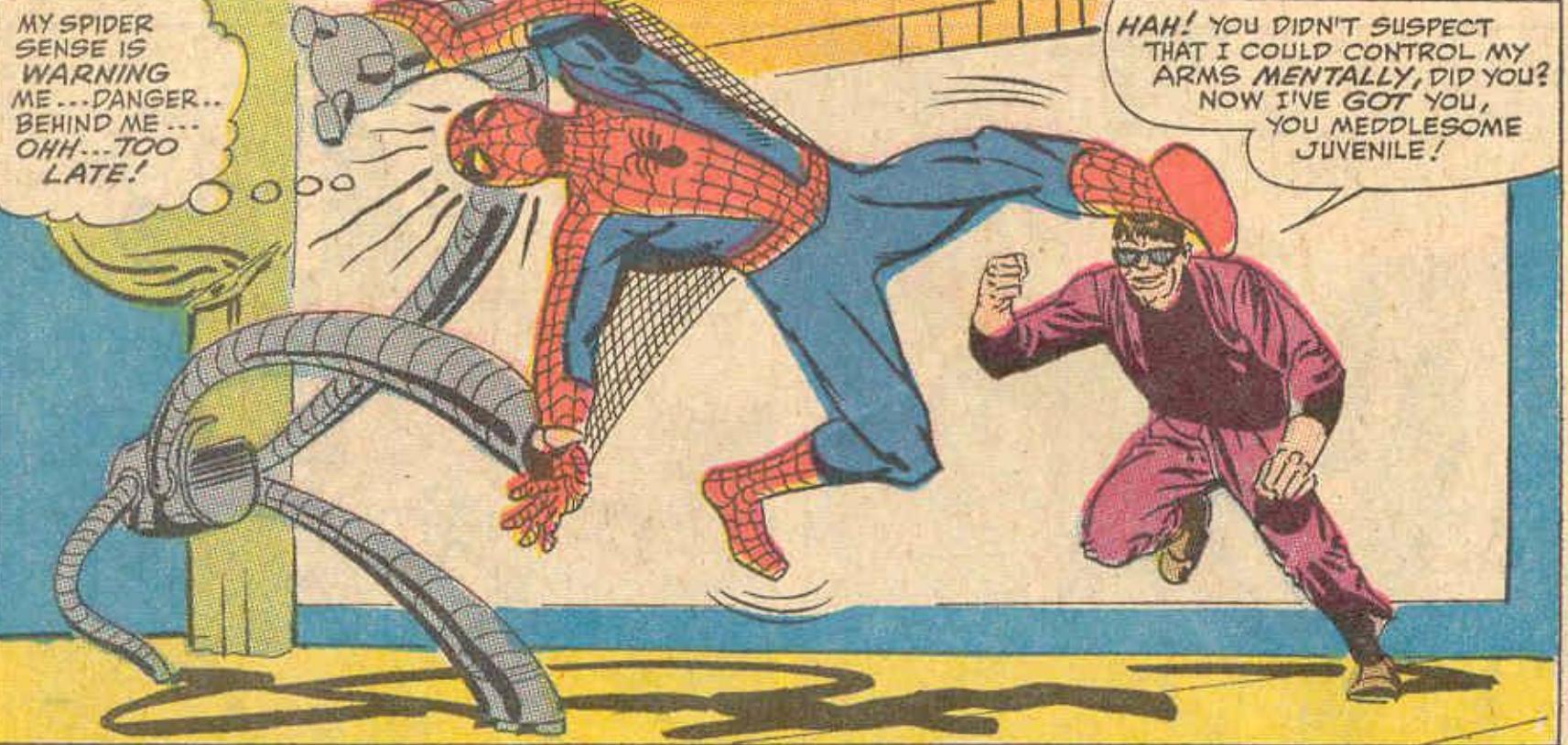


AND, JUST A FEW HUNDRED YARDS AWAY...

SO THIS IS MY FINAL DESTINATION... AN OLD CASTLE, IMPORTED TO THIS COUNTRY STONE BY STONE! I'VE A PRETTY GOOD HUNCH WHO I'LL FIND INSIDE!

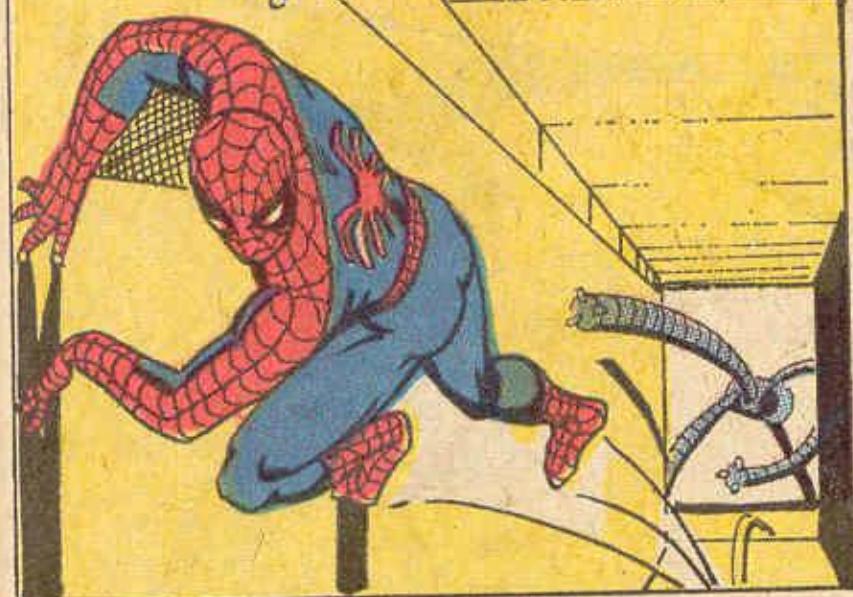






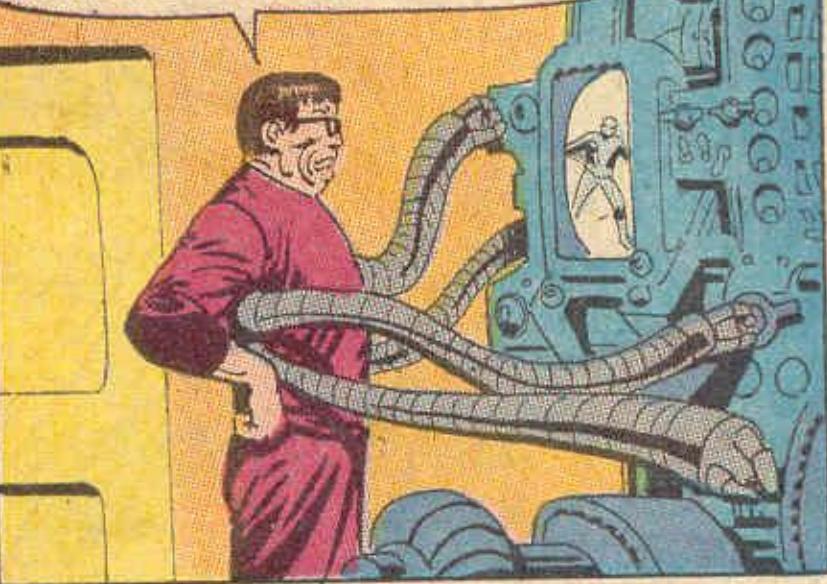
HE'S RECALLED HIS ARMS!  
THEY'RE GOING BACK TO  
HIM! NOW WHAT'S  
HE UP TO?!

OH, WELL, I'LL WORRY  
ABOUT THAT LATER!  
I'VE STILL GOT TO  
FIND BETTY AND AUNT  
MAY RIGHT NOW!



WHILE IN A NEARBY CHAMBER, THE AWESOME  
DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE  
ARTIFICIAL APPENDAGES, AND THEN...

WHY SHOULD I KNOCK MYSELF OUT  
WHEN I CAN TRACE HIS MOVEMENTS  
**THIS WAY...** AND WAIT UNTIL HE'S  
IN THE MOST VULNERABLE POSITION!



THIS PLACE HAS MORE  
TWISTS AND TURNS THAN A  
CORKSCREW! MY SPIDER  
SENSE IS TINGLING, BUT I  
DON'T SEE ANYTHING  
WRONG YET...!

BUT SUDDENLY, A TRAP DOOR  
OPENS BEHIND SPIDER-MAN'S  
FEET, AND A POWERFUL BLAST  
OF AIR FROM THE CEILING FORCES  
HIM DOWN BEFORE HE CAN LEAP  
TO SAFETY!

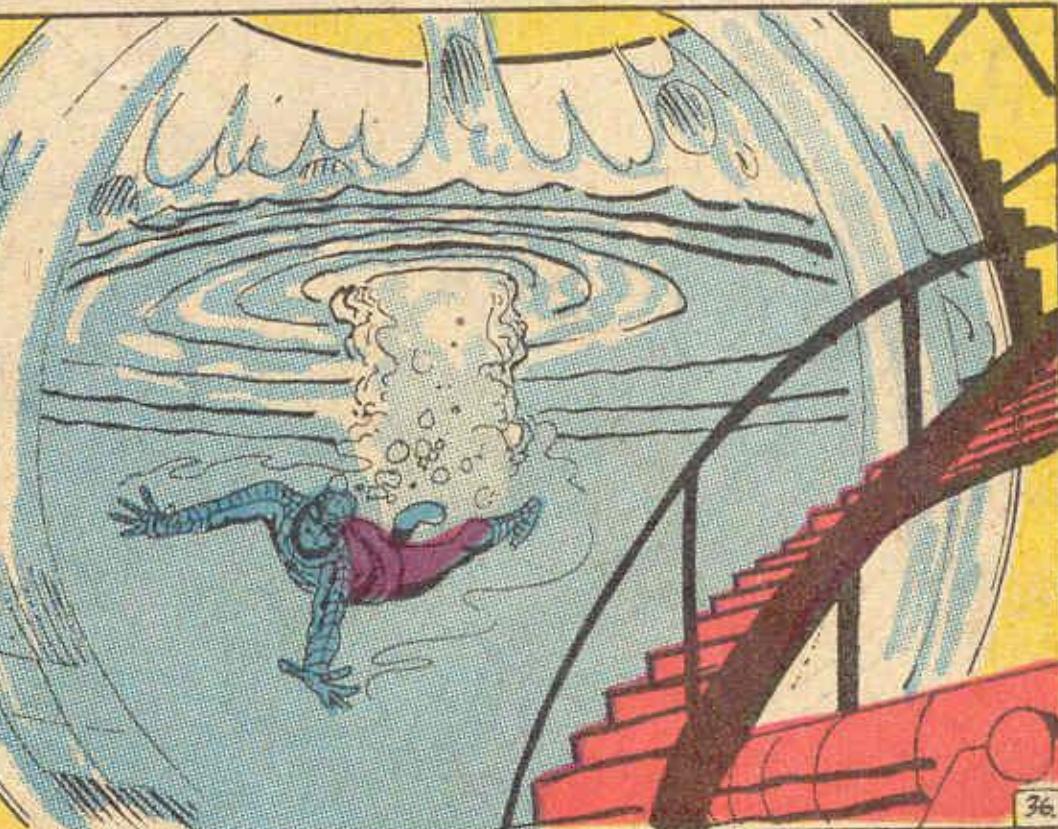
UH-OH!  
LOOK  
OUT  
BELOW!!



BOY! WHAT A  
MOVIE SERIAL  
THIS WOULD MAKE!  
A NEW CLIFF-  
HANGER EVERY  
MINUTE!!

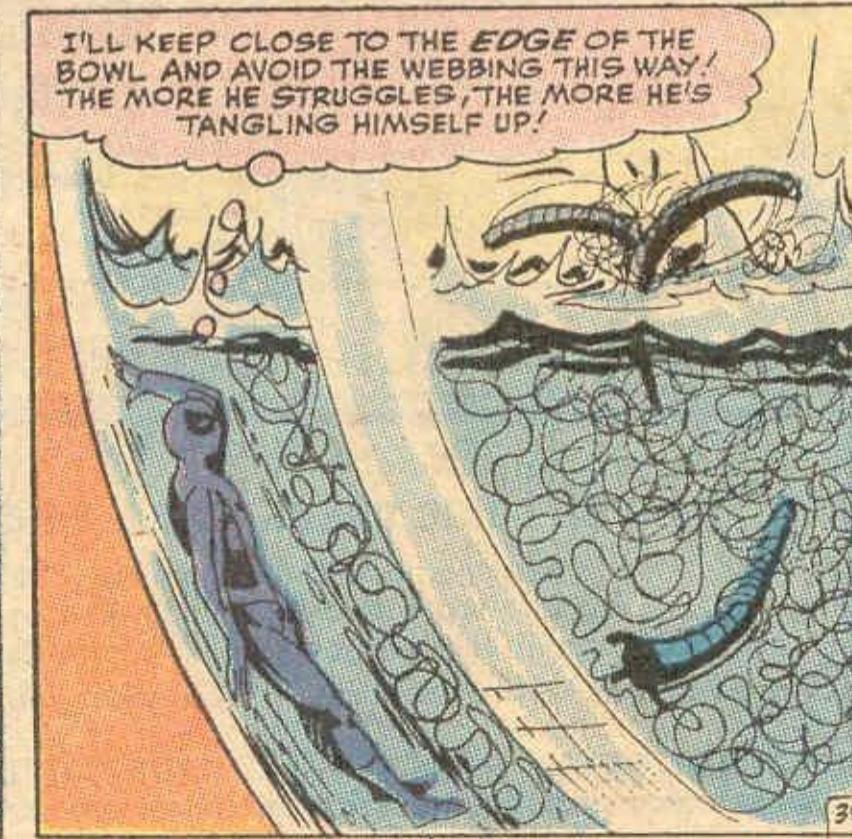
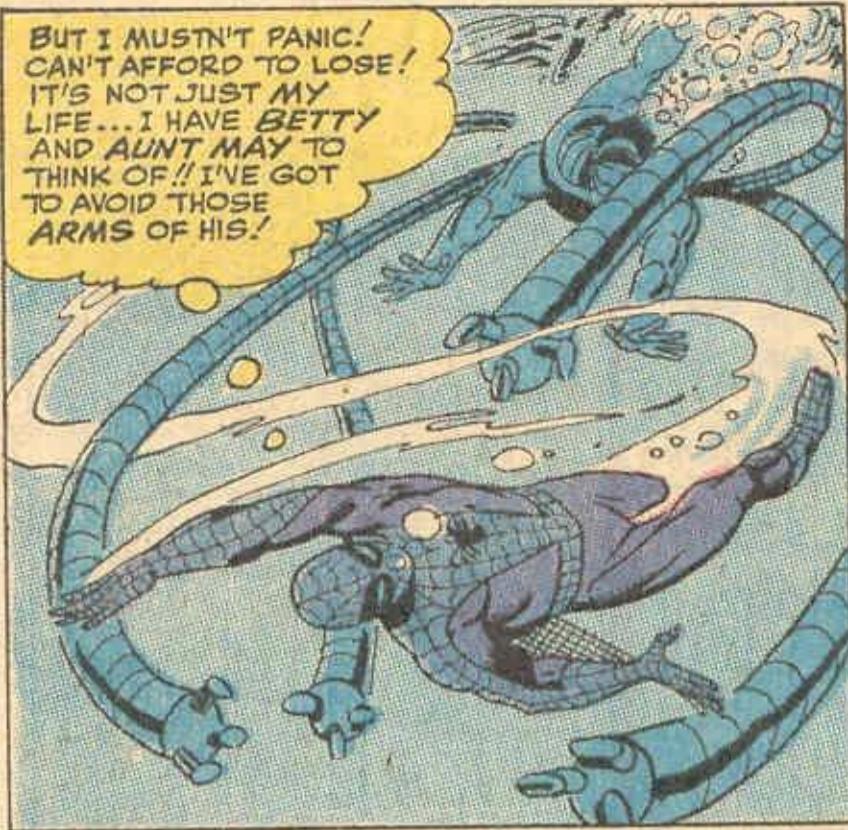


AND NOW, YOU INSUFFERABLE  
NUISANCE, I'M GOING TO DEFEAT  
YOU IN A MANNER MOST BEFITTING  
MY NAME! I SHALL JOIN YOU  
IN THAT GIANT FISHBOWL, AND  
ATTACK YOU JUST AS A REAL  
OCTOPUS WOULD!



IF YOU'VE ANY LAST WORDS TO UTTER,  
SPIDER-MAN, SAY THEM NOW...OH, I'M  
SORRY! I FORGOT YOU CANNOT HEAR ME  
THROUGH MY AIR MASK! WHAT A PITY...I  
NEGLECTED TO FURNISH ONE FOR YOU!

I'VE BEEN IN TIGHT  
SPOTS BEFORE... BUT  
SOMETHING TELLS ME  
THEY'RE GONNA SEEM  
LIKE PICNICS COMPARED  
TO THE JAM I'M IN NOW!

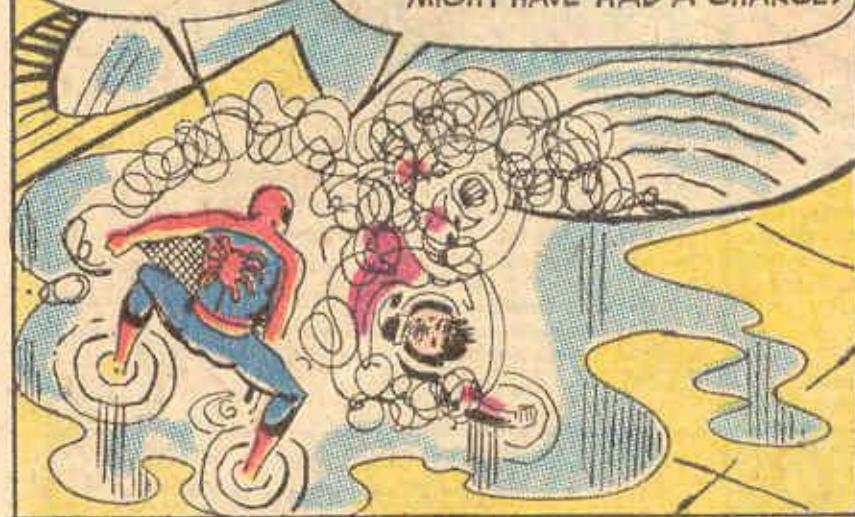


FINALLY...

STOP STRUGGLING,  
YOU NINCOMPOOP...  
I'LL UNTANGLE YOU  
ENOUGH SO THE  
POLICE WILL  
RECOGNIZE YOU  
WHEN THEY GET  
HERE!

YOU AND MY OTHER LITTLE SPARRING PARTNERS OUGHT TO BE REAL PROUD OF YOURSELVES... YOU PRACTICALLY HANDED ME MY VICTORIES ON A SILVER PLATTER! IF YOU EACH HADN'T BEEN SO ANXIOUS TO GET THE CREDIT FOR BEATING ME ALONE, AND TEAMED UP AGAINST ME, YOU MIGHT HAVE HAD A CHANCE!

AND NOW, SOONER OR LATER MY SPIDER SENSE WILL LEAD ME TO BETTY AND AUNT MAY... AH, I FEEL A TINGLING ALREADY!



I'VE FOUND YOU!! ARE YOU OKAY??

SPIDER-MAN! OH, THANK HEAVENS!! THAT HORRIBLE DR. OCTOPUS KEPT SAYING YOU DIDN'T HAVE A CHANCE!

SO, THAT'S SPIDER-MAN!  
WHAT A PERFECTLY GHASTLY  
OUTFIT! HE'S SO VILLAINOUS-  
LOOKING! NOT AT ALL AS  
PLEASANT AS THAT WELL-  
MANNERED DR. OCTOPUS!

I'M SURE DR.  
OCTOPUS  
WOULD NEVER  
HAVE ENTERED  
THAT WAY  
WITHOUT  
KNOCKING!



WELL, I'LL BE LEAVING  
NOW! I SENT A MESSAGE  
TO THE POLICE BEFORE I  
ARRIVED HERE... THEY  
SHOULD BE HERE ANY  
MINUTE!

JUST THINK,  
MRS. PARKER...  
WE'RE SAFE!

I'M  
AFRAID  
I DON'T  
UNDER-  
STAND  
ANY OF  
THIS!

DO YOU THINK  
IT'S PROPER TO  
LEAVE WITHOUT  
SAYING GOOD-  
BYE TO OUR  
HOST? I  
WONDER WHERE  
HE WENT?

I'D LOVE TO KNOW WHO SPIDER-  
MAN REALLY IS! BUT, BENEATH  
THAT DISGUISE, HE COULD BE  
ANYBODY! AND HIS MASK  
MUFFLES HIS VOICE SO, THAT  
IT'S ALMOST UNRECOGNIZABLE!



CONTINUED AFTER NEXT PAGE

I'VE GOT TO REACH HOME BEFORE AUNT MAY, AND MEET HER AT THE DOOR, SO SHE NEVER SUSPECTS ANYTHING!



AND A SHORT TIME LATER, AS A POLICE CAR DRIVES UP TO THE DOOR ...

AUNT MAY. I WAS SO WORRIED ABOUT YOU!

SHE'S ALL RIGHT, PETER! EVERYTHING IS FINE!

OF COURSE I'M ALL RIGHT, DEAR! I HAD A VERY NICE VISIT WITH THE MOST INTERESTING MAN!

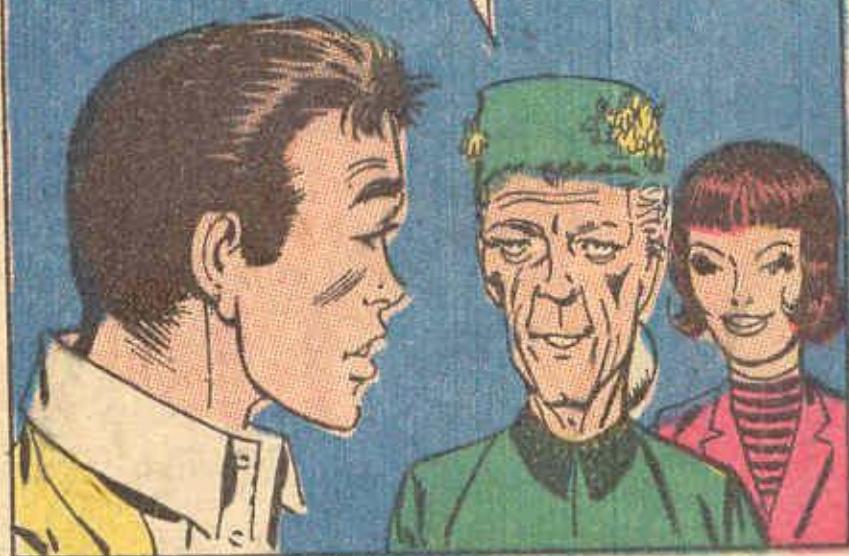
I GUESS YOU WON'T NEED US ANY MORE, LADIES!



YOU MEAN, YOU'RE NOT ALL SHOCK-UP, OR ANYTHING ??

HEAVENS, NO! AND I'VE ASKED YOU NOT TO USE THAT AWFUL SLANG, HAVEN'T I, PETER?

YOUR AUNT IS A VERY, EH.. UNUSUAL WOMAN, PETER!



I WILL ADMIT I WAS A BIT WORRIED ABOUT YOU, PETER! I KNOW HOW NERVOUS YOU GET BEING ALL ALONE IN THE HOUSE!

GOSH, AUNT MAY... I KEEP TELLING YOU... THAT WAS WHEN I WAS FIVE YEARS OLD!

WELL, I GUESS I'D BETTER BE GOING NOW! MR. JAMESON IS PROBABLY WONDERING ABOUT ME!!



NONSENSE, DEAR! I'LL GET SOME COOKIES AND MILK, AND WE'LL ALL SIT DOWN FOR A FEW MINUTES AND... OH!!! OH HEAVENS!!

THIS IS WHAT I WAS AFRAID OF! A DELAYED SHOCK REACTION! SHE'S JUST REALIZING WHAT SHE WENT THROUGH NOW!



DO YOU REALIZE WE MISSED THE BEVERLY HILL-BILLIES ?? I FORGOT ALL ABOUT THEM! AND I'VE BEEN WAITING ALL WEEK....

YOU MEAN... THAT'S WHAT UPSET YOU ??

KNOW SOMETHING, AUNT MAY? IN CASE I FORGOT TO TELL YOU, YOU'RE THE EVER-LOVIN' GREATEST!



PETER PARKER!!  
WHAT AM I GOING TO  
DO WITH YOU?! THERE  
YOU GO USING THAT  
AWFUL SLANG  
AGAIN!

SORRY, AUNT MAY! I'LL  
TRY TO BE MORE CAREFUL!

I WONDER HOW MANY  
OTHER GUYS WITH  
SUPER-POWERS GET  
SCOLDED BY THEIR  
AUNTS IF THEY DON'T  
TOE THE MARK?

BUT I SHOULDN'T PICK  
ON YOU, DEAR! I'M SO  
GLAD TO SEE YOU  
LOOKING CHEERFUL  
AGAIN! THE REASON I  
WENT TO SEE MISS  
BRANT WAS TO FIND  
OUT WHY YOU WERE  
SO UNHAPPY  
BEFORE!

SO THAT'S IT!  
BOY! I'D BETTER  
REMEMBER ALWAYS  
TO LOOK CHIPPER  
FROM NOW ON!



WELL, WE'RE ALL TOGETHER NOW, AND EVERYTHING'S  
OKAY, SO LET'S HAVE THOSE COOKIES, AUNT MAY,  
AND THEN I'LL TAKE BETTY BACK TO HER OFFICE!

DID ANYONE EVER  
TELL YOU HOW YOUR  
NOSE WRINKLES UP  
WHEN YOU SMILE,  
PETER?

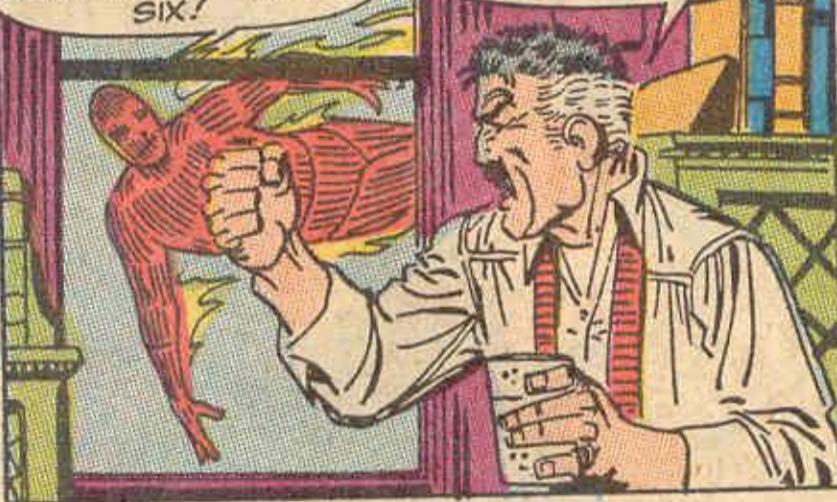
MY! HAVE YOU  
NOTICED THAT,  
TOO? I THOUGHT  
I WAS THE ONLY  
ONE!



BUT, BEFORE WE DRAW THE FINAL CURTAIN ON OUR  
SPARKLING LITTLE SAGA, LET'S TAKE ONE LAST  
LOOK AT J. JONAH JAMESON, WHO HAS KNOWN  
HAPPIER DAYS!

HEARD FROM  
SPIDER-MAN,  
MR. JAMESON?  
I WANT TO CON-  
GRATULATE HIM FOR  
BEATING THE SINISTER  
SIX!

GET OUTTA HERE! YOU  
COSTUMED FREAKS SHOULD  
BE OUTLAWED! EVER  
SINCE SPIDER-MAN  
ENTERED MY LIFE, EVEN  
MY ULCERS HAVE  
ULCERS!



AND, IF OL' J.J.J. WANTS TO FIND SOME PEOPLE WHO'LL AGREE WITH HIM, HE  
NEED LOOK NO FURTHER THAN THE CITY JAIL, WHERE HE'D FIND...

NEXT TIME WE  
TACKLE SPIDER-  
MAN, WE'LL DO IT  
THIS WAY...

AW, SHUDDUP! WE'RE  
THROUGH TAKIN'  
ORDERS FROM YOU!

I STILL  
DON'T KNOW  
HOW IT HAPPENED!  
I THOUGHT HE  
WAS BEATEN,  
UNTIL....!

TALK, TALK,  
TALK! THE  
LEAST THEY  
COULD DO IS GIVE  
US EACH A PRIVATE  
CELL!



AND THAT'S THAT! JUST BETWEEN US, WE'RE GLAD WE HAVE A FULL YEAR TILL OUR  
NEXT SPIDEY ANNUAL! IT'LL TAKE US THAT LONG TO REST UP FROM DOING THIS ONE!

The End

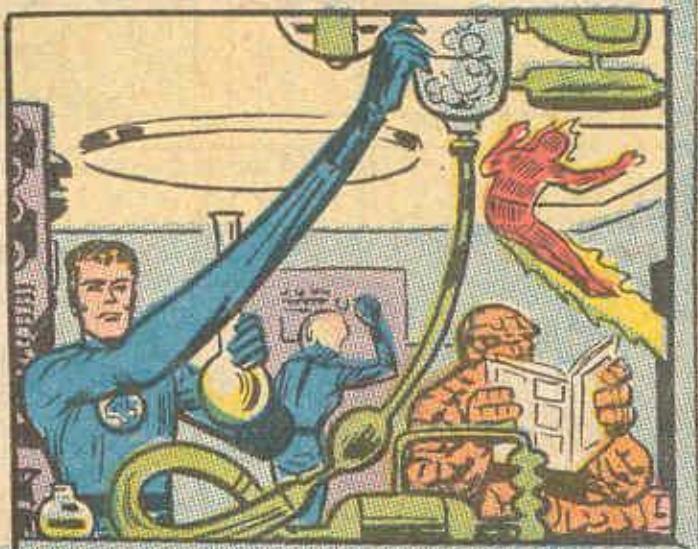
# THE FABULOUS FANTASTIC FOUR MEET SPIDER-MAN! \*

I SHOULD HAVE THOUGHT OF THIS **LONG** AGO! I CAN PROBABLY EARN A **FORTUNE** BY JOINING FORCES WITH THE **FANTASTIC FOUR**!

THEY'LL BE REAL IMPRESSED WHEN THEY SEE HOW EASILY I CAN BREAK INTO THEIR SKYSCRAPER HEADQUARTERS!

## EDITOR'S NOTE:

THIS MEMORABLE INCIDENT, ONE OF THE HIGH POINTS IN COMIC MAGAZINE HISTORY, FIRST OCCURRED IN "THE AMAZING SPIDER-MAN" # 1, MARCH '62. IT WAS MERELY A SMALL, TWO-PAGE EPISODE WHICH BEGAN ONE OF SPIDER-MAN'S GREATEST ADVENTURES! HOWEVER, WE HAVE RECEIVED COUNTLESS REQUESTS ASKING US TO RE-DO THIS FAMOUS ENCOUNTER, BUT TO DEVOTE **MORE SPACE** TO IT, SHOWING IT IN ALL ITS EXCITING DETAIL! AND SO--BECAUSE YOU REQUESTED IT...



WRITTEN BY: STAN LEE  
DRAWN BY: JACK KIRBY  
INKING: STEVE DITKO  
LETTERING: RAY HOLLOWAY

\* BY SPECIAL ARRANGEMENT WITH SPIDER-MAN MAGAZINE WHERE THIS EPISODE, BY LEE AND DITKO, FIRST APPEARED IN CONDENSED FORM!

X-344



GREETINGS, GROUP!  
YOU SHOULDN'T MAKE  
IT SO EASY FOR  
PEOPLE TO DROP  
IN ON YA!

GOT NEWS FOR YOU, LOUDMOUTH:  
IT AINT THAT EASY!

THIS GIZMO MAY  
KEEP OUT THE  
RIFF-RAFF,  
GRUESOME, BUT  
IT'S A JOKE  
TO ME!

THAT  
DEVICE  
COST US  
THOUSANDS!  
IF YOU  
WRECK IT...

WHA--? A  
PLEXI-GLASS  
CAGE! DROPPED  
FROM THE  
CEILING!

DON'T WORRY,  
RUBBER-FACE!  
THIS SQUIRT'S  
GONNA BE TAUGHT  
SOME MANNERS  
RIGHT NOW!

OWW! YA BIG APE--  
WHO DO YA THINK  
YOU'RE PUSHIN'  
AROUND?

DON'T FORGET YOU'RE MESSIN' WITH A GUY WHO  
HAS THE PROPORTIONATE STRENGTH OF A SPIDER!

NUTS!  
THAT'S WHAT  
I GET FOR PULLING  
MY PUNCH ON ACCOUNTA  
HIS SIZE!

OKAY, WISE-GUY! YOU WANNA  
PLAY IN THE BIG LEAGUE?  
I'LL GIVE YA A LITTLE SAMPLE  
OF WHAT TO EXPECT!

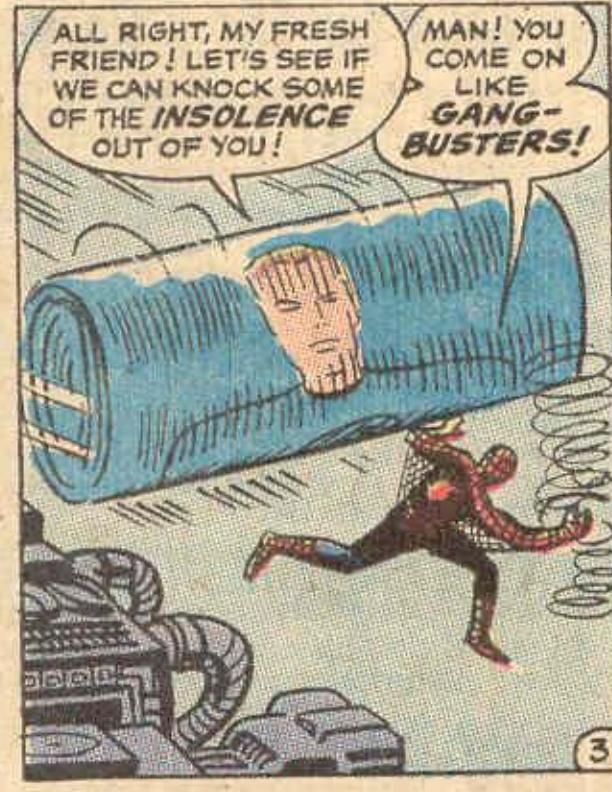
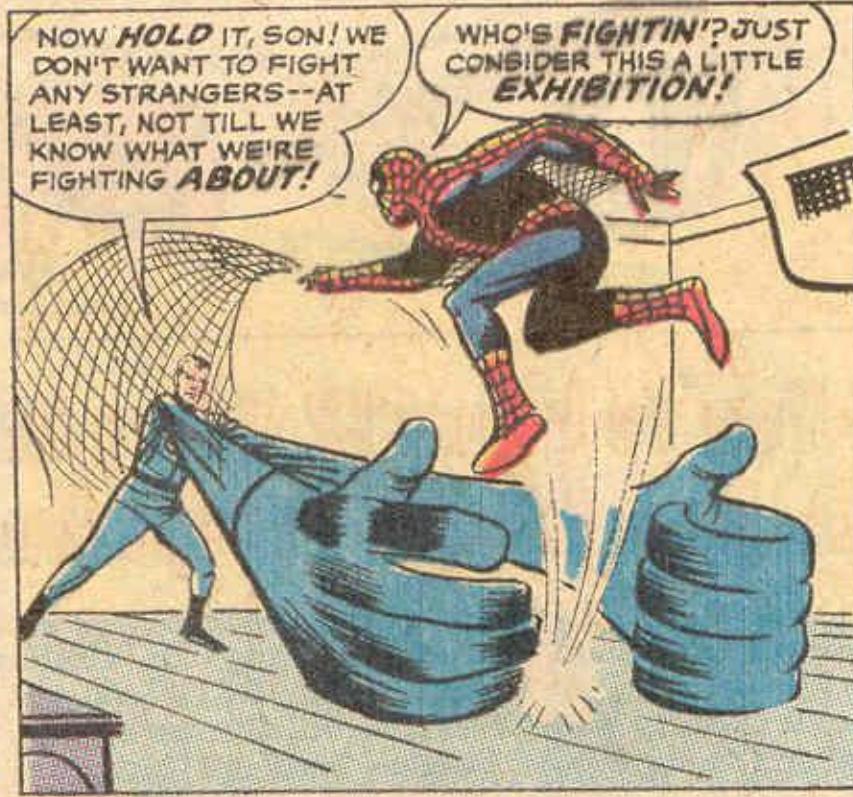
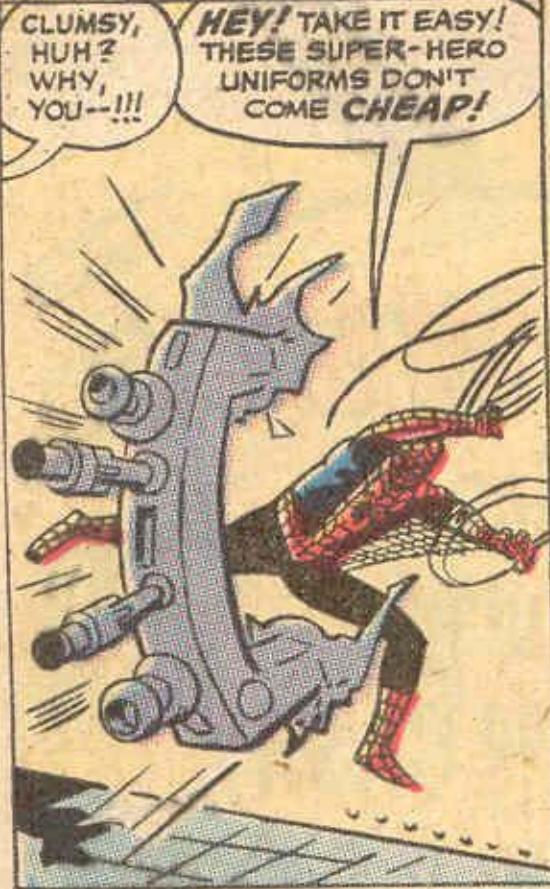
SO YOU GOT THE  
PROPORTIONATE  
STRENGTH OF A  
SPIDER, HUH? EVER  
SEE AN INSECT THAT  
COULD PULL A STUNT  
LIKE THIS??

MAYBE  
NOT...

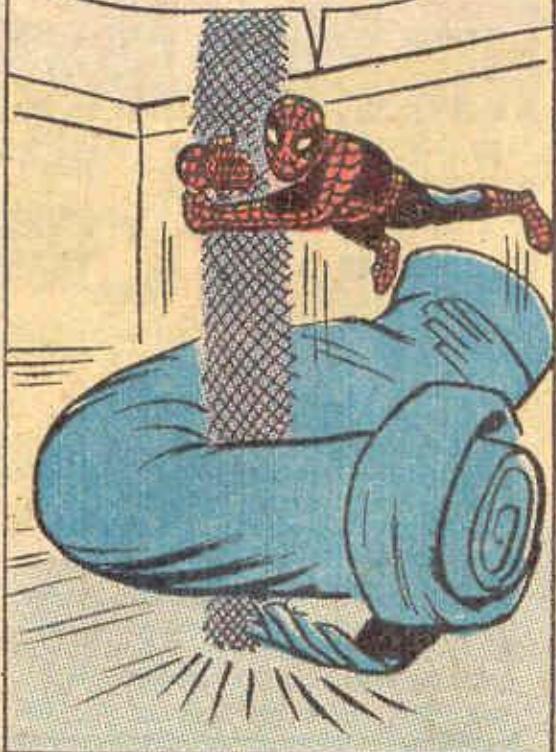
BUT I'VE  
GOT STUNTS  
OF MY OWN--  
LIKE  
STICKIN' TO  
THE WALL  
TO DODGE  
YOUR CLUMSY  
ATTEMPTS  
TO TRAP ME!

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LAST STOP, PAL! EVEN A HUMAN STEAM ROLLER CAN'T GET THRU A SOLIDIFIED WEB PILLAR!

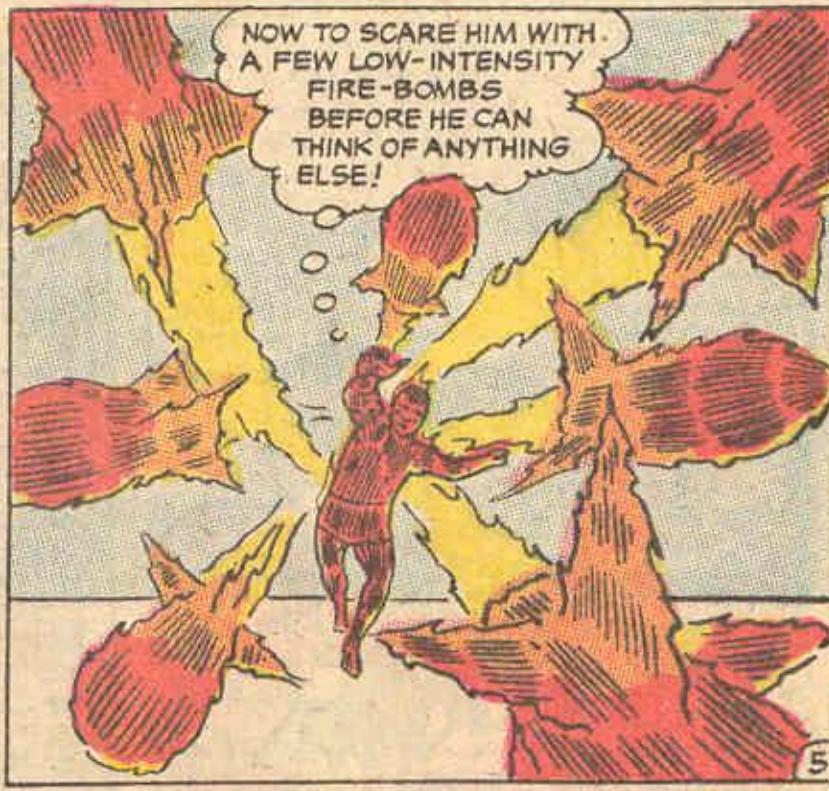
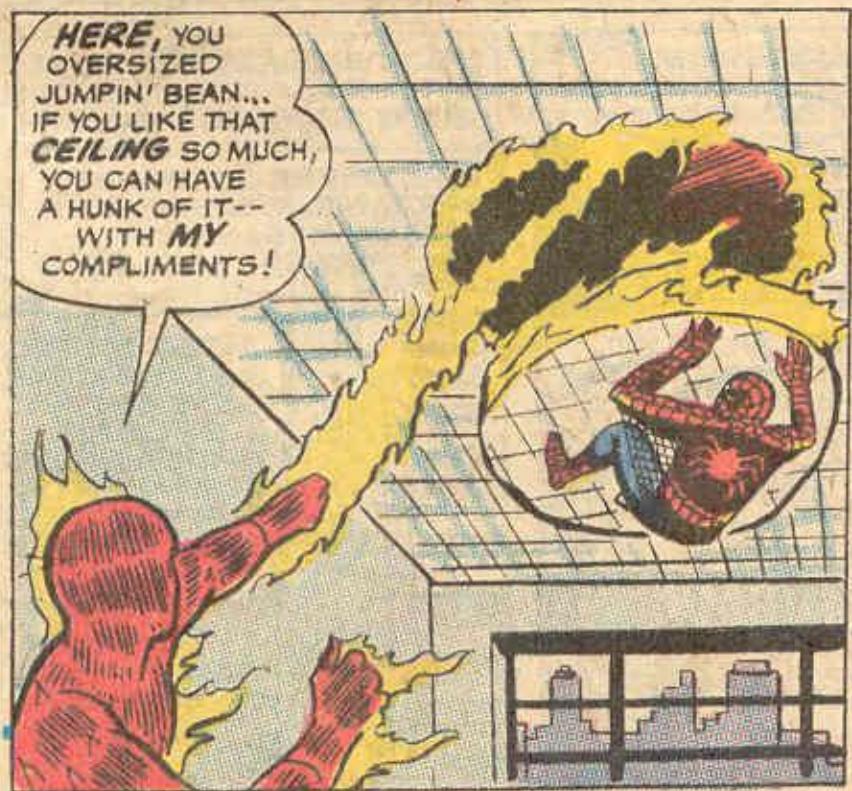
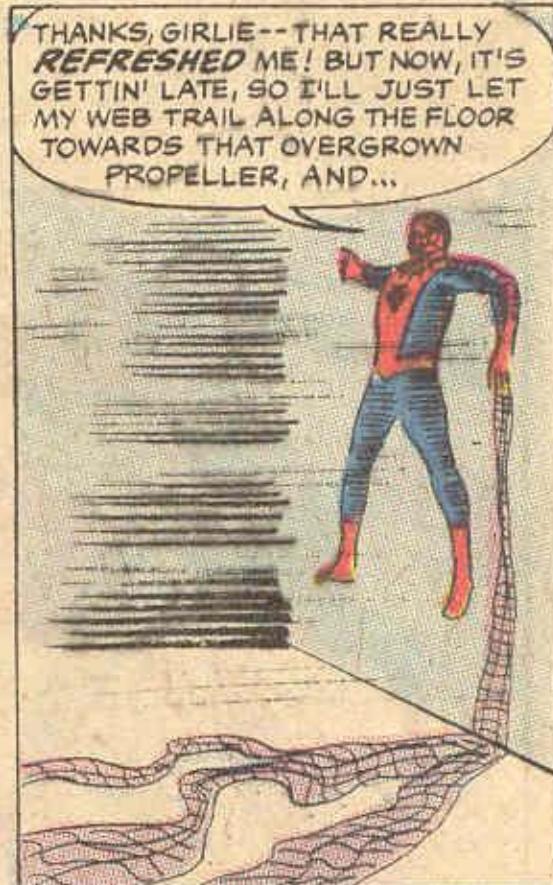
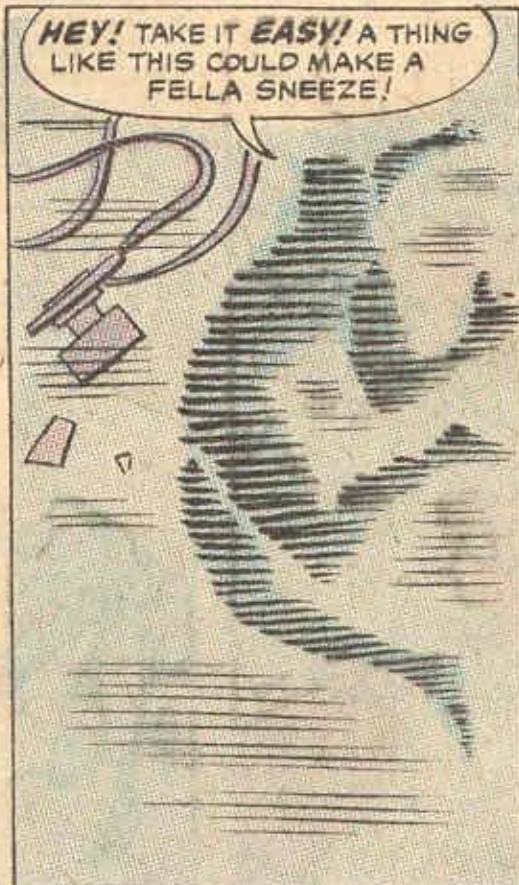


EASIER SAID THAN DONE, DADDY-O! YOU'VE GOT TO CATCH ME FIRST!



EVER TRY TO WIGGLE OUT OF A WEB MADE WITH SUPER-GlUE?? THIS'LL QUIET YOU DOWN FOR A WHILE, CHUM!







The End

# SPIDER-MAN TACKLES THE TORCH!



A SPIDER-MAN SURPRISE EXTRA!

THIS IS WHERE DORIS EVANS, THE TORCH'S GIRL FRIEND, LIVES! WHILE I'M IN THE NEIGHBORHOOD, I'LL PAY HER A VISIT AND SHOW HER WHAT SHE'S MISSING BY NOT DATING SPIDER-MAN!

WELL, HIT MY HEAD AND CALL ME SHORTY! LOOKS LIKE I'M JUST IN TIME FOR A PARTY!

LOOK! THERE'S THE HUMAN TORCH! HI, JOHNNY... WE'VE BEEN WAITING FOR YOU!

JOHNNY STORM! YOU DIDN'T TELL ME YOU HAD A NEW STING-RAY! IT'S GORGEOUS!

TRAVELIN' IN STYLE THESE DAYS, EH, TORCH?

WELL, IT'S NO FANTASTI-CAR, BUT IT TAKES ME WHERE I'M GOIN'!

WRITTEN BY:  
STAN LEE  
DRAWN BY:  
JACK KIRBY  
INKED BY:  
STEVE DITKO  
LETTERED BY:  
S. ROSEN

LAST WEEK HE WAS DRIVING AN XK JAG! AND NOW THIS! OH, IF ONLY DORIS HADN'T FOUND HIM FIRST!

A FEW MINUTES LATER ...

HMMPH! IT DIDN'T TAKE LONG FOR THAT FLAMING PHONY TO START SHOWING OFF!

WELL, NOW I'LL SHOW THEM WHAT SPIDER-MAN CAN DO!

I'LL JUST WEAVE A LITTLE WEB-BAT OUT HERE! IT'LL KEEP THE PARTY FROM GETTING DULL!

WHILE INSIDE, THE TORCH USES HIS INFRA-RED GLOWING POWER TO DAZZLE HIS TEEN-AGE FRIENDS!

HERE, SALLY I'LL PUT AN INFRA-RED SPOTLIGHT ON YOU WHILE YOU DANCE!

MMH! WAIT TILL ACTORS' UNION HEARS ABOUT YOU, JOHNNY!



EEK! A BAT!

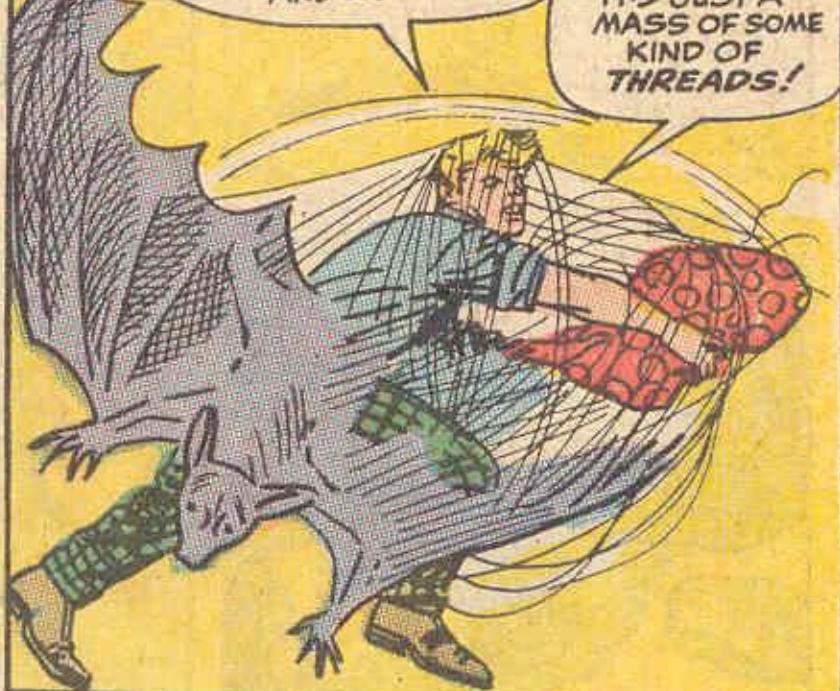
OH! GET IT AWAY! IT'S SO DREADFUL-LOOKING!

HOLD IT, KIDS! THERE'S SOMETHING FUNNY ABOUT IT! IT ISN'T REAL!



I'LL JUST SWAT AT IT WITH THIS PILLOW, AND...

HEY! IT CAME APART! IT'S JUST A MASS OF SOME KIND OF THREADS!



NOT THREADS, SONNY BOY! ... WEBS! GEN-LI-WINE SPIDER-MAN WEBS! ... THE KIND YOUR FRIENDLY NEIGHBORHOOD GROCER DOESN'T SELL!



STOP BRAGGING! YOU MIGHTN'T HAVE KNOWN! YOU'RE NOT SMART ENOUGH!

HOW DID SPIDER-MAN GET HERE ??

HE'S GOT SOME NERVE CRASHING A PRIVATE PARTY!

JOHNNY, CAN'T YOU GET RID OF HIM ??



THANK YOU,  
KIND FRIENDS,  
FOR YOUR  
WARM  
WELCOME!

BEING YOU INSIST,  
I'LL BE GLAD TO  
JOIN YOUR LITTLE  
PARTY!



LISTEN, WEB-  
HEAD, I'VE  
GOT NEWS  
FOR YOU!  
YOU'RE AS  
FUNNY AS A  
RUSTY CRUTCH!  
SO GO CRAWL  
BACK UNDER  
YOUR STONE!

SAY! YOU DON'T  
HAPPEN TO BE  
RELATED TO  
ANOTHER  
SUNSHINE BOY  
NAMED J.  
JONAH JAMESON,  
DO YOU?



OKAY, BIG MOUTH! YOU HAD  
YOUR CHANCE! IF YOU WON'T  
LEAVE PEACEFULLY, I'M GONNA  
TOSS YOU OUT ON YOUR  
POINTY EAR!

WHO WRITES  
YOUR DIALOGUE,  
SQUIRT?...  
FRANK MERRIWELL?

IF IT'S A  
FIGHT YOU  
WANT, C'MON  
OUTSIDE!

FLAME  
ON!



I'LL JUST  
DO THAT  
LITTLE  
THING,  
WISE GUY!

AND AWAAAAY  
WE GO!



HERE! THIS'LL  
BRING YOU DOWN  
TO EARTH, LAUGHING  
BOY!

WATCH  
THAT  
FLAME,  
CORN-  
BALL!  
THESE  
WEBBS  
COST  
MONEY!



HE FLOATS THROUGH  
THE AIR WITH THE GREATEST  
OF EASE! ♫ ♫



I GUESS  
THAT'LL  
TEACH YOU  
NOT TO MESS  
AROUND WITH  
THE HUMAN  
TORCH!

YOU KIDDIN'? I  
JUST WANTED TO  
SEE WHAT YOU CAN  
DO! AND NOW IT'S  
MY TURN! DON'T  
GO 'WAY, JOHNNY  
BOY!



OKAY, YOU  
ANIMATED  
INSECT! YOU  
ASKED FOR  
IT! HERE I  
COME!

MERCY ME! I'D  
BETTER PREPARE  
A LITTLE WELCOME  
FOR SUCH A BIG, BAD  
BLAZING BIRDBRAIN!



COME 'N GET  
IT, TORCHY!  
THIS'LL COOL  
YOU OFF, BUT  
GOOD!!



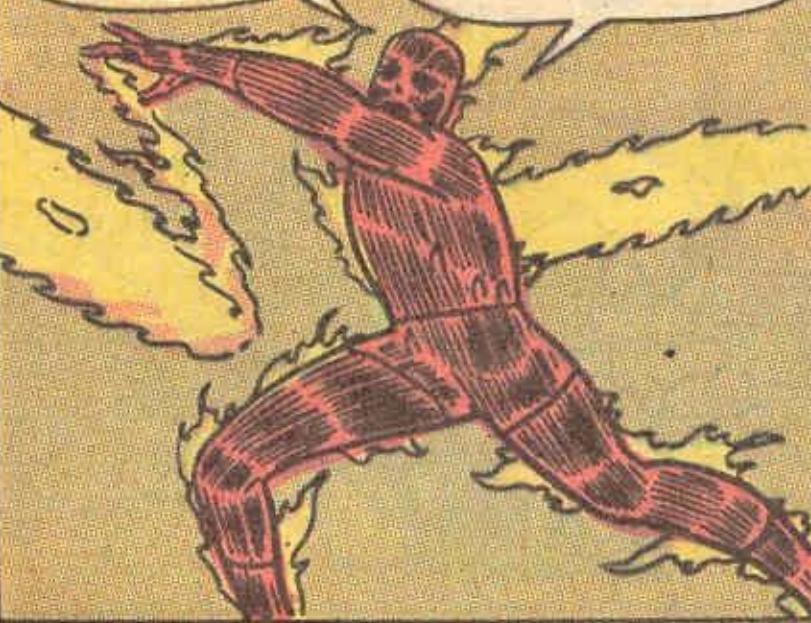
THAT WAS VERY UNFRIENDLY OF YOU, LITTLE MAN! ALSO VERY UNWISE! BECAUSE NOW I'M REALLY MAD!

I GUESS THAT'S MY CUE TO FALL TO MY KNEES AND BEG FOR MERCY WITH TEARS IN MY EYES, EH? WELL, YOU'VE GOT THE WRONG CHARACTER THIS TIME! SO HOW ABOUT GIVING UP NOW WHILE YOU CAN?



VER-RY FUNNY! NOW LET'S SEE HOW THESE FLAMIN' BUZZ-SAWS AMUSE YOU!

I'LL MAKE YOU WISH YOU'D NEVER HEARD OF THE HUMAN TORCH BY THE TIME I'M THROUGH WITH YOU!



MAYBE IT'S NOT FAIR TO USE SO MUCH FLAME AGAINST HIM, BUT I CAN'T HELP IT!

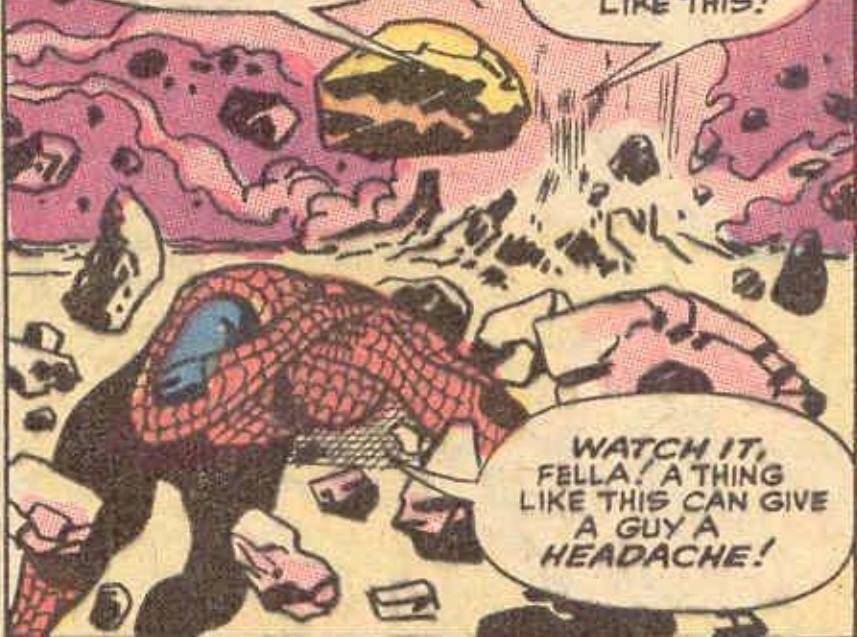
THAT GUY REALLY GETS UNDER MY SKIN!



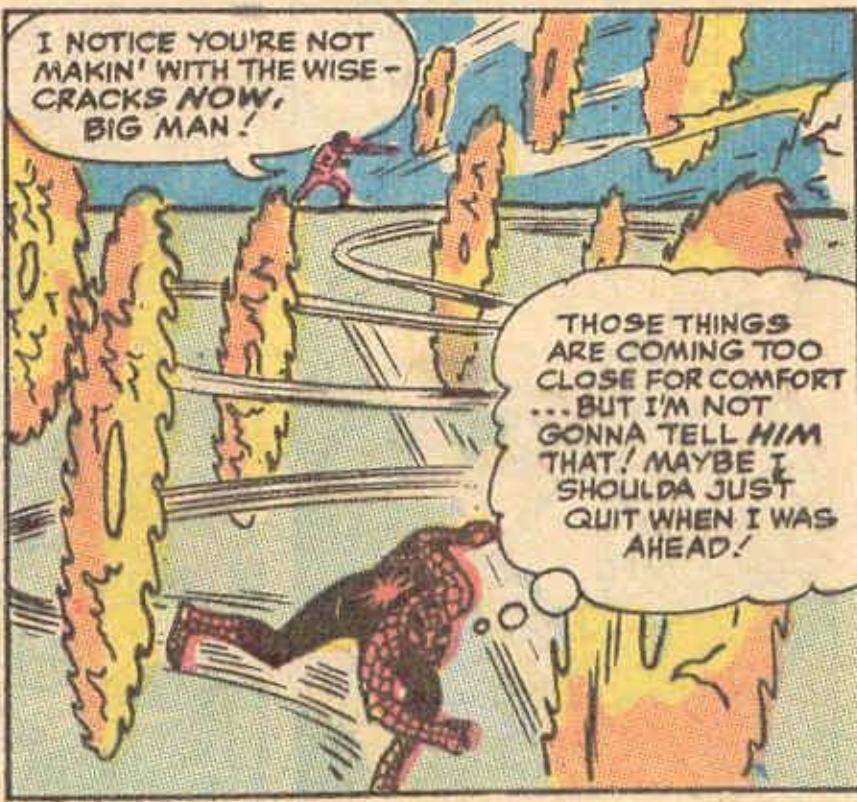
BUT, DRYING OFF WITHIN SECONDS, DUE TO THE INNER HEAT GENERATED BY HIS INTENSE ANGER, THE TORCH TRIES ANOTHER MANEUVER!

HERE'S A LITTLE STUNT YOU HADN'T COUNTED ON, MEAT-HEAD!

I CAN FOCUS MY FLAME ON A SMALL PLOT OF GROUND, MAKING IT ERUPT... LIKE THIS!

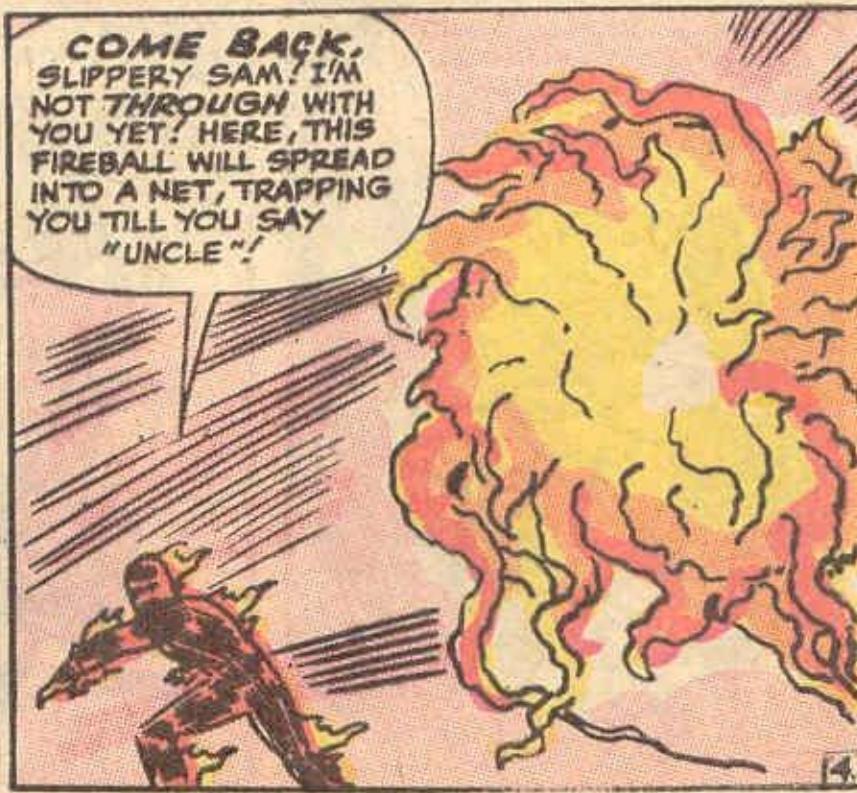


WATCH IT, FELLA! A THING LIKE THIS CAN GIVE A GUY A HEADACHE!



I NOTICE YOU'RE NOT MAKIN' WITH THE WISE-CRACKS NOW, BIG MAN!

THOSE THINGS ARE COMING TOO CLOSE FOR COMFORT... BUT I'M NOT GONNA TELL HIM THAT! MAYBE I SHOULD JUST QUIT WHEN I WAS AHEAD!



COME BACK, SLIPPERY SAM! I'M NOT THROUGH WITH YOU YET! HERE, THIS FIREBALL WILL SPREAD INTO A NET, TRAPPING YOU TILL YOU SAY "UNCLE"!

BILL WITH HIS SUPER-HUMAN AGILITY, SPIDER-MAN EASILY DARTS THROUGH THE SPACES IN THE TORCH'S FLAME NET...



