



APPROVED
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COMICS
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AUTHORITY

**DEFALCO
OLLIFFE
WILLIAMSON**

DIRECT EDITION

02611



The daughter of the original Spider-Man. May "Mayday" Parker has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web-lines!
Stan Lee Presents...

SPIDER-GIRL!

PASSAGES!

THROAT
LOOKS FINE,
MAY, M'
GIRL.

I DID FIND
EVIDENCE OF A
RECENT MINOR
CONCUSSION--

--ALONG
WITH THE
USUAL
SCRAPES AND
BRUISES--

--BUT YOU
SEEM TO BE
IN PRETTY
GOOD
HEALTH.

ALTHOUGH
I STILL THINK
YOU SHOULD GIVE
UP BASKETBALL
BEFORE YOU
SUSTAIN A SERIOUS
INJURY.

DOCTOR HOWARD FEIN
HAS BEEN YOUR FAMILY
PHYSICIAN FOR AS LONG
AS YOU REMEMBER.

BUT HE'S
WRONG.

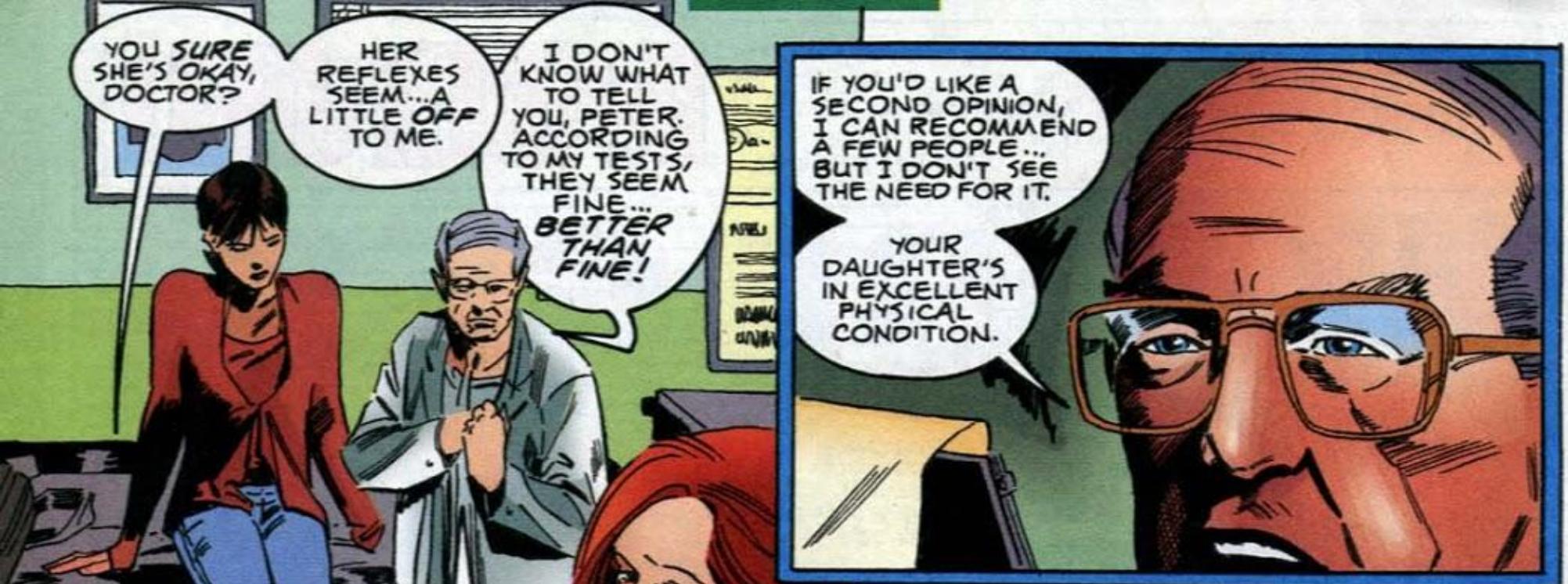
WAY WRONG!

BASKETBALL ISN'T THE CAUSE
OF YOUR VARIOUS ABRASIONS,
AND YOUR HEALTH IS FAR
FROM GOOD.

YOUR NAME IS MAY "MAYDAY"
PARKER. YOU ARE THE DAUGHTER
OF THE ORIGINAL SPIDER-MAN--

--AND YOU RECENTLY LOST THE
SPIDER-LIKE POWERS THAT YOU
INHERITED FROM YOUR DAD!

Tom DeFalco and Pat Olliffe-Script, Plot and Pencils / Al Williamson-Inker
John Workman-Letterer / Christie Scheele-Colorist
Matt Hicks-Editor / Bob Harras-Editor in Chief



REED RICHARDS
MAY BE THE ONLY
MAN WHO CAN
HELP YOU REGAIN
YOUR SPIDER-
POWERS.

WHAT
IF I NEVER
GET THEM
BACK?

PETER!
MAY! I
SUGGEST WE
TABLE THIS
DISCUSSION
FOR NOW.

WE HAVE
TO GET TO
WORK, AND
MAY IS
ALREADY
LATE FOR
SCHOOL.

DON'T
FORGET
WE HAVE
A LUNCH
DATE!

HOW COULD I?
OUR REGULAR
LUNCH THING IS
THE HIGH POINT
OF MY WEEK.

IT WAS NICE
OF DOCTOR
FEIN TO FIT
US IN ON
SUCH
SHORT
NOTICE.

SO
TALK TO ME--
HOW ARE YOU
REALLY FEELING
ABOUT ALL
THIS?

YEAH.
I GUESS.

TO BE
HONEST,
I... I'M
NOT SURE.

YOUR
FATHER AND
I JUST WANT
YOU TO BE
HAPPY.

YOU
KNOW
THAT,
DON'T
YOU?
YEAH.

NEVER
DOUBTED
IT.

DAD SEEMS
TO BE TAKING
IT A LOT
HARDER
THAN I
AM.

DON'T GET
ME WRONG--
BEING SPIDER-
GIRL IS A
TOTAL
TRIP.

I LIKE
HELPING
PEOPLE AND
ALL...

BUT
I NEVER
PLANNED ON A
CAREER IN
SPANDEX.

I ALWAYS
THOUGHT I'D
TEACH PHYS ED
OR BE A COACH
WHEN I GREW UP.

HAPPINESS
WAS NEVER
AN OPTION
FOR ME.

I NEVER
HAD A
CHANCE
FOR A
NORMAL
LIFE.

MY FATHER
AND HIS
FATHER WERE
COSTUMED
CRIMINALS.

IT WAS
ALWAYS
ASSUMED THAT
I'D FOLLOW
THEIR LEAD.

BY WHOM,
MR. OSBORN?

I UNDERSTAND
YOUR LATE MOTHER
WENT TO GREAT
LENGTHS TO
SEPARATE YOU
FROM YOUR
GRANDFATHER'S
INFLUENCE.

AND YOUR
STEPFATHER IS
CERTAINLY GOING
TO CONSIDERABLE
EXPENSE ON YOUR
BEHALF.

TELL ME,
MR. OSBORN--
DO YOU ENJOY
BEING THE
GREEN
GOBLIN?

WH-
WHAT
--?

WHY DO
YOU WEAR
THAT GARISH
COSTUME?

WHAT
SATISFACTION
DO YOU
GAIN FROM
PORTRAYING
YOURSELF AS
A DERANGED
KILLER?

I... I
REALLY
CAN'T SAY,
DOCTOR
LORCH.

AND I
ASSUME IT'LL
EVENTUALLY
KILL ME.

JUST LIKE
IT KILLED
MY FATHER
AND GRAND-
FATHER.

IT'S
BROUGHT
ME ONLY
PAIN AND
MISERY.

PSYCHIATRIC
INSTITUTE

ANY
CHANCE
YOU'RE
GONNA
LIVE?

MIDTOWN HIGH SCHOOL

AFRAID SO,
DAVIDA.

MY
MORNING
DOCTOR
VISIT CAN
BE CHALKED
UP TO
PARENTAL
PARANOIA.

GLAD TO
HEAR IT,
GIRL.

WE GOT
A BIG GAME
TONIGHT, AND
I HAVE SOME
NEW MOVES
THAT'LL
TEAR YOUR
HEART
OUT.

CAN'T
WAIT
TO SEE
'EM.

YOU
FREE
FOR
LUNCH?

WE CAN
DISCUSS
TONIGHT'S
GAME
PLAN.

SINCE WHEN DO YOU
SLUM WITH THE
CAFETERIA CROWD?

DON'T YOU
USUALLY HAVE
AN AEROBICS
CLASS?

NOT
TODAY.

THAT'S
...UHHH...
OVER.

AND I
DON'T SEE ANY
POINT IN TAKING
MORE CLASSES.

ALTHOUGH EVEN
EXERCISE SEEMS
PREFERABLE
TO THESE
SELECTIONS.

YOU
WANT TO
PERMANENTLY
LOSE YOUR
APPETITE?

CHECK
THIS
ACTION--!

YOUR HONEY
JJ IS STYLING
AND PROFILING
AGAIN.

IF I DIDN'T KNOW
BETTER, I'D SAY HE'S
MAKING A RUN AT
COURTNEY DURAN.

NO.

CAN'T
BE.

DON'T
TELL ME
YOU TRUST
THAT
DOG!

JJ?!
--NOT A
CHANCE!

BUT
COURT
WOULD
NEVER
DIRT ME.

I SEE YOU GUYS
ARE ALSO ENJOYING
THE SHOW.

WHAT ARE
WE GOING TO
DO ABOUT IT?

WHY
DO
ANYTHING,
BRAD?

LOOK,
I'M SURE
IT'S INNOCENT
AND ALL, BUT
MOOSE ALREADY
HAS A BAD ITCH
FOR JJ, AND HE'S
GOING TO FREAK
WHEN HE SEES--

WHAT
--?!

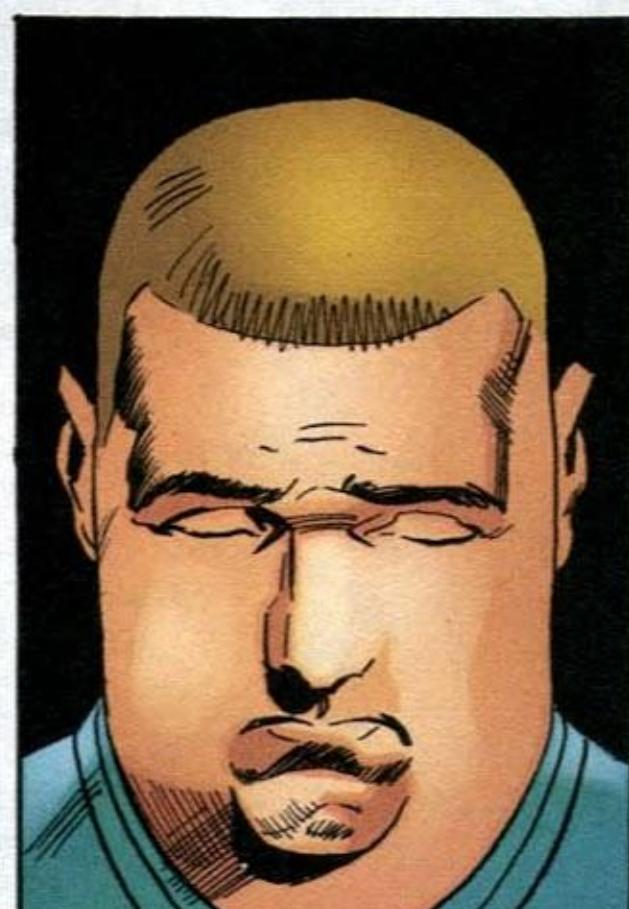
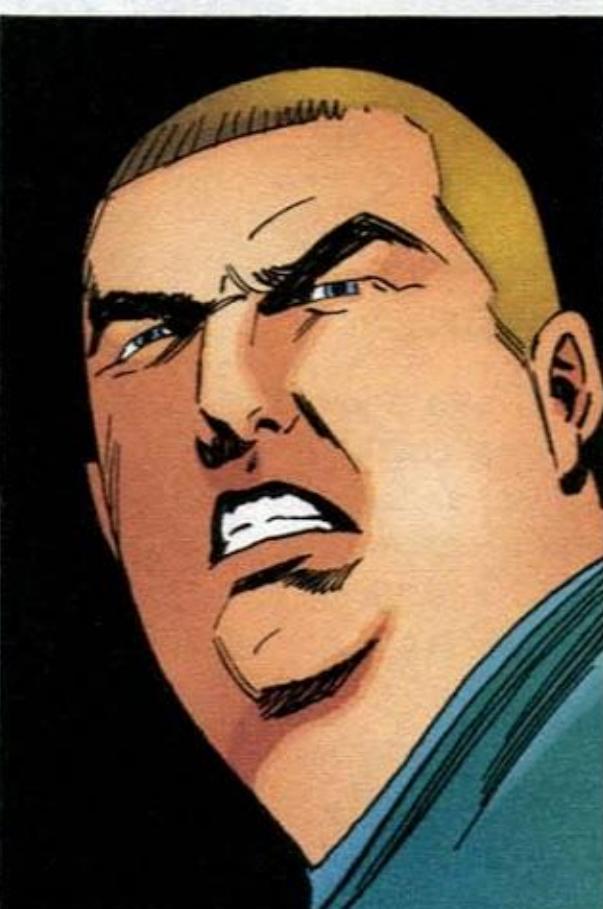
WHAT'S
GONNA
MAKE ME
FREAK?

H-HEY,
BIG
GUY.

Y-YOU
WANT
TO SHOOT
BASKETS OR
SOMETHING?

C'MON,
BRAD--
WHAT'S
GOING
ON?

WHY
ARE YOU
AFRAID
I'LL--
OH!









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NELSON AND ASSOCIATES

H, I'M HERE TO SEE MEREDITH URICH.

AND YOU ARE--?

HER HUSBAND PHIL.

I...UHH...
I'M SORRY I
DIDN'T RECOGNIZE
YOU, MISTER URICH.
I'M JUST FILLING
IN WHILE THE
RECEPTIONIST
IS OUT TO
LUNCH.

NO PROBLEM.
CAN YOU BUZZ
MY WIFE?

THAT WON'T BE
NECESSARY.
I'M ALREADY
HERE.

WHERE DO YOU
WANT TO EAT,
HON?

YOUR
CHOICE.

GREAT! THERE'S
THIS NEW SALAD
BAR I WANT TO
TRY.

HEY, MERRY--
THAT NEW
GUY!

WHO
IS
HE?

JUST AN ESU
INTERN THAT
MR. NELSON
HIRED.

MAYBE HE'S
STARTING
OVER.

WHY SO
INTERESTED?

SEEMS
A LITTLE
OLD EVEN
FOR LAW
SCHOOL,
NO?

H-HE KINDA
REMINDS ME OF
SOMEONE...
BUT I'M NOT
SURE WHO.

WHAT'S
HIS NAME,
ANYWAY?

I BELIEVE
IT'S REILLY.



THIS
ISN'T
QUITE
WHAT I
EXPECTED.

ANTIQUES

I'M HUNGRY.

BIG SURPRISE.

RELAX!

I'LL
ONLY BE A
MOMENT.

WE NEED TO
TALK ABOUT
MAY.

WHAT IF
SHE NEVER
REGAINS HER
POWERS?

MAYBE
I SHOULD
SEE IF REED
RICHARDS
STILL
HAS THAT...
UHHHHH...

OLD BIONIC
LEG HE ONCE
OFFERED YOU?

COME ON,
HON! YOU
CAN'T BE
SERIOUS.

WHY
NOT?

WHAT'S
STOPPING
ME FROM
BEING
SPIDER-
MAN?

YOU
REALLY
WANT ME TO
REMIND
YOU?

GASOLIN

LET'S SEE, SHOULD I START WITH THE ONE ABOUT HOW NO ARTIFICIAL LIMB COULD EVER PERFECTLY REPLICATE YOUR SPIDER-POWERS?

HOW YOU'D ONLY BE A DANGER TO YOURSELF AND OTHERS-- IF YOU WEREN'T AT PEAK EFFICIENCY?

YOU SEEM AWFULLY WELL-PREPARED.

DO I?

MAYBE IT'S BECAUSE WE KEEP HAVING THE SAME CONVERSATION.

MOST PROFESSIONAL ATHLETES RETIRE LONG BEFORE THEY HIT YOUR AGE... AND YOU KEEP WONDERING IF YOU SHOULD BE A SUPER HERO AGAIN.

OR SHOULD I BRING UP THE MONTHS YOU SPENT IN REHAB, LEARNING TO COPE WITH THE LOSS OF YOUR LEG?

PETER, YOU KNOW YOU'LL NEVER BE THE SAME FRIENDLY NEIGHBORHOOD WALL-CRAWLER YOU ONCE WERE.

NOT AFTER THE TRAUMA YOU SUFFERED.

I KNOW YOU MISS THE WEB THING, PETER--

--BUT YOU'VE DONE YOUR PART.

YOU HAVE NOTHING TO PROVE.

AND I WILL ACCEPT AND SUPPORT ANY DECISION YOU MAKE!

SPIDEY
THREAT

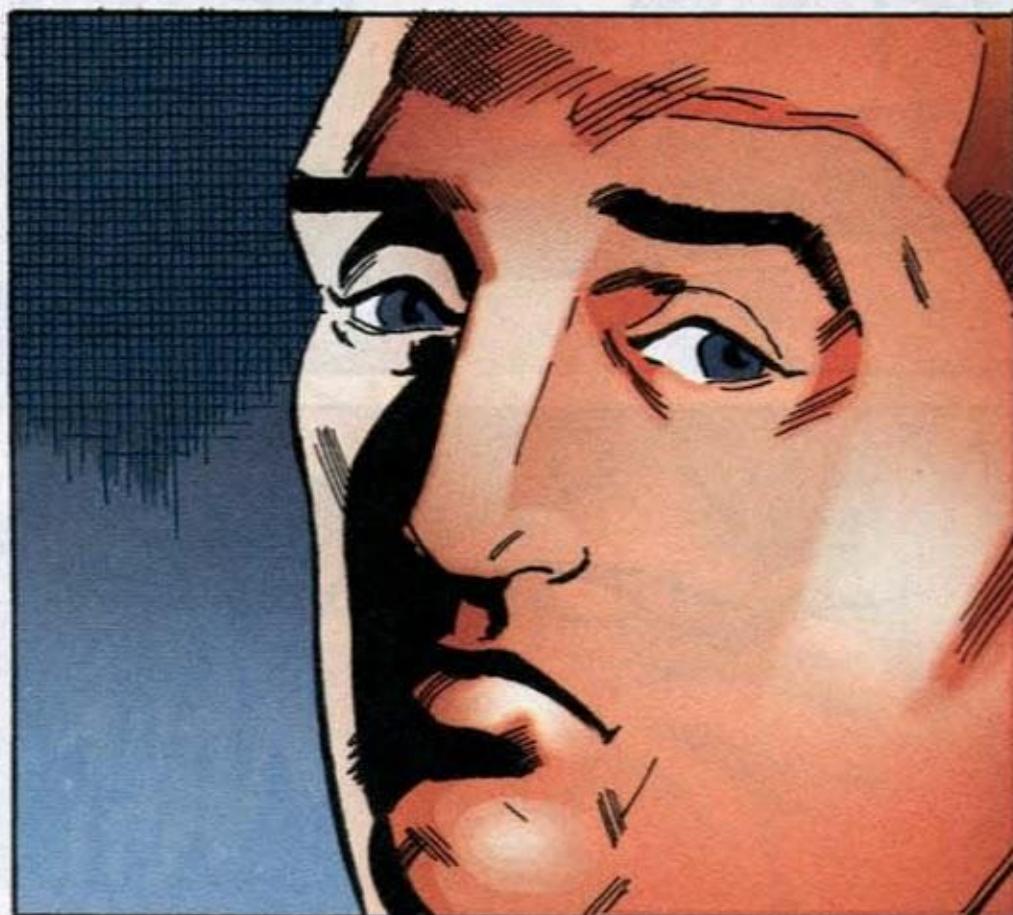


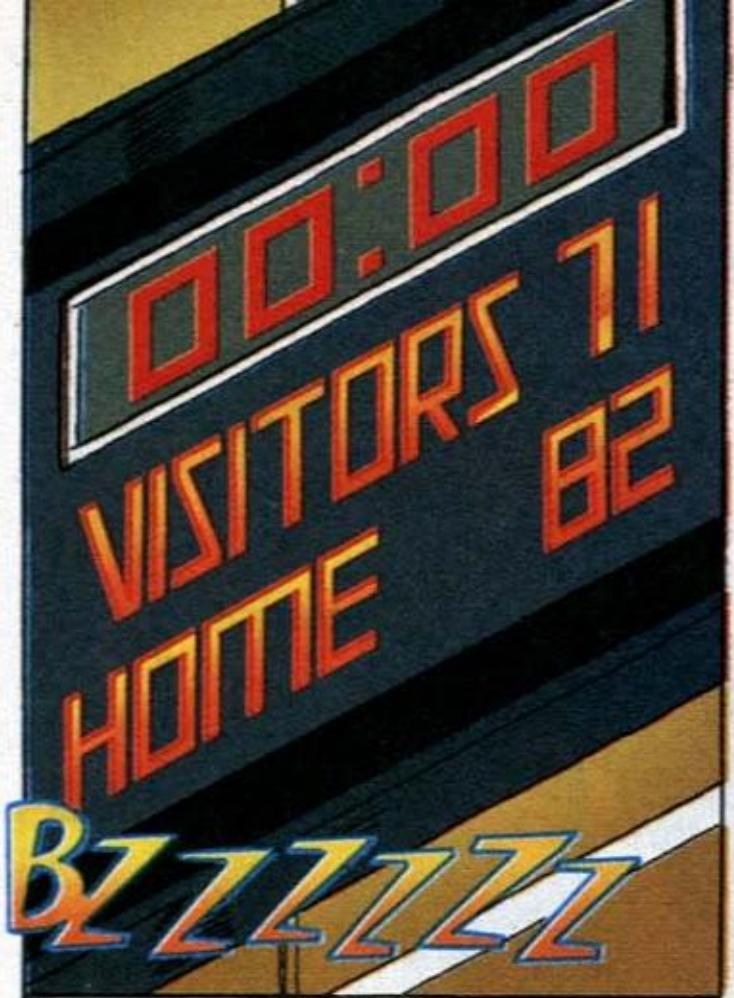
HOWEVER,
MR. PARKER,
I LOVE YOU,
--FOR BETTER
OR WORSE!

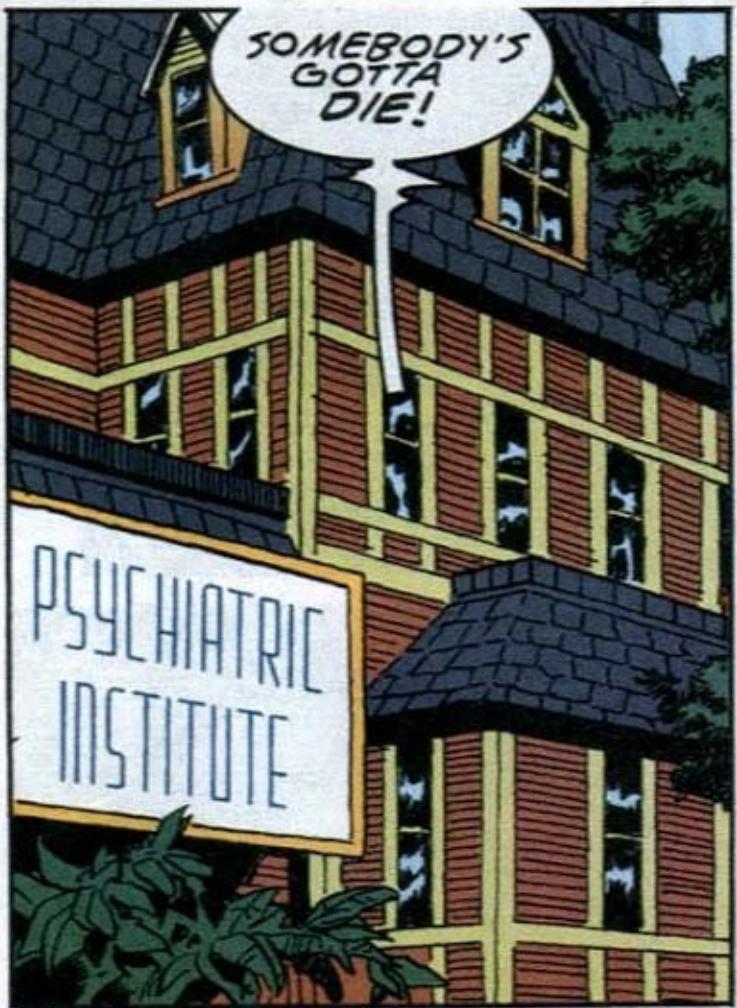
HERO or VILLAIN?



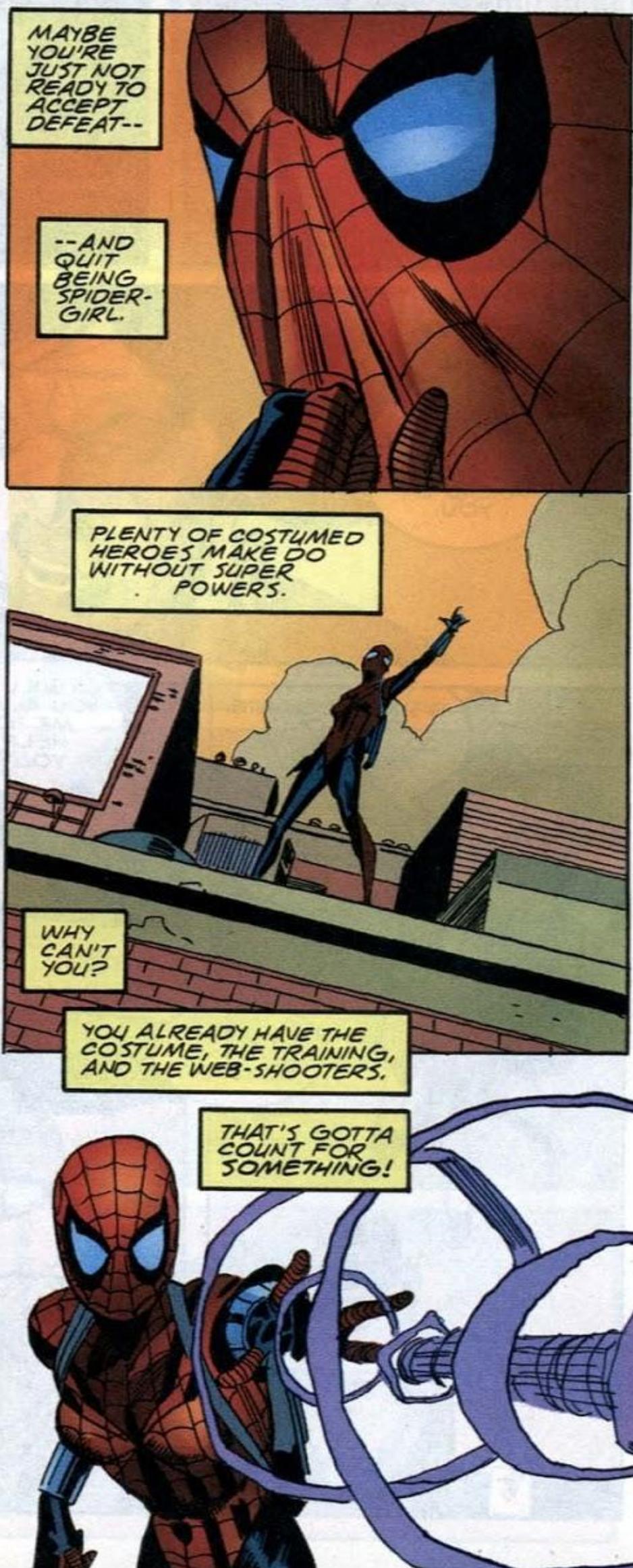
YOU NEVER REALIZED HOW MUCH YOU ACTUALLY RELIED ON YOUR SPIDER-SENSE...AND YOUR OTHER POWERS.







SNAPP!



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ON SALE NEXT WEEK

BACKPACK MARVELS: SPIDER-MAN

The wacky web-slinger tangles with the Vulture, the Black Cat and the Juggernaut in this new digest-sized reprint format! By Roger Stern and John Romita Jr.!

BACKPACK MARVELS: X-MEN

The Children of the Atom battle the Brood and the Morlocks in this new digest-sized reprint format! By Chris Claremont and Paul Smith!

BISHOP #14

It's Bishop vs. the Chronomancer in a war that results in a startling new direction for the last X-Man! By Joseph Harris and Georges Jeanty!

CAPTAIN AMERICA #35

This is it—the knockdown, no-holds-barred battle between Captain America and his twisted reflection, Protocide! By Dan Jurgens!

CAPTAIN MARVEL #11

In this very special issue, Genis meets his father, the original Captain Mar-Vell—but he's dead, right? By Peter David and Jim Starlin!

INCREDIBLE HULK #20

The green goliath runs head-on into the forces of Ryker—and learns the secret that has driven his obsessed opponent! By Paul Jenkins and Ron Garney!

IRON FIST / WOLVERINE #1

Will K'un Lun materialize over Tokyo? Everyone's kung-fu fighting in this all-new adventure that mixes martial arts mayhem with mutant mania! By Jay Faerber and Jamal Igle!

PETER PARKER,
SPIDER-MAN #23

Peter Parker and his roommate Randy Robertson are both having weird dreams... but was it just something they ate—or a case of alien abduction?! By Paul Jenkins and Mark Buckingham!

PUNISHER / PRINKILLER JANE

The term "bleeding hearts" takes on a new meaning as comics' two most violent vigilantes make a lethal love connection! By Garth Ennis and Joe Jusko!

SENTRY #3

How can you make the world remember you? That's what Bob Reynolds must do figure out when he faces the Hulk and Spider-Man! By Paul Jenkins and Jae Lee!

DARKDEVIL #1

From the pages of SPIDER-GIRL leaps the mystery man of MC2, Darkdevil! His enigmatic origin begins here! By Tom DeFalco and Ron Frenz!

THUNDERBOLTS #44

Continued from the pages of AVENGERS, the T-Bolts and Earth's Mightiest Heroes stand side-by-side against Count Nefaria! By Fabian Nicieza and Mark Bagley!

X-MAN #69

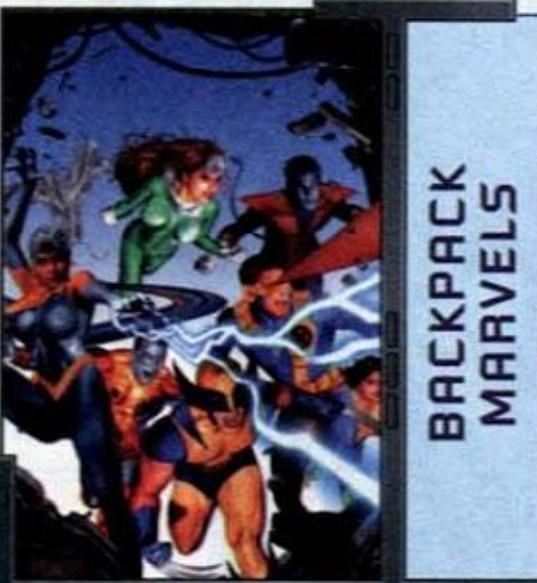
Transported to another world, Nate Grey comes face-to-face with the X-Man of that reality! By Warren Ellis, Steven Grant and Ariel Olivetti!

X-MEN #106

All of your questions are answered here as the mighty mutants launch a final assault on the Lair of the Neo! By Chris Claremont and Leinil Francis Yu!

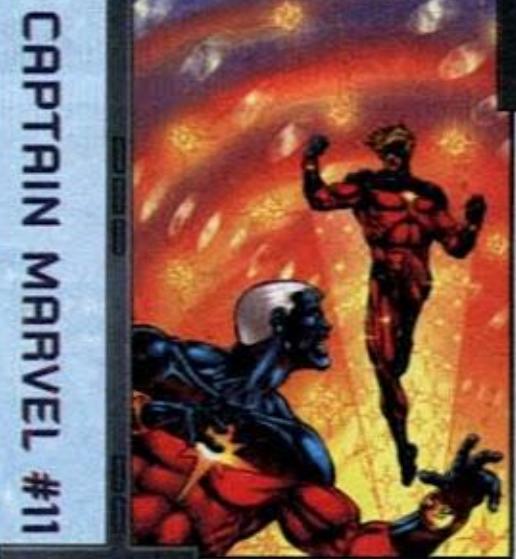
X-MEN: BLACK SUN #4

Belsoco's perverted plans come to fruition in the finale to the X-Men's 25th Anniversary celebration! By Chris Claremont and Pablo Raimondi!

MARVEL
SPOTLIGHTBACKPACK
MARVELS

Remember digests? You know, those small books that contain a bunch of cool comics? We do! That's why we're introducing BACKPACK MARVELS, a series of black-and-white reprints that contain larger-than-life adventures in a format that's small enough to take anywhere! Up first: classic tales starring our most famous characters, Spider-Man and the X-Men! So if you're on the run and need your Marvel fix, then throw a Backpack in your backpack!

Jim Starlin is well known for his grand cosmic sagas. He's also known as the man who killed the original Kree Crusader. Now Starlin returns to pencil Mar-Vell's son, Genis—and Peter David has written a special story that features a father and son reunion! But if Mar-Vell is dead, then how can he be here? Find out in this issue—and you'll also see why *Comics International* said, "Just buy this and remind yourself how good comics writing can be!"

CAPTAIN
MARVEL #11Stan's
SOAPBOXHI,
HEROES!

When strangers learn I'm a writer, they often ask what I write. I like to watch their reaction when I say, "Soapboxes." They look at me as if I don't have both ears in the water as they mumble, "Did you say Soapboxes?" That's when I really drive 'em batty by replying, "Oh yeah, they're my specialty. I'm the only professional Soapboxer I know!"

That gets rid of them real fast. Hey, a guy who sits at a computer most of the day has to do something for kicks, right? And now for the heavy stuff...

Here's Ben Cassiday of Anderson, IN, who offers a paean of praise for the Silver Surfer...

"Of all your creations, my favorite is the Silver Surfer. How did you think of such a peace-loving man becoming the herald of Galactus?"

Jack Kirby's the guy who really created him, Ben. All I did was give him his gestalt, his personality. I wanted him to be peace-loving because I wanted him to represent everything that's best about the human race, even though we humans ourselves seem to find it so difficult to attain the great qualities that the Surfer knows are within us.

Hey, Oliver M. Villar of Jacksonville, FL, really shakes me up with this one...

"I found Peter Parker's middle name! In WEB OF SPIDER-MAN #19, on page 15, Peter hands a lady a birth certificate that says 'Peter Benjamin Parker'."

Wow! You sure earned your No-Prize with this one, Ollie! Imagine telling me something about Spidey that I didn't know! The mind doth verily boggle!

All the way from across the ocean, Pritpal Bhagrath of Berks, England, asks...

"If you could be a mutant, who would you be and what powers would you have?"

I'd have to create a brand new character, Prit, because what I'd want doesn't yet exist! I'd want someone who could hold back time, so that I'd have enough time to write comics again in addition to my other work. Wouldn't that be a hoot!

Speaking of time, True Believers, we're out of it now—and space, as well. Till next iss, Keep the Faith!

Excelsior!

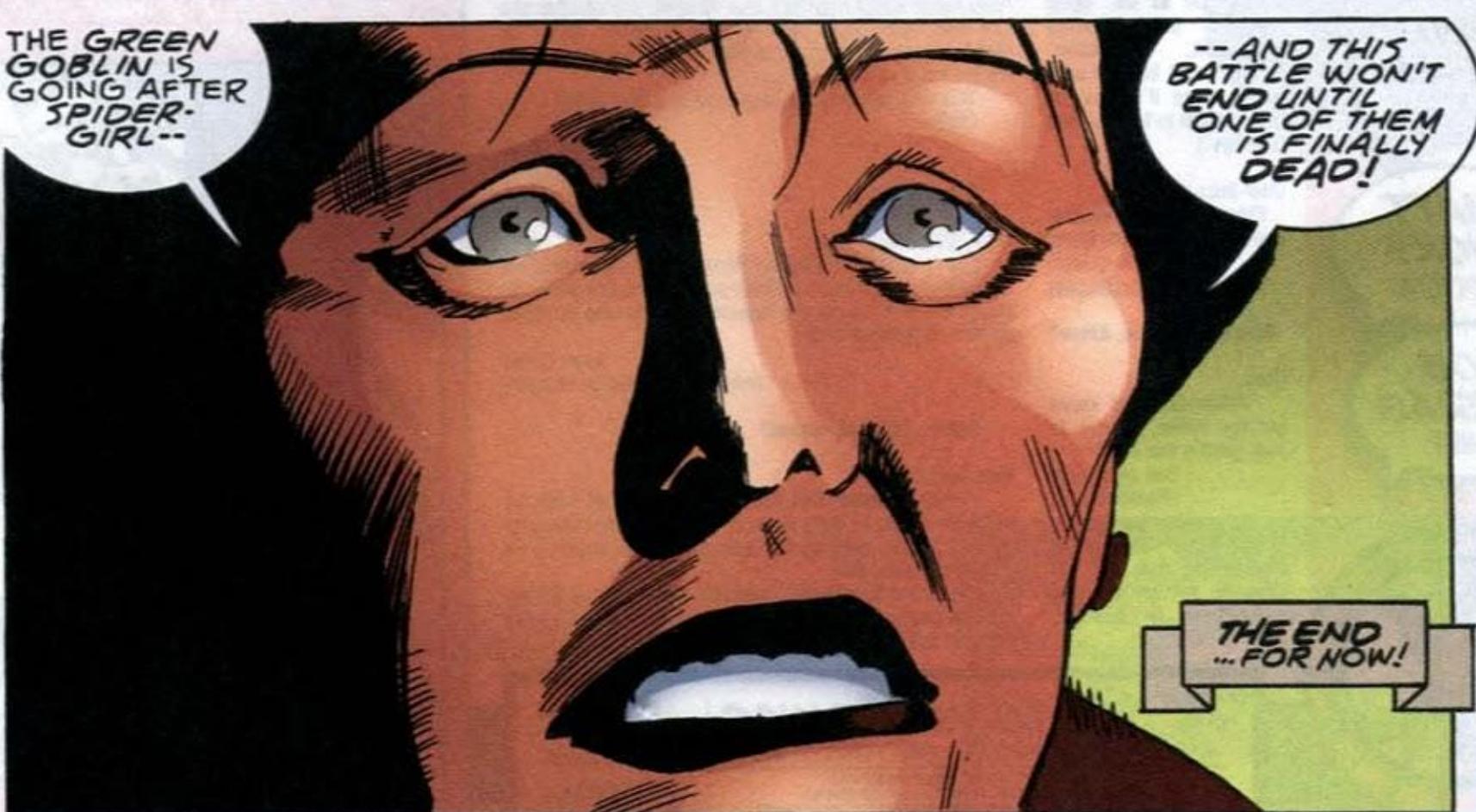
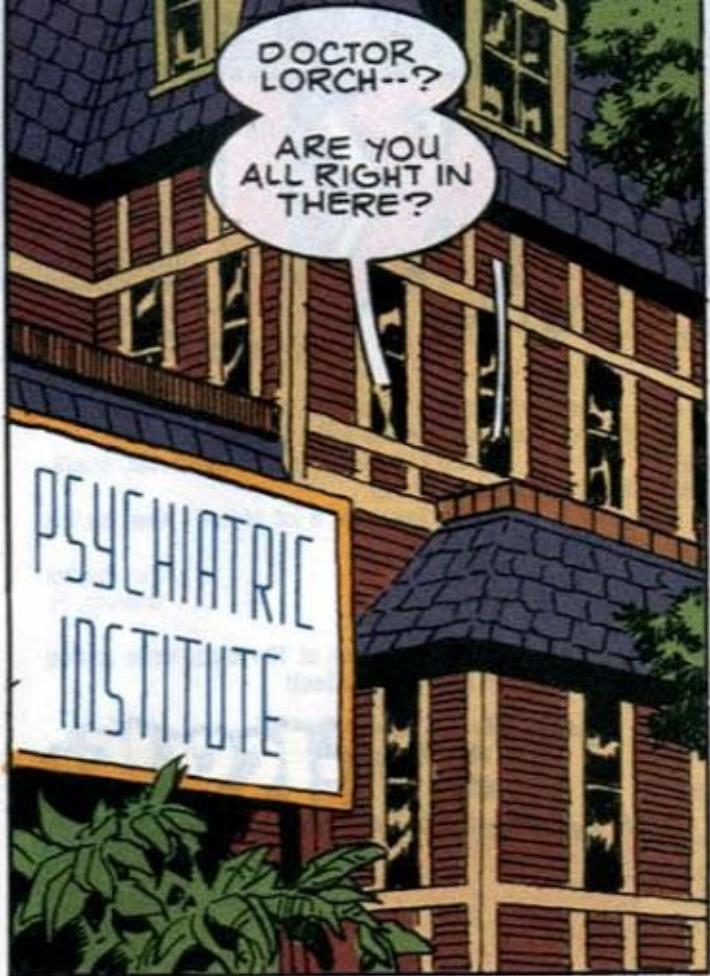
Stan Lee

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Design by the Marvel Bullpen's PAUL TUTRONE







SPIDER-GIRL

Dear Mayday and Co.,

Spider-Girl #23 was another great issue for this book. After the "Return of the Green Goblin" and Earthshaker issues a few months back, I was seriously beginning to fear for the future of this title, but Tom D. definitely has Mayday back on track.

Nancy Lu could become a good supporting character for Mayday—maybe she could transfer schools over some fallout from quitting the basketball team. This would be nice to see, but frankly, it also wouldn't bother me too much if we never saw Nancy again. She served her purpose, and paved the way for a fantastic, morally ambiguous issue and one of the best endings this title has given us in its entire run.

Can't say I care too much for the Ladyhawks, though. Tom hasn't spent a whole lot of time injecting personalities into these gals yet, so I'm pretty apathetic towards the plight of the wounded sister. Hopefully we'll get to learn more about them as time goes by. Darkdevil, on the other hand, is getting just a tad annoying. I saw no reason for him to be in this issue outside of berating May for something she wasn't doing and really, that's all he ever does, isn't it? I've enjoyed his last couple appearances (particularly the fight with Funny Face and May's hilarious "don't be such a guy" discussion with him), but this one was more than a little intrusive and pointless.

I also can't get my mind around Jameson offering May a job. Does he need photographers that badly, or does he just figure Peter passed on his "hot pix" gene? Or maybe "gasp" J.J.J is starting to go soft in his old age? Offering a job to the child of an ex-employee he was secretly quite fond of? Tom should take some time to explain this.

Despite my minor complaints, I really am happy with this title once again. I'm looking forward to whatever it is that Tom and Pat have planned for issue #25.

Russ Anderson
Baltimore, MD

P.S. After 23 issues, this book needs a letters page title; how about "Calling Mayday"?

Okay, okay, after all this time, people still think this letters page needs a name. Why? What's the big deal, Russ? What's in a name? If anyone can give us a good reason to have a name, we promise to send them some worthless prize and print their letter. (But we won't promise to have a name!)

Dear Spider-Girl,

Okay, so this letter is a little late, but I have been busy and haven't had a chance to check out my favorite title. But I finally got around to it today. Man, this book is awesome. I didn't like Spider-Girl #20, but #21, #22, and #23 have been incredible. Will we be seeing more of Nancy Lu in the future? I hope so.

Once again I see the Ladyhawks! They are so cool. What are their names?

Brendan Walsh
Chicago, IL

As far as we know they're both called Ladyhawk, Brendan. (Which must be real confusing when it's time for one of them to take out the garbage!)

Dear Buzz people,
Please don't let Mayday find out that JJ is the Buzz!

Steve Angelucci
Creeper 5@excite.com

Why spoil the fun, Steve?

Guys,
Spider-Girl just keeps getting better. Where is Tom getting this stuff?

Ben Jerusalem
Pensacola, FL

We heard he buys it wholesale from an old sausage factory located somewhere in Queens, Ben.

FRANK
DUNKERLEY
ASSISTANT
EDITOR

MATT
HICKS
EDITOR

BOB
HARRAS
CHIEF

Dear Spider-Girl,

Spider-Girl #23 might have been a pretty cool story, but the artwork by Pat Olliffe and Al Williamson deserves some kind of award. These guys are great together, and I hope they stay on this book forever.

Carolyn Didium
Akron, OH

So do we, Carolyn!

Dear Spider-Girl,

This is my first letter to you guys. I get Spider-Girl every month.

I'm sorry all the other MC-2 books tanked. I bought every one of them.

I think an issue of Spider-Girl devoted exclusively around a typical school day for her would be a good idea.

Next to Spider-Girl, Darkdevil is my favorite character in this comic. I would like to see a lot more of him, and hope he gets his own series.

Toni Edgeworth
Baton Rouge, LA

Darkdevil is currently appearing in his own three-issue limited series, Toni — and that school idea is pretty cool!

Dear Spider-Girl,

I was stunned to see how Spider-Girl #23 ended. I never realized that Mayday's talk with Nancy Lu would result in Nancy quitting basketball. I know Mayday lives by the same "With great power there must come great responsibility" line that her father did, but she should realize that other people may not feel the same way. Mayday was way out of line when she told Nancy that she was squandering her powers. Nancy just has a different perspective than Mayday. That's all. Nancy has her heart set on being a doctor and leading a nice, quiet, normal life. She does use her powers to help people like that boy she saved. She just doesn't wear a costume.

By the look on Mayday's face at the end of this issue, I'm sure she will be thinking about this story for a long time to come.

Thanks for such a thought-provoking issue.

Robert Acquarulo
New Haven, CT

Glad you like it, Robert!

Dear Spider-Girl Team,

Spider-Girl #23? Well, while this comic has always had a strong supporting cast and has never shied away from portraying all aspects of Mayday's life, the focus on her civilian identity this issue was still a welcome change of pace. The idea that not all super-powered individuals in the Marvel Universe would necessarily use their powers in flashy and ostentatious ways is such a logical one that I'm surprised it's so rarely touched on. What made the basketball cheat "Lucky Lu" so effective, though, were the questions raised about Mayday's own abilities, and whether she can ever really "hold back" on the basketball court. Is Mayday every bit as guilty as Nancy Lu in using her powers for her own gain?

This was certainly the best issue in a long while!
Cheers!

Andy Oliver
Essex, England

Ditto, Andy!

Dear Spider-Girl,

I can't believe it! Mayday Parker pulled a Darkdevil rift on Nancy Lu! Mayday suddenly popped into this girl's life, played the all-knowing and experienced hero, and vanished on her. Talk about irony!

Jason Carter
(address withheld by request)

Subtle, ain't we, Jason?

Dear Buzz Crew,

I enjoyed Spider-Girl Presents The Buzz #1 with the supporting cast of Buzz Bannon being a mentor/friend to JJ, and JJ still carrying that attitude that we all know so well from Spider-Girl.

I liked that Tom DeFalco used Dr. Sonja Jade as the villain. (A pretty one at that!) And that she not only wanted that suit but Buzz, too!

As for the layouts, I like Ron Frenz's work—nice panel designs, facial expressions and a fine story flow.

And I've always loved sensationally scintillating Sal Buscema's inks!

The Buzz was a lot of fun! Keep up the great work!

John Powers
Orlando, FL

If you'd like to see more of The Buzz, write to Bob Harras and tell him how you feel!

NEXT ISSUE:

SPIDER-GIRL CAPTURED AND AT THE MERCY OF THE GREEN GOBLIN! THE PARKER OSBORN WAR ENDS HERE! DO YOU DARE TO MISS IT?



SPIDER-GIRL #27

AND IN JUST ONE WEEK--
DARKDEVIL #1! AT LAST, THE VEIL OF MYSTERY IS LIFTED AND YOU WILL NOT BELIEVE WHAT (AND WHO) LURKS BENEATH THE MASK!



DARKDEVIL #1

SPIDER-GIRL
C/O MARVEL COMICS
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