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ANNUAL

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BILL MANTLO / DON PERLIN / JIM MOONEY / B. PATTERSON LETTERER / ARCHIE GOODWIN WRITER ARTIST INKER / DON WARFIELD COLORIST / PLOT / EDITOR



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THOSE COPS AREN'T TRYING
TO HURT HER--BUT HER HEART...
IF SHE GETS OVEREXCITED--!

I'VE GOT
TO--!



NEIN!

NOPE!

NYET!

HOLD IT,
WEBHEAD!

"PETER
PARKER!"

THEY JUST
DROVE AROUND
THE BLOCK TO
CRIMINAL
COURT!

BUT I HAD TO STALL--
WAIT UNTIL THE NEWS
PICKED UP THE STORY--

--OTHERWISE PETER PARKER--
WHO WASN'T AT THE DEMONSTRATION--
WOULD HAVE A HARD TIME
EXPLAINING--

--HOW HE
KNEW ABOUT
THE ARREST
AHEAD OF--

MARY JANE!
MRS. WATSON!

AINT ANNA CALLED
ME AS SOON AS IT
HAPPENED! OH, PETER--

--I'VE BEEN
TRYING TO REACH
YOU FOR AN HOUR!



IF I'M
GOING TO
HELP HER, IT'S
GOTTA BE AS--



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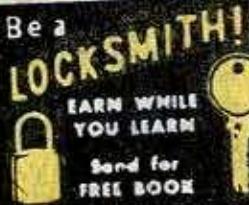
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I WAS, ER--ON AN **ASSIGNMENT**
WHEN I HEARD THE NEWS ON A
PASSING CAR RADIO!

SOMETHING ABOUT A
SENIOR CITIZEN FIGHTING
OFF THE POLICE LIKE
A TIGER!

I KNEW
IT HAD TO BE
AUNT MAY!

THAT'S NOT QUITE HOW IT WENT DOWN,
LOVER! STARTED AS AN ACCIDENT, BUT
WHEN YOUR AUNT THOUGHT THE COPS WERE
OUT TO HURT THE YOUNGER PROTESTERS...

RM 204-233

ALL RIGHT--
LET'S GO BRING
HER HOME!

BUT, ONCE BEFORE THE JUDGE...

TWO HUNDRED
DOLLARS BAIL! BUT
THAT'S MORE THAN
I'VE--

GROANNN!
WILL YOU TAKE
A CHECK,
YOUR HONOR?

MAKE IT PAYABLE TO
THE COURT CLERK--AND
SEE THAT IT DOESN'T
BOUNCE!

PRISONER IS
RELEASED INTO
THE CUSTODY OF
HER NEPHEW!

I'M SORRY IF I'VE CALISED YOU
ANY TROUBLE, PETER DEAR--BUT
I DID WHAT I HAD TO!

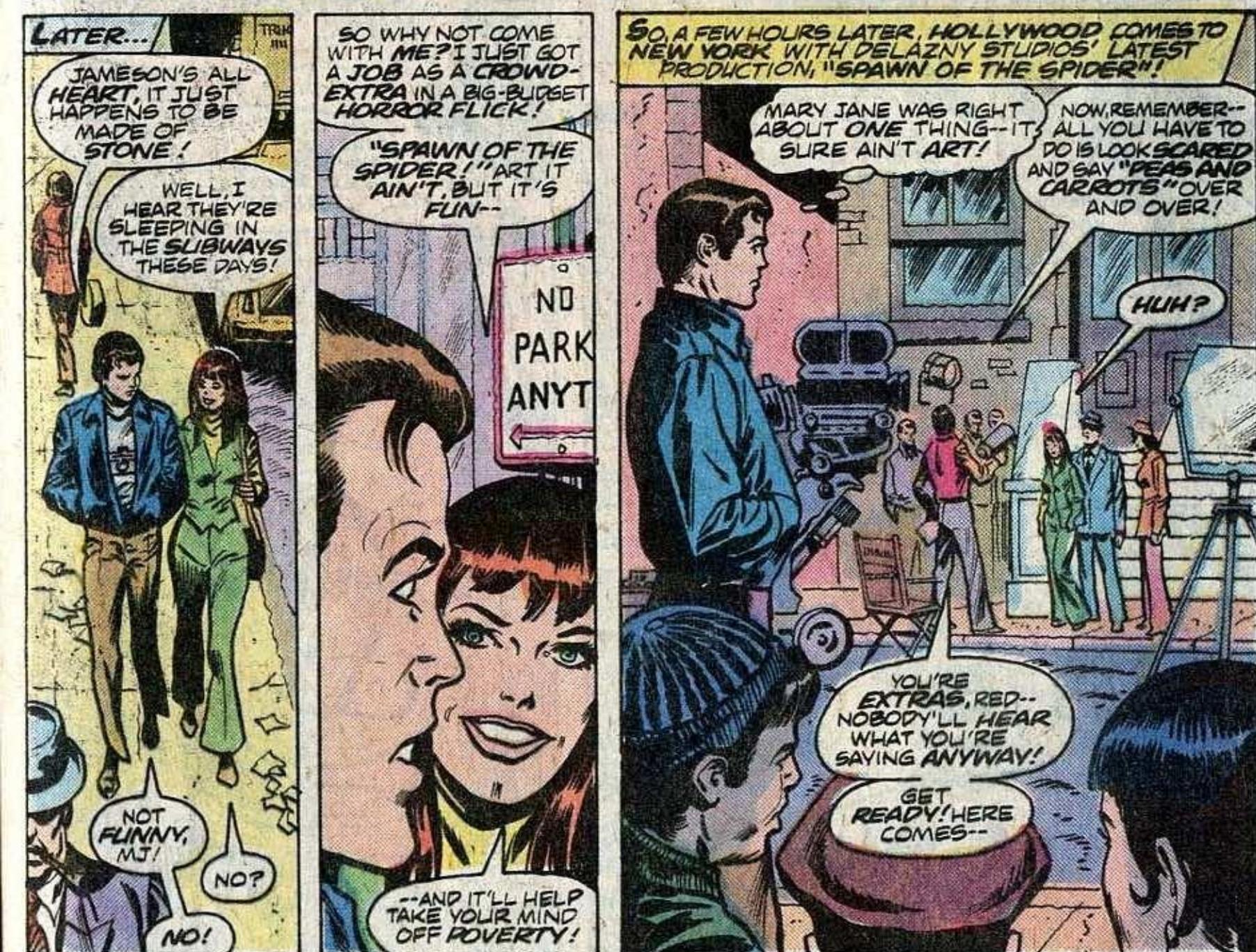
ONE CAN'T MAKE
AN OMELET WITHOUT
BREAKING EGGS,
YOU KNOW!

I...
SUPPOSE
NOT, AUNT
MAY!

BUT ONE CAN'T PAY ONE'S RENT
WITHOUT MONEY, EITHER--AND THAT
CHECK WIPE ME OUT!

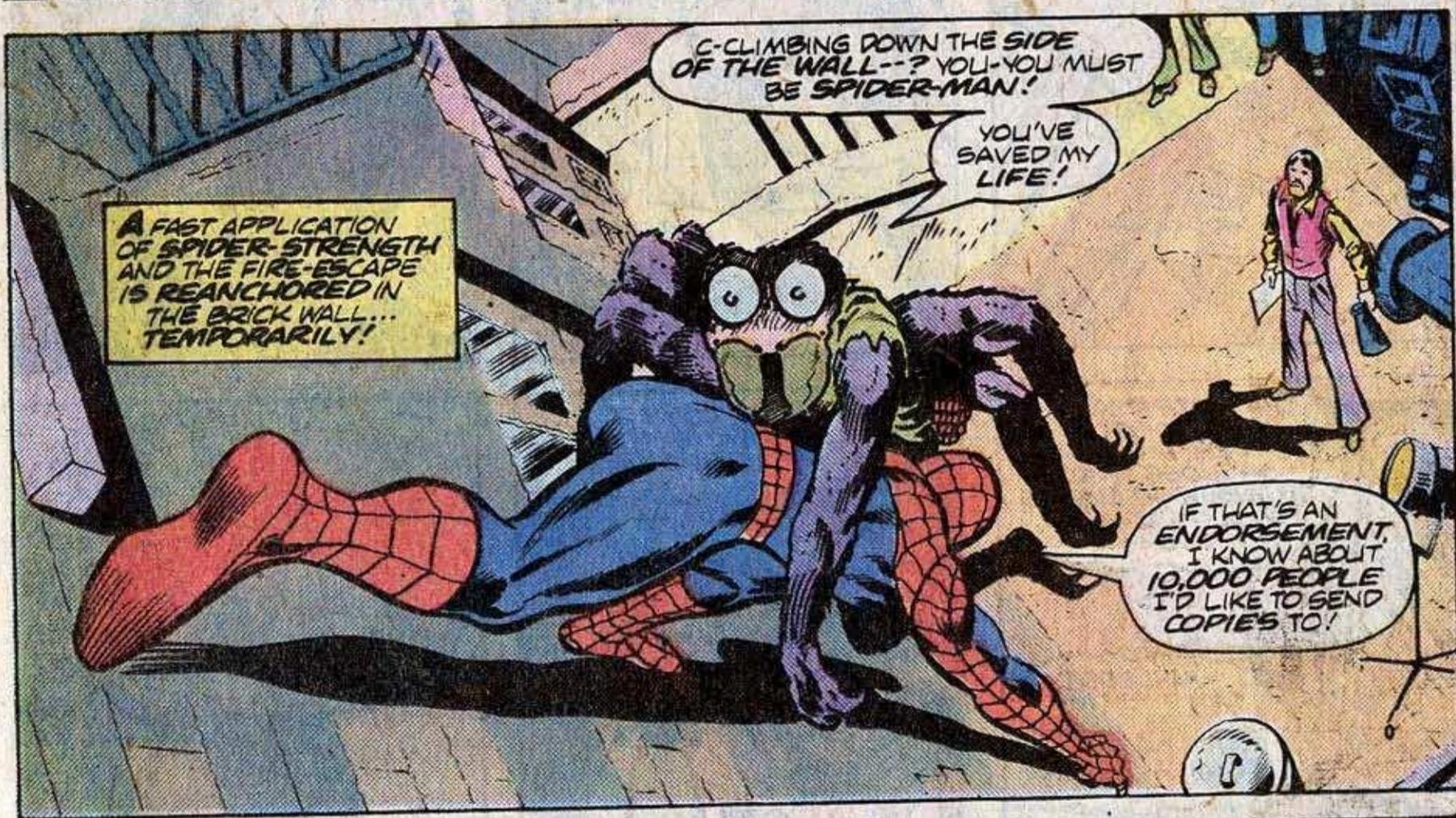
I'M BROKE--
BLISTED--
BANKRUPT!

YOU LOOK SO WORRIED,
PETER! DON'T FORGET THE
WORDS OF A GREAT MAN--













MARVEL BULLPEN BULLETINS

ARCHIE GOODWIN, Editor • JIM SHOOTER, Associate Editor • ROGER SLIFER, ROGER STERN, ED HANNIGAN, RALPH MACCHIO, Assistant Editors • ROY THOMAS, LEN WEIN, MARV WOLFMAN, STEVE GERBER, JACK KIRBY, Consulting Editors • JOHN ROMITA, MARIE SEVERIN, Art Directors • JOHN VERPOORTEN, Production Manager • IRVING FORBUSH, Staff Psychotic

STAN LEE'S SOAPBOX

This is it, gang! It's the month that the long-awaited KISS Magazine goes on sale! For the ridiculous price of \$1.50 you get a 64-page, glossy paper, magazine-sized masterpiece, featuring a simply incredible 40-page, full-color, super-hero comic strip starring KISS! Yes, KISS—the most unlikely, unusual, unexpected team of super-heroes since Doc Ock tried to elope with Aunt May! Can you picture KISS fighting Doctor Doom? Well, believe it! Also, you'll find phantasmagoric photos and frankly fabulous features—plus, an actual, on-the-spot, illustrated account of KISS giving their own blood for this once-in-a-lifetime issue! And that's all I'm gonna say about it now, 'cause you know how I hate to be a huckster! And, speaking of Hanna-Barbera (which we weren't!), here's super-sensational announcement #2! For those of you who still turn on to THE FLINTSTONES, SCOOBY-DOO, YOGI BEAR, DYNAMUTT, and all the rest of their merry menage, mighty Marvel will leave you in a cultural wasteland no longer. We've just teamed up with the talented titans at H-B to bring you Scooby and the Flintstones this month, with Yogi and the Dynamutt doggie comin' atcha next month! We figure if your batty Bullpen is gonna take over the comic book world, we might as well go all the way! Anyhow, we've got some big, secret projects with Hanna-Barbera in the months to come, so you might as well climb aboard now, while there's still room! Wow! From Spidey to Scooby-Doo! Who says Marvel isn't where it's all happening! And now, one last reminder from yours truly (who's beginning to feel like a carnival pitchman)—better start savin' your shekels, sagacious one, 'cause volume #4 of the omnipresent Origins Series goes on sale this fall, and it'll probably be the biggest blockbuster of 'em all! It's called THE SUPERHERO WOMEN, and—if you play your cards right and don't kick a down-hearted duck—I'll tell you a bit about the contents in the next Soapbox or two. So, until we meet again, be good to each other and wherever you go, whatever you do, fight brain strain—keep thinking Marvel!

Excelsior!

ITEM! July may be the traditional time for firecrackers, but there's another kind of explosion about to hit full-force this month. And if your built-in cornballism detector is starting to blip like crazy, that's because you're right...we are about to mention that Marvel Explosion we're always talking about here and in our ads. But, truth to tell,

explosion is about the only way to describe all the zillion and one things we're sending your way this mid-summer season, over and above the items Stan has already covered in the Soapbox. Just for starters, let us clue you to the fact that the MARVEL SUPER-HEROES FUN BOOK #2 should already be on the shelves of your friendly neighborhood book emporium just waiting for you puzzle, maze, and word game fans (and if you're *not*, these fun books could well *change* that) to stretch your skills as well as your knowledge of Marvel lore by trying them out.

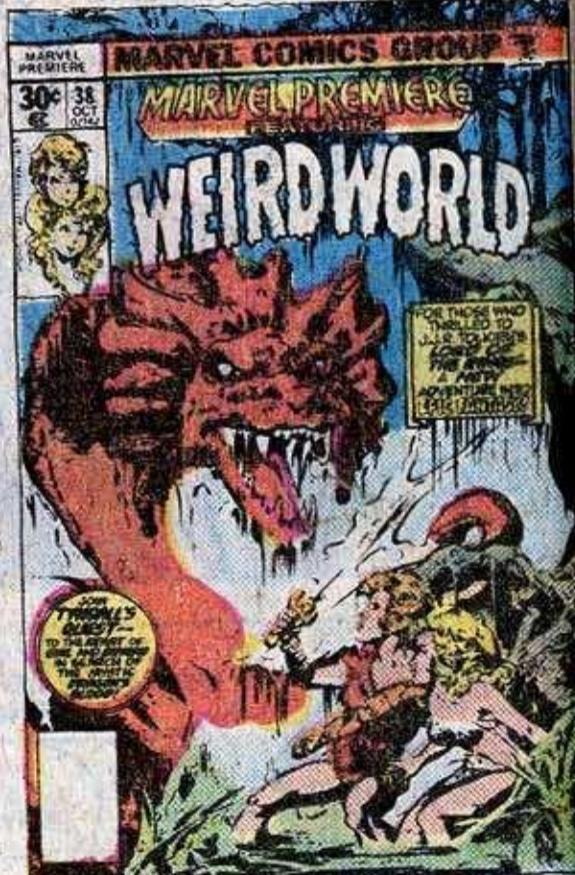


ITEM! Then there's the big doings in our black-and-white magazine department, namely all kinds of excitement over the latest issue of MARVEL PREVIEW. This one will reintroduce you to STAR-LORD, the cosmic crusader who first appeared in the pages of PREVIEW #4. Ever since his dazzling debut, we've been hounded with requests to let Star-Lord soar the spaceways once again. So, editor JOHN WARNER recruited the popular writer/artist team of CLAREMONT and BYRNE (Chris and John to most MARVEL TEAM-UP and IRON FIST fans) to do just that. What we expected was the normally sensational job we expect on any of our books; what we got—aided, abetted, and amplified by the dramatically detailed inking of Terrific TERRY AUSTIN—was fifty-two pages of mind-stunning science-fiction adventure that had even the most jaded of Bullpenners lining up to glimpse each new batch of completed pages as they were delivered. Okay, if you praise a thing *too* much, it creates expectations that can never be lived up to. So, in our typical low-key manner, we'll merely suggest that if you only buy *one* large-size format comic this year, better make it MARVEL PREVIEW featuring STAR-LORD, or you'll be kicking yourself the rest of your life! There. Who says we can't be subtle?

ITEM! Talking about the black-and-white magazines, let's extend congratulations to ROGER SLIFER on becoming the new editor of the line, replacing JOHN WARNER, who'll be returning to freelance writing (such as the BLOODSTONE feature now backing up THE RAMPAGING HULK). Roger is bright-eyed and eager, and has a whole drawerful of projects he'll soon be bringing your way. In fact, in view of some of the future projects Roger will be in charge of, as well as some of the items he's handling currently—like the full color MARVEL CLASSICS and special movie projects such as ISLAND OF DR. MOREAU and THE DEEP—black-and-white editor is pretty much a misnomer. At the moment, we don't really have a better or more

accurate title (Special Format Editor comes close but somehow lacks the subtle *joie de vivre* we're always seeking), but as soon as we do, we'll hit you with it. Meantime, get ready to be hit with a lot of way-out wonderment from Mr. Slifer, his assistant editor Reliable RALPH MACCHIO, and the whole blamed black-and-whi—er—well—their whole creative crew!

ITEM! If science-fiction is in the works this month in our black-and-white try-out mag, MARVEL PREVIEW, our color experimental book, MARVEL PREMIERE, is covering the other side of the coin, namely fantasy. We're presenting WEIRDWORLD, an excursion into the realm of wizards, elves, and mystic monsters conducted by Devil-May-Care DOUG MOENCH, Maniacal MIKE PLOOG, and Active ALEX NINO. If you've thrilled to Tolkien's THE HOBBIT or LORD OF THE RINGS, we've got a hunch this is going to be just what you've been waiting for. In fact, with enough sales and letter encouragement, we just might be able to convince the powers-that-be that now is the time for a regular epic fantasy comic!



ITEM! Summer is approaching its peak, and so too is our production of King-size Annuals. This time around we've got TARZAN, THOR, THE ETERNALS, and JOHN CARTER, WAR-LORD OF MARS making their appearances in all-new, bonus-size adventures, as well as THE INVADERS and AMAZING SPIDER-MAN. If that's not enough, two MARVEL CLASSICS are also ready for your edification and enjoyment: H.G. Wells' THE INVISIBLE MAN and Homer's ILIAD. And coming up in August will be Annuals of THE AVENGERS, THE INCREDIBLE HULK, and THE FANTASTIC FOUR, plus the aforementioned Marvel Movie Special, THE DEEP (But more details about that next month). Meantime, remember—never tickle a temperamental toad!

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Both home-run hitters.
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AND, AFTER DOUBLING BACK AT FIVE O'CLOCK AS PETER PARKER ONCE AGAIN...

HEY, TIGER - YOU MISSED ALL THE EXCITEMENT!

WHERE'D YOU SPLIT TO?

ALL THAT PEAS AND CARROTS STUFF MADE ME HUNGRY, MJ!

WELL, WHERE'D YOU EAT -- IN A GARAGE? I MEAN, I'VE HEARD OF GREASY SPOONS, BUT --

GREASY -- ? OH, NO!

WHEN I DOVE UNDER THAT TRUCK TO SWITCH TO MY COSTUME -- !

WONDER IF THE HUMAN TORCH HAS DAYS LIKE THIS?

BUT IF PETE THINKS THE DAY HOLDS PROBLEMS, HE SHOULD BE IN A CERTAIN FILM COMPANY WAREHOUSE AS NIGHT FALLS...

WELL...WE'RE HERE, MISTER.

AN' ITCHIN' TA FIND OUT WHY YA RECRUITED US!

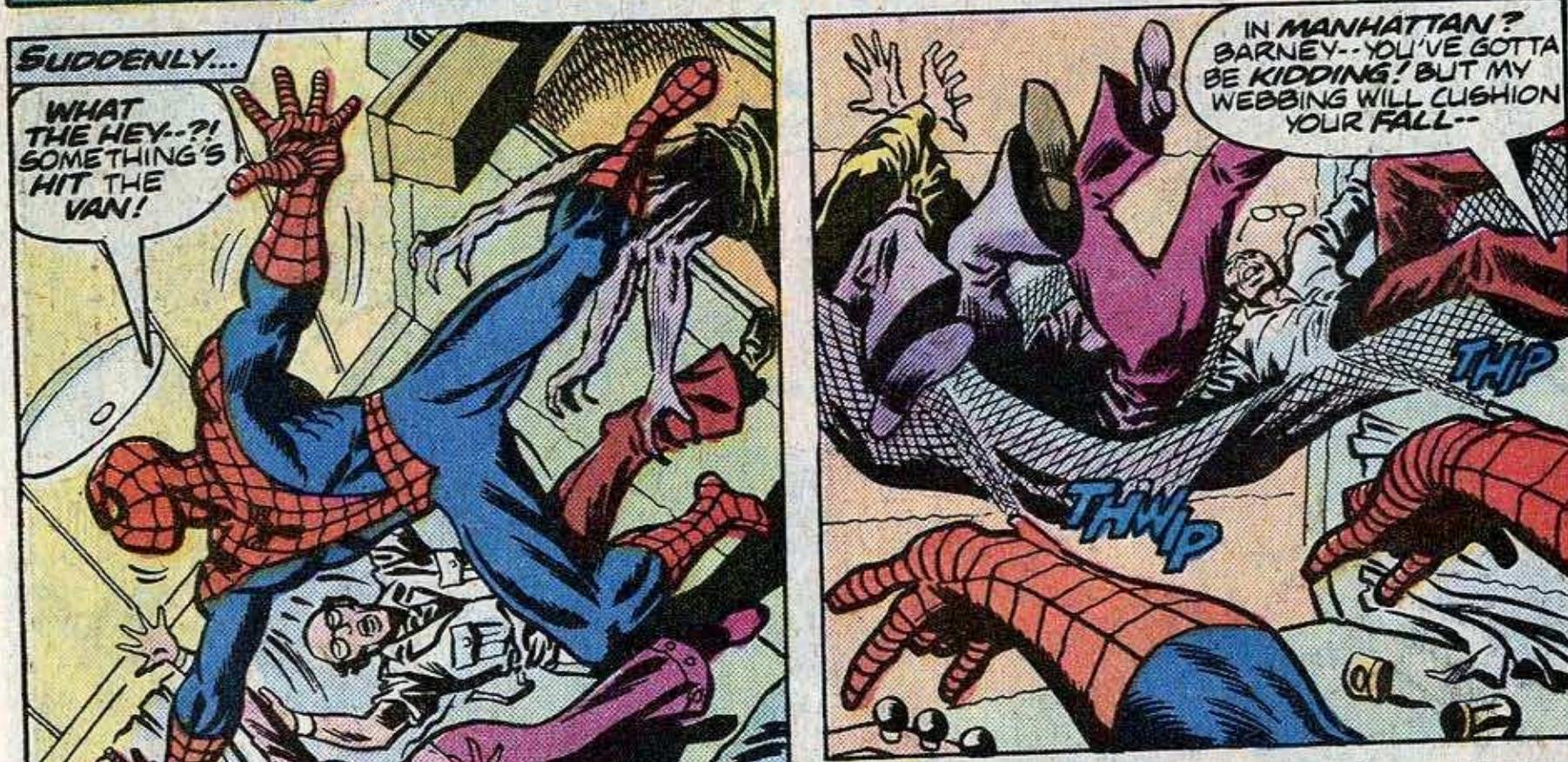
ME, I DON'T CARE -- LONG AS THE PAY'S GOOD!

MONEY IS NOT ALL I AM OFFERING! YOU THREE WERE MASTER CRIMINALS COMBINING YOUR TALENTS --

-- AS A STRONGMAN, ACROBAT AND TUMBLER; UNTIL SPIDER-MAN PUT A STOP TO YOUR ACTIVITIES!

YEAH -- WHAT I WOULDN'T DO TO GET EVEN WITH THAT BLASTED WALL-CRAWLER!





BUT YOU'RE NOT, WEBHEAD--UNLESS IT'S A COLLECTIVE NIGHTMARE SHARED WITH THE FRIGHTENED FILM CREW Huddled BEFORE THE EIGHT GRANITE STELA OF THE EAST COAST WAR MEMORIAL!

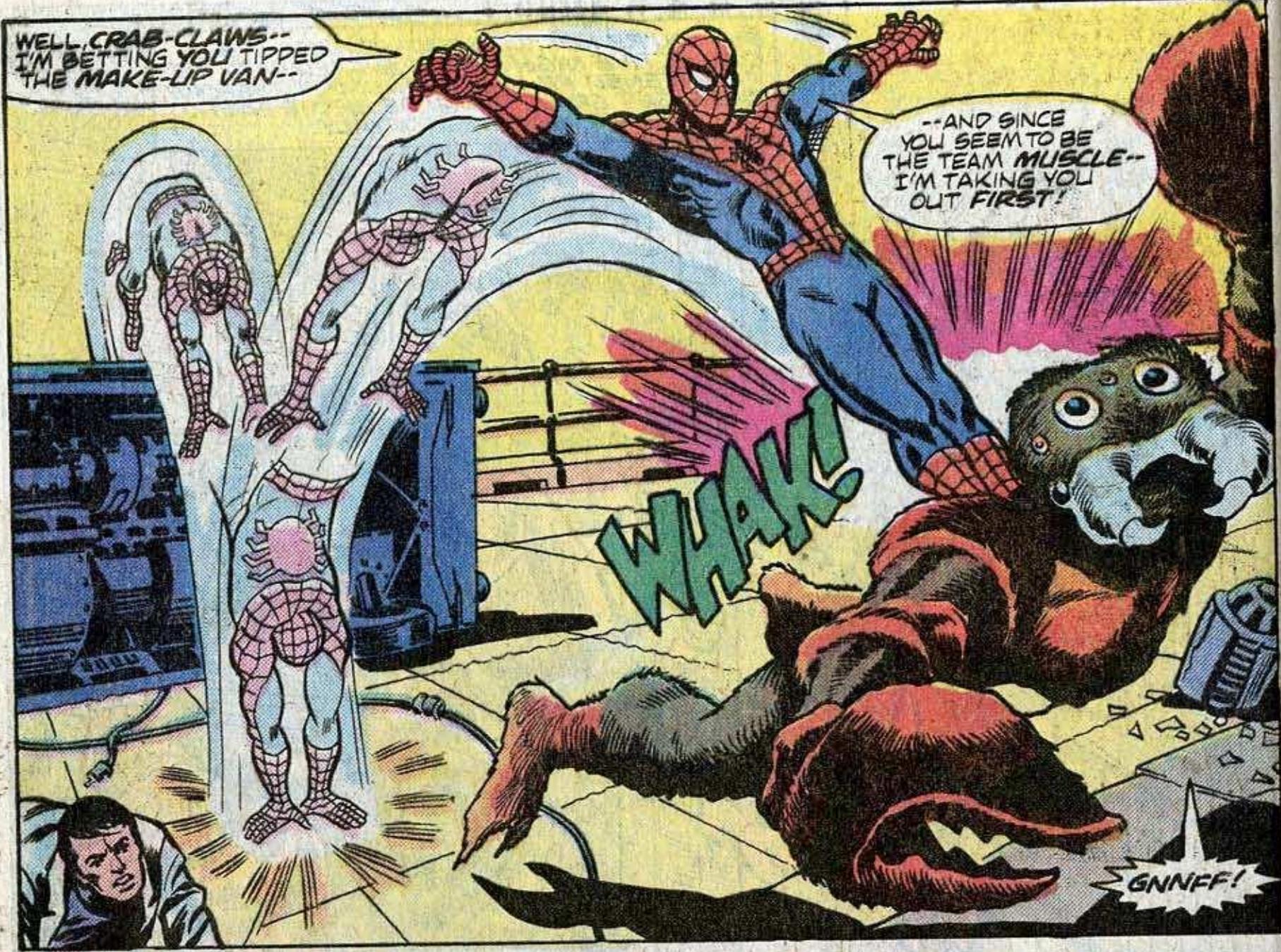
N-NOO!

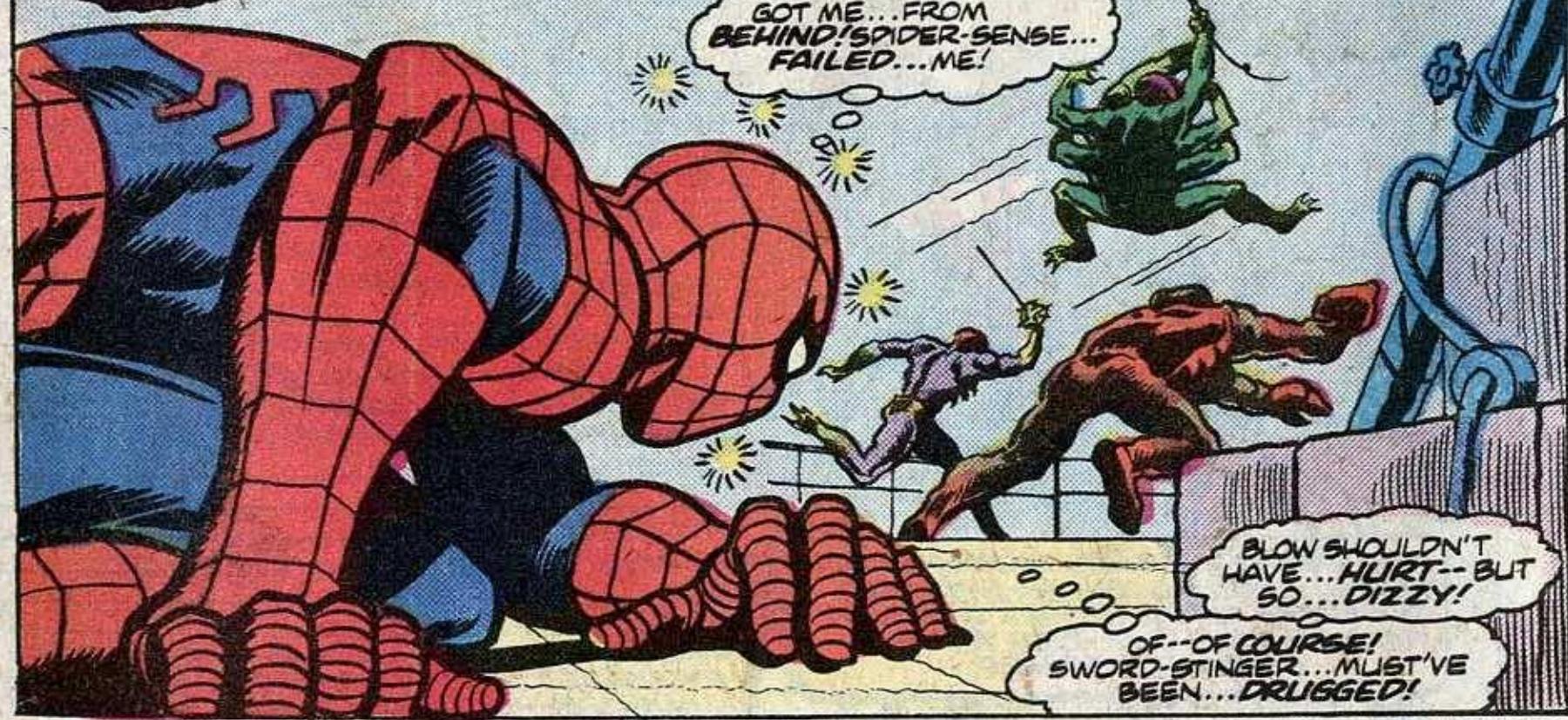
KRASH

OFF, LITTLE MAN! THIS IS THE FINAL TAKE!

IT-IT'S A WHOLE BLAMED SPIDER-SQUAD...

-- AND THEY'RE TEARING UP THE LANDSCAPE!





MOVE OVER
TOMMY
WATCH OUT
ELTON! MAKE
WAY FOR--

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HERE'S THE SUPERHERO GAME YOU'VE ALL BEEN WAITING FOR--PINBALL! LIKE YOU ALWAYS WANTED IT TO BE--WITH YOUR FAVORITE SUPERHEROES! INSIDE THE STURDY HOUSING ARE FLIPPERS, LEVERS AND MARBLES JUST LIKE THEIR BIG BROTHERS! GET ONE, TWO OR ALL THREE AND PLAY PINBALL THE WAY IT WAS MEANT TO BE!



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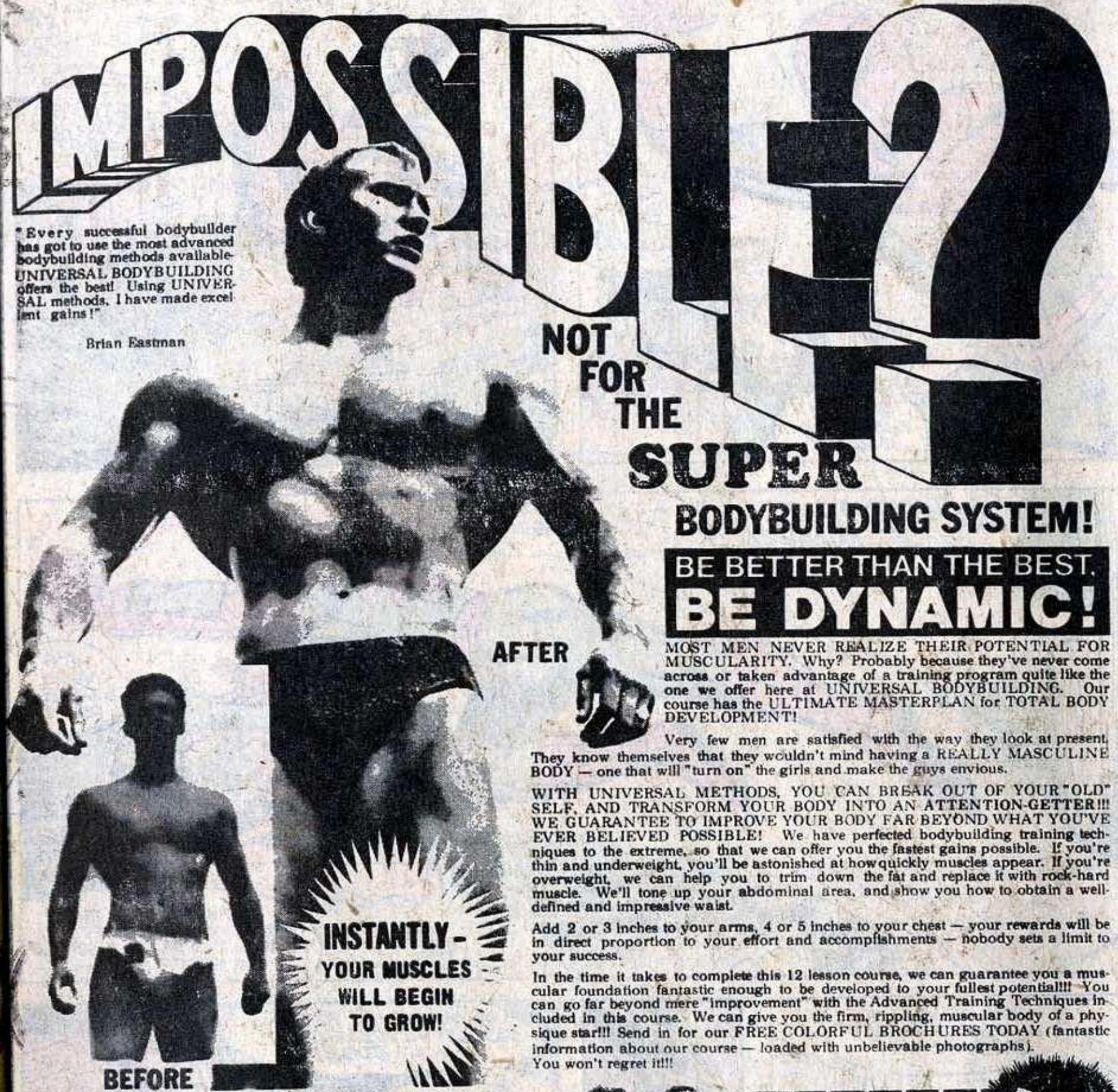
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SKY HEROES \$3.47 EACH* YOUR
SUPERHERO DOLLS \$4.68 EACH* LIST YOUR
CHOICE(S) _____

NAME _____ AGE _____
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THE HUMAN TORCH, INVISIBLE GIRL AND
THE EVER-LOVIN' BLUE-EYED THING!
DOUBLE 'NUFF SAID!



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Brian Eastman

AFTER



BEFORE

INSTANTLY -
YOUR MUSCLES
WILL BEGIN
TO GROW!

MOST MEN NEVER REALIZE THEIR POTENTIAL FOR MUSCULARITY. Why? Probably because they've never come across or taken advantage of a training program quite like the one we offer here at UNIVERSAL BODYBUILDING. Our course has the ULTIMATE MASTERPLAN for TOTAL BODY DEVELOPMENT!

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WITH UNIVERSAL METHODS, YOU CAN BREAK OUT OF YOUR "OLD" SELF, AND TRANSFORM YOUR BODY INTO AN ATTENTION-GETTER!!! WE GUARANTEE TO IMPROVE YOUR BODY FAR BEYOND WHAT YOU'VE EVER BELIEVED POSSIBLE! We have perfected bodybuilding training techniques to the extreme, so that we can offer you the fastest gains possible. If you're thin and underweight, you'll be astonished at how quickly muscles appear. If you're overweight, we can help you to trim down the fat and replace it with rock-hard muscle. We'll tone up your abdominal area, and show you how to obtain a well-defined and impressive waist.

Add 2 or 3 inches to your arms, 4 or 5 inches to your chest — your rewards will be in direct proportion to your effort and accomplishments — nobody sets a limit to your success.

In the time it takes to complete this 12 lesson course, we can guarantee you a muscular foundation fantastic enough to be developed to your fullest potential!!! You can go far beyond mere "improvement" with the Advanced Training Techniques included in this course. We can give you the firm, rippling, muscular body of a physique star!!! Send in for our FREE COLORFUL BROCHURES TODAY (fantastic information about our course — loaded with unbelievable photographs). You won't regret it!!!

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- CHEST — Is your chest sunken and unimpressive? No more! It's easy to build a massive chest. You can measure 45, 47, or even 50 inches!
- BACK — Develop your upper back, and get that outstanding "V-Shape!" Often within one week you'll be able to see that wedge formation begin to take shape — it's a real attention-getter!
- SHOULDERS — Get rid of those puny shoulders! Instead, fill your shirts with bulging muscles!
- LEGS — Put some muscle on those spindly legs! Muscular legs will give you extra power like you've never dreamed possible!
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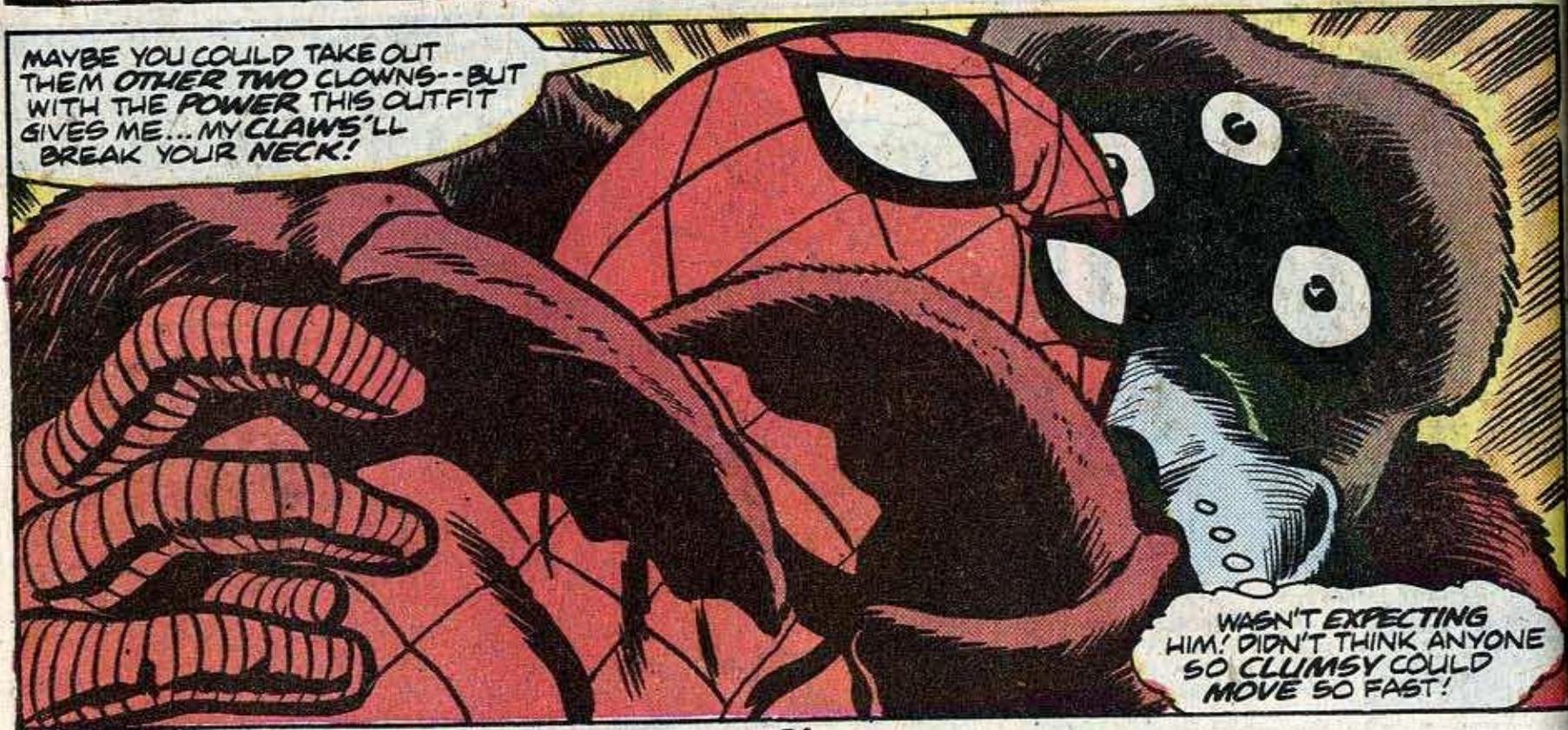
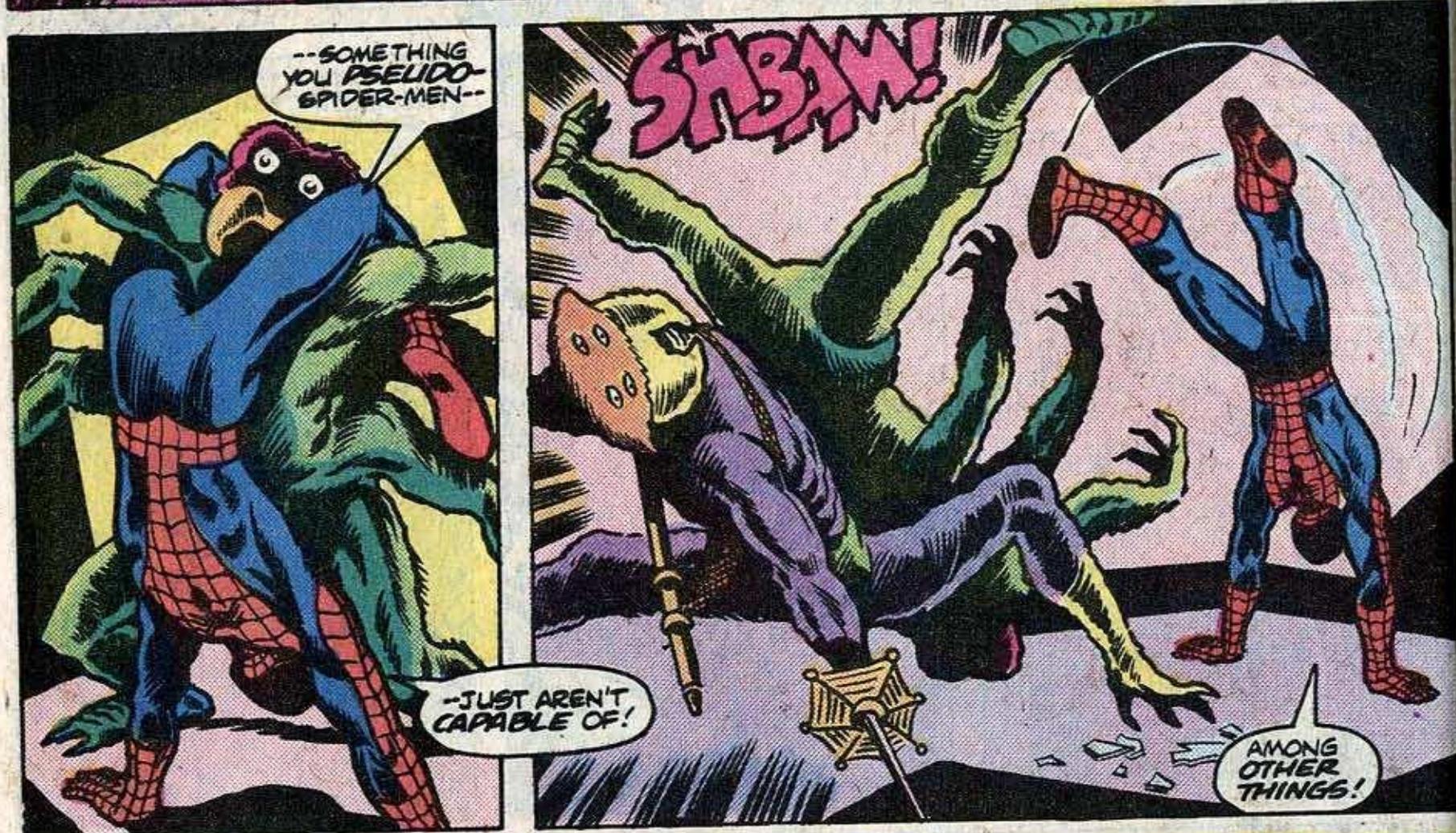
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AS THE ARGUMENT CONTINUES, SPIDEY HEADS FOR HOME AND REST! SO, BY EVENING...











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HA! DIDN'T THINK YOU'D
SENSE THAT IN TIME TO AVOID
IT, HOTSHOT! STRUGGLING
ONLY TRAPS YOU MORE--

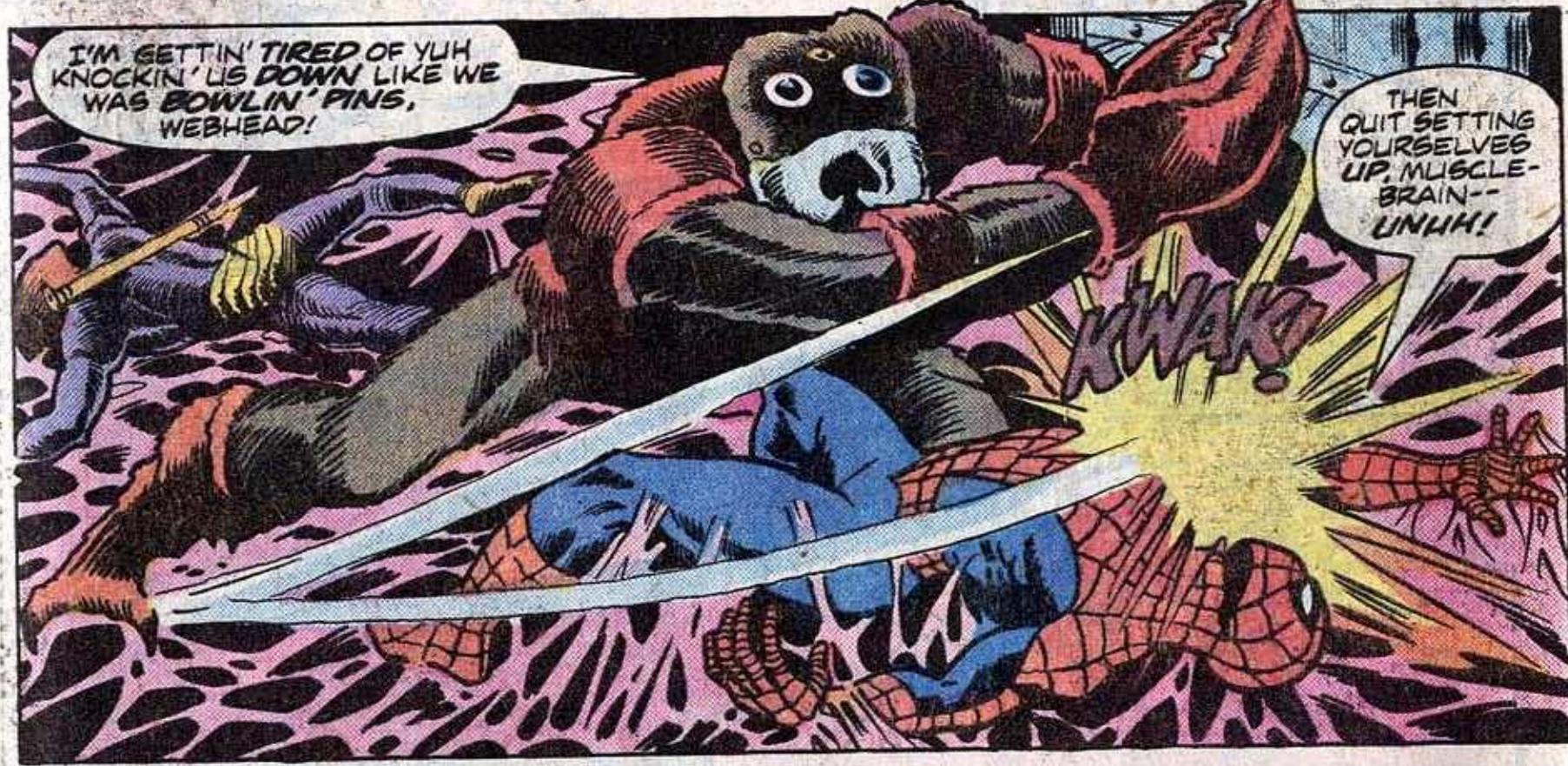
--AND, IN THE
MEANTIME, WE'VE
GOT YOU RIGHT
WHERE WE
WANT YOU!

DON'T WASTE
TIME TALKIN'!
SINCE OUR SUITS
ARE SPECIALLY-
TREATED SO
THAT GLOP
CAN'T STICK
TO 'EM--

--LET'S GET UP THERE
AN' GET HIM!!

YEAH--
AN' THIS
TIME FOR
KEEPERS!

IS THIS HOW IT ENDS?
TRAPPED WITH ONE OF MY OWN
TECHNIQUES BY AN OFF-THE-WALL
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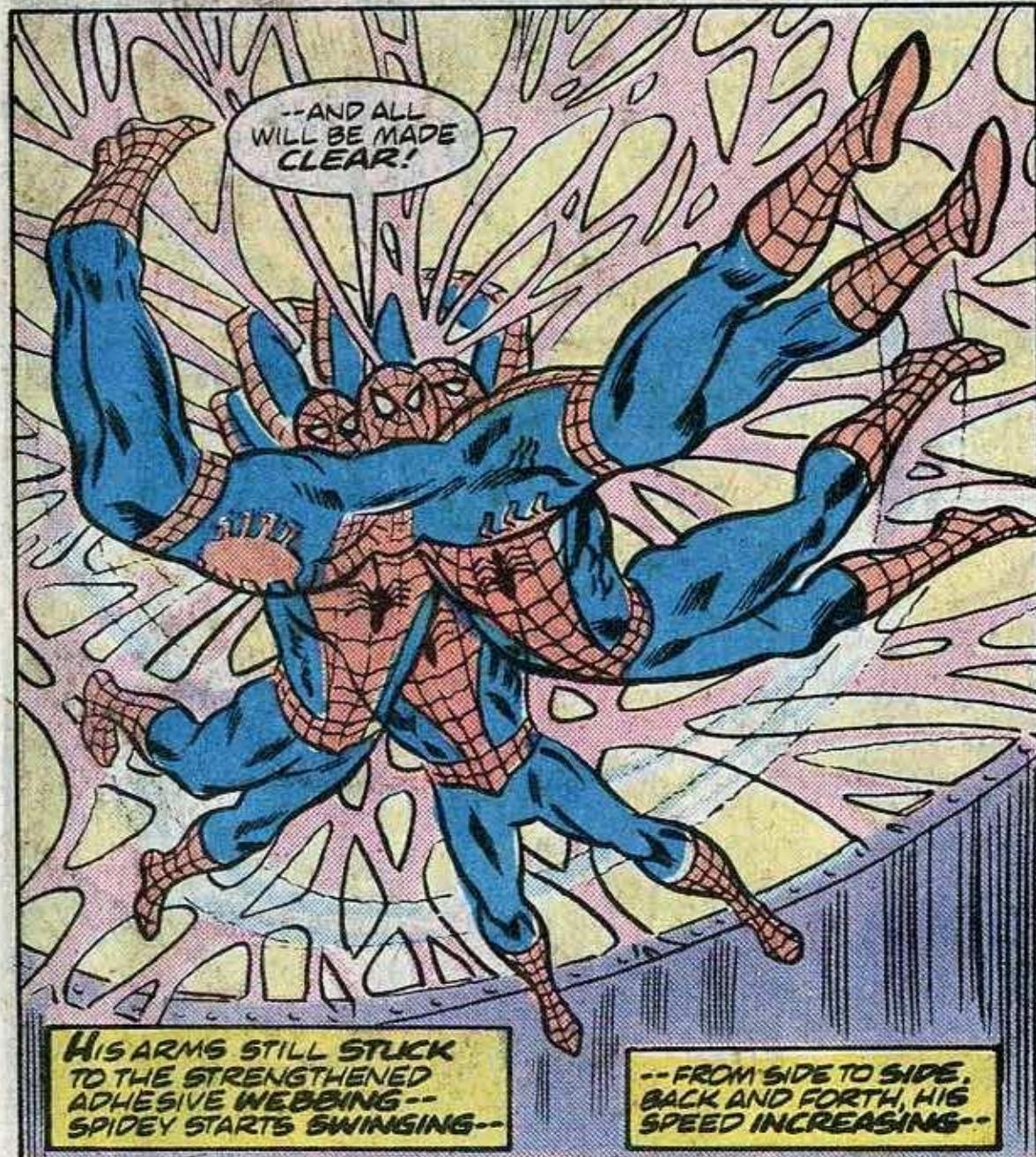
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City _____ State _____ Zip _____

SOLD ON MONEY BACK GUARANTEE.





ALL RIGHT,
CLOWNS! IT'S
YOUR TURN!

I'VE FREED
MYSELF FROM
YOUR WEB--

--AND NOW
I'M PULLING
DOWN THE
WORKS!

WE-WE'RE
SNARED IN
OUR OWN
TRAP!

MY STINGER!
NOW WE CAN'T EVEN
CUT OUR WAY
OUT!

:UNGHHE:

AH, I CAN SEE CRAB-
CLAWS IS WAKING FROM
HIS BEAUTY SLEEP!

TOO
BAD IT
DIDN'T HELP.
THOUGH--

--CAUSE YOU'RE
JUST AS UGLY AS
WHEN I PUT YOU OUT
THE FIRST TIME!

BLAM!

NOW TO SEE IF MY THEORY CHECKS OUT... THE SPIDER-SUITS WERE DESIGNED BY KLEMMER, THE SPECIAL EFFECTS MAN--

--WHO KNEW THEY NEED 'TALENT' TO BE PROPERLY WORKED! HE ALSO HAD PRIDE IN HIS CREATIONS AND--

HOLD IT!



SOMETHING STIRRING UNDER THE HAY!

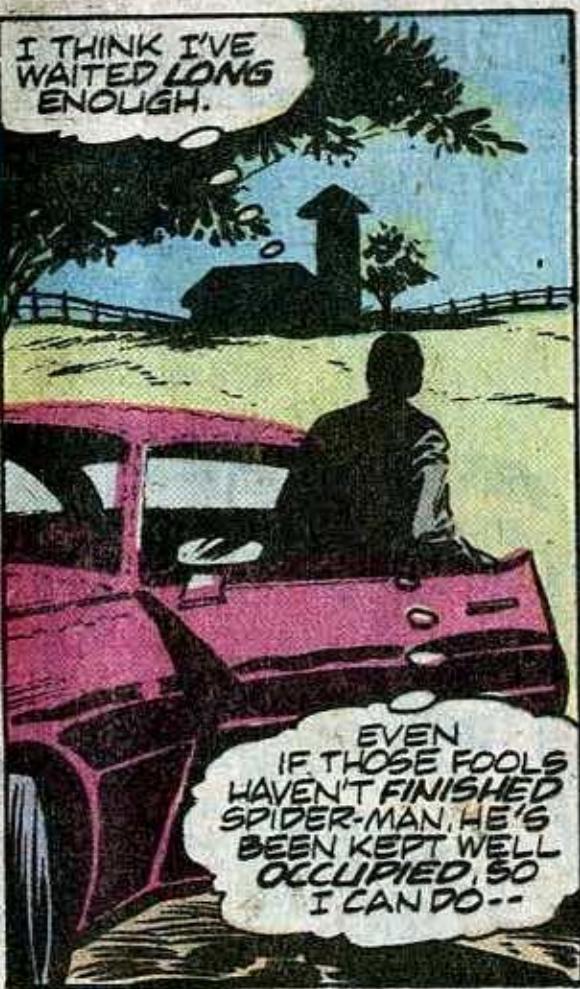
EUUUUHHHHE

KLEMMER! AND HE'S BEEN DRILLED! SOMEONE MUST HAVE WANTED HIM UNDER SUSPICION AND KEPT HIM ON ICE HERE WHILE THEY UTILIZED HIS COSTUMES FOR THE SPIDER-SQUAD!

BUT IF KLEMMER'S NOT MY MAN, WHY WAS THE SPIDER-SQUAD IN HIS HOTEL ROOM TONIGHT WHEN I--



ONLY-- WHOEVER'S BEHIND THIS COULDN'T BE CERTAIN THOSE THREE WOULD DO ME IN. AFTER ALL, OUR ONLY PUBLIC CLASH WAS A DRAW...



EVEN IF THOSE FOOLS HAVEN'T FINISHED SPIDER-MAN, HE'S BEEN KEPT WELL OCCUPIED, SO I CAN DO--



IN ONE SWIFT STROKE, ALL WITNESSES AND POSSIBILITY OF FUTURE BLACKMAIL--



THUS, KLEMMER AND HIS THREE COHORTS APPEAR TO HAVE KILLED THEMSELVES WHILE TRYING TO DO AWAY WITH SPIDER-MAN.

WHILE I--ANTON DELIONATLIS--WILL REGRETFULLY CANCEL "SPAWN OF THE SPIDER"...



--CONVENIENTLY ESCAPING A LOSING BUSINESS DEAL, WHILE COLLECTING INSURANCE MONEY ON DAMAGE DONE BY THE SPIDER SQUAD!



NOT QUITE, MR. BIG-SHOT PRODUCER! I ADDED HIS WEBBING TO MINE... AND WAS ABLE TO HAUL EVERYONE CLEAR OF THE BLAST!



A HAND DARTS FOR A GUN CONCEALED IN THE GLOVE COMPARTMENT... AND DOESN'T MAKE IT!

NO DICE, SHIFTY! YOUR NEXT PRODUCTION'S GOING TO BE FROM A PRISON CELL!



SO, THE NEXT DAY, IN FRONT OF A CERTAIN CHELSEA SECTION APARTMENT BUILDING...

JUSTICE HAS PREVAILED, DEAR! THE CITY DECIDED NOT TO PRESS CHARGES.

AND REFUNDED THE BAIL MONEY, TIGER!



THE END

**BECAUSE
YOU
DEMANDED
IT!**

STAR-LORD IS BACK!

**ANOTHER
MARVEL
BLACK &
WHITE
MASTER-
WORK!**



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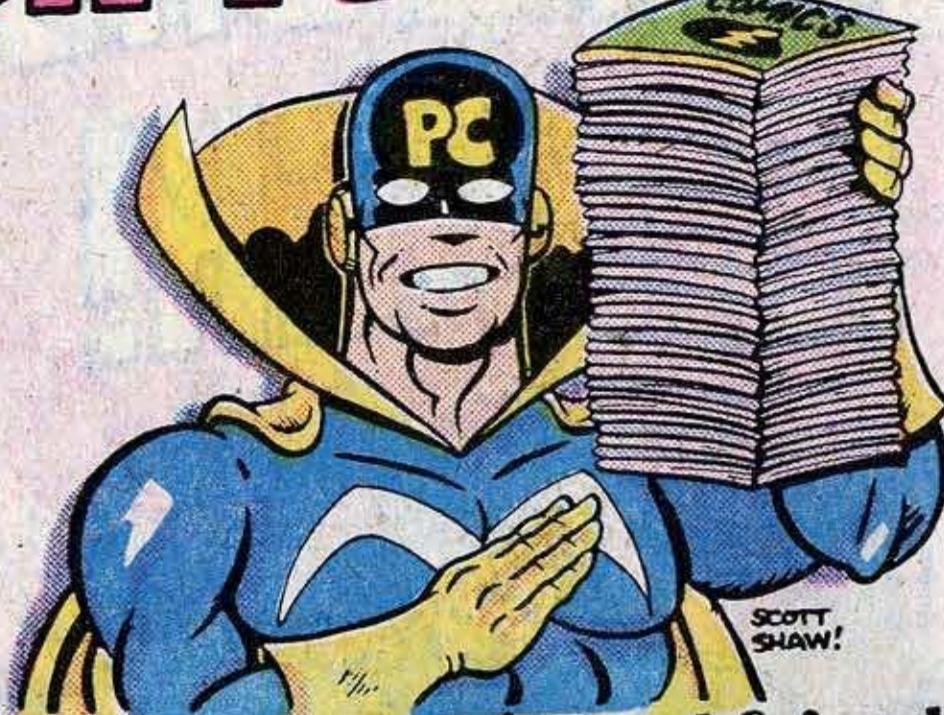
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Last Name
Plainly Here

858

State

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**Get my new \$18.98 "Power-X" Muscle Up kit
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This giant kit features my famous "Power-X" Muscle Builder that can help you add inches of solid muscle to your arms, deepen your chest, broaden your shoulders, slim your waistline, powerize your legs and give you that muscular, handsome body you've always craved. All within the privacy of your own home. And that's only the beginning of what you'll be receiving in the mail for just \$7.98.

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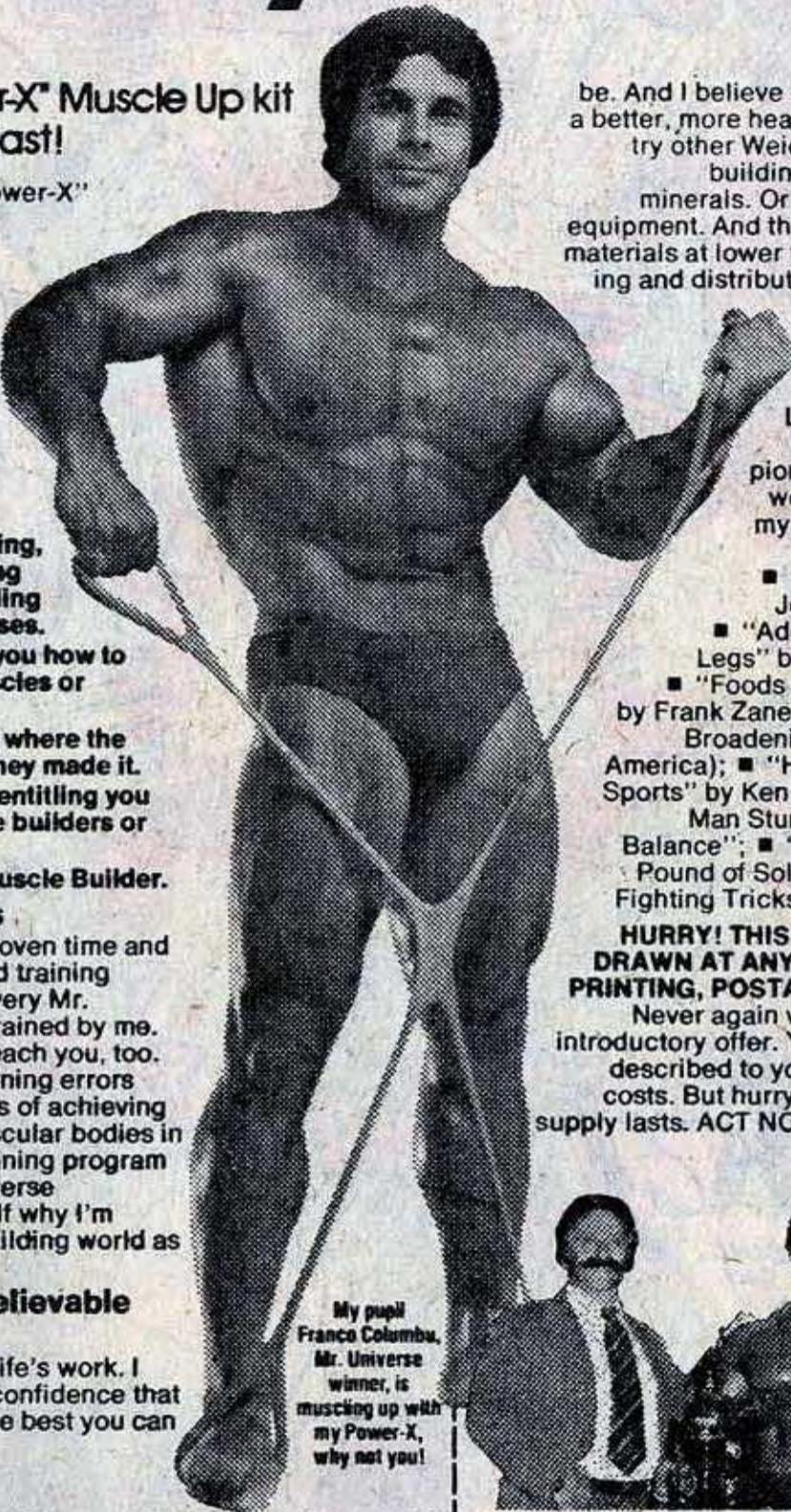
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AND AFTER WE HAD HIM PEGGED AS THE NEXT BOB DYLAN!

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USED TO HANG OUT HERE, RIGHT?

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YOU'LL BE ABLE TO SAY YOU KNEW ME WHEN, FRIENDS!

I'D LOVE TO SEE HIM STARING OUT AT ME FROM AN ALBUM COVER, PETER!

I'D SETTLE JUST FOR YOUR LONGING GAZE, MARY JANE!

--WHICH BRINGS US TO THE TERRIFYING PRESENT...

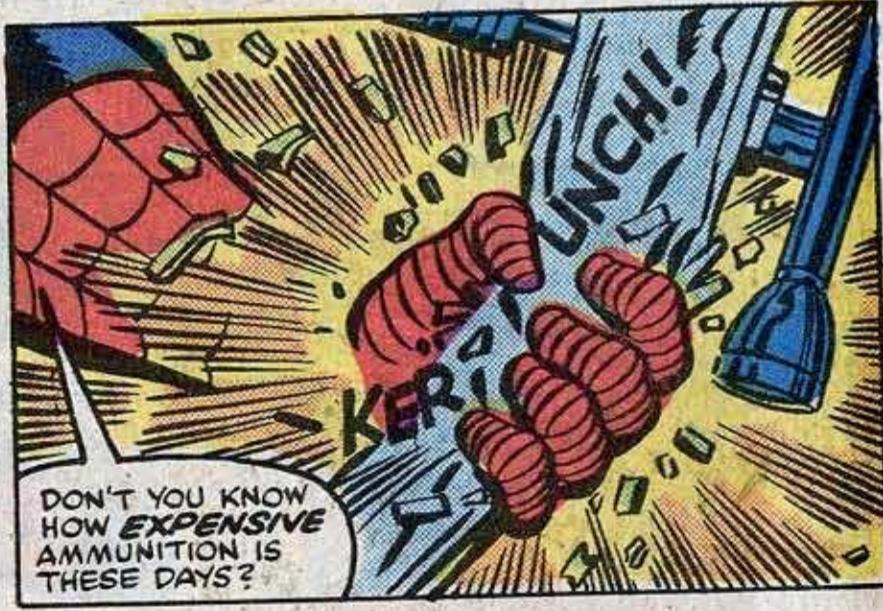
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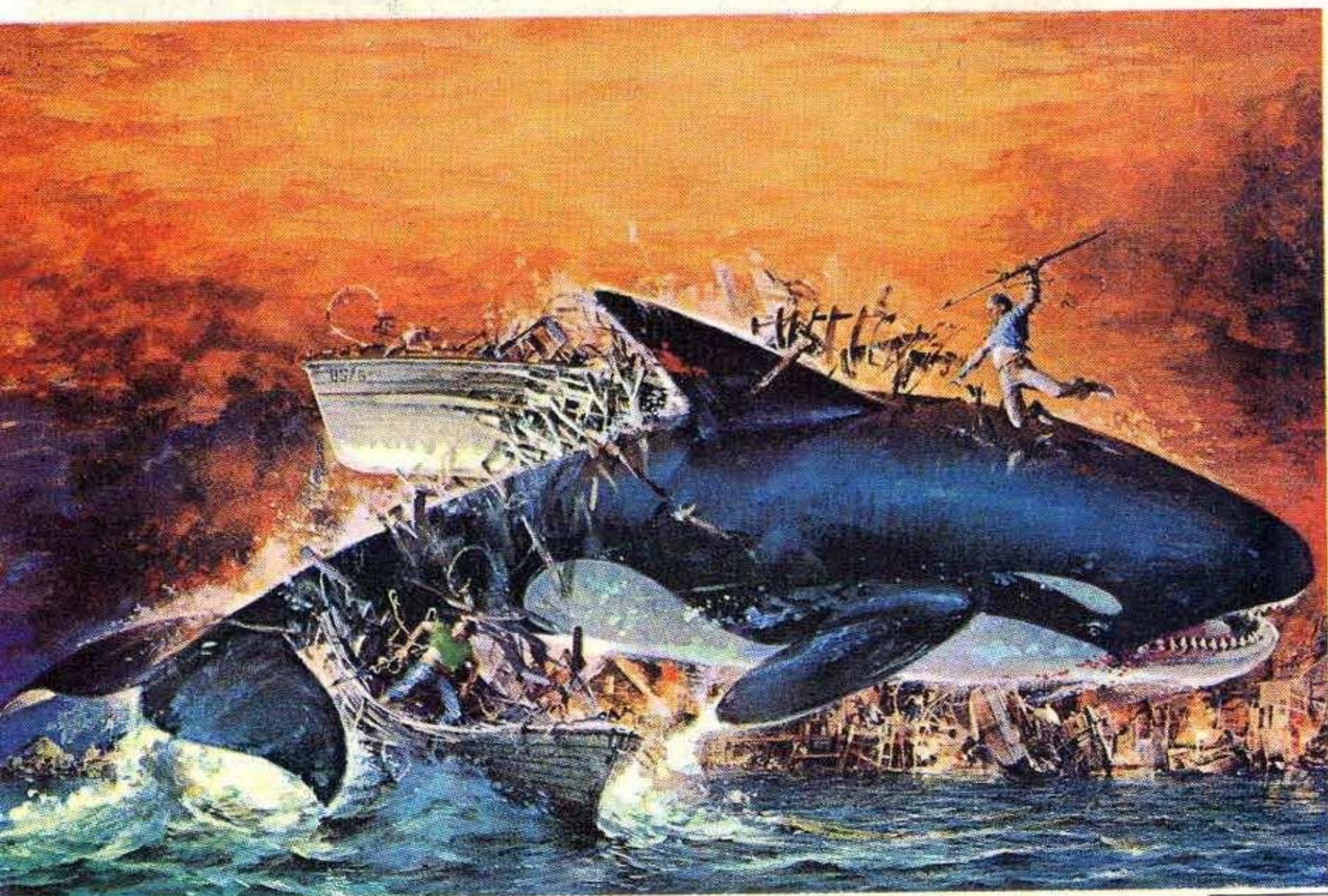
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