the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL POP ART PRODUCTIONS
12¢
29 OCT
IND.
WHATEVER YOU DO... WHEREVER YOU GO...
"NEVER STEP ON A SCORPION!"
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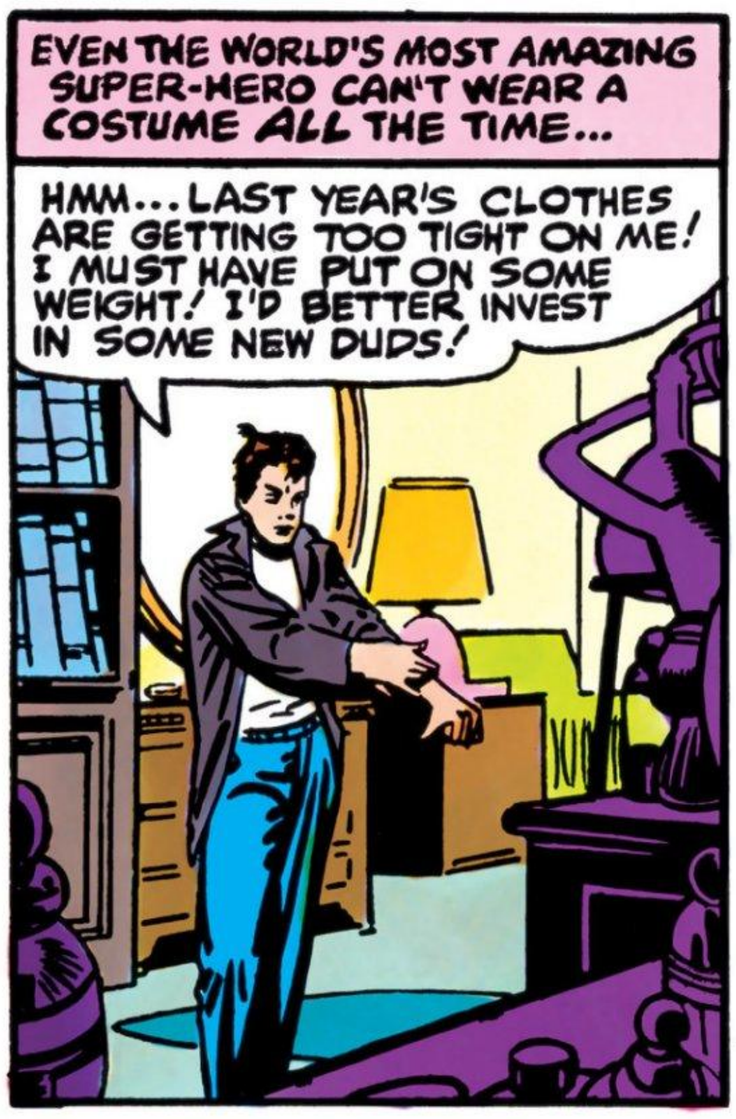
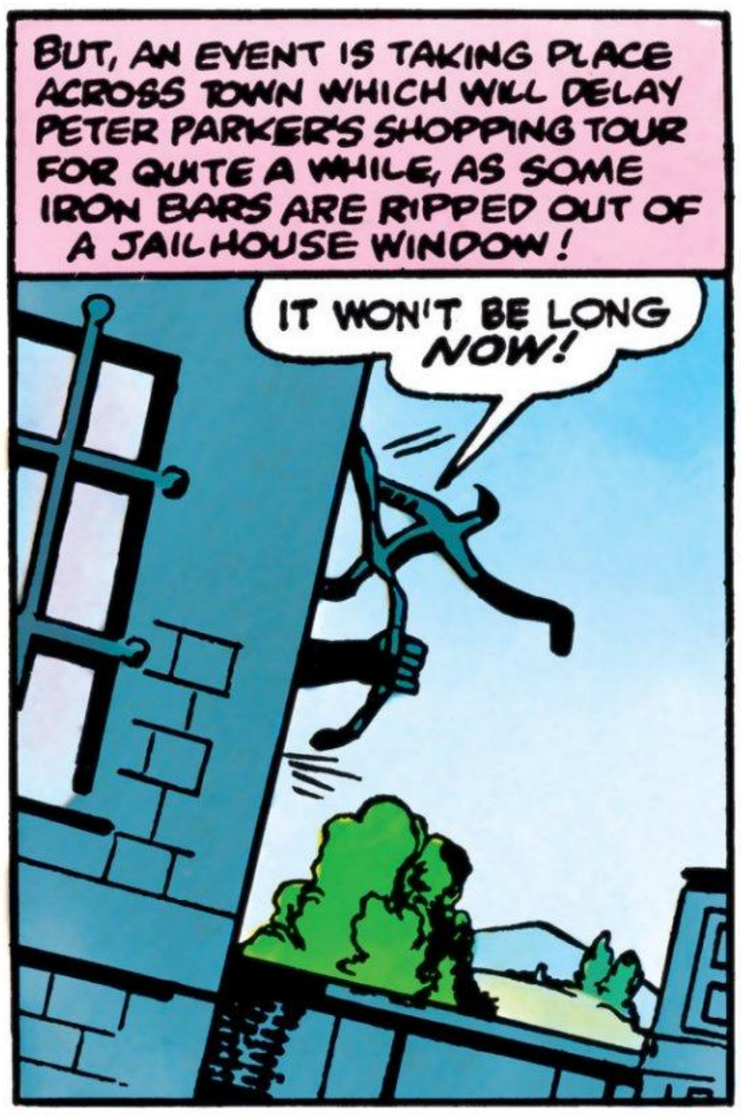

EVEN THE WORLD'S MOST AMAZING SUPER-HERO CAN'T WEAR A COSTUME ALL THE TIME...
HMM... LAST YEAR'S CLOTHES ARE GETTING TOO TIGHT ON ME! I MUST HAVE PUT ON SOME WEIGHT! I'D BETTER INVEST IN SOME NEW DUDS!

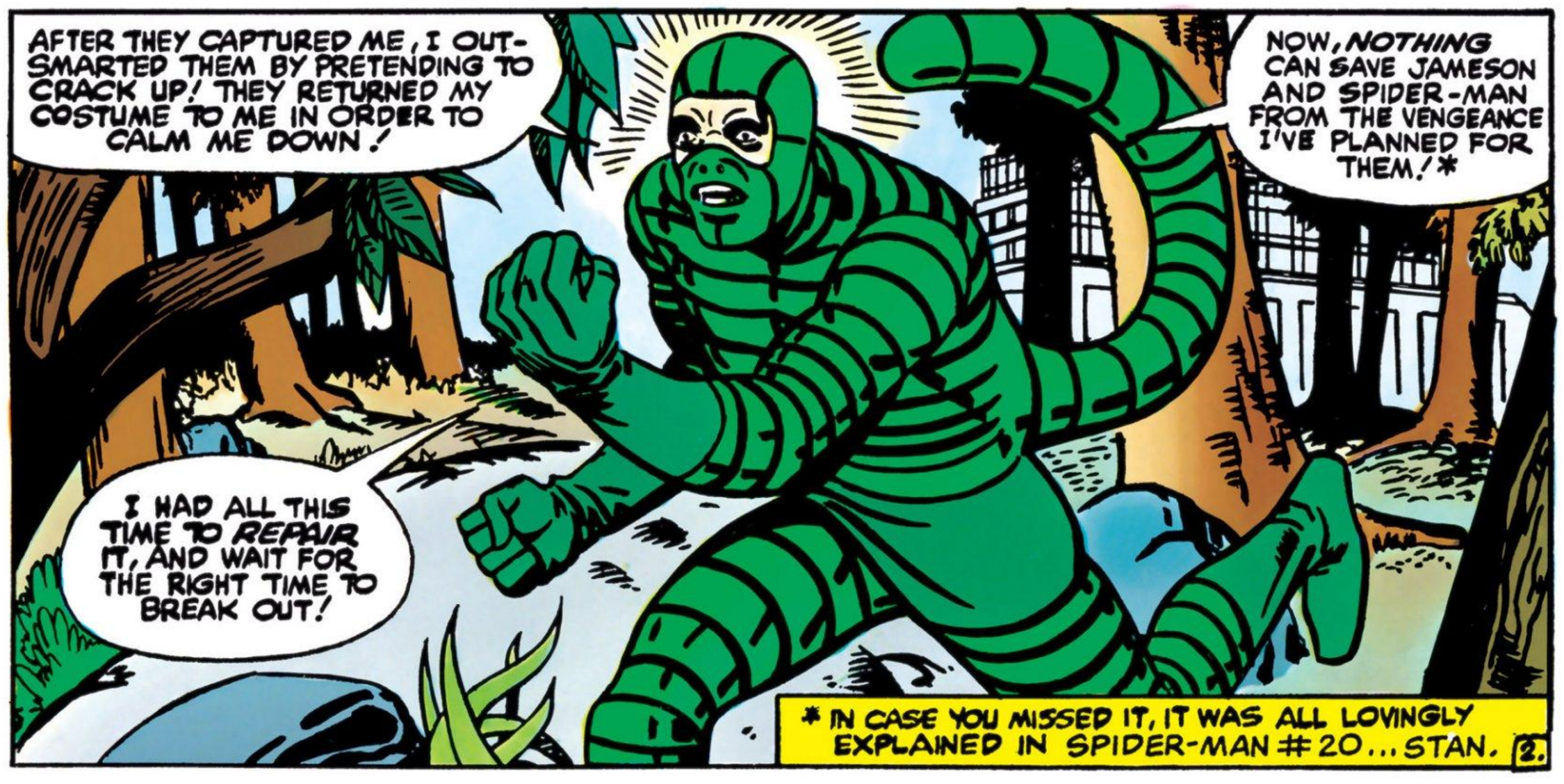
LATER, AT PETER PARKER'S LOCAL BANK...
HERE'S YOUR MONEY, MR. PARKER!
THIS PRACTICALLY CLEANS ME OUT! I'D BETTER NOT SPEND IT TOO FAST!

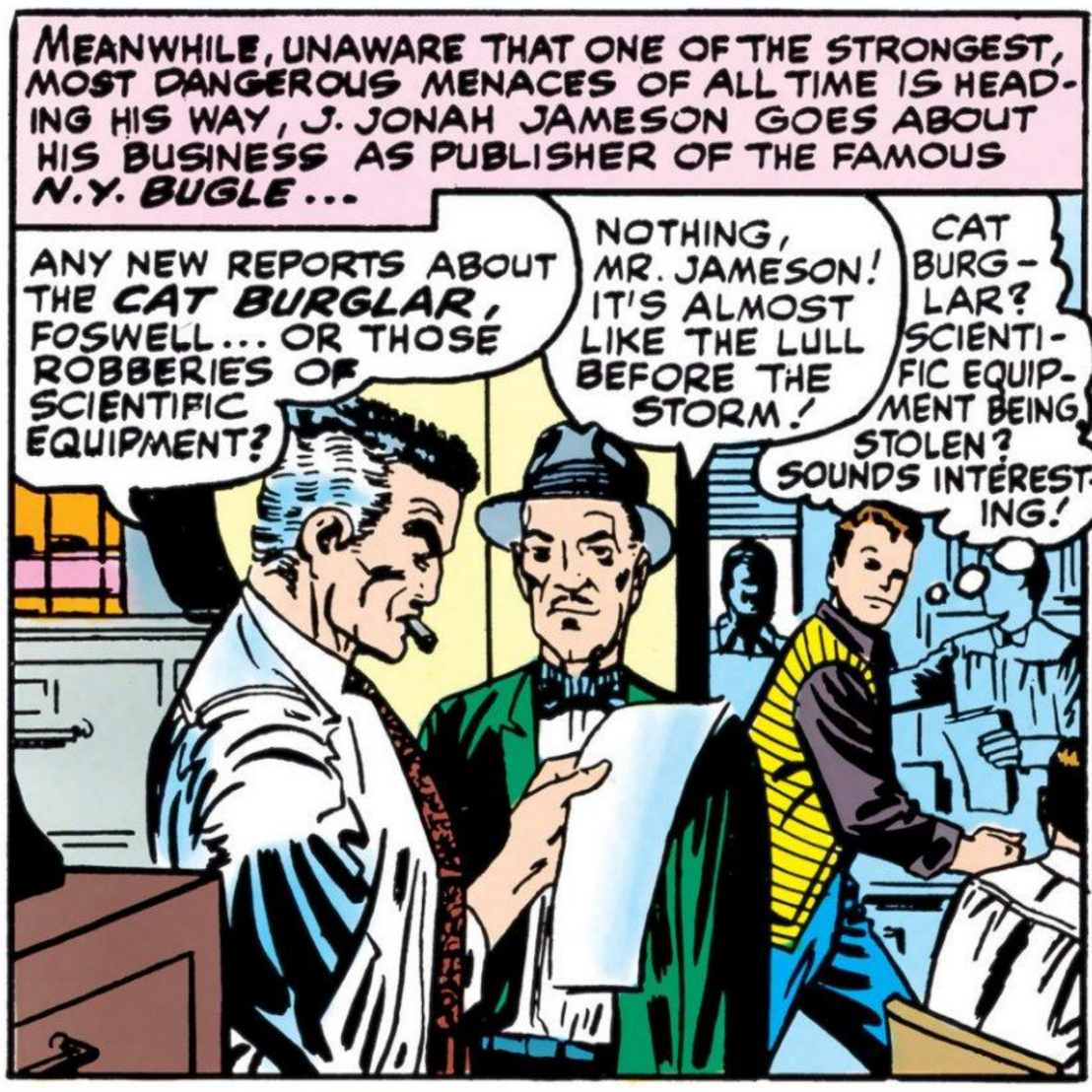
AS A MATTER OF FACT, I'LL DROP IN AND SEE BETTY BRANT WHILE I'M IN THE NEIGHBORHOOD!
I CAN GO SHOPPING LATER, WHEN IT'S LESS CROWDED!


BUT, AN EVENT IS TAKING PLACE ACROSS TOWN WHICH WILL DELAY PETER PARKER'S SHOPPING TOUR FOR QUITE A WHILE, AS SOME IRON BARS ARE RIPPED OUT OF A JAILHOUSE WINDOW!
IT WON'T BE LONG NOW!

I WARNED THEM, BUT THEY LAUGHED AT ME! I TOLD THEM NO JAIL COULD HOLD THE SCORPION!

BY THE TIME THEY REALIZE I'VE ESCAPED, I'LL BE TOO FAR AWAY FOR THEM TO EVER FIND ME!


AFTER THEY CAPTURED ME, I OUT-SMARTED THEM BY PRETENDING TO CRACK UP! THEY RETURNED MY COSTUME TO ME IN ORDER TO CALM ME DOWN!
NOW, NOTHING CAN SAVE JAMESON AND SPIDER-MAN FROM THE VENGEANCE I'VE PLANNED FOR THEM!*
I HAD ALL THIS TIME TO REPAIR IT, AND WAIT FOR THE RIGHT TIME TO BREAK OUT!
* IN CASE YOU MISSED IT, IT WAS ALL LOVINGLY EXPLAINED IN SPIDER-MAN #20... STAN.


MEANWHILE, UNAWARE THAT ONE OF THE STRONGEST, MOST DANGEROUS MENACES OF ALL TIME IS HEADING HIS WAY, J. JONAH JAMESON GOES ABOUT HIS BUSINESS AS PUBLISHER OF THE FAMOUS N.Y. BUGLE...
ANY NEW REPORTS ABOUT THE CAT BURGLAR, FOSWELL... OR THOSE ROBBERIES OF SCIENTIFIC EQUIPMENT?
NOTHING, MR. JAMESON! IT'S ALMOST LIKE THE LULL BEFORE THE STORM!
CAT BURGLAR? SCIENTIFIC EQUIPMENT BEING STOLEN? SOUNDS INTERESTING!

I'LL GET MORE DETAILS FROM JONAH LATER! HE'LL BE GLAD TO TELL ME SO THAT I'LL GO OUT AND GET SOME NEWS PHOTOS FOR HIM!
I WONDER WHAT HE'D SAY IF HE EVER FOUND OUT I GET THOSE PIX IN MY IDENTITY AS SPIDER-MAN!?!

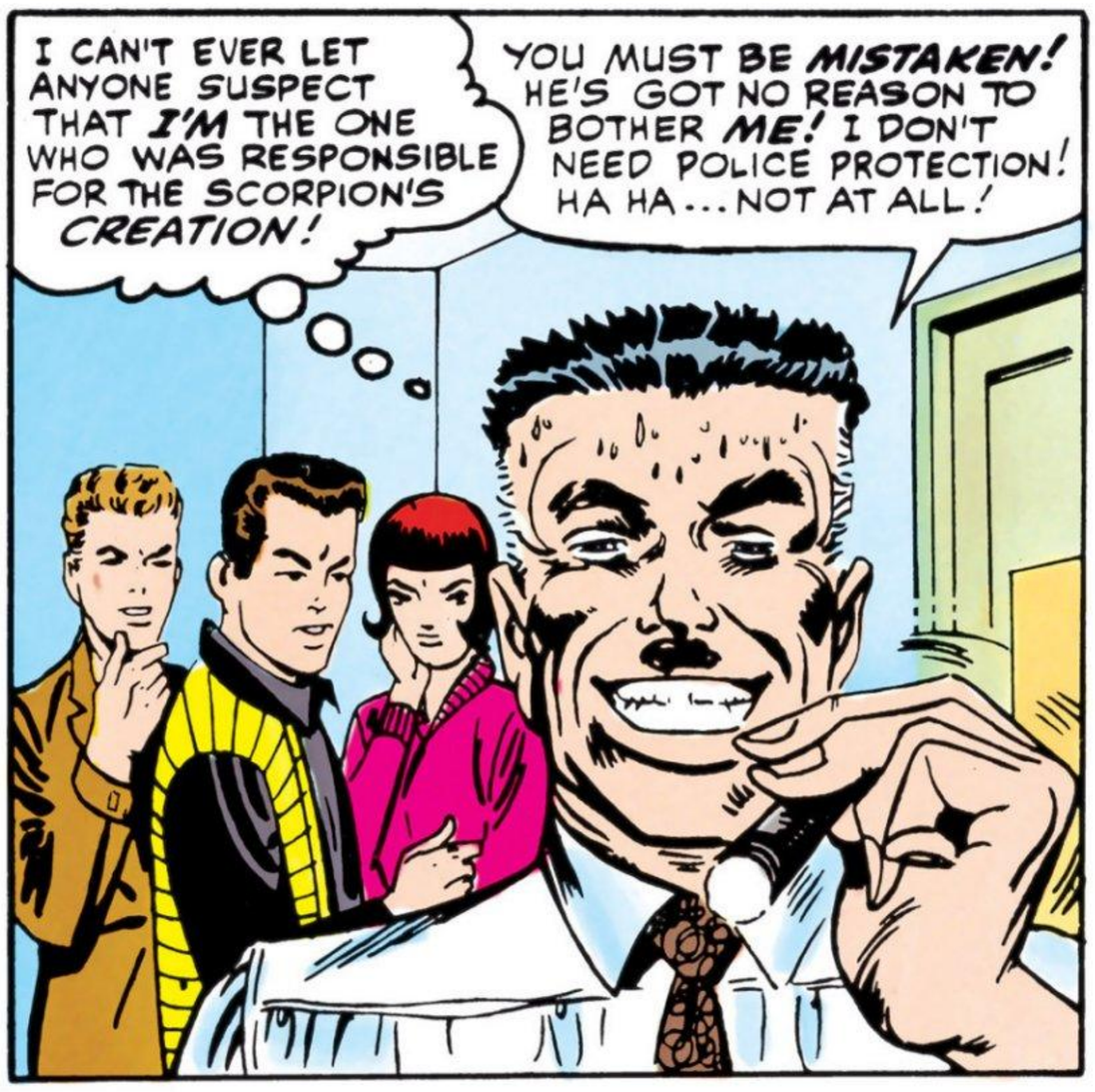
I'M IN LUCK... THERE'S BETTY NOW!
IT'S BEEN A LONG TIME SINCE I'VE SEEN HER IN SUCH A GOOD MOOD!
IN FACT, IT'S BEEN A LONG TIME SINCE I'VE SEEN HER!
YOU MUST TELL ME MORE ABOUT IT!

I WONDER WHO SHE'S...?
WELL, HELLO THERE, PARKER! LONG TIME NO SEE!
ISN'T IT WONDERFUL, PETER? NED'S BACK TO STAY! HE FINISHED HIS EUROPEAN ASSIGNMENT!
HOLY SMOKE! IT'S THAT REPORTER SHE HAS A CRUSH ON... NED LEEDS! HE'S BACK FROM EUROPE!
YEAH... JUST WONDERFUL!

HE DIDN'T EVEN TELL ME HE WAS COMING! HE WANTED TO SURPRISE ME! WASN'T THAT SWEET OF HIM?
MAYBE HE JUST DIDN'T WANT TO SPEND A POSTAGE STAMP!
I ALWAYS SAID YOU HAD A GREAT SENSE OF HUMOR, PARKER!

BUT THEN, SUDDENLY...
MR. JAMESON! I'VE BEEN LOOKING FOR YOU!
A POLICEMAN! WONDER WHAT'S UP?
NOW LOOK, OFFICER... I PUT A DIME IN THE PARKING METER... I CAN PROVE IT!
IT'S NOTHING TO DO WITH PARKING THIS TIME!

HEADQUARTERS JUST LEARNED THAT THE SCORPION ESCAPED! THE CHIEF SENT ME TO OFFER YOU POLICE PROTECTION!
THE SCORPION'S BEEN THREATENING YOUR LIFE ALL THE TIME HE WAS IN JAIL!
W-WHY WOULD HE THREATEN ME?


I CAN'T EVER LET ANYONE SUSPECT THAT I'M THE ONE WHO WAS RESPONSIBLE FOR THE SCORPION'S CREATION!
YOU MUST BE MISTAKEN! HE'S GOT NO REASON TO BOTHER ME! I DON'T NEED POLICE PROTECTION! HA HA... NOT AT ALL!

WELL, WE'LL DETAIL SOME EXTRA MEN TO THIS AREA ANYWAY, JUST IN CASE!
SUIT YOURSELF, OFFICER! BUT I'M SURE THE SCORPION ISN'T INTERESTED IN ME!
HE'S BLUFFING! I CAN SENSE HIS VOICE SHAKING! AND, JUST MY LUCK, I'M THE ONLY ONE WHO CAN STOP THE SCORPION!

LEAVING SO SOON, PARKER? DON'T TELL ME YOU'RE SCARED OF THE SCORPION!?
OKAY, I WON'T TELL YOU!
HOW ABOUT DINNER TOMORROW, BETTY?
OH, I CAN'T, PETER! NED IS TAKING ME TO SEE "GOLDEN BOY" TOMORROW NIGHT!

WELL, GOODY FOR YOU!
OKAY, HAVE A BALL! I'LL BE SEEING YOU!
GOOD-BYE, PETER!
YEAH... GOODBYE!

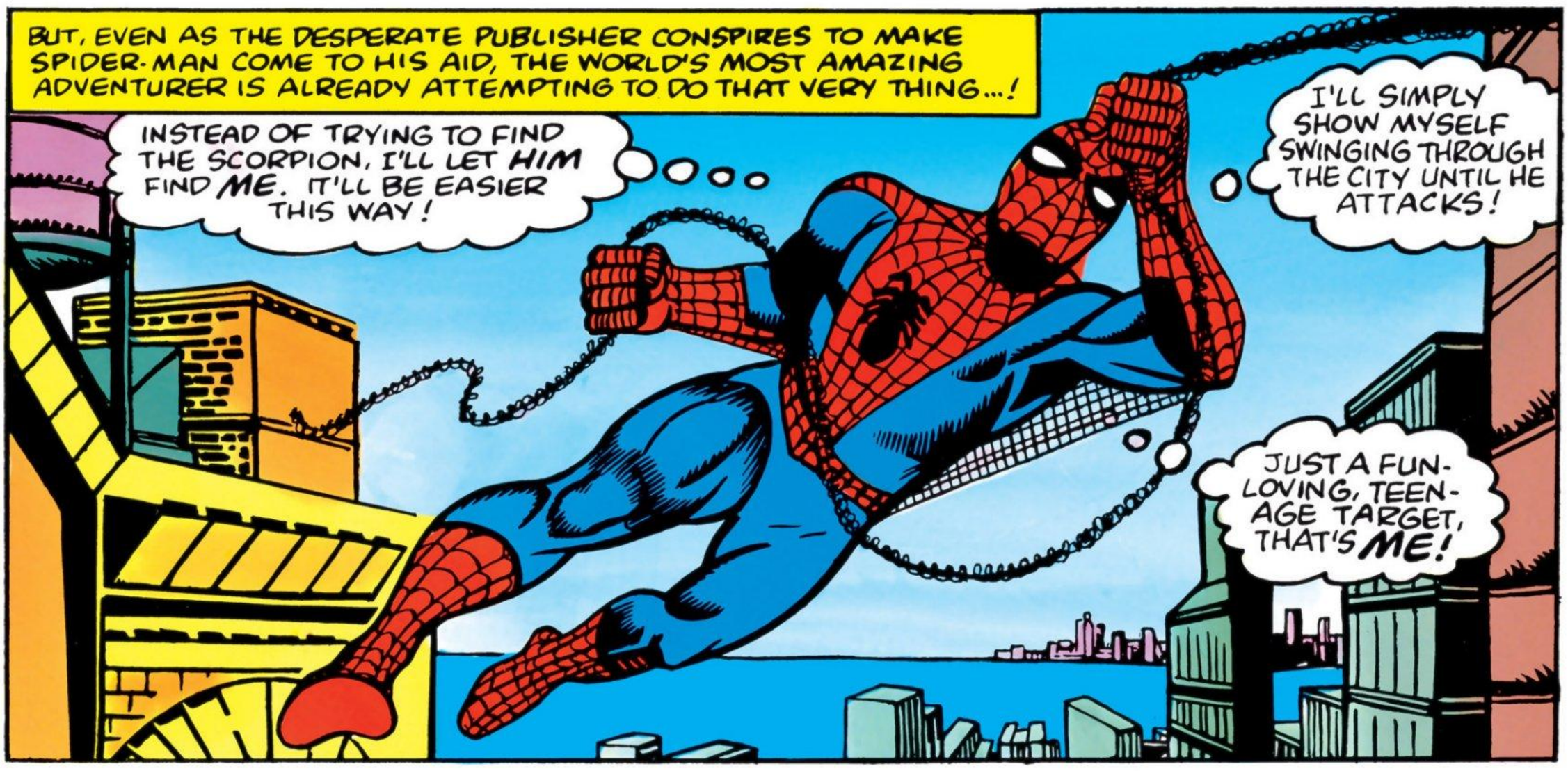
MEANWHILE, ALONE IN HIS OFFICE, THE MASK OF CHEERFULNESS FALLS FROM J. JONAH JAMESON WITH A SICKENING THUD...!
THE SCORPION TRIED TO FINISH ME BEFORE SPIDER-MAN STOPPED HIM MONTHS AGO!
SO NOW HE'LL TAKE UP WHERE HE LEFT OFF! ...UNLESS I CAN THINK OF SOMETHING!

SPIDER-MAN DEFEATED HIM LAST TIME... IF ONLY HE'D GO AFTER HIM AGAIN NOW!
BUT THAT MASKED WEB-HEAD IS MY WORST ENEMY! HE'D NEVER DO ANYTHING TO HELP ME! I COULDN'T ASK HIM!

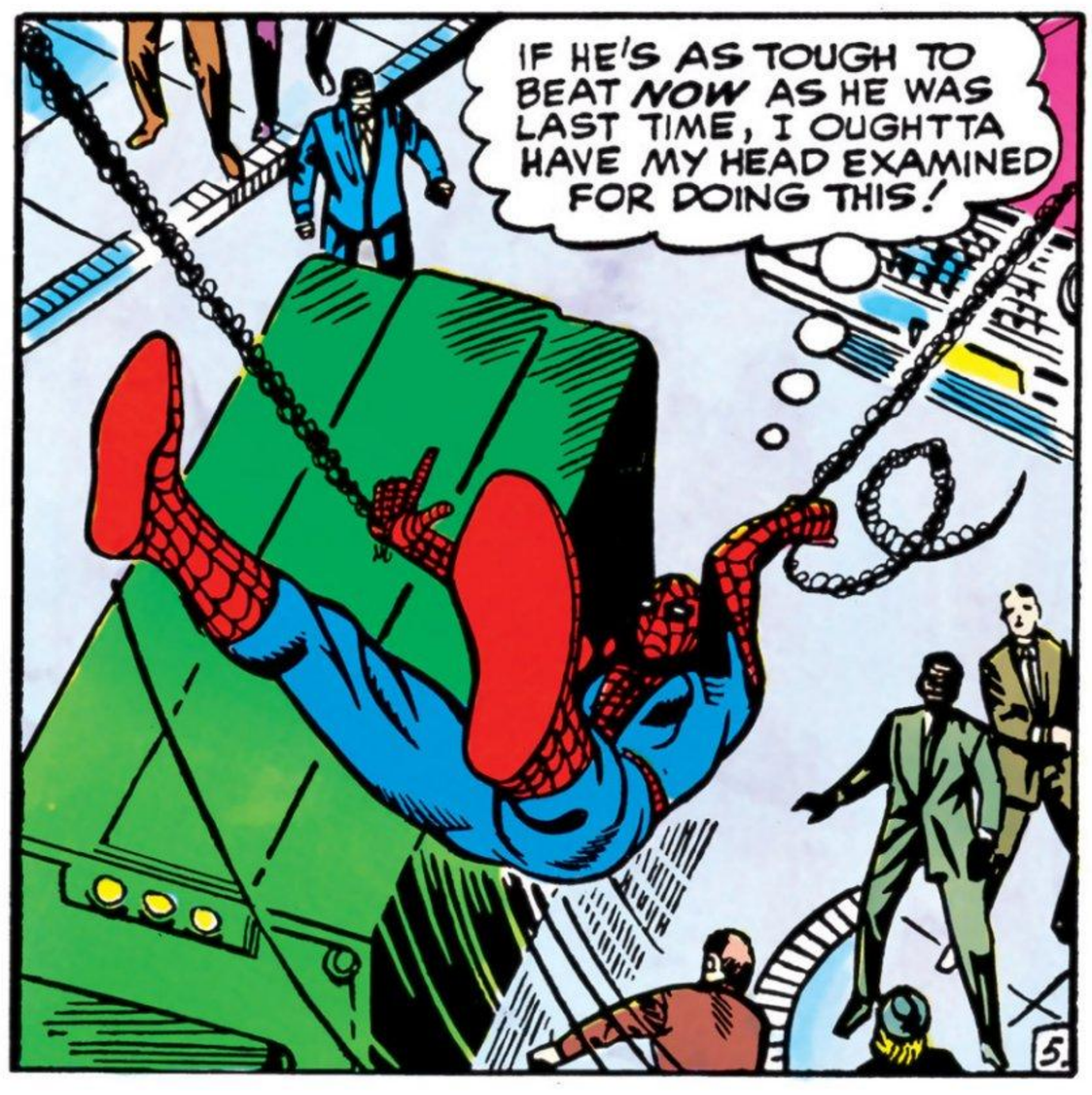
BUT, THERE MUST BE SOME WAY FOR ME TO TRICK HIM INTO HELPING ME! AND, I THINK I KNOW WHAT IT IS...!

MISS BRANT, CALL THE PRESS ROOM! HAVE THEM GET READY FOR AN EXTRA!
I HAVEN'T A MINUTE TO LOSE! THE SCORPION COULD STRIKE AT ANY TIME!

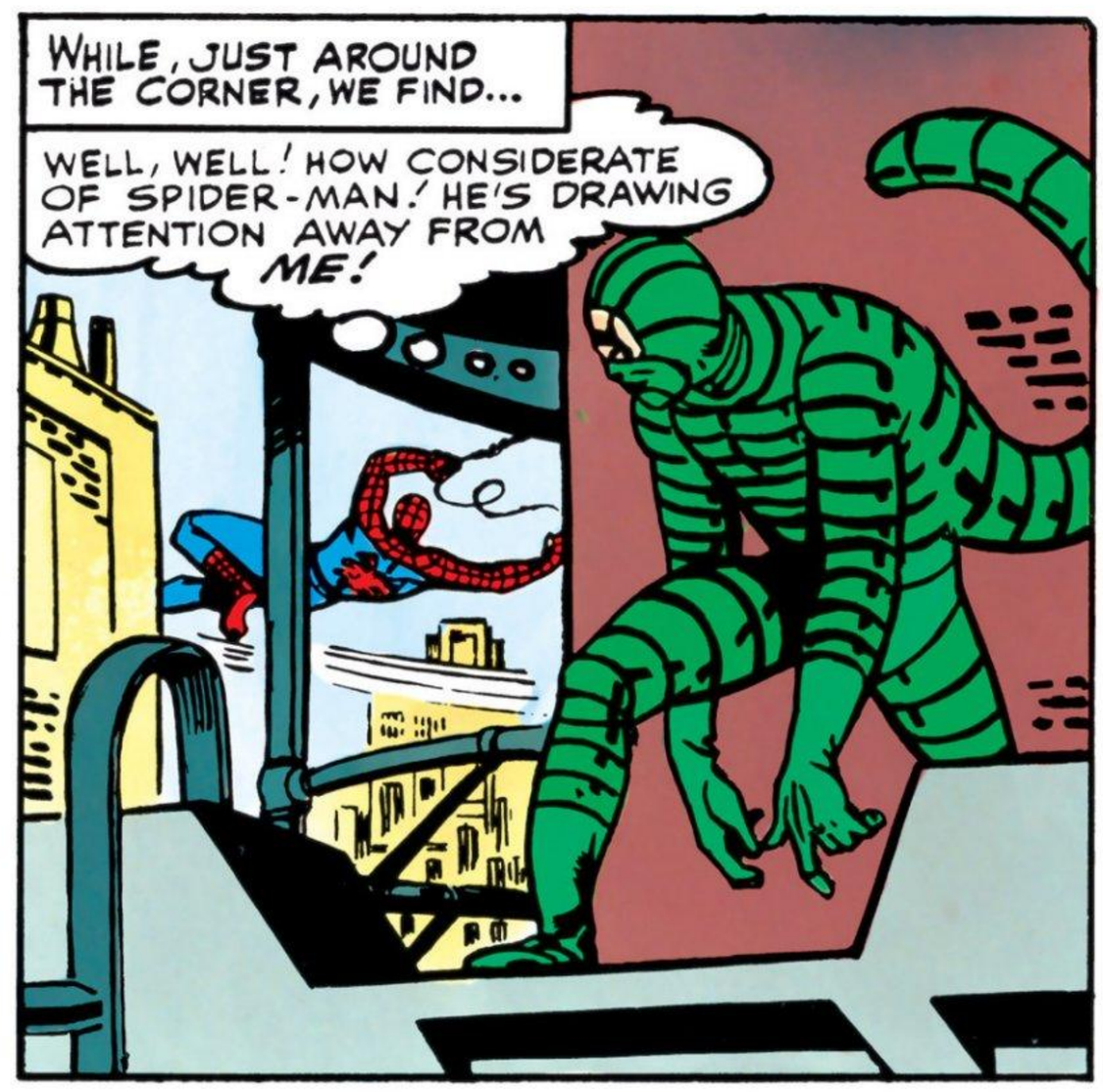
AND, IF MY PLAN DOESN'T WORK, I'M DOOMED... DOOMED BY THE VERY CREATURE I MYSELF UNTHINKINGLY HELPED TO CREATE!


BUT, EVEN AS THE DESPERATE PUBLISHER CONSPIRES TO MAKE SPIDER-MAN COME TO HIS AID, THE WORLD'S MOST AMAZING ADVENTURER IS ALREADY ATTEMPTING TO DO THAT VERY THING...!
INSTEAD OF TRYING TO FIND THE SCORPION, I'LL LET HIM FIND ME. IT'LL BE EASIER THIS WAY!
I'LL SIMPLY SHOW MYSELF SWINGING THROUGH THE CITY UNTIL HE ATTACKS!
JUST A FUN-LOVING, TEEN-AGE TARGET, THAT'S ME!

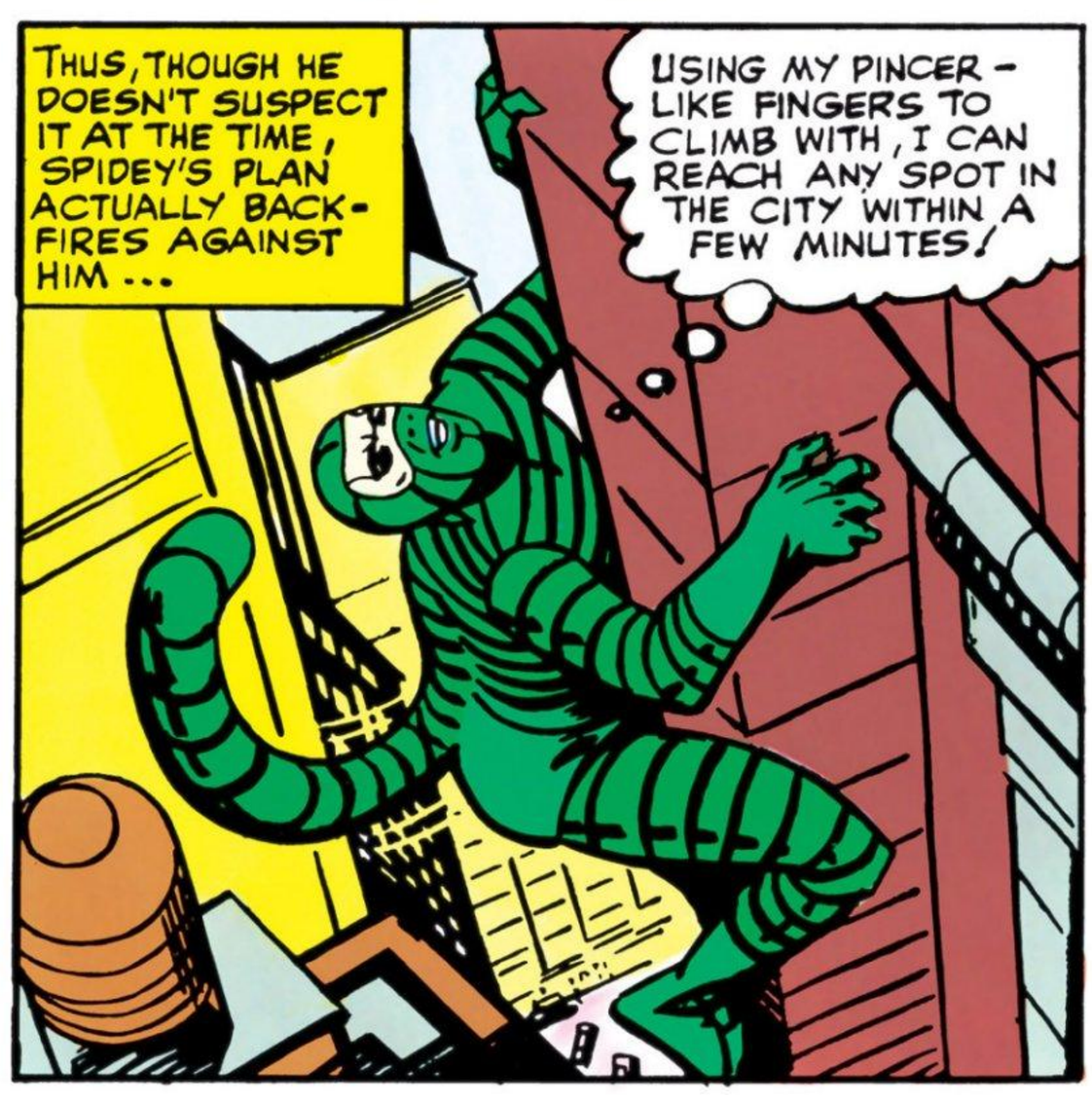
I'LL CONFINE MYSELF TO THIS ONE AREA! HE'S BOUND TO LEARN THAT I'M HERE, AND THEN HE'LL COME RUNNING!

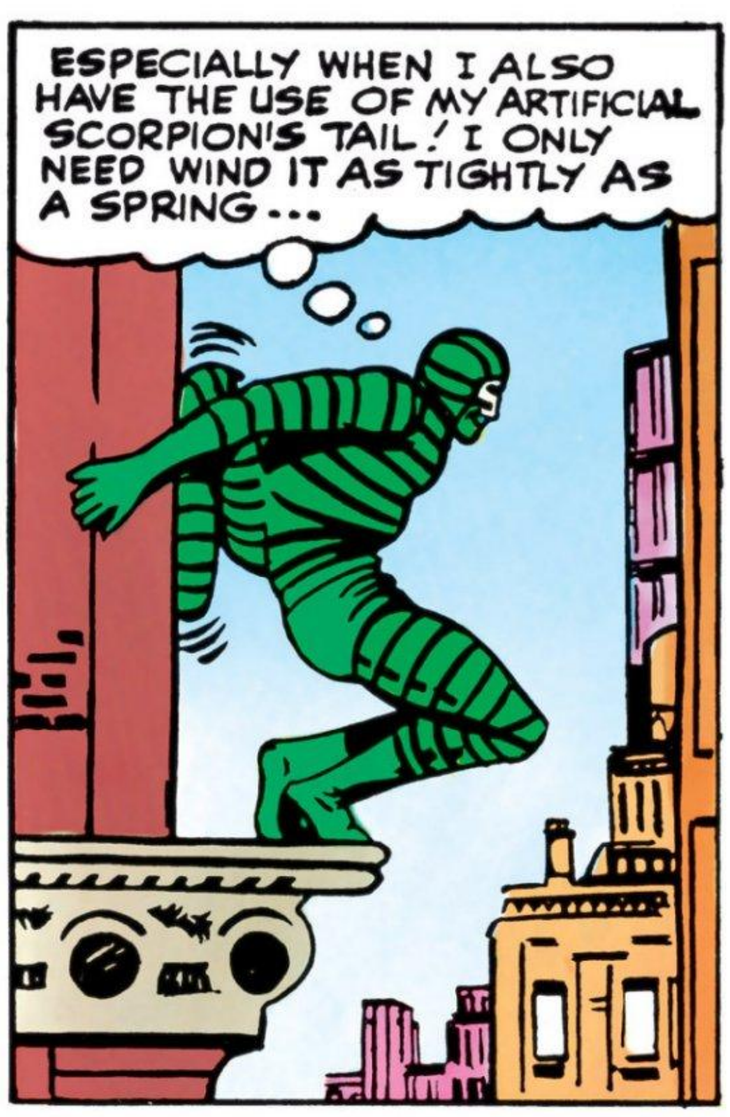

IF HE'S AS TOUGH TO BEAT NOW AS HE WAS LAST TIME, I OUGHTTA HAVE MY HEAD EXAMINED FOR DOING THIS!

BUT, I'LL NEVER MAKE THE SUPER-HEROES' HALL OF FAME BY HIDING UNDER THE BED!
IT'S SPIDER-MAN! WHAT'S HE SWINGIN' AROUND UP THERE FOR?
I DON'T KNOW... BUT IT'S GETTING ON MY NERVES!
IF YOU ASK ME, HE'S A PRO-FESSIONAL NUT!


WHILE, JUST AROUND THE CORNER, WE FIND...
WELL, WELL! HOW CONSIDERATE OF SPIDER-MAN! HE'S DRAWING ATTENTION AWAY FROM ME!

WHILE HE'S HERE, MY OTHER VICTIM IS UNPROTECTED! SO, I'LL FINISH JAMESON OFF FIRST, AND SAVE SPIDER-MAN FOR MY GRAND FINALE!


THUS, THOUGH HE DOESN'T SUSPECT IT AT THE TIME, SPIDEY'S PLAN ACTUALLY BACK-FIRES AGAINST HIM...
USING MY PINCER-LIKE FINGERS TO CLIMB WITH, I CAN REACH ANY SPOT IN THE CITY WITHIN A FEW MINUTES!


ESPECIALLY WHEN I ALSO HAVE THE USE OF MY ARTIFICIAL SCORPION'S TAIL! I ONLY NEED WIND IT AS TIGHTLY AS A SPRING...

...AND THEN... RELEASE IT!
THIS SERVED TO PROPEL ME ACROSS THE PRISON COURTYARD DURING MY ESCAPE...

---AND, IT CAN GET ME FROM ROOFTOP TO ROOFTOP ALMOST AS FAST AS FLYING!

EVEN AS THE SCORPION GETS CLOSER TO HIS INTENDED VICTIM, JONAH JAMESON'S EXTRA EDITION HITS THE STREET WITH SCREAMING HEADLINES...!

SAY! DO YOU THINK JAMESON CAN BE RIGHT? IMAGINE... IF SPIDER-MAN AND THE SCORPION EVER TEAMED UP... HOO BOY!

THE ONLY WAY SPIDER-MAN CAN PROVE HE'S NOT THE SCORPION'S ALLY IS IF HE TACKLES HIM AGAIN!

"SPIDER-MAN AND SCORPION ARE PARTNERS," SAYS PUBLISHER!

BOTH THOSE PUBLIC MENACES HAVE THREATENED J.J. JAMESON, THE FEARLESS FOE OF ALL LAW-BREAKERS!

"IF SPIDER-MAN ISN'T SCORPION'S PARTNER, LET HIM CATCH THE SCORPION," SAYS

The whole city is

BUT HIGH ABOVE THE NEWS-READING PUBLIC, THE NEWS-MAKING ADVENTURER BEGINS TO GROW RESTLESS...!

I DON'T LIKE IT! HE SHOULD HAVE COME AFTER ME BY NOW! I KNOW HE'S NOT AFRAID!

AND, AT THE SPEED HE TRAVELS, IT WOULDN'T TAKE HIM LONG TO REACH ME...

UNLESS...

WAIT A MINUTE! I COULD JUST BE THE PRIZE CHUMP OF THE YEAR!

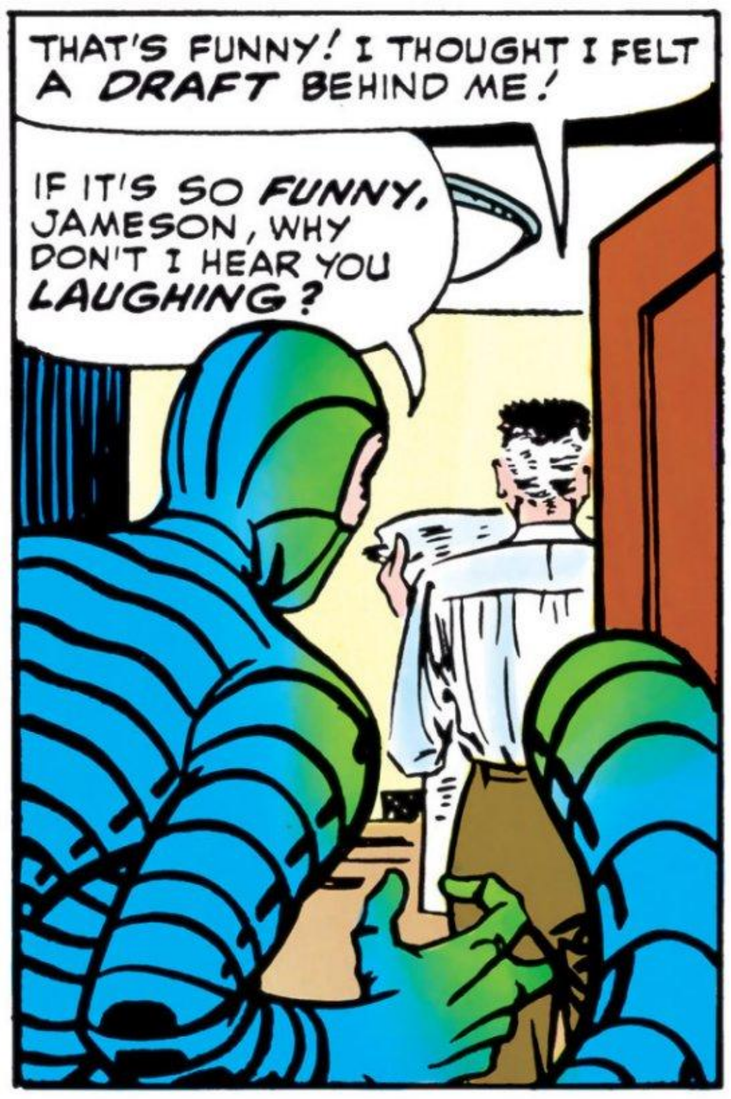
I MIGHT BE PLAYING RIGHT INTO SCORPY'S HANDS!!

WHILE I'M WALTZING AROUND UP HERE, JAMESON IS ALONE AT HIS OFFICE... AND THE SCORPION PROBABLY KNOWS IT!

AND, DIRECTLY ACROSS TOWN, EVEN AS SPIDEY COLLECTS HIS THOUGHTS...

IT WON'T BE LONG NOW! ONCE I SILENTLY CLIMB THOSE BACK STEPS, I'LL BE JUST OUTSIDE HIS PRIVATE OFFICE!

THUS, SECONDS LATER...
IF THIS HEADLINE DOESN'T MAKE SPIDER-MAN ATTACK THE SCORPION, NOTHING WILL!
IF ONLY THAT WEB-HEADED, COSTUMED CLOWN SEES IT IN TIME!


THAT'S FUNNY! I THOUGHT I FELT A DRAFT BEHIND ME!
IF IT'S SO FUNNY, JAMESON, WHY DON'T I HEAR YOU LAUGHING?

WHO SAID..?
SCORPION! IT...IT'S YOU!
OF COURSE IT'S ME! I SAID I'D GET YOU SOME DAY, DIDN'T I?

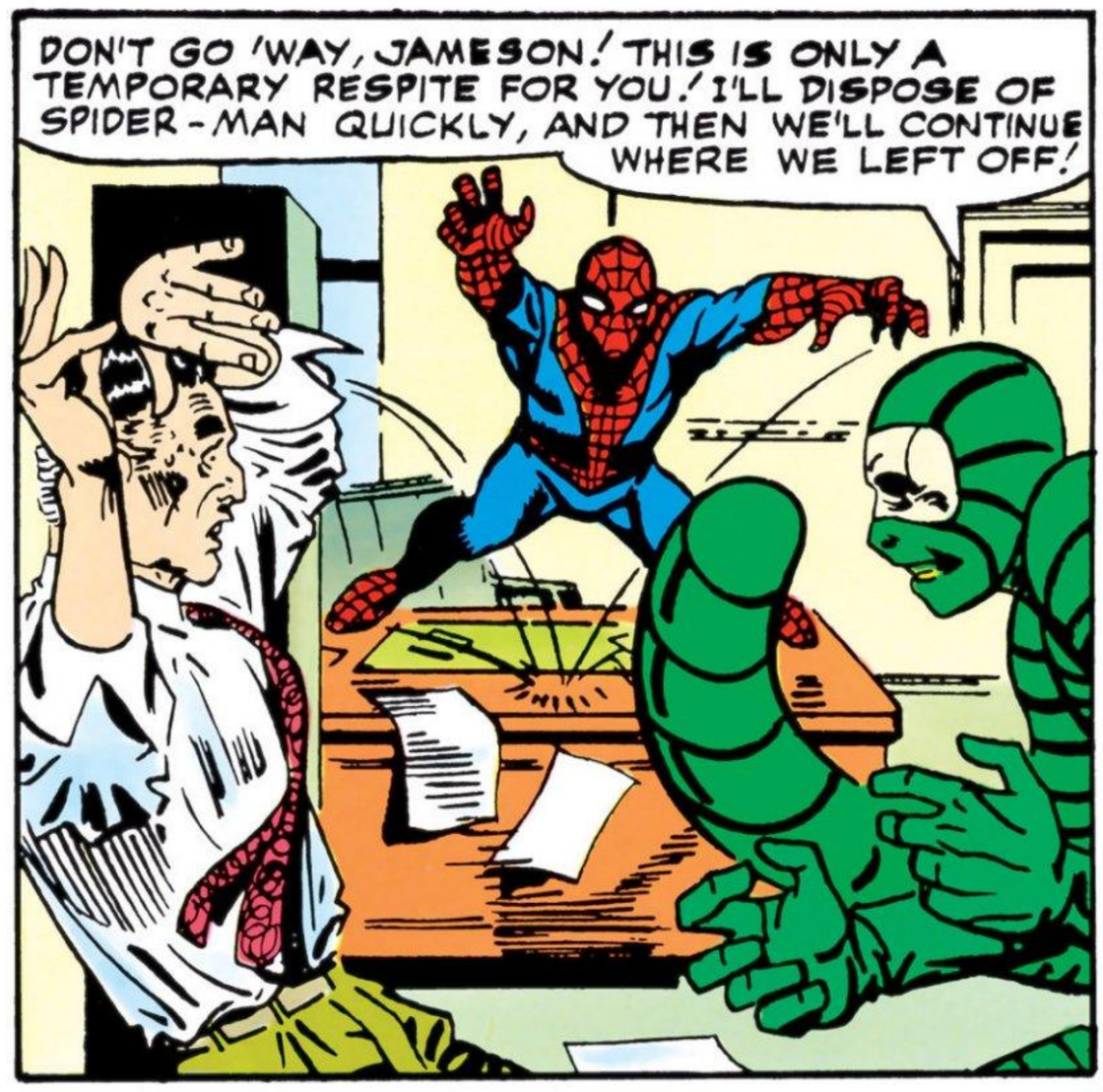
AND THIS TIME, THERE'LL BE NO SPIDER-MAN TO HELP YOU... I CAN PROMISE YOU THAT!
NO! NO! STAY BACK! LOOK OUT... DON'T!
WHAM!

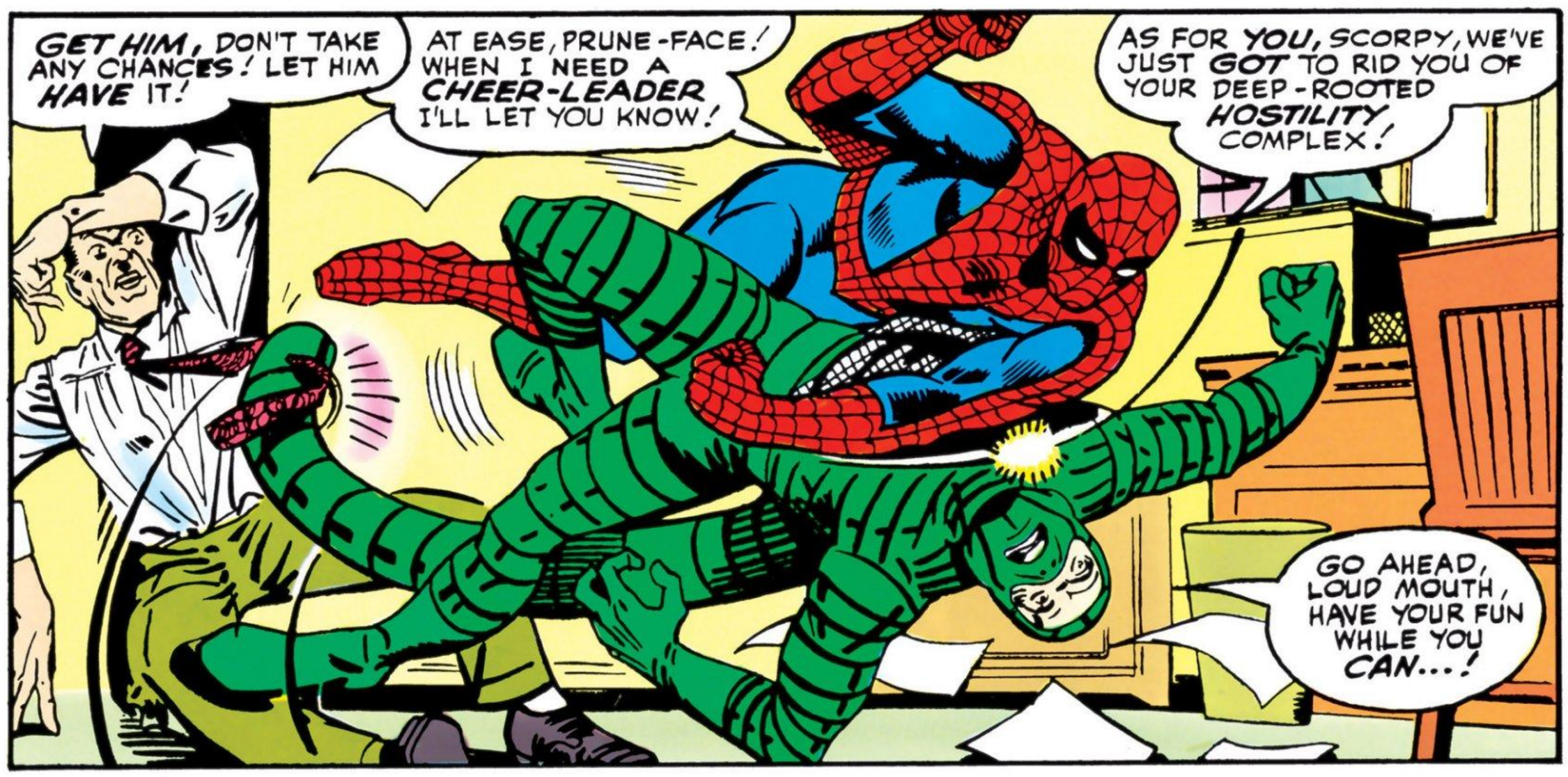
HE'S STRONGER THAN EVER! HE'S LIKE A MADMAN, SMASHING MY OFFICE WITH THAT POWERFUL TAIL OF HIS!
HELP! SOMEBODY HELP ME... HE'S HERE!

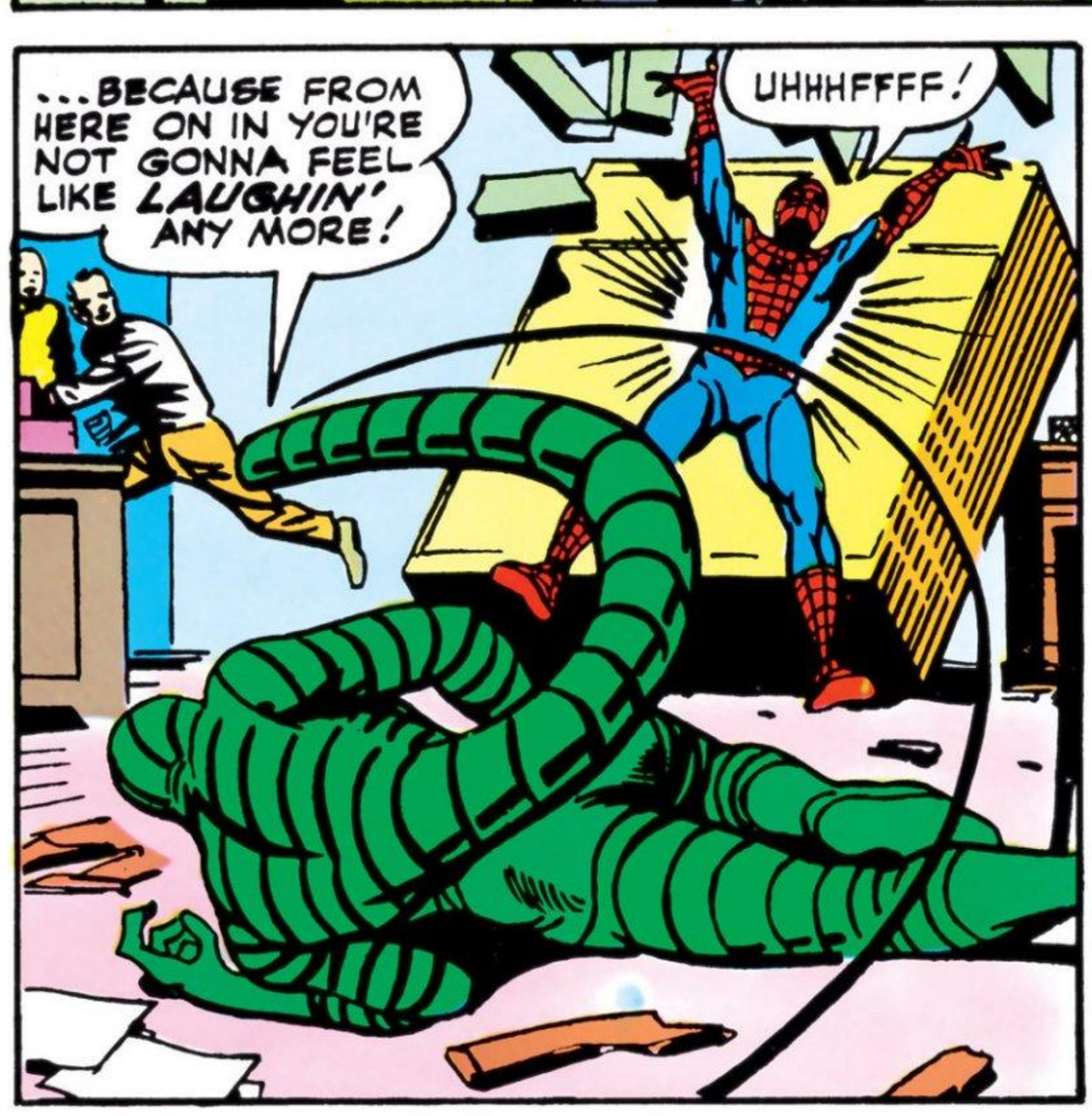
YOU'RE ONLY DELAYING THE INEVITABLE, JAMESON! YOU CAN'T ESCAPE ME!
IT'S THE SCORPION! HE'S AFTER THE BOSS!
STOP HIM! WHY DOESN'T SOMEBODY STOP HIM?
SORRY, MR. JAMESON! THAT'S NOT PART OF OUR CONTRACT!

AND NOW THAT THERE IS NO PLACE ELSE FOR YOU TO RUN TO, LET'S FINISH THIS AS QUICKLY AS POSSIBLE!
NO! WAIT! LET'S TALK IT OVER! H-HASTE MAKES WASTE...!

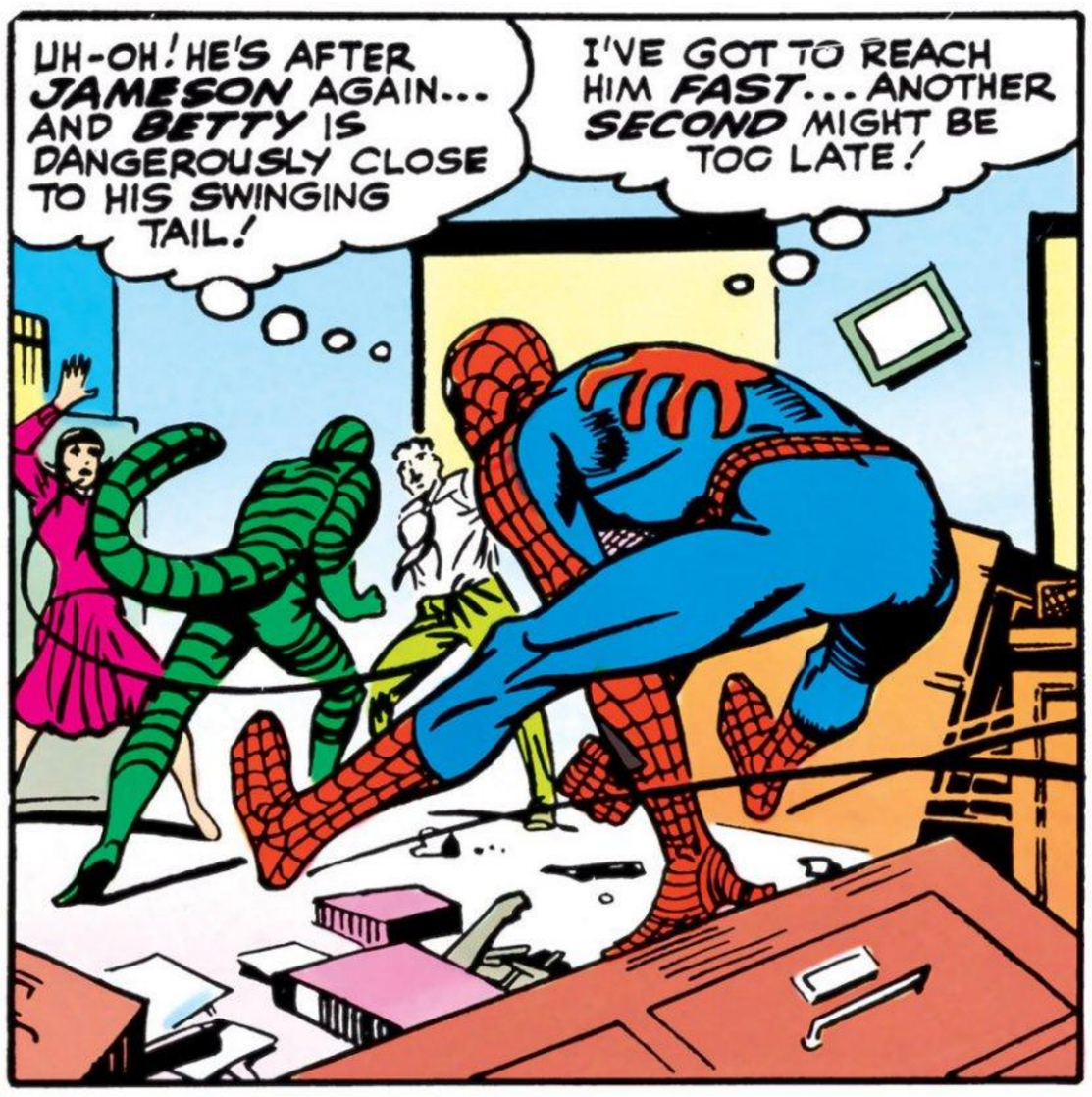
BUT, AT THAT VERY INSTANT...
SPIDER-MAN!
OKAY, FEARLESS, YOU CAN STOP SHAKING NOW! YOUR LARGE ECONOMY-SIZED WEB-SPINNER IS HERE... IN GLORIOUS LIVING COLOR!

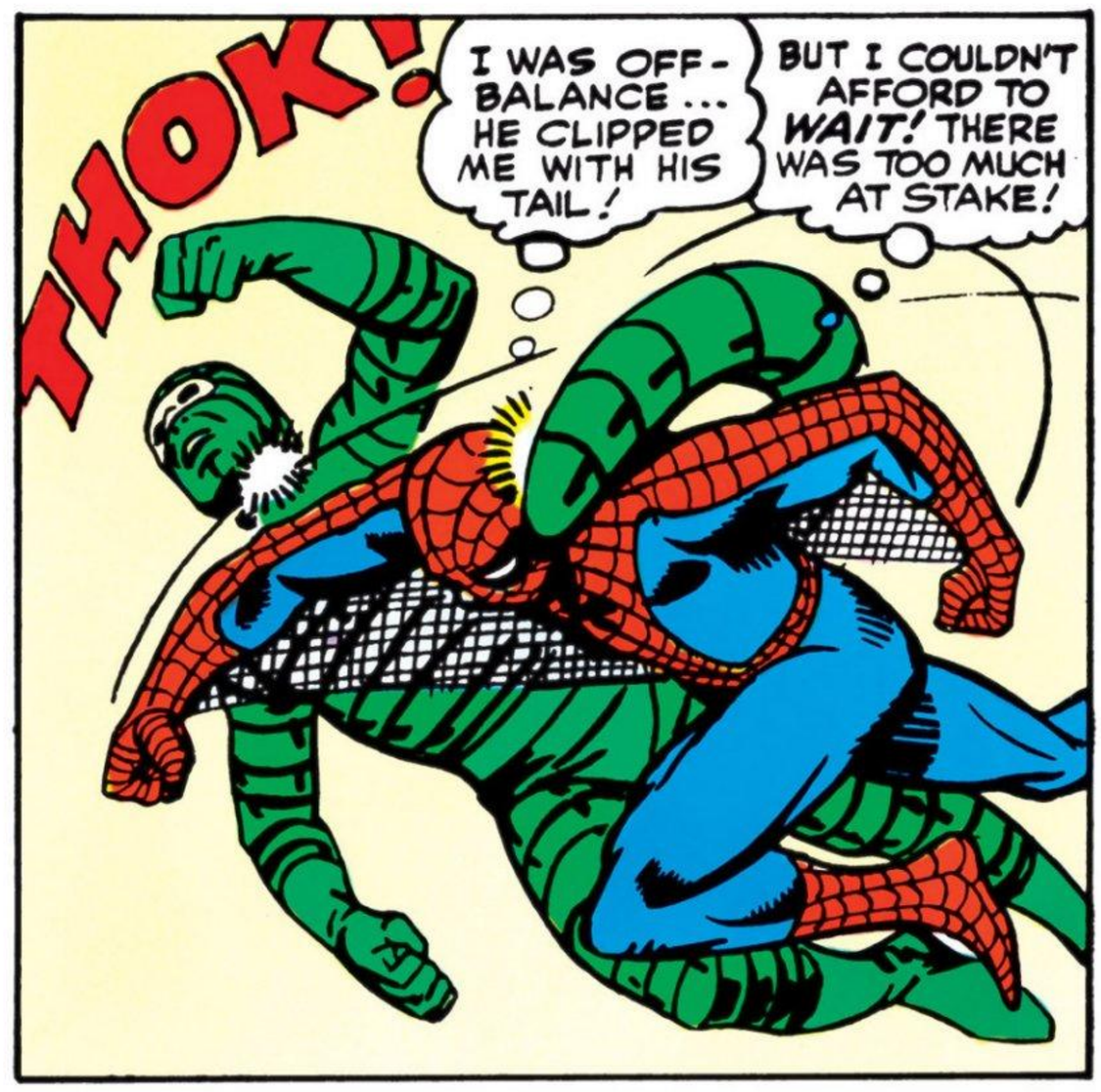

DON'T GO 'WAY, JAMESON! THIS IS ONLY A TEMPORARY RESPITE FOR YOU! I'LL DISPOSE OF SPIDER-MAN QUICKLY, AND THEN WE'LL CONTINUE WHERE WE LEFT OFF!

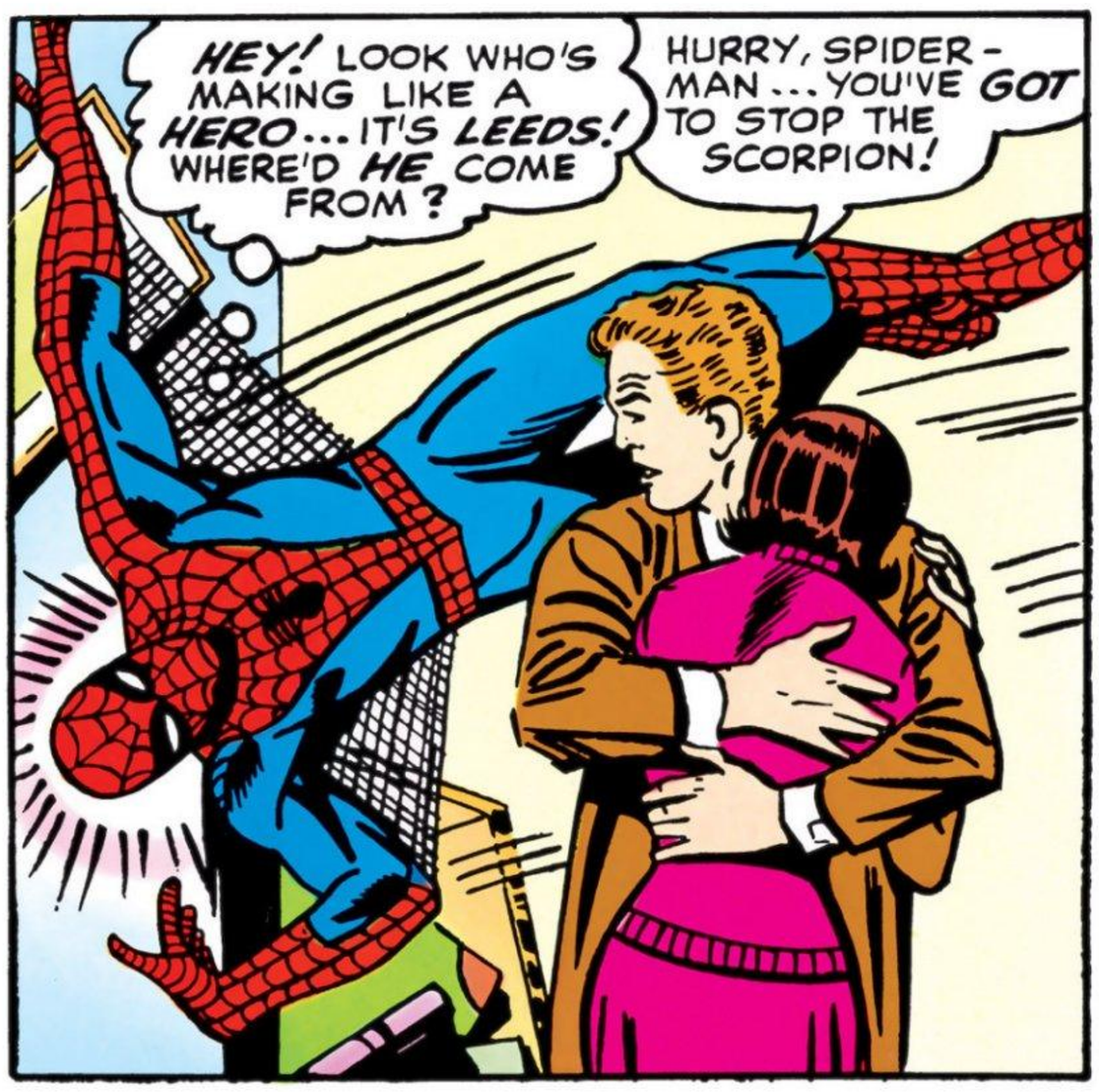

GET HIM, DON'T TAKE ANY CHANCES! LET HIM HAVE IT!
AT EASE, PRUNE-FACE! WHEN I NEED A CHEER-LEADER I'LL LET YOU KNOW!
AS FOR YOU, SCORPY, WE'VE JUST GOT TO RID YOU OF YOUR DEEP-ROOTED HOSTILITY COMPLEX!
GO AHEAD, LOUD MOUTH, HAVE YOUR FUN WHILE YOU CAN...!

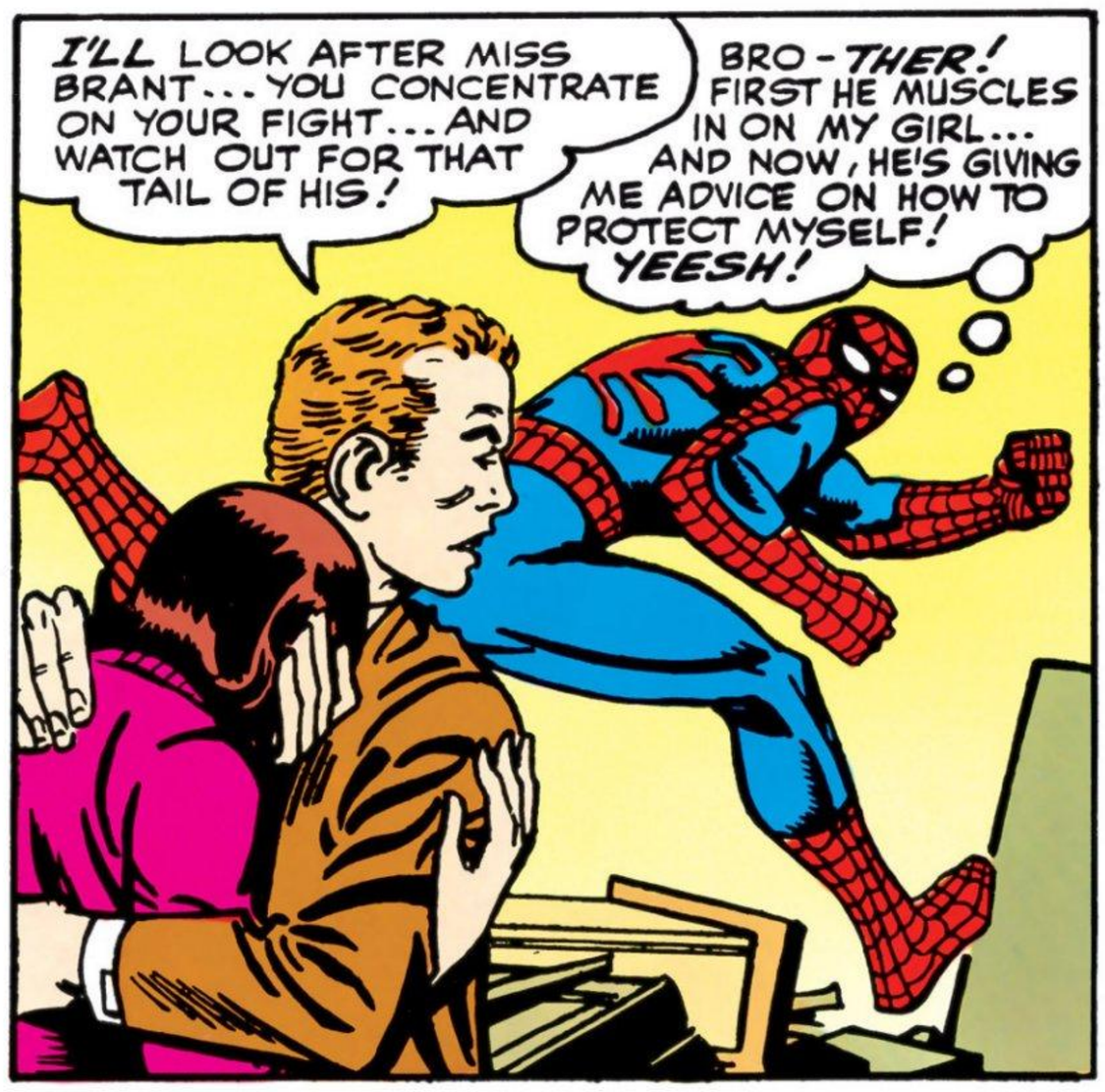

...BECAUSE FROM HERE ON IN YOU'RE NOT GONNA FEEL LIKE LAUGHIN' ANY MORE!
UHHHFFFF!

THIS IS MY CHANCE TO ESCAPE!
HOLD IT, JAMESON! I WARNED YOU NOT TO TRY ANYTHING!
THAT DEADLY TAIL... THERE'S NO ESCAPING IT!

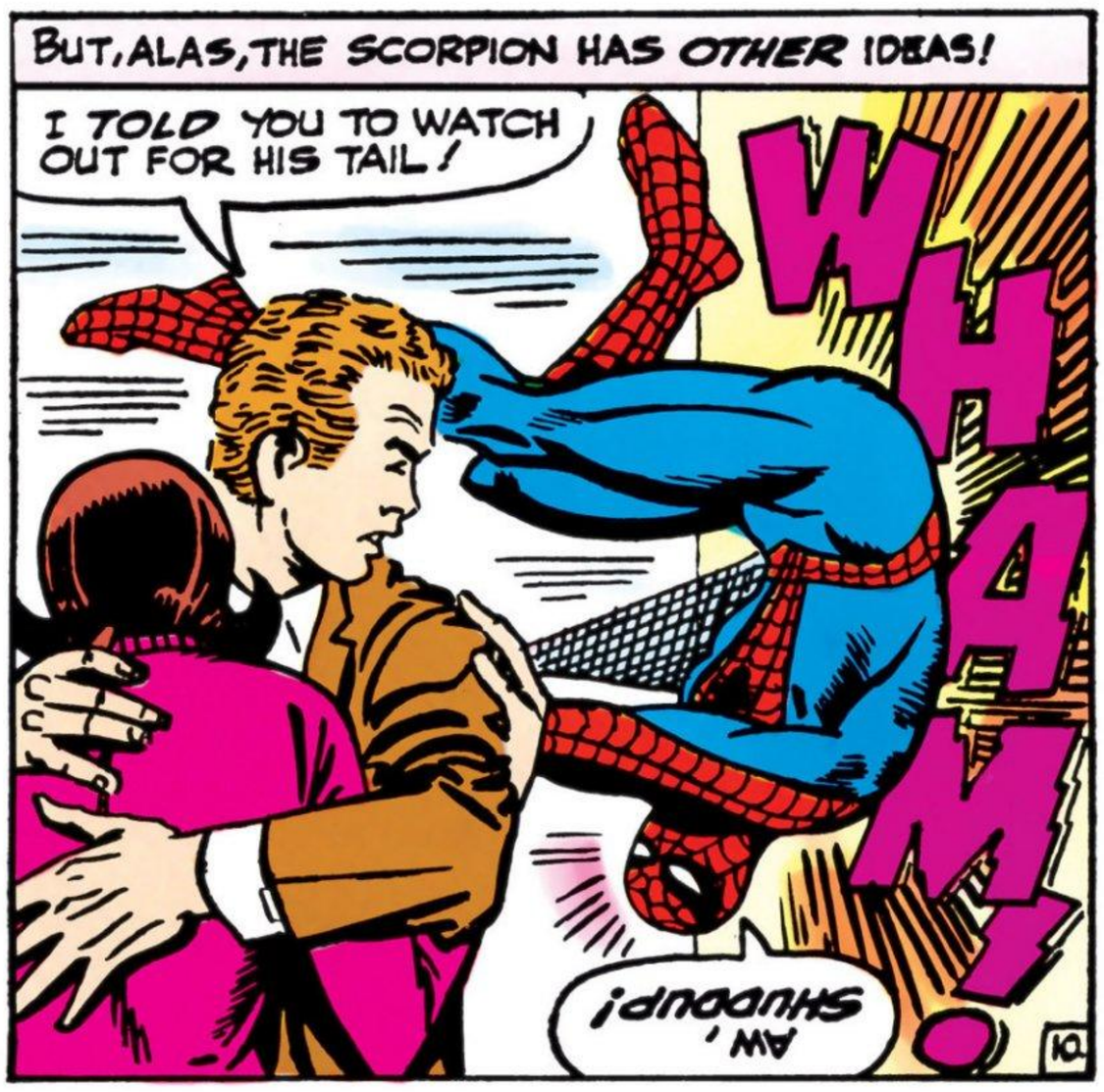

UH-OH! HE'S AFTER JAMESON AGAIN... AND BETTY IS DANGEROUSLY CLOSE TO HIS SWINGING TAIL!
I'VE GOT TO REACH HIM FAST... ANOTHER SECOND MIGHT BE TOO LATE!

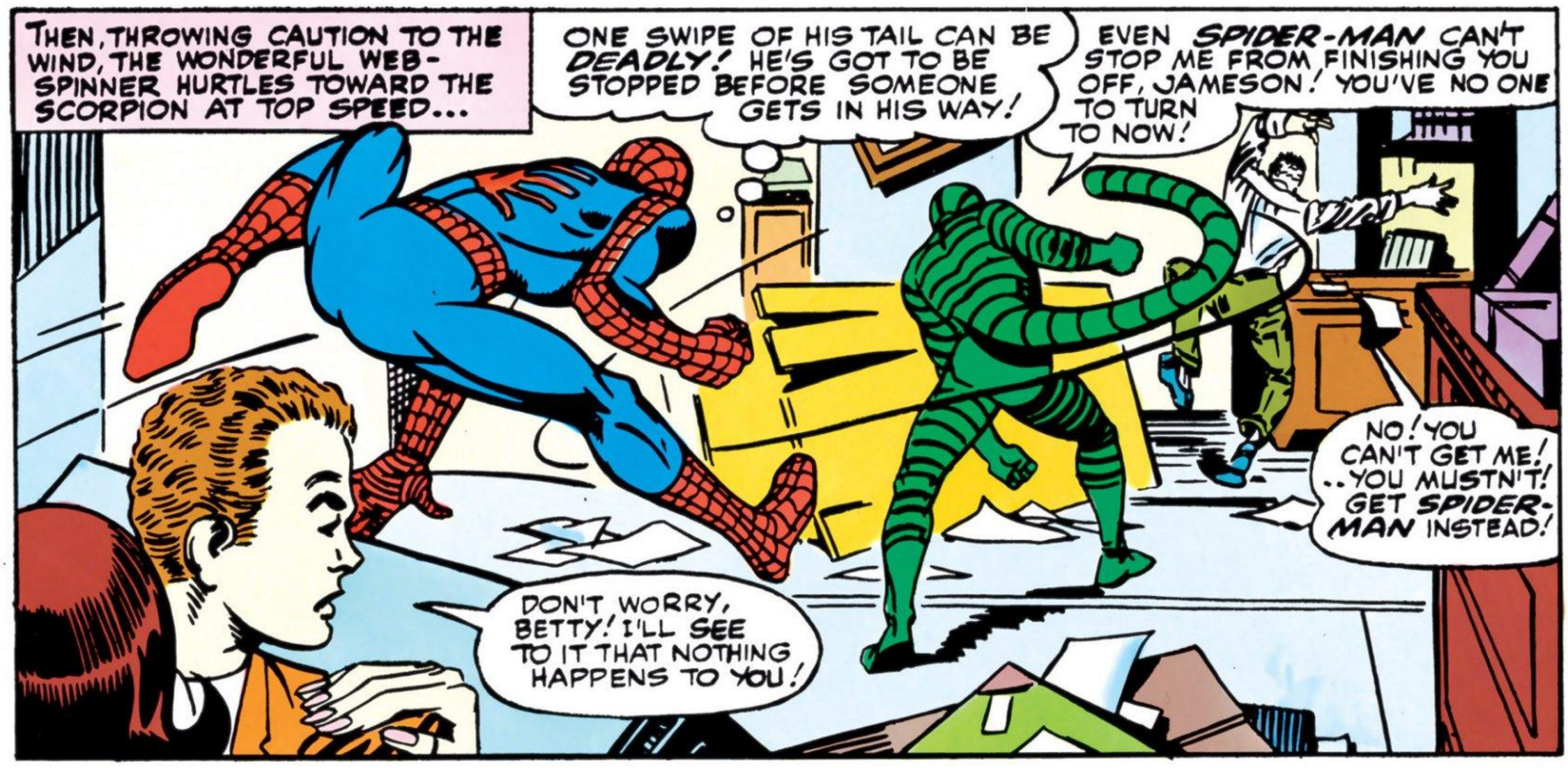

THOK!
I WAS OFF-BALANCE... HE CLIPPED ME WITH HIS TAIL!
BUT I COULDN'T AFFORD TO WAIT! THERE WAS TOO MUCH AT STAKE!


HEY! LOOK WHO'S MAKING LIKE A HERO... IT'S LEEDS! WHERE'D HE COME FROM?
HURRY, SPIDER-MAN... YOU'VE GOT TO STOP THE SCORPION!


I'LL LOOK AFTER MISS BRANT... YOU CONCENTRATE ON YOUR FIGHT... AND WATCH OUT FOR THAT TAIL OF HIS!
BRO-THER! FIRST HE MUSCLES IN ON MY GIRL... AND NOW, HE'S GIVING ME ADVICE ON HOW TO PROTECT MYSELF! YEESH!

FILLED WITH BURNING RAGE, THE MASKED TEEN-AGER ATTEMPTS A RASH, HEADLONG ATTACK...
IT'S ALL THE SCORPION'S FAULT! I'LL PULVERIZE HIM!


BUT, ALAS, THE SCORPION HAS OTHER IDEAS!
I TOLD YOU TO WATCH OUT FOR HIS TAIL!
WHAM!
AW, SHUDDUP!


THEN, THROWING CAUTION TO THE WIND, THE WONDERFUL WEB-SPINNER HURTLES TOWARD THE SCORPION AT TOP SPEED...
ONE SWIPE OF HIS TAIL CAN BE DEADLY! HE'S GOT TO BE STOPPED BEFORE SOMEONE GETS IN HIS WAY!
EVEN SPIDER-MAN CAN'T STOP ME FROM FINISHING YOU OFF, JAMESON! YOU'VE NO ONE TO TURN TO NOW!
NO! YOU CAN'T GET ME! ..YOU MUSTN'T! GET SPIDER-MAN INSTEAD!
DON'T WORRY, BETTY! I'LL SEE TO IT THAT NOTHING HAPPENS TO YOU!

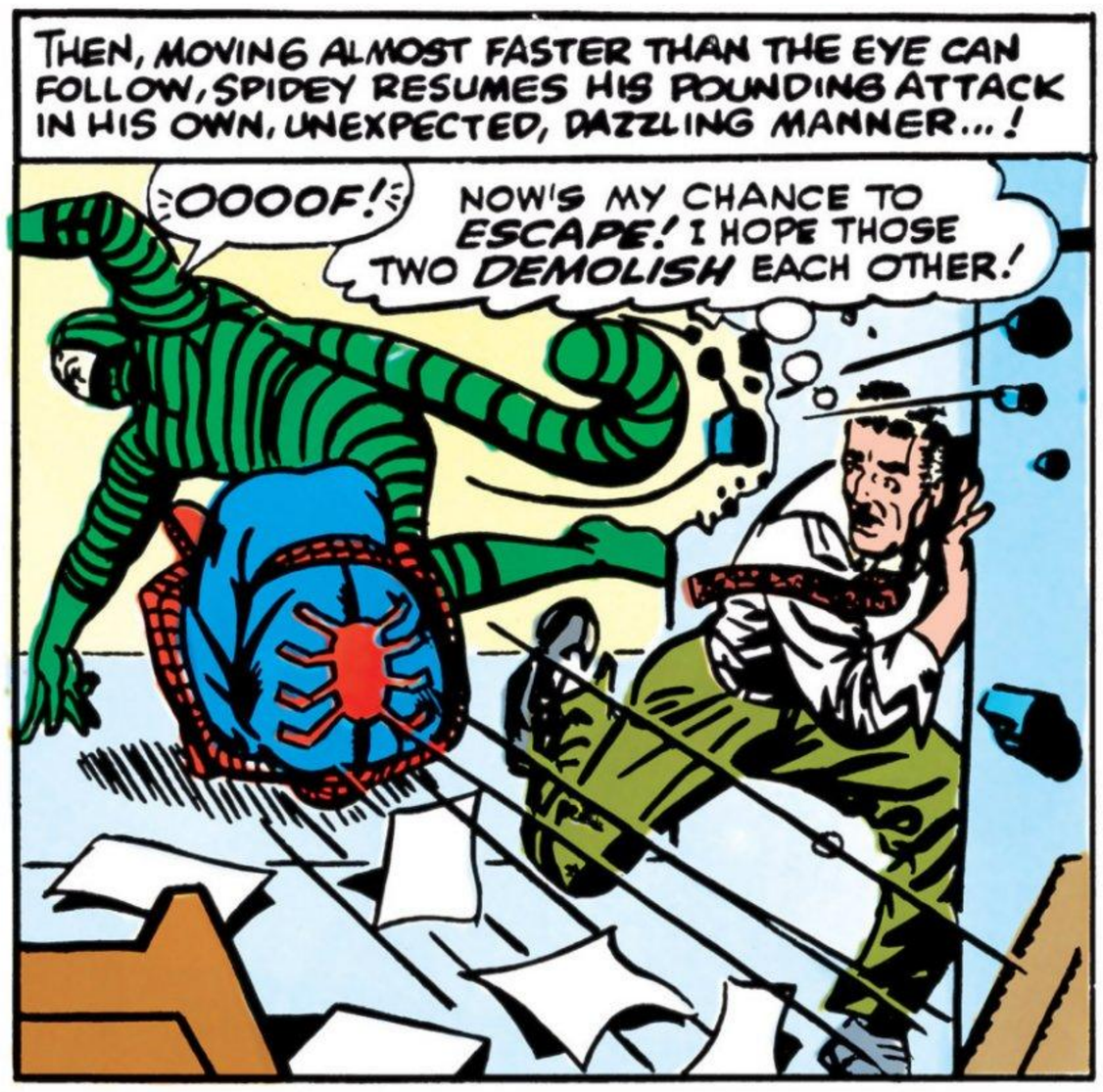
YOU'D THROW ANYONE TO ME IN ORDER TO SAVE YOURSELF, WOULDN'T YOU?
BUT, IT'S SPIDER-MAN'S JOB TO FIGHT KILLERS LIKE YOU!
WELL, IF HE KNOWS WHAT'S GOOD FOR 'IM, HE'LL RESIGN REAL QUICK!

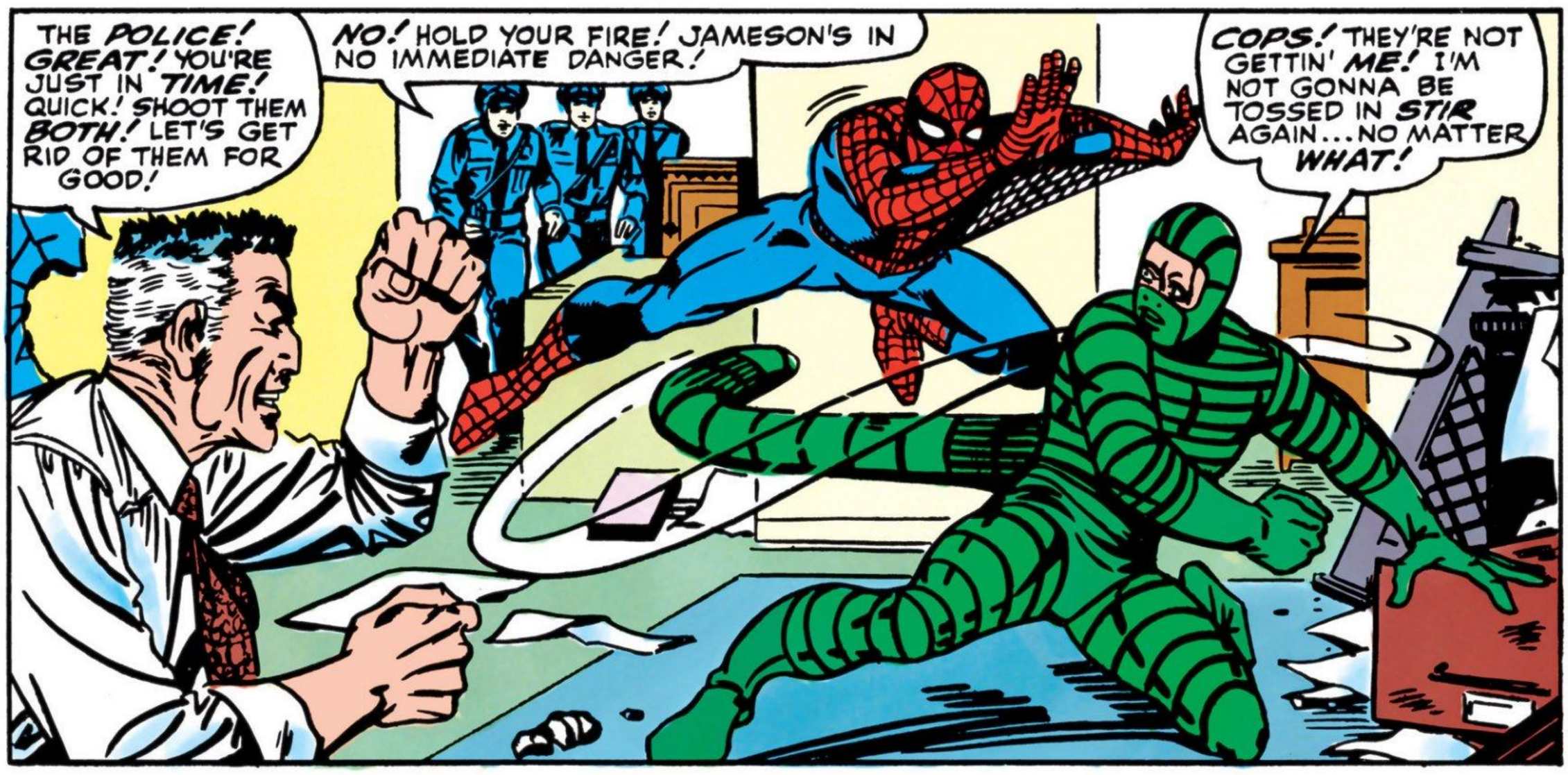
IF I KNEW WHAT WAS GOOD FOR ME, I WOULDN'T BE HERE IN THE FIRST PLACE, MISTER!
THIS IS FOR FRIGHTENING BETTY BRANT, YOU FINK!
HIT HIM AGAIN! HARDER! HARDER!

BUT, THE VERY FIT OF SHEER RAGE WHICH MAKES HIM FIGHT LIKE A DEMON, ALSO MAKES SPIDER-MAN UNUSUALLY CARELESS...
HE'S SWINGING TOO FAST.. MISSING ME! HE'S WIDE OPEN NOW..!
BLAST IT! IF I'D ONLY CONNECTED WITH THAT ROUNDHOUSE RIGHT!

HAH! DIDN'T EXPECT ME TO TRIP YOU WITH MY TAIL, HUH?
SWEET DREAMS, WEB-HEAD! IT'S TIME FOR YOUR BEAUTY NAP... YOU CAN SURE USE ONE!
UHHHH!

YOU OVER-RATED CLOWN! YOU BUMBLING INCOMPETENT! HE'S MAKING YOU LOOK LIKE A BUM!
THINK YOU CAN DO BETTER, BUTTERCUP? I'LL LEND YOU MY COSTUME!
LOOK OUT FOR THAT DESK!
RELAX, J.J., I'M NOT HURT!
WHO CARES ABOUT YOU!? THAT FURNITURE SET ME BACK A FORTUNE!


THEN, MOVING ALMOST FASTER THAN THE EYE CAN FOLLOW, SPIDEY RESUMES HIS POUNDING ATTACK IN HIS OWN, UNEXPECTED, DAZZLING MANNER...!
OOOOF!
NOW'S MY CHANCE TO ESCAPE! I HOPE THOSE TWO DEMOLISH EACH OTHER!


THE POLICE! GREAT! YOU'RE JUST IN TIME! QUICK! SHOOT THEM BOTH! LET'S GET RID OF THEM FOR GOOD!
NO! HOLD YOUR FIRE! JAMESON'S IN NO IMMEDIATE DANGER!
COPS! THEY'RE NOT GETTIN' ME! I'M NOT GONNA BE TOSSED IN STIR AGAIN...NO MATTER WHAT!

I'VE GOT NEWS FOR YOU, SCORPY! WHEN I'M THROUGH WITH YOU, YOU'LL WISH YOU WERE BACK IN YOUR NICE COZY CELL!
YOU??! AS SOON AS I CLIMB OUT OF RANGE OF THEIR GUNS, I'LL WIPE YOU OFF THE FACE OF THE EARTH!

COME BACK, YOU COWARDS! I'M NOT FINISHED WITH YOU YET! YOU'RE YELLOW...BOTH OF YOU!
BOY! JAMESON SOUNDS MIGHTY BRAVE TODAY!
SURE... SINCE WE GOT HERE!
WELL, GOOD RIDDENCE TO BOTH OF THEM! THEY'RE TWO OF A KIND! THEY DESERVE EACH OTHER!

SECONDS LATER, AFTER THE POLICE HAVE GONE...

IT'LL COST ME AN ARM AND A LEG TO GET THIS PLACE BACK TO NORMAL AGAIN! HALF OF MY FURNITURE IS BROKEN UP... AND THE OTHER HALF IS CRACKED AND SCARRED!

NOBODY HAS TO KNOW THAT I'VE BEEN *WANTING* TO GET RID OF THIS OLD JUNK FOR *YEARS*! NOW THE INSURANCE WILL PAY FOR A WHOLE NEW SET-UP!

MR. JAMESON, BETTY IS PRETTY SHAKEN-UP OVER WHAT'S HAPPENED! I THINK I'D BETTER SEE HER HOME!

OF COURSE! I WOULDN'T EXPECT HER TO KEEP WORKING AFTER WHAT HAPPENED! SHE CAN HAVE THE REST OF THE DAY OFF!

I'LL JUST DEDUCT IT FROM HER PAY CHECK AT THE END OF THE WEEK!

NO *WONDER* THEY SAY YOU'RE ALL HEART!

C'MON, BETTY...EVERYTHING'S OKAY NOW! IT'S ALL OVER! THE SCORPION AND SPIDER-MAN ARE GONE NOW!

WHAT ARE YOU ALL STANDING AROUND FOR? GET TO WORK! *GET TO WORK!*

AND HAVE ONE OF OUR STAFF *PHOTOGRAPHERS* COME UP HERE *IMMEDIATELY!*

I JUST GOT A *GREAT* IDEA!

AND SO...

THAT'S IT! TAKE A LOT OF SHOTS OF ME, HERE IN THE RUINS OF BATTLE!

IT'LL MAKE A GREAT FRONT-PAGE STORY! "FEARLESS, COURAGEOUS PUBLISHER SAVES HIS EMPLOYEES FROM DEADLY COSTUMED KILLERS!"

I'LL BE A *HERO!*

MAKE SURE THESE PICTURES DO ME JUSTICE! GET MY COURAGEOUS EXPRESSION... MY DETERMINED, FIGHTING STANCE... MY IRON FISTS, CLENCHED AND READY!

WHAT DO YOU THINK WILL HAPPEN IF THE SCORPION DEFEATS SPIDER-MAN?

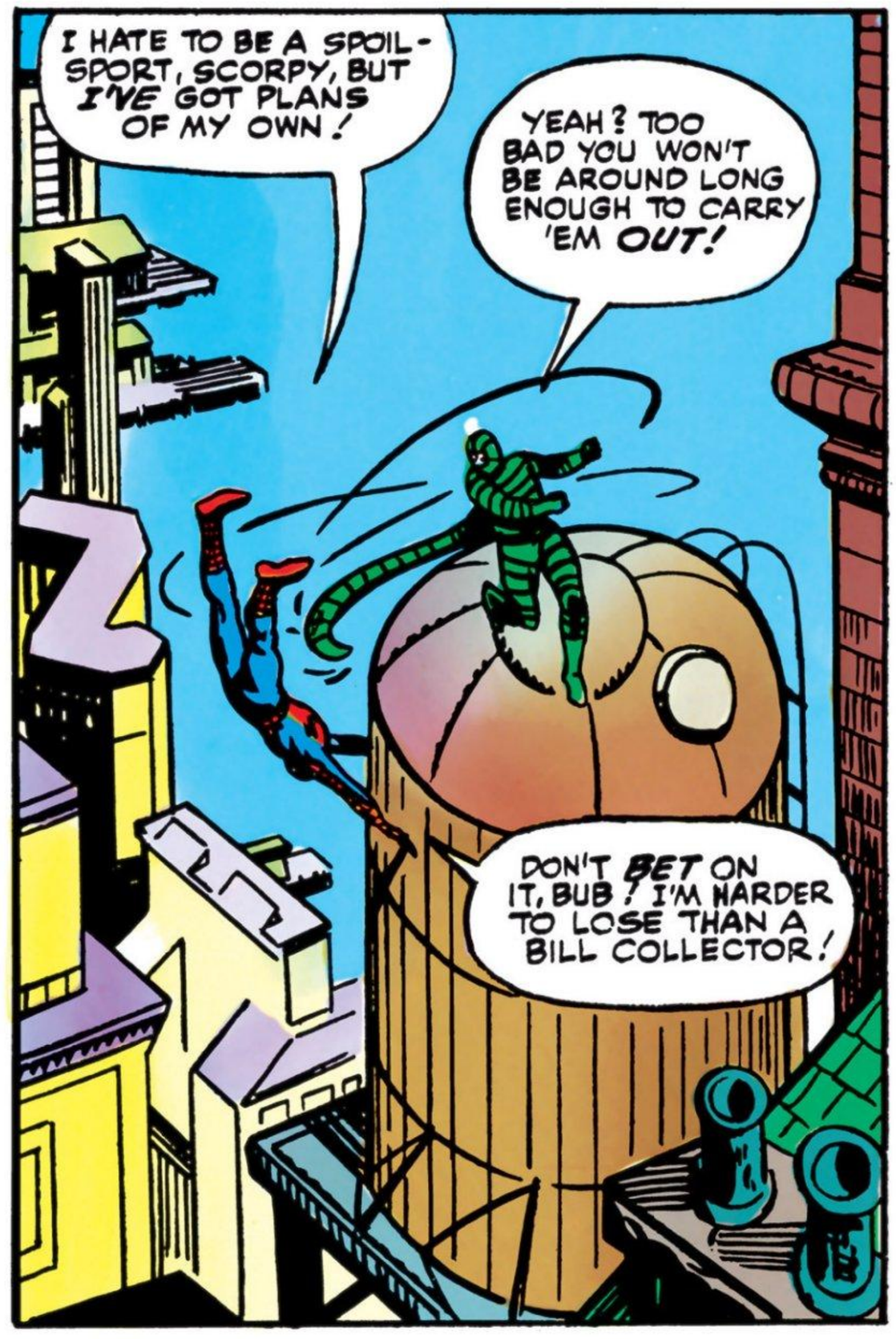
HE'LL PROBABLY RETURN HERE TO ATTACK *JAMESON* AGAIN!

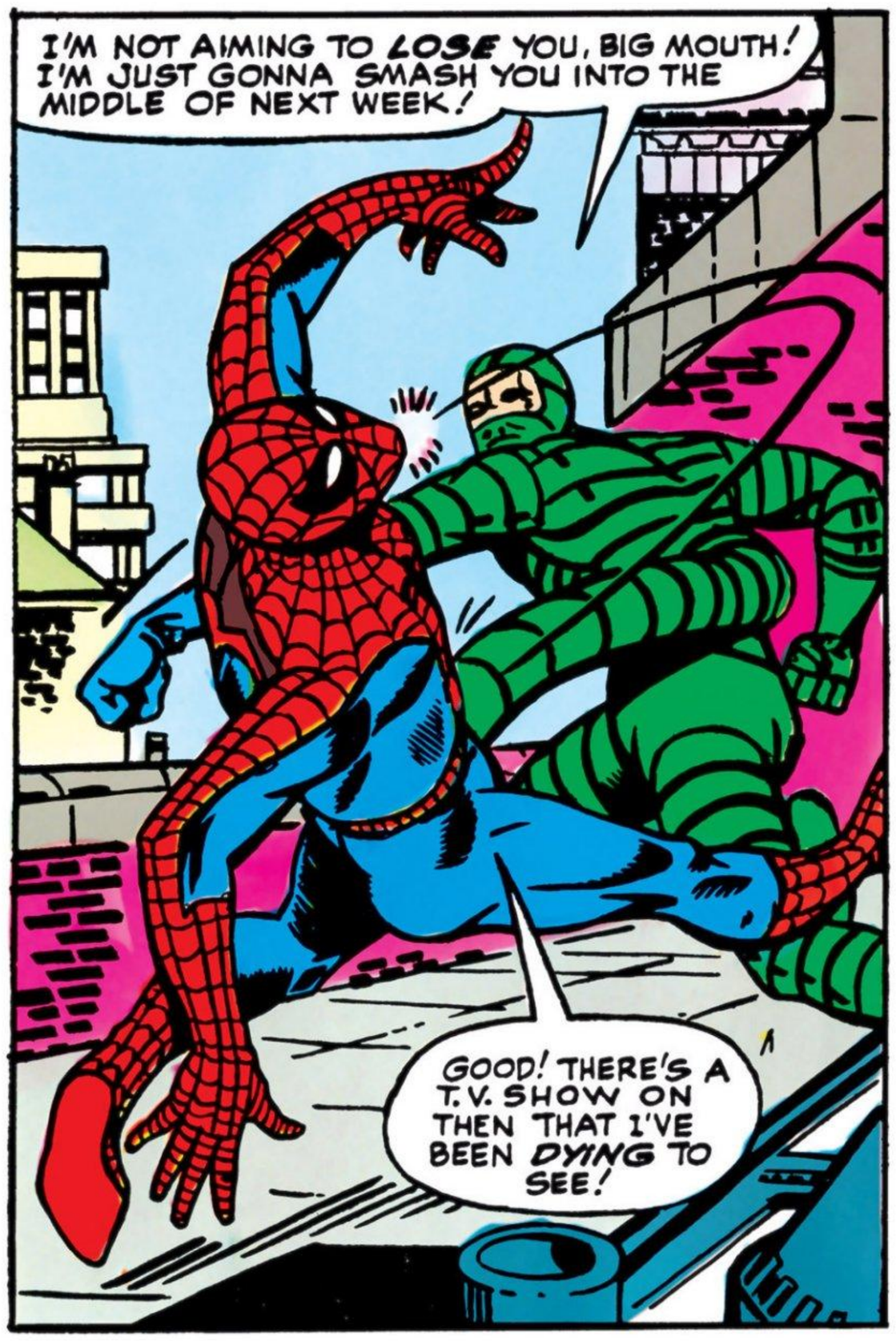
ULP!

I NEVER *THOUGHT* OF THAT! IF SPIDER-MAN SHOULD LOSE, MY LIFE WILL BE IN DANGER EVERY *MINUTE!*

I WONDER IF IT'S TIME FOR FEARLESS JONAH TO TAKE A LONG TRIP...?

MEANWHILE, HIGH ABOVE THE CITY'S TOWERING ROOF-TOPS, THE ONE MAN WHOM JAMESON HATES THE MOST IN ALL THE WORLD, BATTLES VALIANTLY AGAINST THE DEADLY, MERCILESS SCORPION...
AFTER TODAY YOU'LL HAVE TO FIND YOURSELF A NEW SPARRING PARTNER, SCORP!
IT'LL BE A PLEASURE! ONCE I FINISH YOU, I'LL-- OOF!

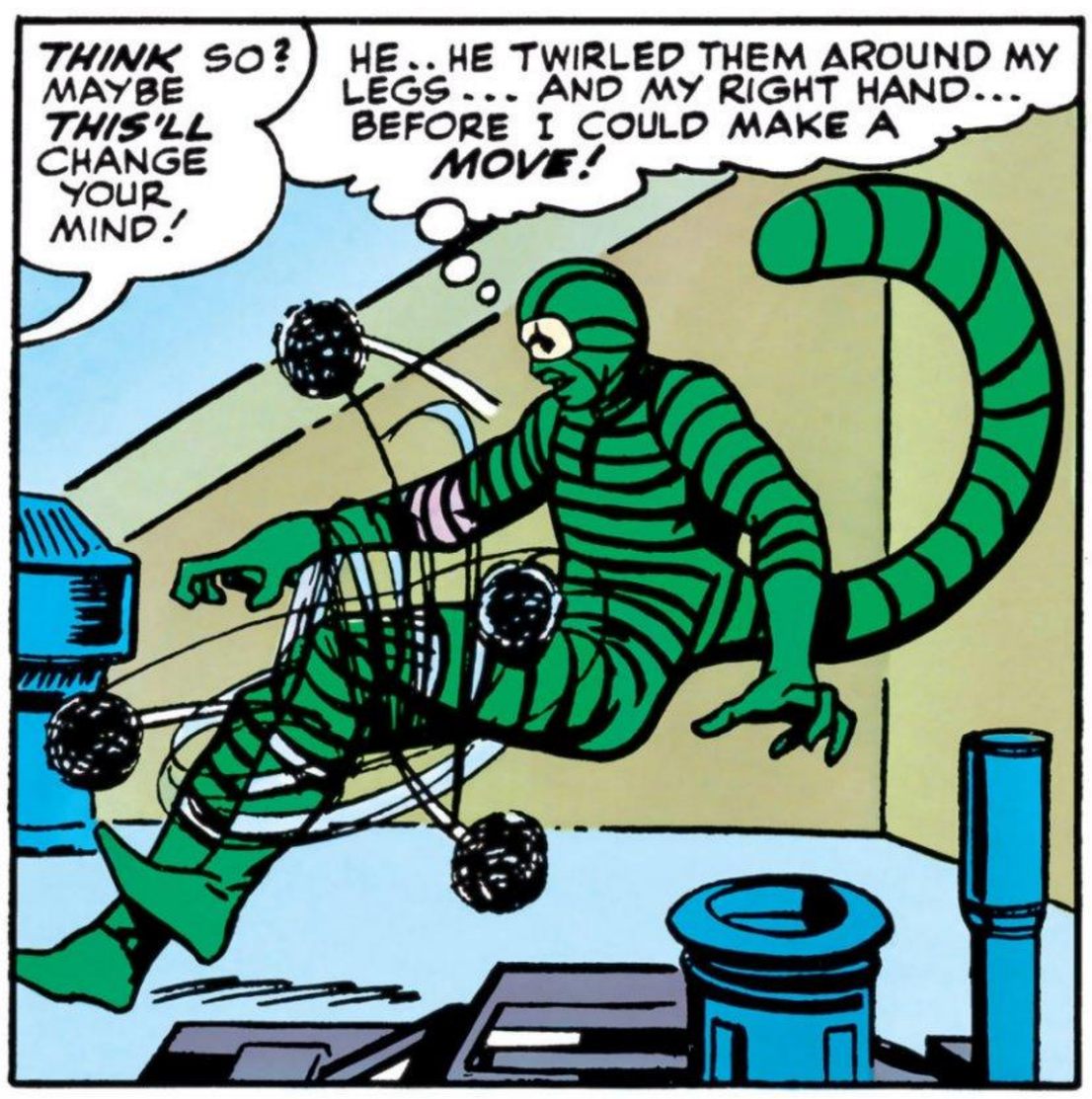

I HATE TO BE A SPOIL-SPORT, SCORPY, BUT I'VE GOT PLANS OF MY OWN!
YEAH? TOO BAD YOU WON'T BE AROUND LONG ENOUGH TO CARRY 'EM OUT!
DON'T BET ON IT, BUB! I'M HARDER TO LOSE THAN A BILL COLLECTOR!

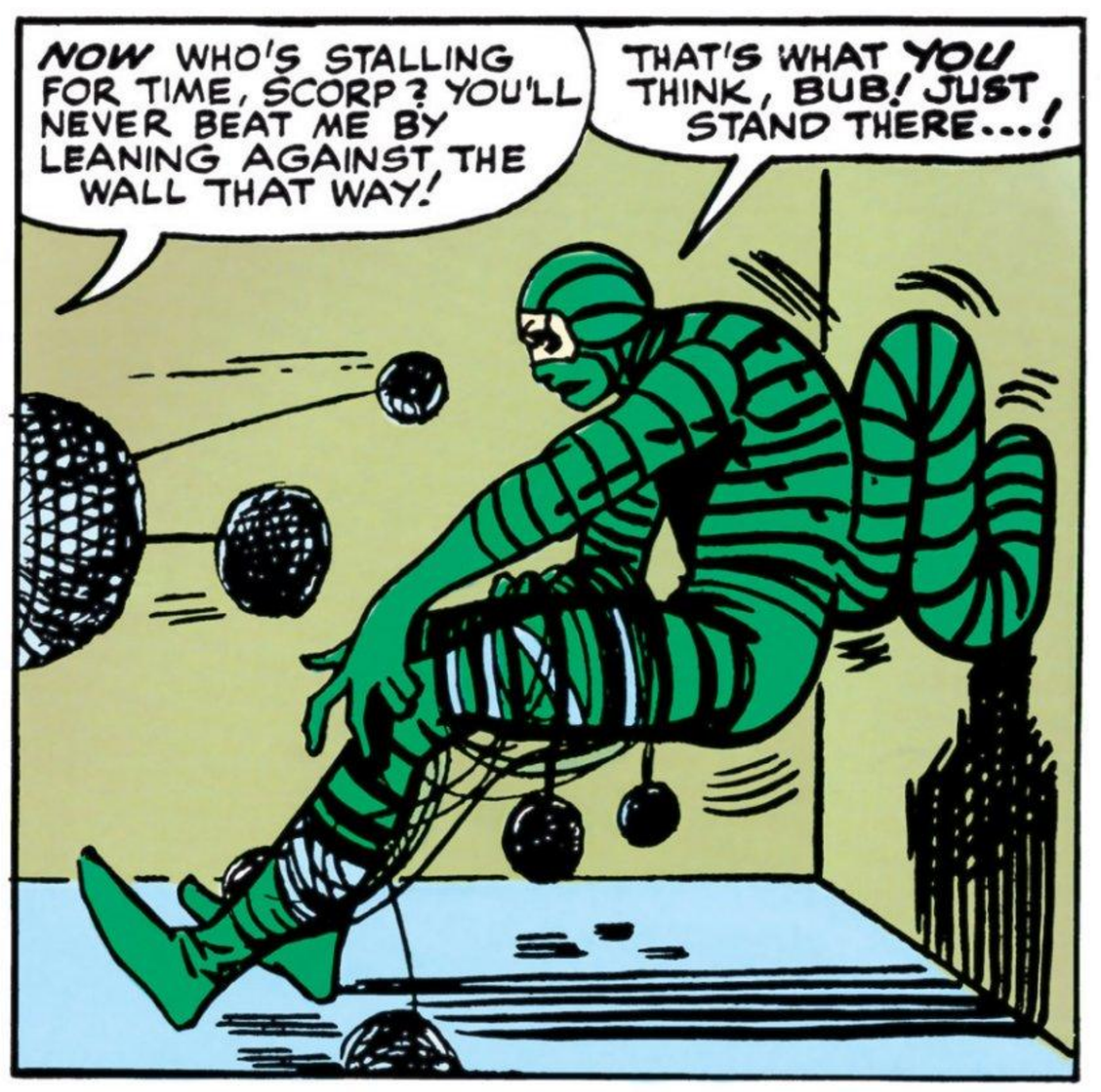

I'M NOT AIMING TO LOSE YOU, BIG MOUTH! I'M JUST GONNA SMASH YOU INTO THE MIDDLE OF NEXT WEEK!
GOOD! THERE'S A T.V. SHOW ON THEN THAT I'VE BEEN DYING TO SEE!

WHAT'S HOLDIN' YOU UP?? ANYONE ELSE WOULD HAVE HAD BRAINS ENOUGH TO FALL ON HIS FACE BY NOW!
AND RUIN THIS HANDSOME PROFILE OF MINE? FORGET IT! BESIDES, IT'S TIME FOR ME TO GET UP AT BAT NOW!

YOU DON'T EXPECT TO BEAT THE SCORPION WITH A COUPLE OF WEB YO-YO'S, DO YOU ??
YOU NEVER CAN TELL, SCORPY! JUST STAND THERE WHILE I MAKE A FEW MORE...!

OH, I FORGOT TO TELL YOU... THEY AREN'T YO-YO'S...THEY'RE BOLAS! NOW, JUST WATCH THE BIRDIE, SON!
BAH! YOU'RE JUST STALLIN' FOR TIME..!

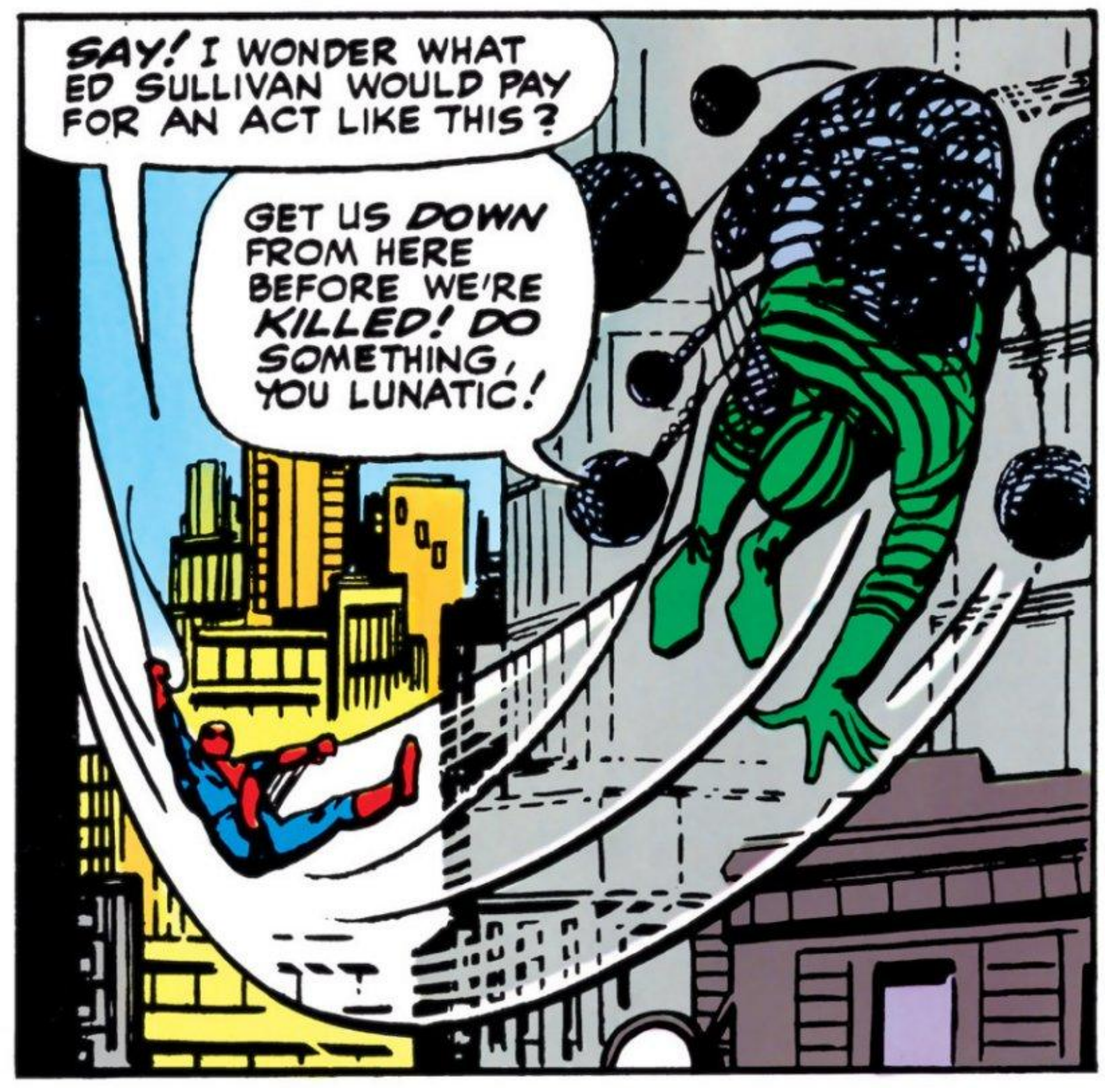

THINK SO? MAYBE THIS'LL CHANGE YOUR MIND!
HE..HE TWIRLED THEM AROUND MY LEGS... AND MY RIGHT HAND... BEFORE I COULD MAKE A MOVE!


NOW WHO'S STALLING FOR TIME, SCORP? YOU'LL NEVER BEAT ME BY LEANING AGAINST THE WALL THAT WAY!
THAT'S WHAT YOU THINK, BUB! JUST STAND THERE...!

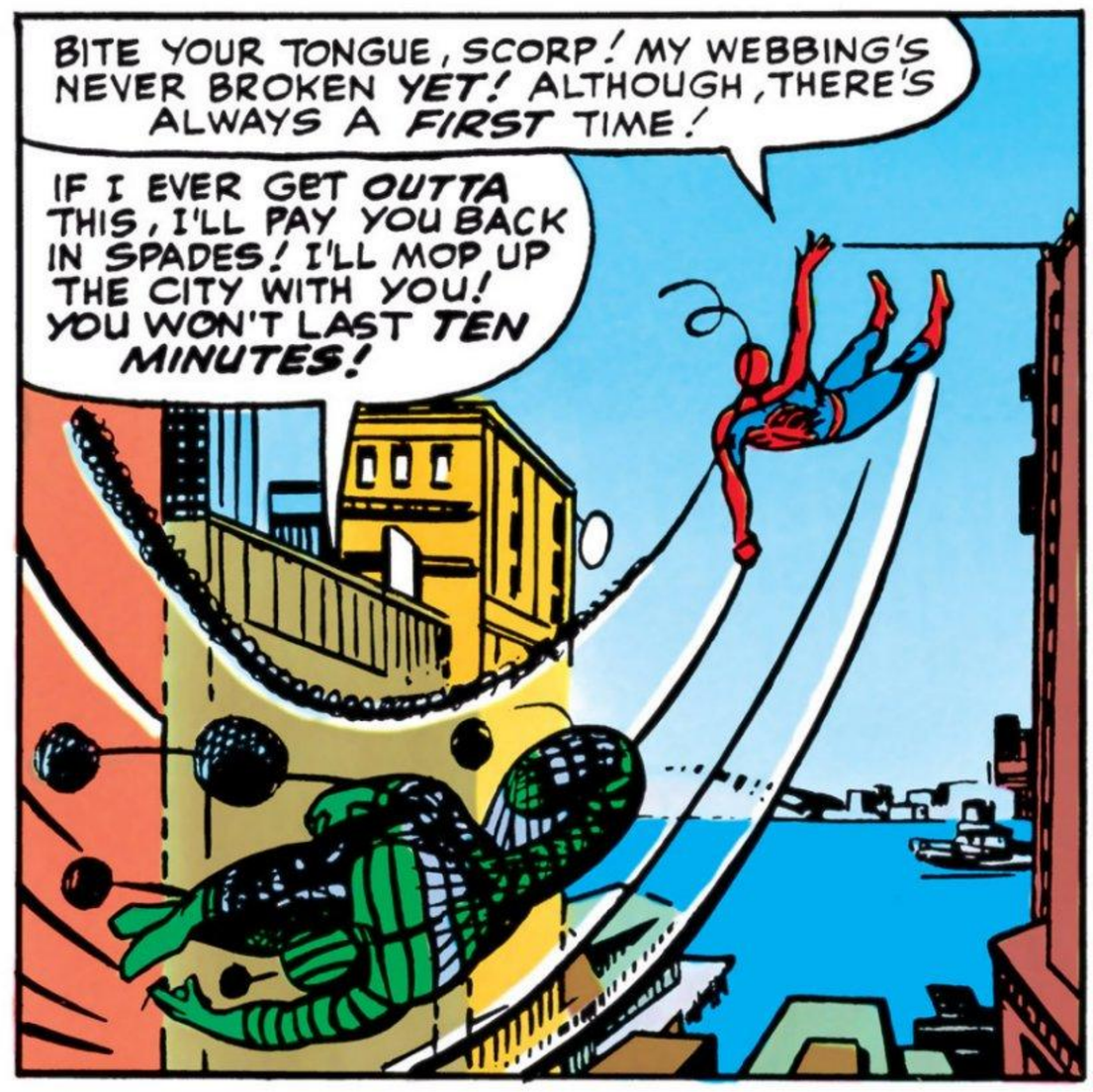
OKAY, I'M STAND... OOOFFF!
RATS! I FORGOT HOW HE CAN USE HIS TAIL LIKE A TIGHTLY COILED SPRING!
HAPPY LANDINGS, YOU FOOL!

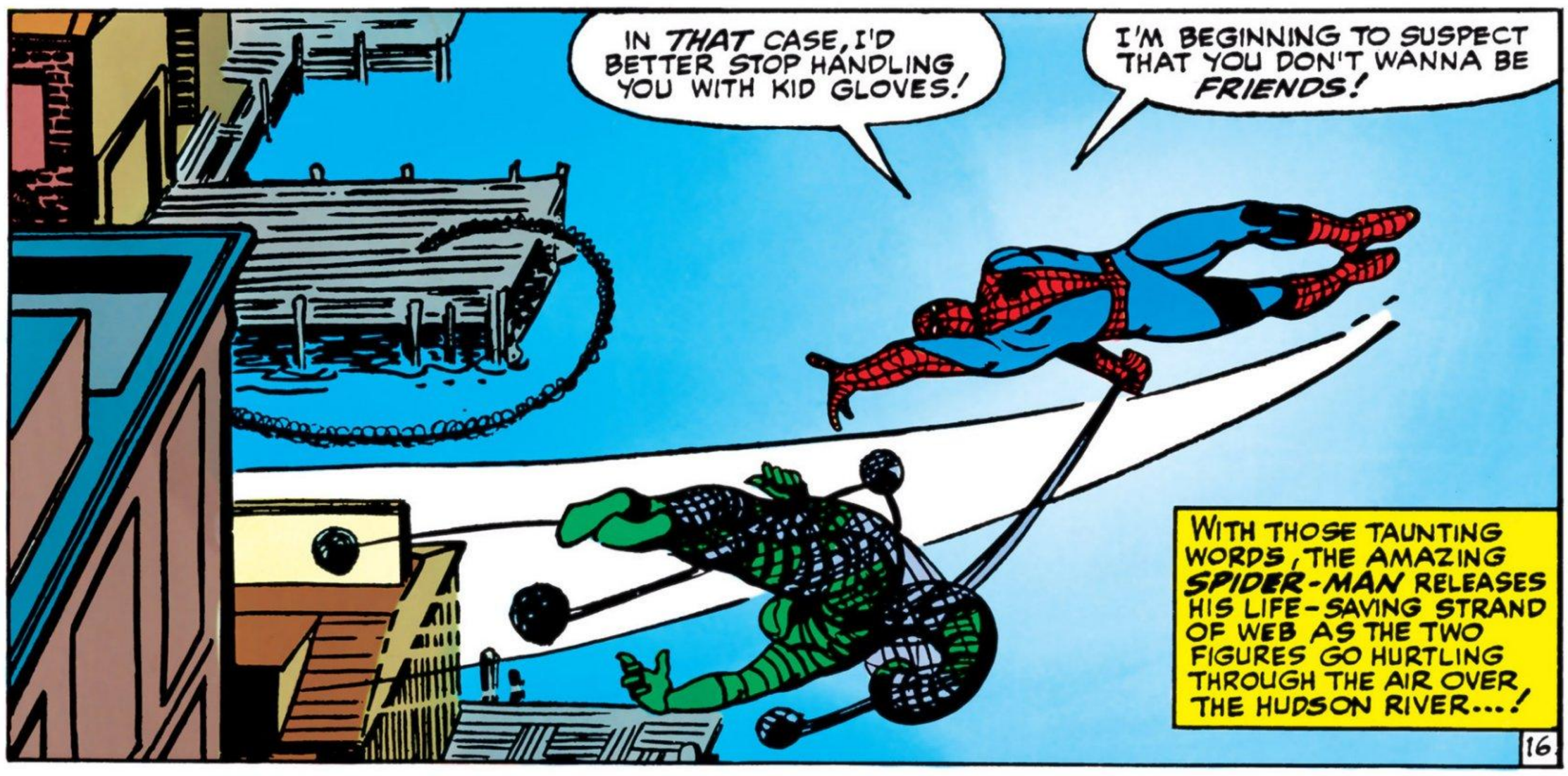
THE SAME TO YOU, CHUM! WHITHER I GO... YOU GO...THANKS TO MY EVER-LOVIN' WEBBING!
NOOOO..!

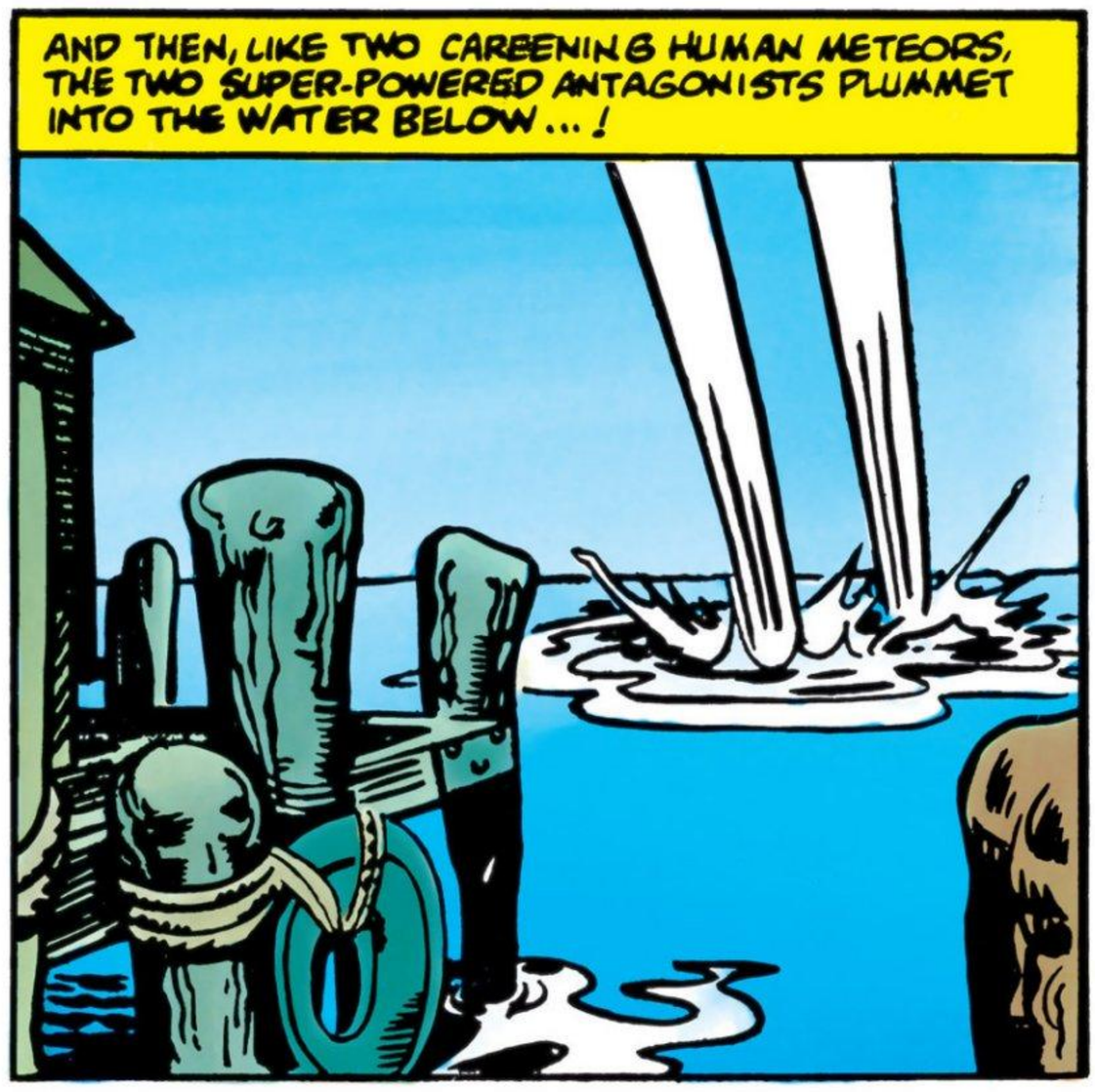
TSK TSK! I FORGOT THAT YOU CAN'T FLY!
WELL, HAVE NO FEAR! SPIDEY'S HERE!


SAY! I WONDER WHAT ED SULLIVAN WOULD PAY FOR AN ACT LIKE THIS?
GET US DOWN FROM HERE BEFORE WE'RE KILLED! DO SOMETHING, YOU LUNATIC!

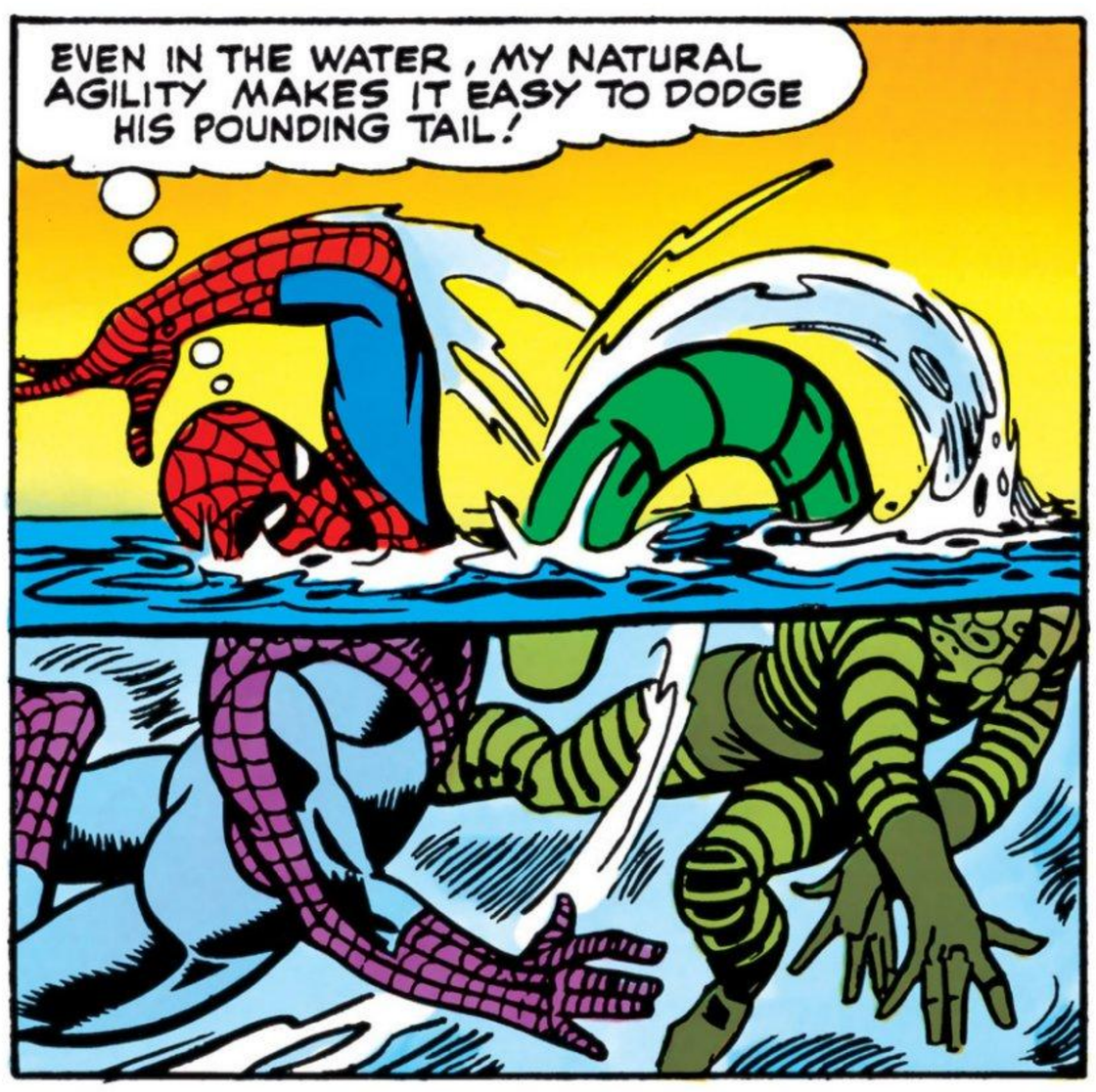
SURE, PLAYMATE... BEING YOU ASKED ME SO NICELY...!
IF THIS BLASTED HUNKA WEBBING SHOULD BREAK..!

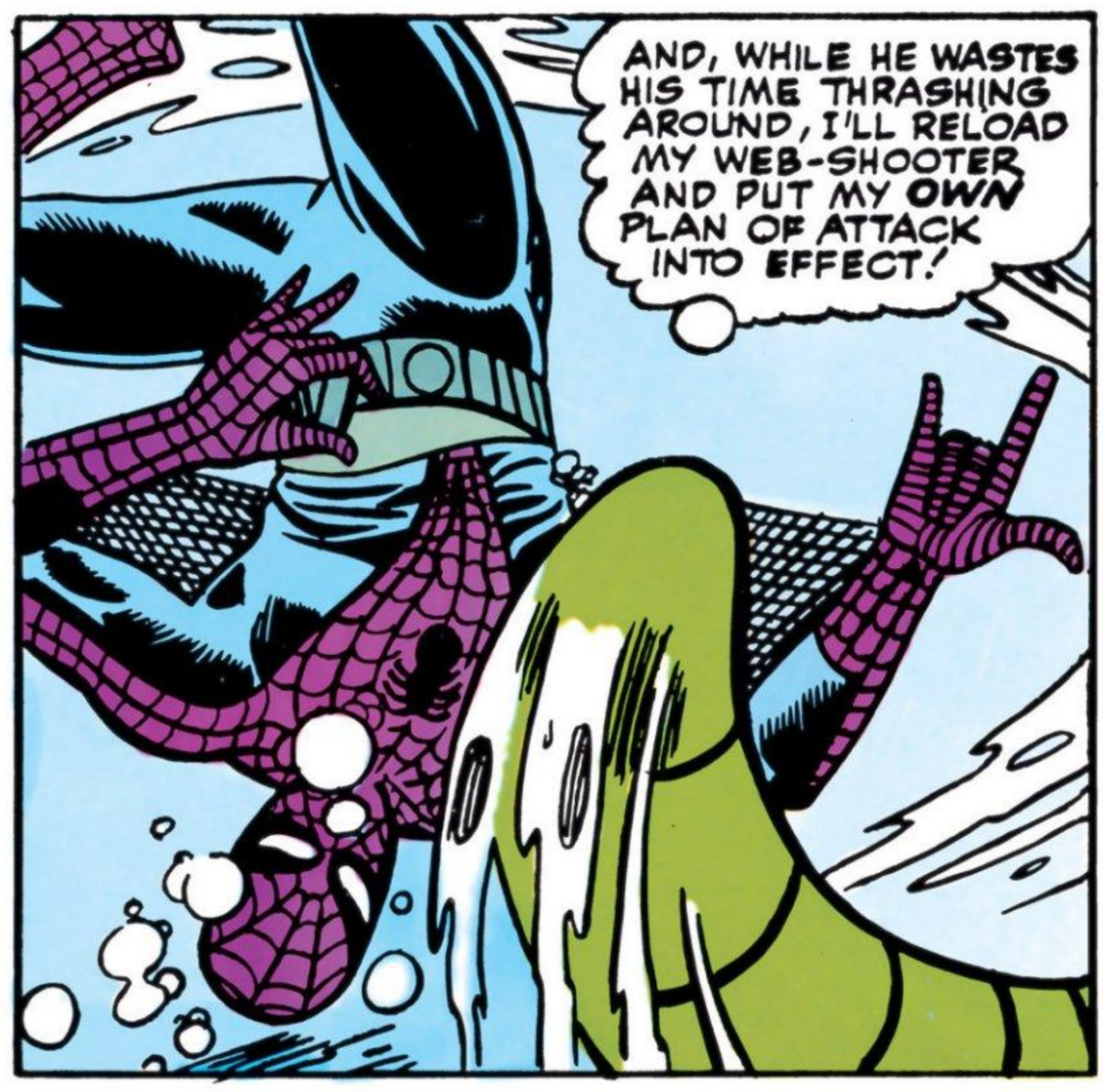

BITE YOUR TONGUE, SCORP! MY WEBBING'S NEVER BROKEN YET! ALTHOUGH, THERE'S ALWAYS A FIRST TIME!
IF I EVER GET OUTTA THIS, I'LL PAY YOU BACK IN SPADES! I'LL MOP UP THE CITY WITH YOU! YOU WON'T LAST TEN MINUTES!


IN THAT CASE, I'D BETTER STOP HANDLING YOU WITH KID GLOVES!
I'M BEGINNING TO SUSPECT THAT YOU DON'T WANNA BE FRIENDS!
WITH THOSE TAUNTING WORDS, THE AMAZING SPIDER-MAN RELEASES HIS LIFE-SAVING STRAND OF WEB AS THE TWO FIGURES GO HURTLING THROUGH THE AIR OVER THE HUDSON RIVER...!

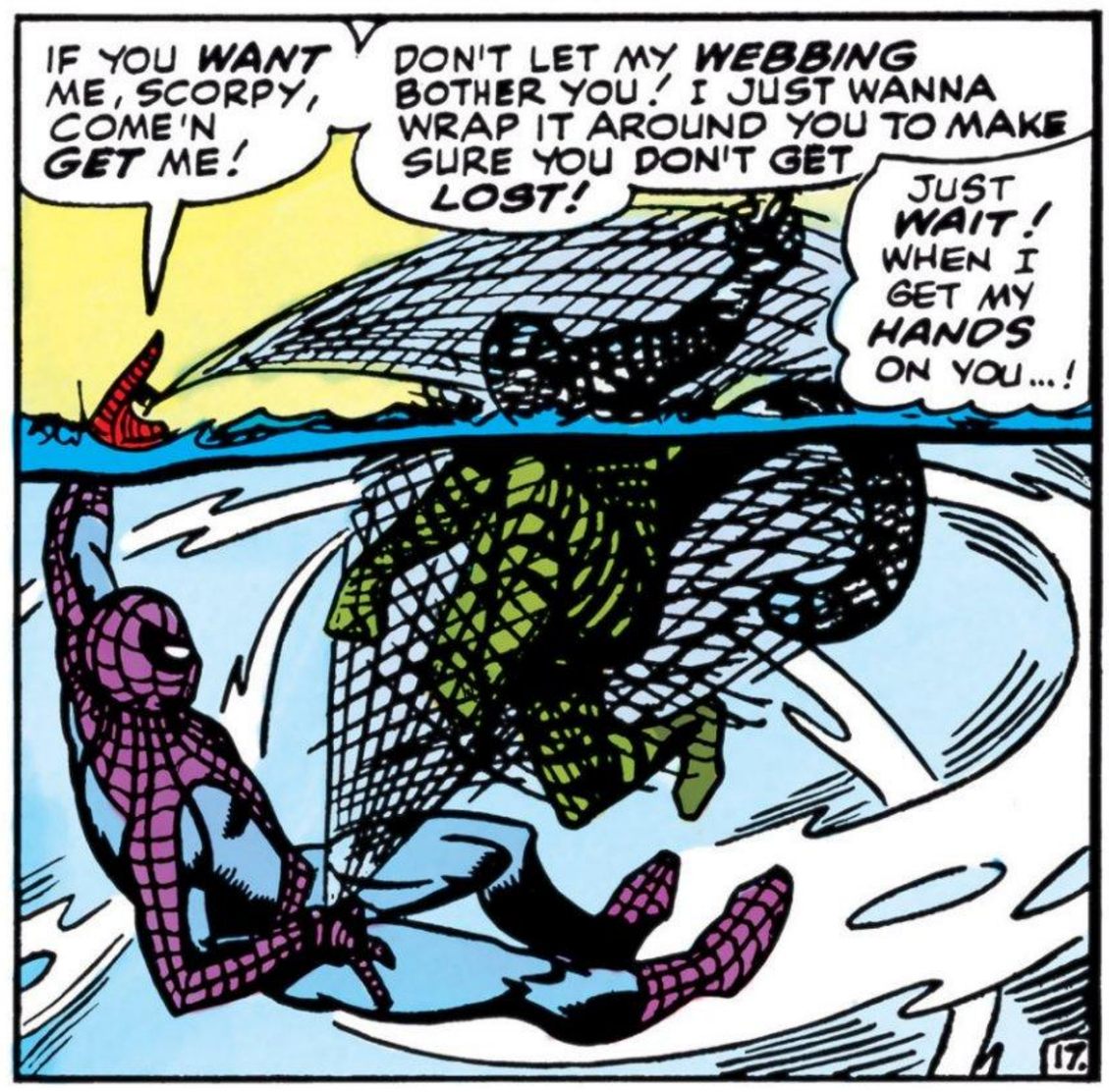

AND THEN, LIKE TWO CAREENING HUMAN METEORS, THE TWO SUPER-POWERED ANTAGONISTS PLUMMET INTO THE WATER BELOW...!

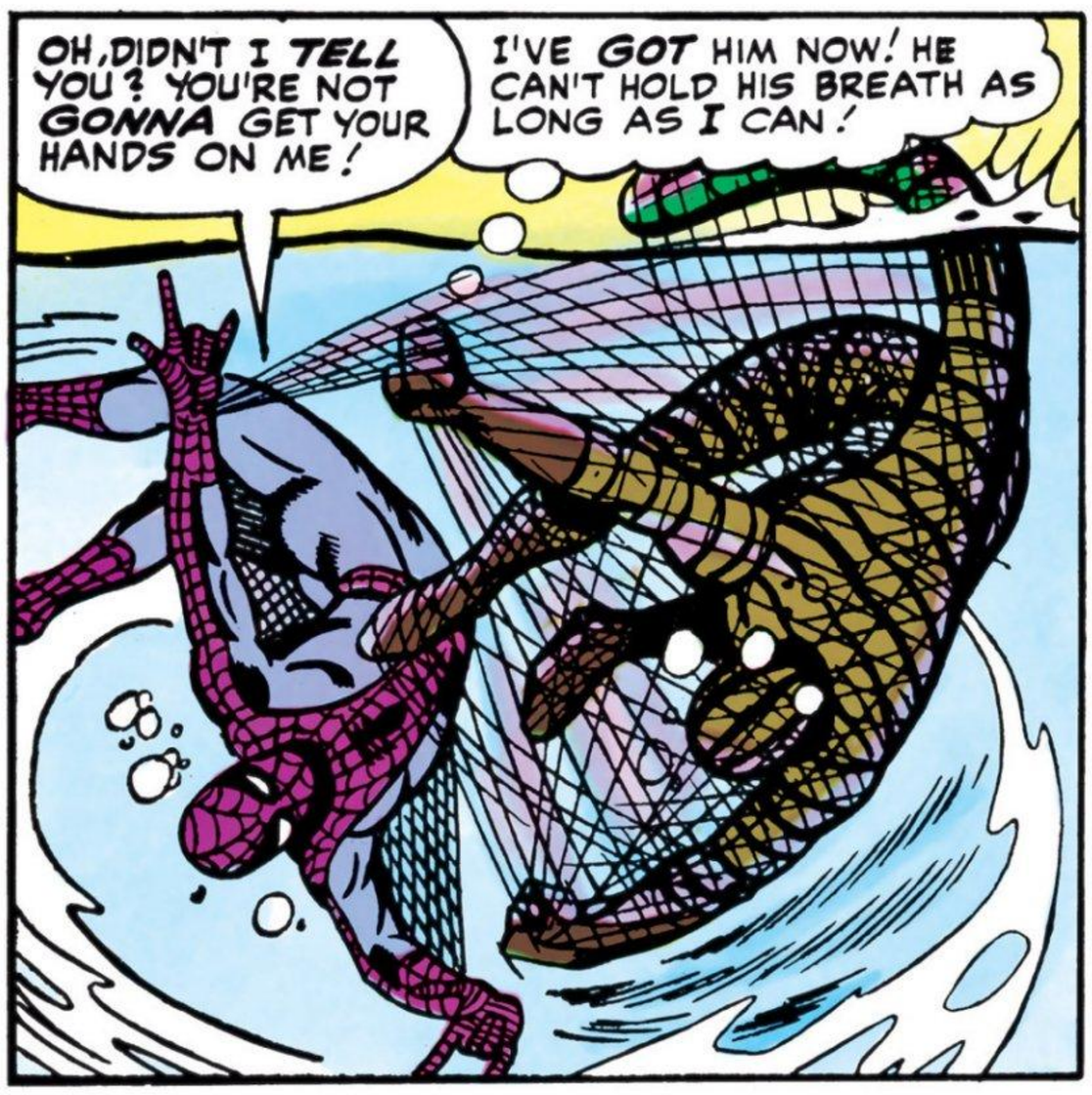
HE HAD A CHANCE TO FREE HIMSELF OF MY WEBBING! BUT, IF I PLAY MY CARDS RIGHT, IT'S TOO LATE FOR ANYTHING TO HELP HIM NOW!

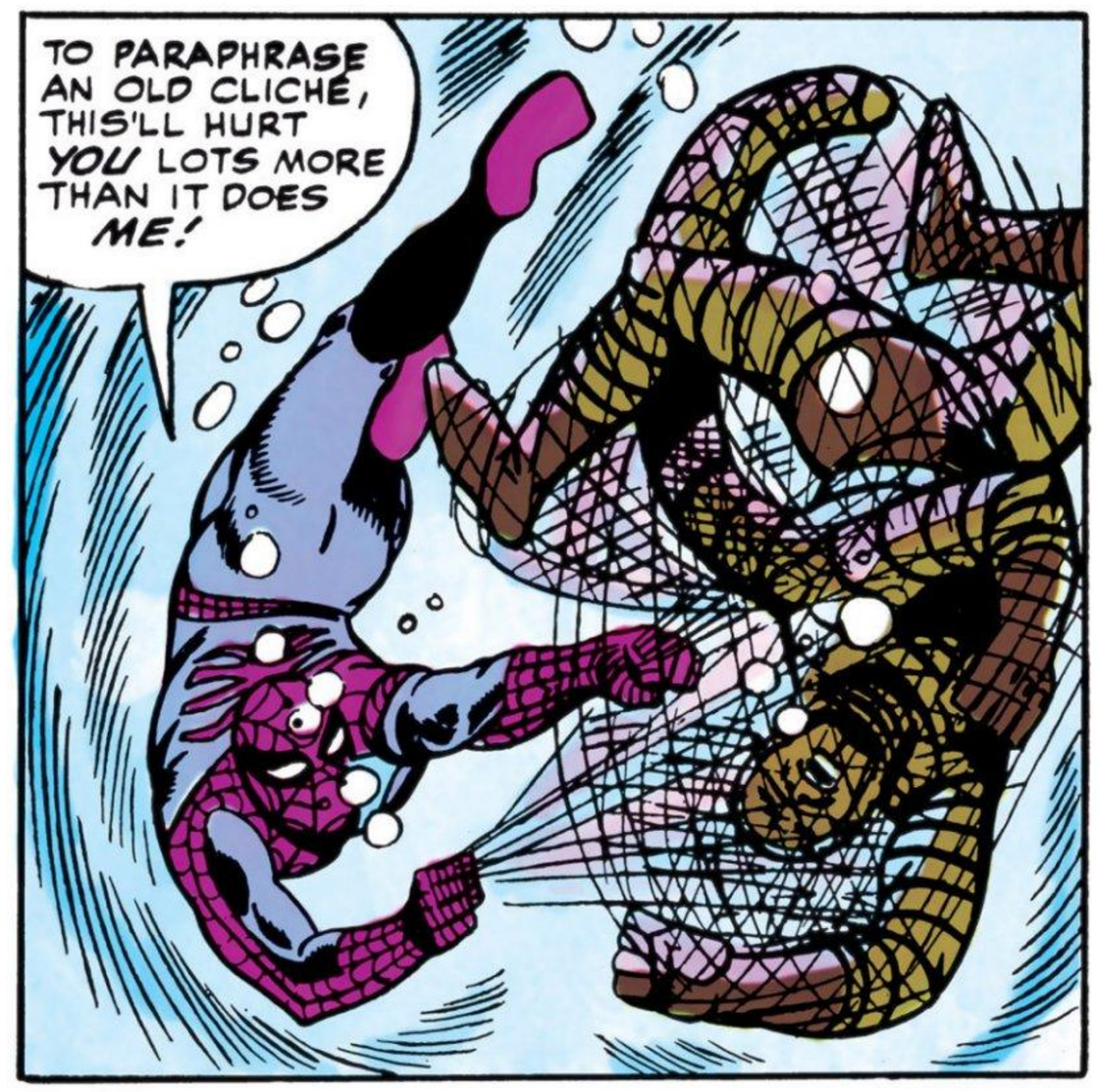

EVEN IN THE WATER, MY NATURAL AGILITY MAKES IT EASY TO DODGE HIS POUNDING TAIL!

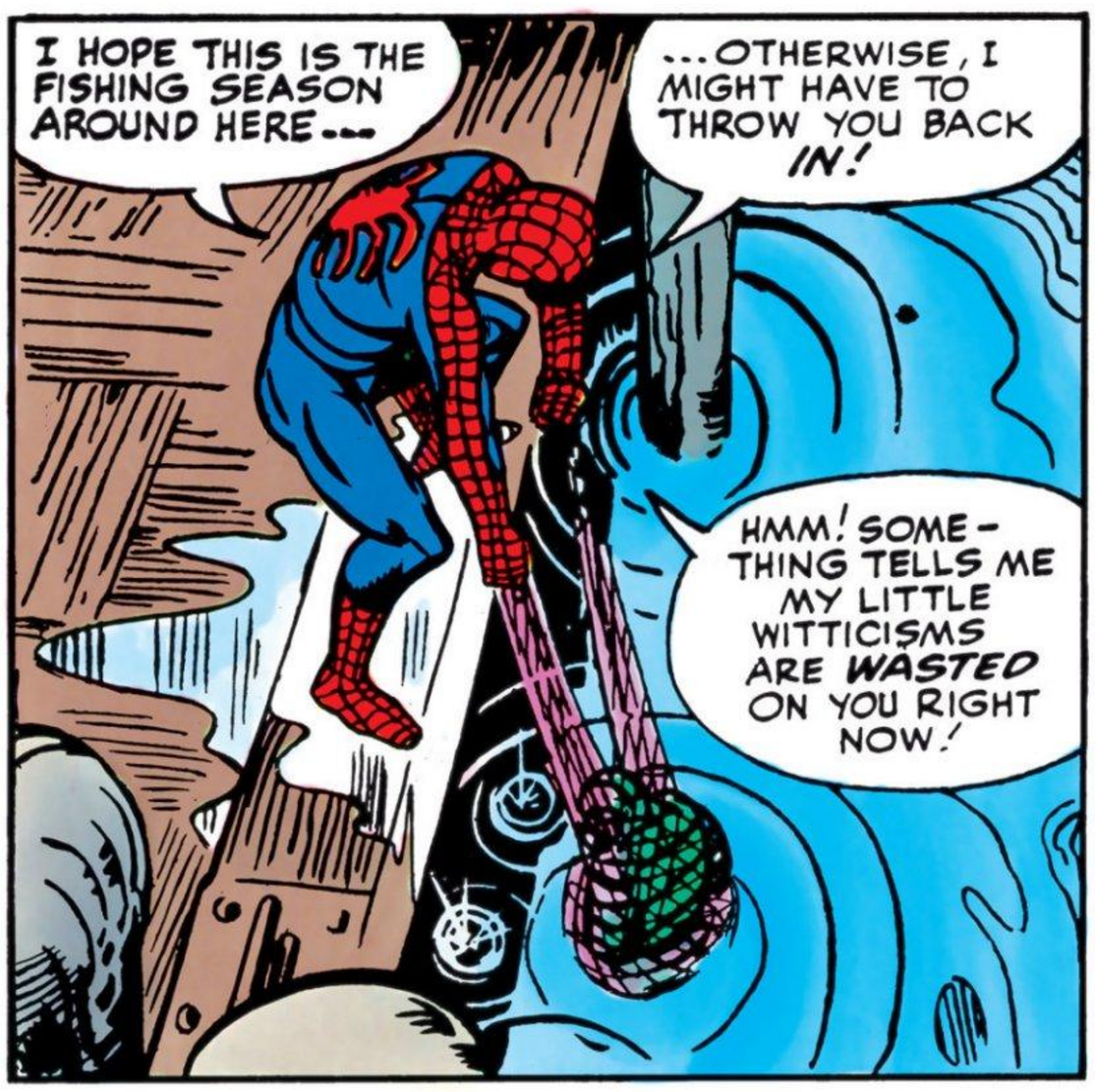

AND, WHILE HE WASTES HIS TIME THRASHING AROUND, I'LL RELOAD MY WEB-SHOOTER AND PUT MY OWN PLAN OF ATTACK INTO EFFECT!

LUCKY I ORIGINALLY MADE IT WATER-PROOF!
EVERYTHING'S SET NOW! HERE'S WHERE OL' SPIDEY GOES TO WORK TO SQUASH A SCORPION!

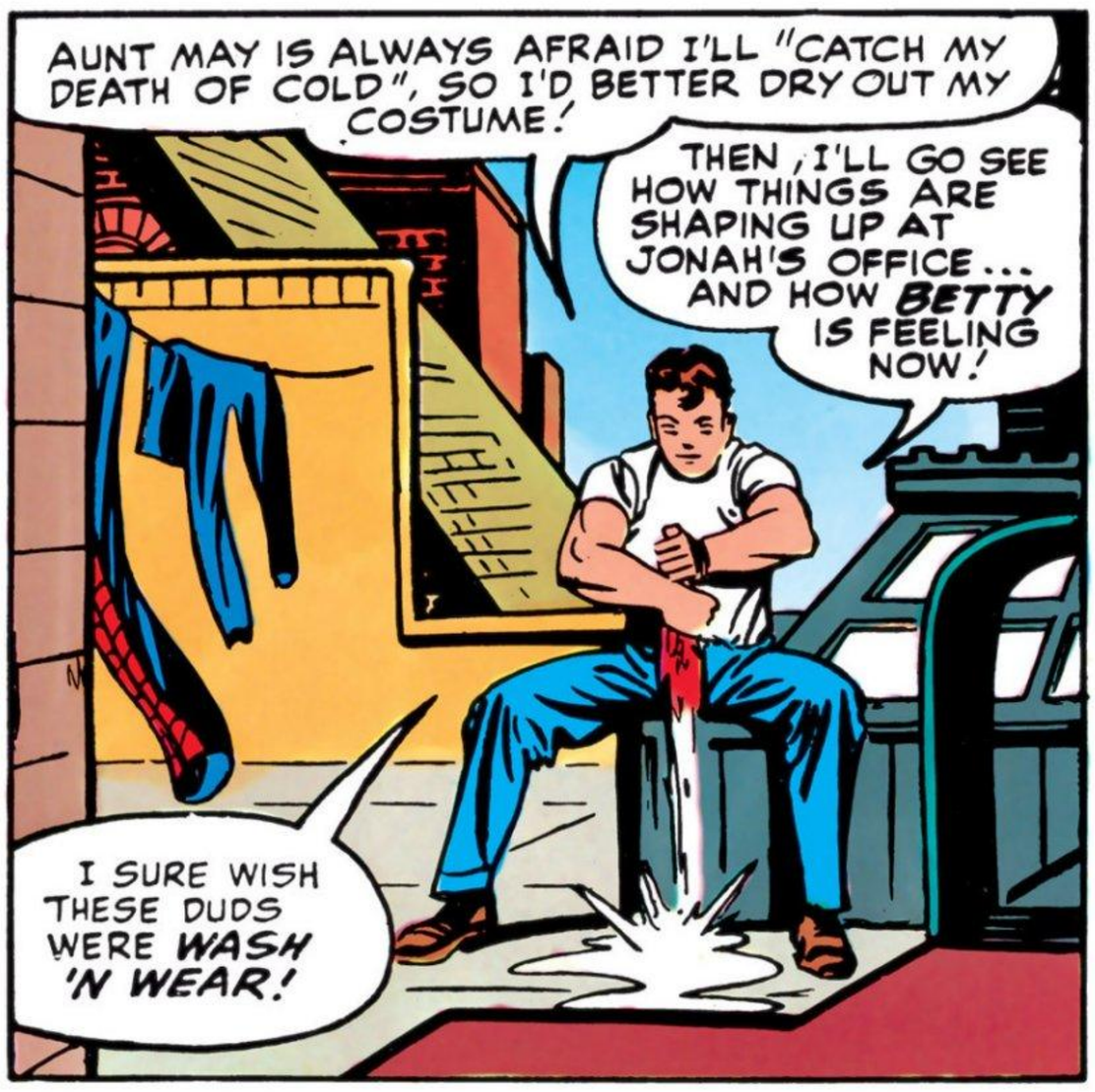

IF YOU WANT ME, SCORPY, COME'N GET ME!
DON'T LET MY WEBBING BOTHER YOU! I JUST WANNA WRAP IT AROUND YOU TO MAKE SURE YOU DON'T GET LOST!
JUST WAIT! WHEN I GET MY HANDS ON YOU...!


OH, DIDN'T I TELL YOU? YOU'RE NOT GONNA GET YOUR HANDS ON ME!
I'VE GOT HIM NOW! HE CAN'T HOLD HIS BREATH AS LONG AS I CAN!

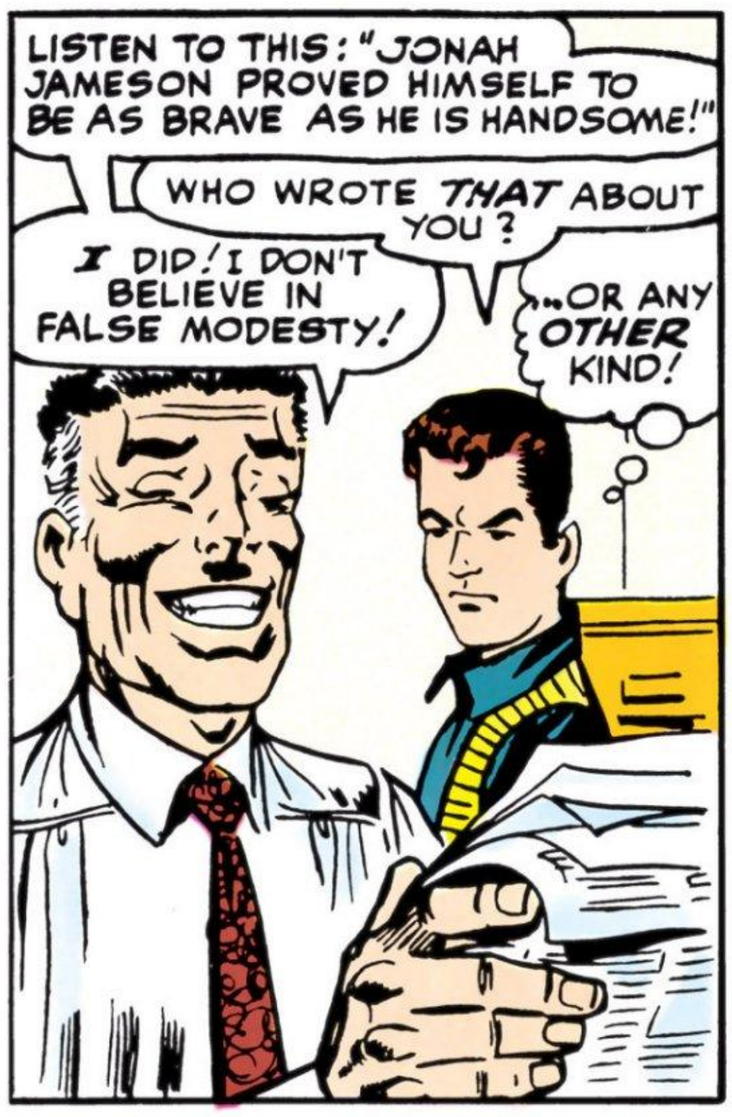

TO PARAPHRASE AN OLD CLICHÉ, THIS'LL HURT YOU LOTS MORE THAN IT DOES ME!


I HOPE THIS IS THE FISHING SEASON AROUND HERE...
...OTHERWISE, I MIGHT HAVE TO THROW YOU BACK IN!
HMM! SOMETHING TELLS ME MY LITTLE WITTICISMS ARE WASTED ON YOU RIGHT NOW!

I HOPE THEY'LL GIVE YOU YOUR OLD CELL BACK ... SO YOU'LL FEEL RIGHT AT HOME AGAIN!
LOOK! IT'S THE SCORPION! HE'S OUT COLD!
QUICK, SEND FOR THE PADDY WAGON!


AUNT MAY IS ALWAYS AFRAID I'LL "CATCH MY DEATH OF COLD", SO I'D BETTER DRY OUT MY COSTUME!
THEN, I'LL GO SEE HOW THINGS ARE SHAPING UP AT JONAH'S OFFICE... AND HOW BETTY IS FEELING NOW!
I SURE WISH THESE DUDS WERE WASH 'N WEAR!

THUS, A SHORT TIME LATER...
WHERE'D YOU RUN OFF TO, PARKER? YOU MISSED A CHANCE TO PHOTOGRAPH ME IN ACTION, HEROICALLY DEFEATING SPIDER-MAN AND THE SCORPION!
WOW! NOW HE'S CONVINCED THAT HE REALLY BEAT US!
I HAD SOME ERRANDS TO RUN! IS BETTY BRANT HERE?
NO! LEEDS TOOK HER HOME!


LISTEN TO THIS: "JONAH JAMESON PROVED HIMSELF TO BE AS BRAVE AS HE IS HANDSOME!"
WHO WROTE THAT ABOUT YOU?
I DID! I DON'T BELIEVE IN FALSE MODESTY!
...OR ANY OTHER KIND!

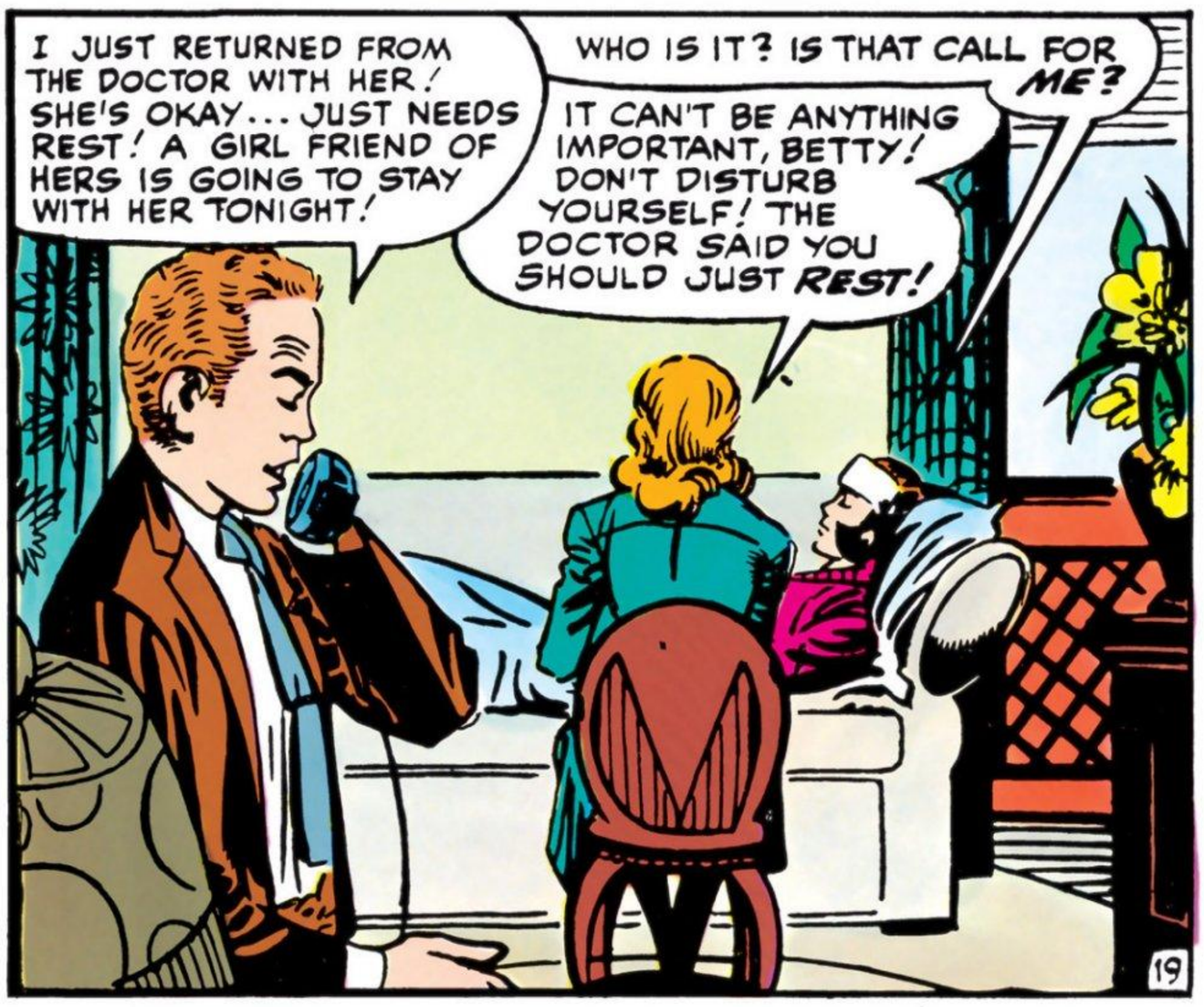
THE BEST THING ABOUT BEING A PUBLISHER IS THAT YOU CAN WRITE WHAT YOU PLEASE ABOUT YOURSELF!
IT'S LIKE I ALWAYS SAID.. HE'S EVEN MORE UN-BEARABLE WHEN HE'S CHEERFUL!
I'D BETTER PHONE BETTY NOW!

THAT'S FUNNY... THERE'S NO ANSWER!
I WONDER IF SHE WENT ANYWHERE WITH NED LEEDS! I SURE WISH HE WAS JUST A CREEP, SO I COULD REALLY DISLIKE HIM!

FINALLY, HAPPY OVER HIS VICTORIOUS BATTLE WITH THE SCORPION, BUT FRUSTRATED AND PUZZLED BY HIS SETBACK WITH BETTY BRANT, PETER PARKER RETURNS TO THE MODEST HOME IN FOREST HILLS WHICH HE SHARES WITH HIS DOTING AUNT MAY..
HELLO, PETER! WERE YOU OUT FOR A LITTLE WALK, DEAR?
WHY, EH... YES, AUNT MAY... I WAS!

THAT'S NICE, PETER! BUT, YOU MUSTN'T OVERDO IT, YOU KNOW! YOU MUST BE SURE TO TAKE A LITTLE REST EVERY FEW BLOCKS!
I TRY NOT TO OVER-TAX MYSELF, AUNT MAY!
CHEEE! I'D BETTER RING BETTY AGAIN!

AH, SOMEONE'S PICKING UP THE PHONE! GOOD!.. SHE'S HOME!
HI, BETTY! THIS IS PETER! I WAS WONDERING HOW YOU... HUH? WHAT?!! ...WHO?
THIS IS NED LEEDS, PARKER! BETTY CAN'T COME TO THE PHONE RIGHT NOW!


I JUST RETURNED FROM THE DOCTOR WITH HER! SHE'S OKAY... JUST NEEDS REST! A GIRL FRIEND OF HERS IS GOING TO STAY WITH HER TONIGHT!
WHO IS IT? IS THAT CALL FOR ME?
IT CAN'T BE ANYTHING IMPORTANT, BETTY! DON'T DISTURB YOURSELF! THE DOCTOR SAID YOU SHOULD JUST REST!

I'M SURE SHE'LL BE OKAY BY MORNING, PARKER! I'LL TELL HER YOU CALLED!
YEAH! ...DO THAT LITTLE THING..!

TELL HER... I CALLED..!

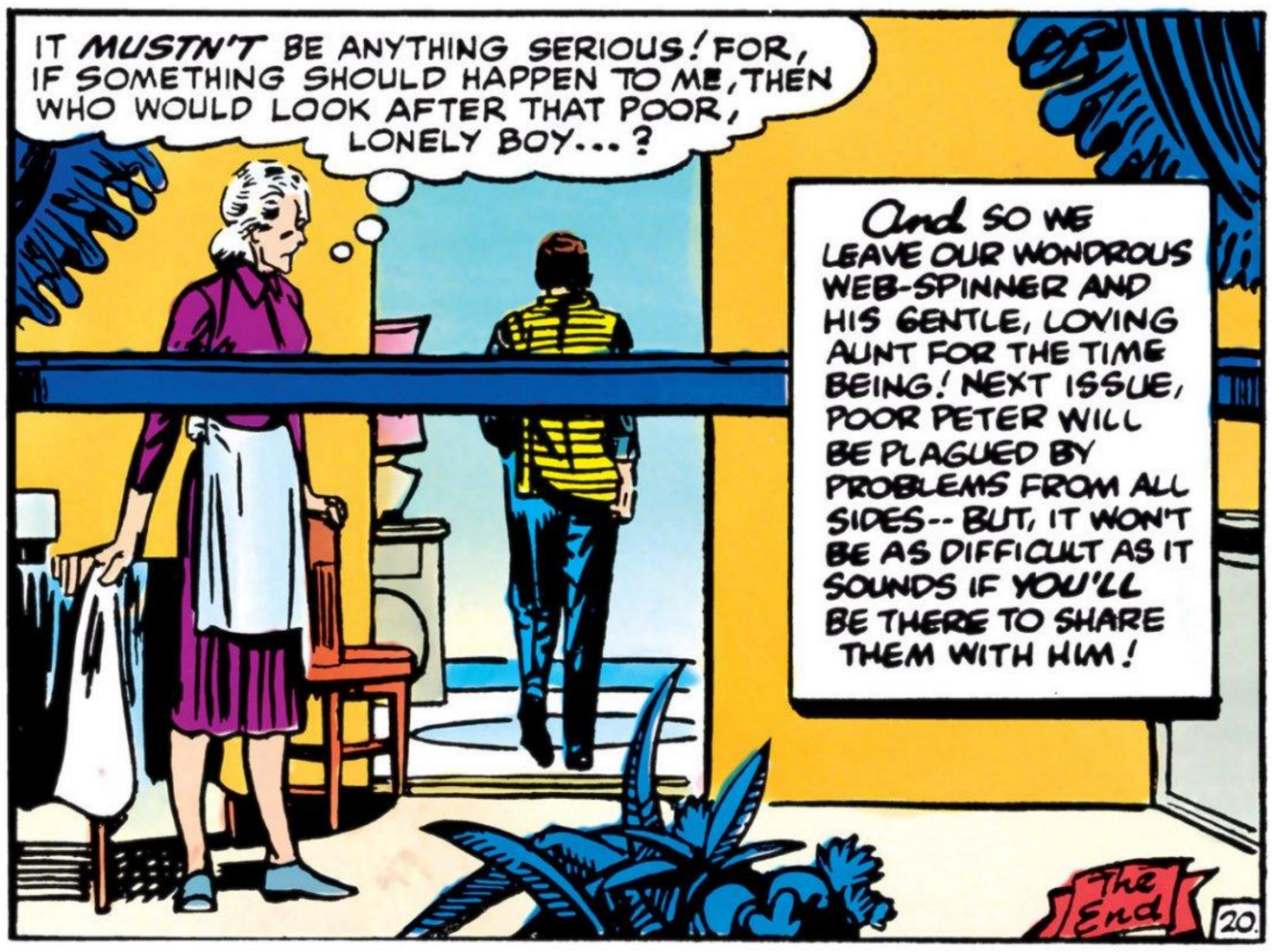
MEANWHILE, IN THE KITCHEN...
PETER LOOKS A LITTLE TIRED TODAY! WHAT THE DEAR BOY NEEDS IS A GOOD TONIC!

I'LL JUST MIX HIM A... OHHHH!
WHAT'S HAPPENING? EVERYTHING IS... SPINNING AROUND..!

OHH... I FELT SO DIZZY FOR A SECOND! I..I THOUGHT I WAS GOING TO FAINT..!

WHAT IS IT, AUNT MAY?? WHAT'S WRONG?
OH, NOTHING, DEAR... I JUST ..DROPPED A GLASS!

ARE YOU SURE THAT'S ALL?
OF COURSE, SILLY BOY! NOW SHOO OUT OF HERE SO I CAN START DINNER!
I MUSTN'T WORRY HIM! IT'S PROBABLY NOTHING SERIOUS!


IT MUSTN'T BE ANYTHING SERIOUS! FOR, IF SOMETHING SHOULD HAPPEN TO ME, THEN WHO WOULD LOOK AFTER THAT POOR, LONELY BOY...?
And SO WE LEAVE OUR WONDROUS WEB-SPINNER AND HIS GENTLE, LOVING AUNT FOR THE TIME BEING! NEXT ISSUE, POOR PETER WILL BE PLAGUED BY PROBLEMS FROM ALL SIDES-- BUT, IT WON'T BE AS DIFFICULT AS IT SOUNDS IF YOU'LL BE THERE TO SHARE THEM WITH HIM!
The End

Tyrant
Lizard
King
EMPIRE