

MARVEL
Comics

THE DAUGHTER OF THE TRUE SPIDER-MAN!

SPIDER-GIRL

FEB
#5

APPROVED
BY THE
COMICS
CODE
A
UTHORITY

I'M
BAAA-ACKKK!



A TOUCH OF VENOM®
(GUESS WHO BECOMES HIS
NEW HOST!)

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DIRECT EDITION

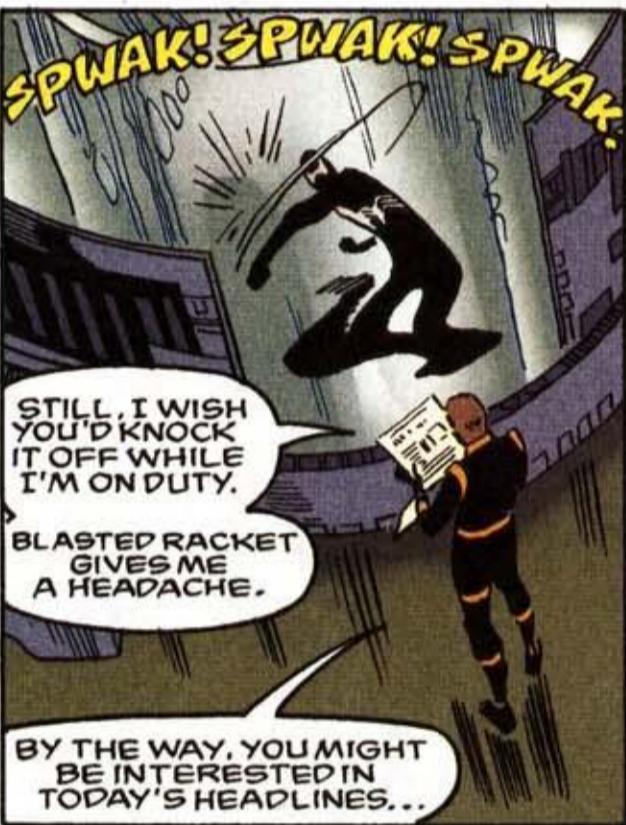


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PROLOGUE: A SHIELD
MAXIMUM SECURITY
FACILITY AT MOUNT
ATHENA, NEW YORK...

SPWAK!
SPWAK!
SPWAK!



Stan Lee PRESENTS THE STUNNING SPIDER-GIRL!

A TOUCH OF VENOM!

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU USED TO BELIEVE THAT YOU COULD SHARE ANYTHING WITH YOUR PARENTS.

POOF! THERE GOES ANOTHER FINE MYTH!

I DON'T CARE IF YOU ARE A TEENAGER, YOUR MOTHER AND I AREN'T GOING TO JUST SIT BACK AND ALLOW YOU TO PUT YOUR LIFE AT RISK!

YOU'RE THROUGH BEING SPIDER-GIRL!

B-BUT, DADDY,
HOW COULD I
EVER LIVE WITH
MYSELF--

-- IF SOMEONE IS HURT BECAUSE I FAILED TO ACT?!

THAT'S NOT YOUR PROBLEM!

YOU'RE ONLY A CHILD,
AND THIS WORLD DOESN'T
NEED ANOTHER COSTUMED HERO.

TOM
DEFALCO
WORDS

PAT
OLLIFFE
PENCILS

AL
WILLIAMSON
INKS

JANICE
CHIANG
LETTERS

CHRISTIE
SCHEELE
COLORS

BOB
HARRAS
CHIEF

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FUN'N'GAMES, HUH?

ONLY A FEW WEEKS AGO,
YOU WERE AN AVERAGE
ALL-AMERICAN TEENAGER.

(OKAY, MAYBE AVERAGE IS
STRETCHING IT FOR A GIRL
WHO'S A STRAIGHT-A STUDENT,
AND A STARTER FOR
THE MIDTOWN HIGH GIRLS'
BASKETBALL TEAM.)

ANYWAY, THAT'S
WHEN YOU FIRST
LEARNED ABOUT
YOUR DAD'S
SECRET LIFE.

HE USED TO BE THE ORIGINAL
SPIDER-MAN...

(UNTIL A BATTLE
WITH A SUPER-VILLAIN
RESULTED IN THE LOSS
OF HIS RIGHT LEG.)

HAVING RECENTLY
DISCOVERED THAT YOU
ALSO HAD SPIDER-LIKE
POWERS, YOU
ATTEMPTED TO
CONTINUE THE FAMILY
TRADITION.

BUT YOUR PARENTS
AREN'T PLEASED.

IN FACT, YOUR ONLY SUPPORTER
IS YOUR UNCLE PHIL--

-- WHO, SURPRISE, SURPRISE, WAS
ONCE THE COSTUMED HERO KNOWN
AS THE GREEN GOBLIN!

'Sheesh! Is it any wonder
you're so drawn to
the spandex life?'

YOU'RE AT
A CROSSROAD
MISS PARKER...

DO YOU OBEY
YOUR PARENTS,
AND HANG UP
YOUR WEBS
LIKE A GOOD
LITTLE GIRL?

OR--?!

MR. NICE...





FOR NEARLY AN HOUR, YOU'VE
WALKED THE STREETS,
MARSHALLING YOUR ARGUMENTS
FOR ANOTHER PARENTAL DEBATE.

BUT THEN,
AN AUSEATING HEAT
BEGINS FLARING
WITHIN YOUR
STOMACH--

--AS YOU SPOT
A MOST FAMILIAR
OBJECT--



YOU'RE
DETERMINED
TO WEAR
YOUR FATHER
DOWN.

AND YOU'LL
NEVER GIVE UP
UNTIL YOU DO!

EVEN AS YOUR MIND FRANTICALLY
GROPS FOR EXPLANATIONS,
YOU FIND YOURSELF INSTINCTIVELY
LEAPING BACKWARD... AS
YOUR SPIDER-SENSE WARNS
YOU OF DANGER!

--LYING LIKE
DISCARDED
RUBBISH!



WHOA!
TENTACLE-LIKE
SPEARS ARE
SUDDENLY SPIKING
TOWARD ME!

E-BUT...
WHY?!





THE BETTER TO
KILL YOU WITH,
MY DEAR!

W-WHO
THE HECK
ARE YOU?

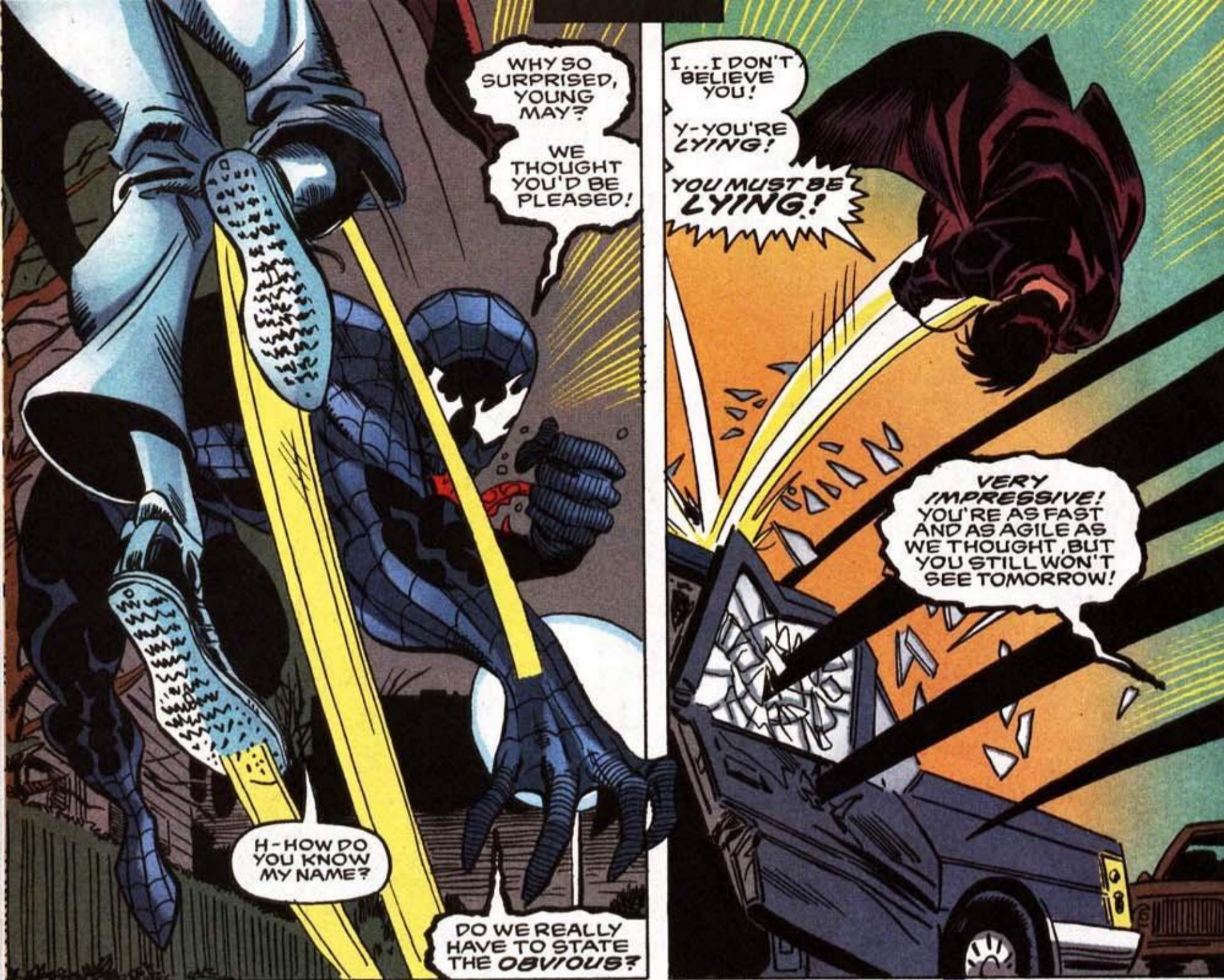
A GOOD
QUESTION! ONE
WE'VE BEEN
DEBATING EVER
SINCE WE
MERGED.

IN TIMES PAST--
WITH OUR FORMER
AND MUCH-LAMENTED,
TRUE HOST--WE WERE
KNOWN AS VENOM!

BUT NOW, THANKS
TO OUR NEW ADDITION,
WE LIKE THE IRONY OF
BEING CALLED
SPIDER-VENOM!

N-NO--!

I-IT CAN'T BE!



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AS YOUR HEART TRIES TO PUNCH AN ESCAPE ROUTE THROUGH YOUR CHEST, YOU FRANTICALLY RACE HOME.

MOM! MOM! THANK GOD YOU'RE ALL RIGHT!

I NEED YOU TO TELL ME EVERYTHING YOU KNOW ABOUT A CREATURE CALLED VENOM!

W-WHAT'S HAPPENED, HOTSHOT?

PLEASE DON'T TELL ME THAT HORRIBLE CREATURE IS--

WHERE'S YOUR FATHER?!

WE HAVE NO TIME FOR THE HYSTERICAL THING, MOM!

LONG BEFORE YOU WERE BORN, YOUR DAD FOUND WHAT HE THOUGHT WAS AN AMAZING NEW COSTUME.

HE LATER DISCOVERED THAT IT WAS A LIVING CREATURE.

WHAAA---?!

I NEED MAJOR BACK STORY-- AND FAST!

AN ALIEN SYMBIOTE!

AFTER BEING REJECTED BY PETER, IT EVENTUALLY BONDED WITH A VERY DISTURBED INDIVIDUAL NAMED EDDIE BROCK.

FOR REASONS THAT DON'T REALLY MATTER NOW, VENOM HATED YOUR FATHER AND KEPT TRYING TO KILL SPIDER-MAN!

IF VENOM'S REALLY BACK WE SHOULD ALERT THE FANTASTIC FIVE AND--

FINE! THAT'S YOUR JOB!

IT POSSESSES ALL OF PETER'S SPIDER-LIKE POWERS ALONG WITH THE SYMBIOTE'S UNCANNY ABILITY TO MORPH ITS SHAPE AND APPEARANCE--

--BUT IT IS VULNERABLE TO HIGH-FREQUENCY SOUNDS.



EVEN AS YOU WEB-SWING ACROSS TOWN, YOU THINK ABOUT VENOM'S ONLY WEAKNESS--

--AND IMMEDIATELY REALIZE THAT YOU NEED THE SERVICES OF A CERTAIN SOMEONE!



UNCLE PHIL---?

BE WITH YOU IN A--!

OH!
Y - YOU'RE NOT!

YOU MUST LEAP A VERY INTERESTING LIFE IF YOU HAVE OTHER VISITORS WHO ENTER VIA THE WINDOW... BUT WE DON'T HAVE TIME TO GET INTO THAT NOW.

YOU KNOW EXACTLY WHO I AM... AND I NEED YOUR HELP!

VENOM HAS ESCAPED AND HE'S GOT MY DAD!

WHEN YOU WERE THE GREEN GOBLIN YOU HAD SOME KIND OF SONIC SUPER-POWER.

WHAT CAN I DO FOR YOU... UHHH... SPIDER-GIRL?

YEAH, I USED TO CALL IT MY LUNATIC LAUGH.

LET'S DISPENSE WITH THE VERBAL GAMES, UNCLE PHIL.

LUNATIC LAUGH?!!
YOU'RE KIDDING, RIGHT?

HEY! IT SOUNDED BETTER WHEN I WAS YOUNGER.

YOU WANT MY HELP? SAVE THE CRITICISM UNTIL AFTER YOU'VE FILLED ME IN.

DEAL!

BUT WE'D BETTER TALK ON THE FLY...



BULLPEN BULLETINS

ON SALE NOVEMBER 18

A - NEXT

Get ready to meet the CAPTAIN AMERICA of the future – AMERICAN DREAM and her DREAM TEAM: FREEBOOTER, CRIMSON CURSE, and BLUESTREAK! By TOM DeFALCO and RON FRENZ!

CAPTAIN AMERICA

The sparks start to fly between STEVE and SHARON, as CAP's oldest foe returns! That's right: that grinning ghoul, the RED SKULL is back and badder than ever! By MARK WAID and DOUG BRAITHWAITE!

ESSENTIAL AVENGERS

At last! The first 24 issues of the original Avengers series, in one titanic volume! This is the one that no true Avengers fan can afford to miss! By STAN LEE, JACK KIRBY, DON HECK, and many more!

HEROES FOR HIRE

WOLVERINE guest-stars in the action-packed conclusion of the mission to Madripoor! But is LOGAN for hire? And will his price be too high? By JOHN OSTRANDER and PASCUAL FERRY!

INCREDIBLE HULK

A classic HULK foe from beyond the stars is about to send BRUCE BANNER on a voyage where no man has gone before! By JOE CASEY and JAVIER PULIDO!

MARVEL AUTHENTIX: AMAZING SPIDER-MAN

A limited edition of 300 copies, each with a one-of-a-kind cover sketch by the legendary JOHN ROMITA! By HOWARD MACKIE and JOHN BYRNE!

PUNISHER

Get ready for a retelling of the PUNISHER's origin that's so shocking and unpredictable, you'll think you've lost your mind! By CHRISTOPHER GOLDEN, TOM SNIEGOSKI and BERNIE WRIGHTSON!

PETER PARKER: SPIDER-MAN

Is the new SPIDER-MAN friend or foe? PETER PARKER is determined to find all the answers! And a new villain called the RANGER is out for blood! By HOWARD MACKIE and JOHN ROMITA JR.!

THUNDERBOLTS

HERCULES and ATLAS in a clash that's gonna rock both the AVENGERS and the THUNDERBOLTS! Featuring a surprise Avengers guest-star! By KURT BUSIEK and MARK BAGLEY!

UNCANNY X-MEN

The X-MEN must join forces with the BROTHERHOOD to battle CEREBRO – an enemy that could destroy them all! By STEVE SEAGLE and LIENEL YU!

UNION JACK

Jack thought he had his hands full with that vile vampire, BARON BLOOD! Now he has to deal with a lethal lady called the BARONESS! By BEN RAAB and JOHN CASSADY!

X-MAN

STRYFE stands triumphant in the cataclysmic conclusion of the CABLE/X-MAN crossover! The future of X-Man begins here, with ramifications that will change his life forever! By TERRY KAVANAGH and J.H. WILLIAMS!

X-MEN

ROGUE, GAMBIT, STORM, and NIGHT-CRAWLER venture to a desolate corner of the world, where they find a guy who seems like XAVIER – but he isn't! So who is he? By JOE KELLY and ADAM KUBERT!

X-MEN: THE MANGA

The X-MEN journey to Europe on a desperate mission to stop the FOUR HORSEMEN of APOCALYPSE – and their teammate, ANGEL! By YUKIKAZE AMAGI!

ITEM! Last week, we announced the first issue of the all-new AMAZING SPIDER-MAN #1! Now get ready for lightning to strike again next week, as we unleash the first issue of PETER PARKER, SPIDER-MAN on an unsuspecting world! It's 48-pages of web-spinning excitement, written by the talented HOWARD MACKIE, with stunning art by the unbeatable team of JOHN ROMITA JR. and SCOTT HANNA! There's a new SPIDER-MAN in town, and PETER PARKER won't rest until he finds out who this impostor is! A new villain called the RANGER also makes the scene, and he's determined to kill a U.S. Senator! This sounds like a job for Spidey! But which one? With two Spider-Men running around, it's enough to make J. JONAH JAMESON's hair stand up on end! So don't miss PETER PARKER: SPIDER-MAN #1, as we launch a new era of web-slinging greatness!

ITEM! Quick! Name CAPTAIN AMERICA's greatest foe! If you said the RED SKULL, consider yourself No-Prized! The Skull has been a pain in Cap's patriotic side ever since they first clashed in the dark days of World War II! Next week, ol' Skull-Head is back in the pages of CAPTAIN AMERICA #13 – which looks like it'll be an unlucky number for the Star-Spangled Avenger! Just when things look like they may be heating up between STEVE ROGERS and SHARON CARTER, the Skull returns with a surprising new ally! Who is it? You'll have to ask Cap's creative crew, writer MARK WAID and those awesome artists, DOUG BRAITHWAITE and MARK FARMER! Or better yet – just pick up CAP #13!

ITEM! HERCULES is looking for some payback next week in THUNDERBOLTS #22 – and the target of his Olympian wrath is none other than ATLAS! It seems that a few years back, Atlas was part of the MASTERS OF EVIL group that beat the tar out of old Herc (in a story reprinted this month in the AVENGERS: UNDER SIEGE trade paperback)! Of course, that was before Atlas reformed and abandoned his evil ways! But Herc doesn't care about that – he just wants to put a hurtin' on the gargantuan hero! Writer KURT BUSIEK brings you all the blow-by-blow action, while artists MARK BAGLEY and SCOTT HANNA pull no punches in the art department! This knock-down, drag-out slugfest for the ages is only the warm-up for the AVENGERS/THUNDERBOLTS confrontation coming later this month!

ITEM! A gray September day was made a little brighter by the appearance of two superstar artists in the Marvel Bullpen! Spider-Man artists extraordinaire JOHN BYRNE and JOHN ROMITA JR. both graced our hallowed halls with their presence on the same day – a rare event indeed! These days, we keep our frantic freelancers so busy, they don't often have time to visit the Marvel offices! So it was a real treat to have both Spider-artists pop in on the same day! It was such a momentous occasion that Spidey editor RALPH MACCHIO not only showed up for work, but was only a few hours late! The prolific Mr. Byrne even worked on some arachnid art, giving the delighted Bullpen a chance to see a spectacular Spidey artist strut his stuff! (And no, there's no truth to the rumor that either of the two Johns draws while hanging from the ceiling!)

STAN'S SOAPBOX!

Hi, Heroes!

Let's see how many questions n' answers I can squeeze into this one column today!

We'll start off with this shorty from Sandro Bucci, of Spring Valley, NY:

"Have you had a lot of acting opportunities?"

Yep, but not as many as I'd like!

Meredith McEwen of Havertown, PA touches on a sore subject here:

"How does it feel to hear 'Comics are just kid stuff'?"

Rotten! That's why I write the Soapbox – to show how erudite and cultured we are!

I'll betcha Elliot Rosen of Erial, NJ gave a lot of thought and study to this one:

"Is it true you based Spider-Man's wisecracking attitude on Bugs Bunny?"

Nah! I never even saw Bugs. Oh, by the way, ehhh, what's up, Doc?

Do you think Zack Quaintance of Glendale Hts, IL is an optician? He asks:

"Hey, Stan, how come Cyclops doesn't get 'ruby quartz' contacts?"

He can't afford 'em. But maybe if more of you bought his comic books...!

Sean "Cannonball" Mullaney of Wrightsville, PA mustn't read our credits pages:

"Do you have a nickname?"

Lots! Mainly "Stan the Man." Most of the other names I'm called aren't printable!

It's obvious that Daniel P. Florence of Cynthiana, KS is into statistics:

"How many super heroes and villains did you personally create over the years?"

Never counted 'em, Danny, but I'll betcha there must be at least two or three!

Here's a doozy from Pier Bedotto of Cuernavaca Morelos, Mexico:

"Name the last story you wrote before becoming Marvel's publisher in the early 70's?"

Haven't the foggiest, Pier, but a zingy new No-Prize to the first one who can tell me.

Dennis Cooper of Chicago, IL apparently remembers people I mention in my columns:

"What do you and your debating pal, Harlan Ellison, have to debate about?"

Mostly about whose name comes first when the programs are printed!

How about that?! Eight smart letters and dopey answers in one skinny little column! Eight True Believers who have attained No-Prize status! Eight more reasons for the rest of you to think I've lost my mind! Come on, join the madness – write: "Stan's Soapbox" c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Ave. South, NY NY 10016 or e-mail me at stanzfanz@aol.com – and, whatever you do, never mention those addresses to anyone. DC's spies are everywhere!

Excelsior!



BULLPEN BULLETINS

AVAILABLE DECEMBER 16

A - NEX T

DOCTOR DOOM appears in the MC2 Universe for the first time -- but is he the same man we remember? Find out as the A-NEXT team journeys to LATVERIA! By TOM DEFALCO and RON FRENZ!

#5

CAPTAIN AMERICA

Hide the children! Lock your doors and windows! The RED SKULL is back! And he's got a secret partner! Plus: more on the mystery of CAP's missing shield! By MARK WAID and ADAM KUBERT!

#14

DOCTOR STRANGE

The magic is back! DOC's mystic might is useless against a serial killer! But not to worry -- this old sorcerer still has a few tricks up his sleeve! By TONY HARRIS and DAN JOLLEY!

#1 of 4

GENERATION X HOLIDAY SPECIAL

NANNY and the ORPHAN-MAKER plan to kidnap a mutant boy from his home! GEN X to the rescue -- along with a jolly fat guy in a red suit! By JOSEPH HARRIS and ADAM POLLINA!

#98

INCREDIBLE HULK

Watch out, HULK! You and your old enemy, the XANTERIAN, have journeyed to the legendary homeworld of the WATCHERS! And they're watching you! By JOE CASEY and JAVIER PULIDO!

#478

MARVEL COLLECTIBLE CLASSICS: X-MEN

Reprinting the best-selling comic book of all time, with an all-new cover by HUMBERTO RAMOS and JIMMY PALMIOTTI! By CHRIS CLAREMONT and JIM LEE!

#1 VOL 2

MOON KNIGHT

MOON KNIGHT is reunited with a woman from his past, and faces a brutal death at the hands of one of the people closest to him in all the world! By DOUG MOENCH and MARK TEXEIRA!

#2 of 4

PETER PARKER: SPIDER-MAN

Continued from the pages of THOR #8! SPIDEY and the God of Thunder take on TROCKETTS, a mischievous, but unbelievably powerful dark god! By HOWARD MACKIE and JOHN ROMITA JR.!

#2

PUNISHER

The final battle with OLIVIER is at hand, as Hell itself comes to Earth! It's time for FRANK CASTLE to punish some demons! By CHRISTOPHER GOLDEN, TOM SNIEGOSKI, and BERNIE WRIGHTSON!

#4 of 4

TEAM X 2000

BISHOP and DEATHBIRD return to Earth -- only to find themselves in a bizarre alternate world where the SHI'AR have conquered the planet! By SEAN RUFFNER and KEVIN LAU!

#1

THUNDERBOLTS

Who leaves the team? Who joins? Find out here as the U.S. AGENT returns to take down the THUNDERBOLTS! Plus: the new CITIZEN V! By KURT BUSIEK and MARK BAGLEY!

#23

WOLVERINE: NOT DEAD YET

The Scottish assassin McLEISH has returned to kill WOLVERINE -- and he knows all of LOGAN's weaknesses! By WARREN ELLIS and LEINEL FRANCIS YU!

TPB

UNION JACK

The BARONESS and her horde of vampires want to string up UNION JACK and see if anyone salutes! But Jack's got BARON BLOOD on his hands! By BEN RAAB and JOHN CASSADAY!

#3 of 3

X-MAN

NATE's past comes back to haunt him when a depressed girl asks him to cure her mental disorder -- and the CRUSADER shows up to take the X-MAN down! By MARK BERNARDO and LUKE ROSS!

#48

X-MEN

This is a good week for classic villains! You asked for him -- you got him! MAGNETO is back! And he's got big plans for the future of the world! By JOE KELLY and ALAN DAVIS!

#85

ITEM! DOCTOR STRANGE returns next week in an all-new four-issue limited series -- and he's got a whole new bag of tricks! TONY HARRIS is the writer/artist for this spellbinding saga, with DAN JOLLEY as co-writer, and RAY SNYDER adding his inking magic! The story finds the Sorcerer Supreme on the trail of a killer who masks his trail so well, even Doc's magic can't catch him! Doc had better pull something out of his hat fast! Plus, in an attempt to repair the damage done to his hands, Doc seeks out a brilliant young surgeon. But due to the recent accidental death of a patient, the surgeon lacks the confidence to operate! Can Doc restore the surgeon's confidence and heal his own unsteady hands? Check out the DOCTOR STRANGE Limited Series for the sorcerous saga of a lifetime! Not even the Dread Dormammu could keep this one off the stands!

ITEM! Is SANTA CLAUS a mutant? That's the question all X-Fans will be asking this Christmas after reading the GENERATION X HOLIDAY SPECIAL, on sale next week! It all starts when KRIS KRINGLE shows up at the school, and displays his remarkable powers: he can travel around the entire Earth in one night, he knows who's naughty and nice, he has control over eight flying reindeer... this certainly seems like the kind of thing which would set off CEREBRO! This jolly fat man in a red suit wants to help the GEN-X kids save a mutant boy from being abducted by NANNY and the ORPHAN-MAKER! JUBILEE and Co. aren't sure if Ol' St. Nick is the real deal...but they'd better make up their minds fast, or they'll wind up with coal in their stockings! JOSEPH HARRIS and ADAM POLLINA are the merry-makers bringing you this 48-page bundle of Yuletide cheer! The GENERATION X HOLIDAY SPECIAL -- it's the perfect stocking stuffer!

ITEM! Every few months or so, we like to shake up the THUNDERBOLTS series in a big way! In seven short days, we'll be releasing THUNDERBOLTS #23, another issue with major repercussions for Marvel's Most Wanted Heroes! What happens? For starters, one member of the team goes to jail to atone for past crimes! The current leader of the T-Birds has a new candidate for membership -- one that doesn't sit well with the other members of the group! And there is a knock-down, drag-out fight between the 'Bolts, the U.S. AGENT and the JURY! KURT BUSIEK is the writer with all the revelations, while MARK BAGLEY and SCOTT HANNA are the drawing duo who put the thunder in THUNDERBOLTS! Pick up #23 of this unpredictable mag, and prepare to be surprised!

ITEM! For months now, he's been planning and plotting ... biding his time until the moment was just right for his comeback! Now, at last, the X-MEN's greatest foe, MAGNETO, returns in X-MEN #85, on sale next week! To commemorate this mutant milestone, we've got one of the greatest artist's in comics, ALAN DAVIS, coming aboard as penciler with this issue! X-scribe JOE KELLY has cooked up a spectacular tale for this issue, as the X-Men once again confront the deadliest threat ever faced by mutant and mankind alike! We can't reveal what Magneto is up to -- but we will say he's got some nasty plans for JOSEPH! And that's just the beginning! Accompanying Alan's arrival is his long-time inking partner, MARK FARMER! You thought the X-MEN had outstanding art before -- wait till you see the breath-taking artwork in #85!

ITEM! If you've been wondering whatever happened to long-lost X-Man, BISHOP, wonder no more! That future warrior's fate will be revealed next week in TEAM X 2000, a 48-page one-shot which finds BISHOP and his companion, the interstellar assassin, DEATHBIRD, transported to a twisted alternate Earth! In this strange land, the SHI'AR have conquered the planet, led by a young empress who just may be the daughter of PROFESSOR CHARLES XAVIER! SEAN RUFFNER and KEVIN LAU have crafted a gritty tale of mutant rebellion, as Bishop leads a team of X-Men mutated into MORLOCKS against the oppressive AVIANS! It's sci-fi action, in the tradition of Star Wars!

STAN'S SOAPBOX!

Hi, Heroes!

Okay, it's finished! I finally got it out of my system! If you'll forgive me for my column last ish, I promise not to answer any more questions in verse -- at least for a while. So you can all come back and start reading the Soapbox again! And what better way to start than with a letter that tackles a subject you can all vote for...

Our newest No-Prizer, Daniel St. John, of Minneapolis, MN, wants to make sure I'll never have any time to take a break as he asks..

"Stan, why don't you do a line of comics bringing back Marvel's great, old-time super heroes from the days when Marvel was called Timely Comics, and do them from today's perspective? All those wonderful characters-- Captain America's sidekick Bucky, the Torch's young pal Toro, Miss America, The Destroyer, The Thunderer, The Blazing Skull, The Black Marvel, The Silver Scorpion, The Patriot, The Fin, Citizen V and others. Let us see those first glorious "Timely" heroes fighting for freedom and liberty and a better way of life with the values of decency that have almost been lost to the America of the late 20th Century. Think about it, Stan. You were there, remember? Give us the legends that pre-date Marvel!"

Wow! That's a pretty tall order, Danny. Yeah, I was there, alright... but I've all but forgotten many of those characters. And who were their enemies? It was so long ago they might have been fighting dinosaurs! But I tell ya what -- as usual, we'll leave it to the maniacal minions of mighty Marvel to decide. To help all you riotous readers forget the agony of X-mas shopping, here's something of vital importance that you can all vote for. And any Marvelite can vote! Your age doesn't matter, and you don't even have to be an American citizen -- as long as you're a citizen of somewhere. Aliens, of course, are ineligible -- unless they have a visa. So, do you want a return to the almost-forgotten past, or do you want us to stick with the pretty-much-remembered present, or hey, how about anything in-between? Who says this isn't the Marvel Age of Lots'a Choices!

Sorry I was so long-winded. Just room for this from Terry Allen of Modesto, CA...

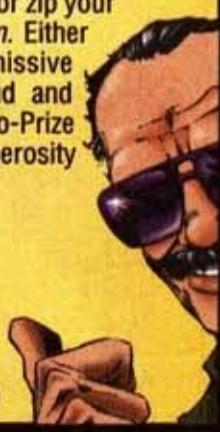
"Did Jack Kirby and/or Don Heck help design and create Iron Man?"

Yep! Just about every artist I ever worked with designed the look of our characters. Both Jack and Don each had a hand in creating ol' Shellhead's original suit of armor.

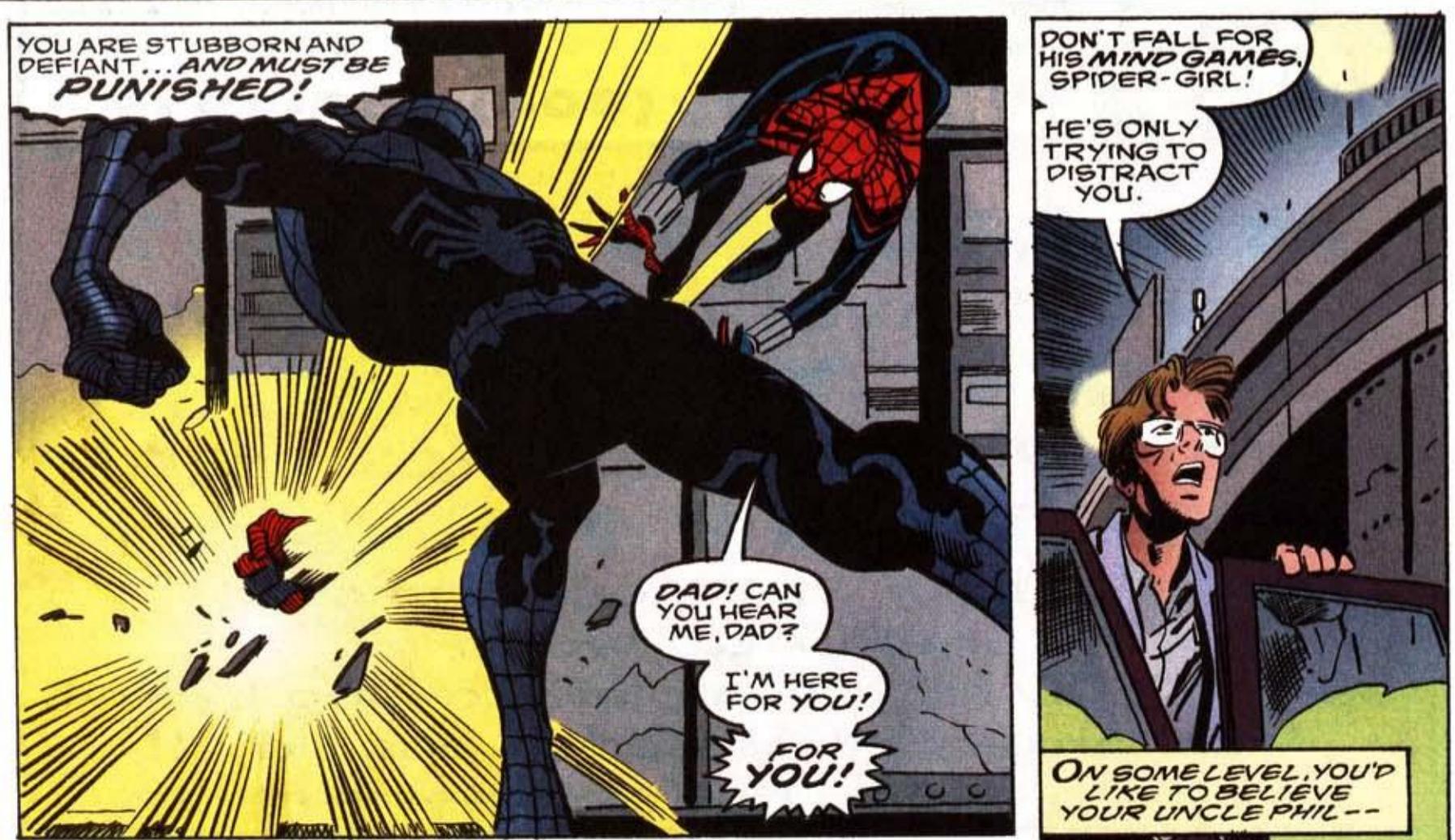
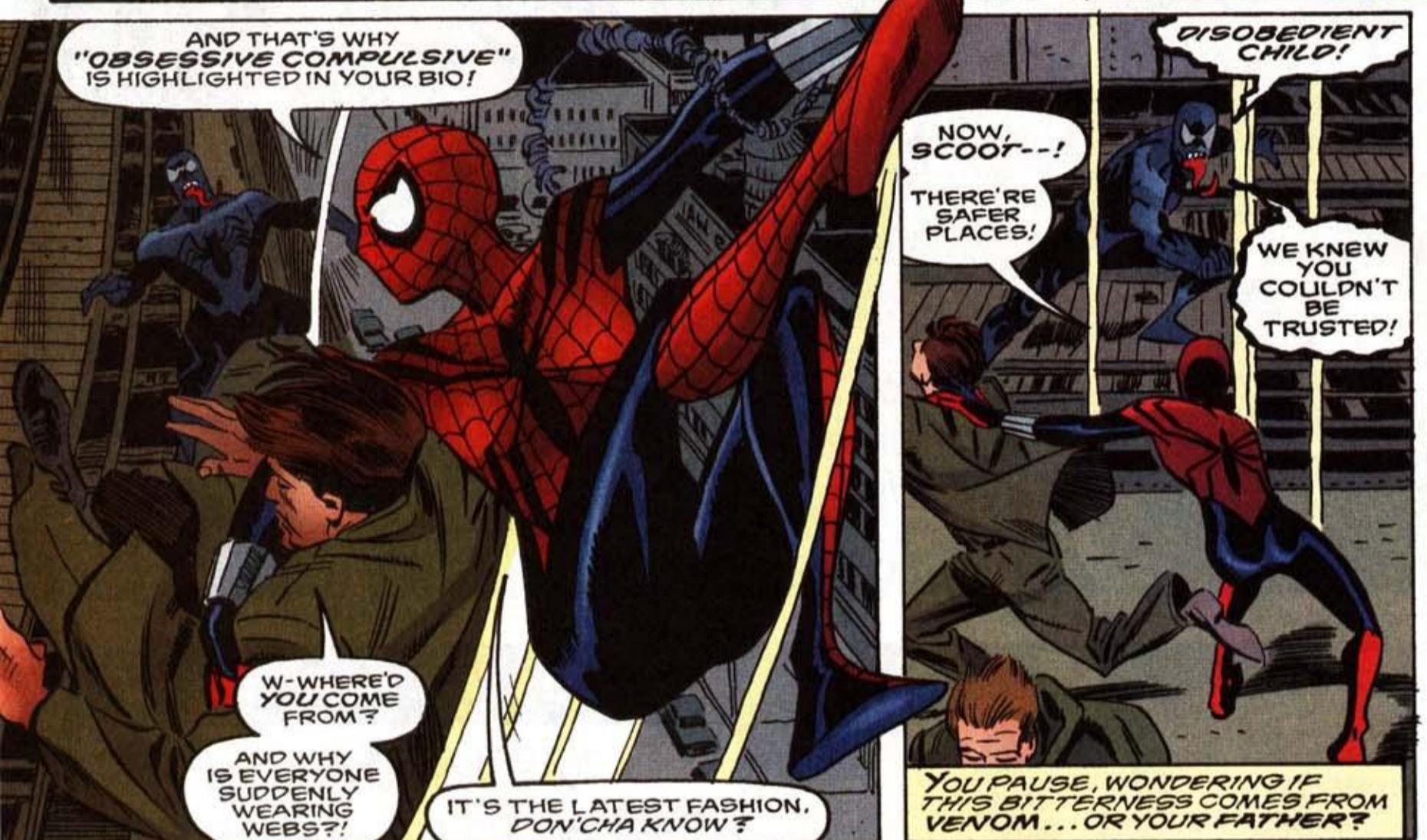
And so we conclude another journey into culture and erudition, another voyage into literature and the communicative arts -- and y'know what? It was nice having you along for the ride. Remember, send your votes, letters, money (I always wanted to add that!) to "Soapbox" Marvel Comics, 387 Park Ave. South, New York, NY 10016 or zip your e-mail to stanzfanz@aol.com. Either way, your momentous missive will be added to our proud and passionate pile of possible No-Prize candidates -- 'cause our generosity is boundless!

Excelsior!

Stan



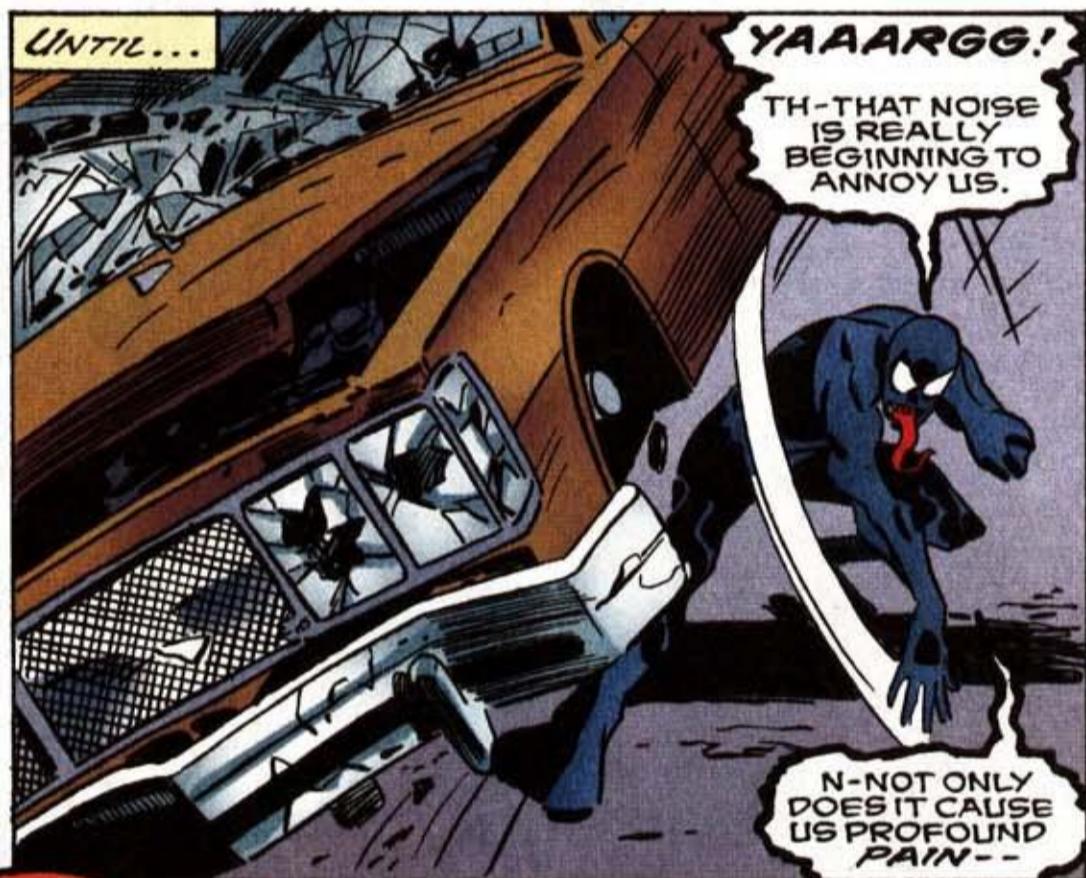
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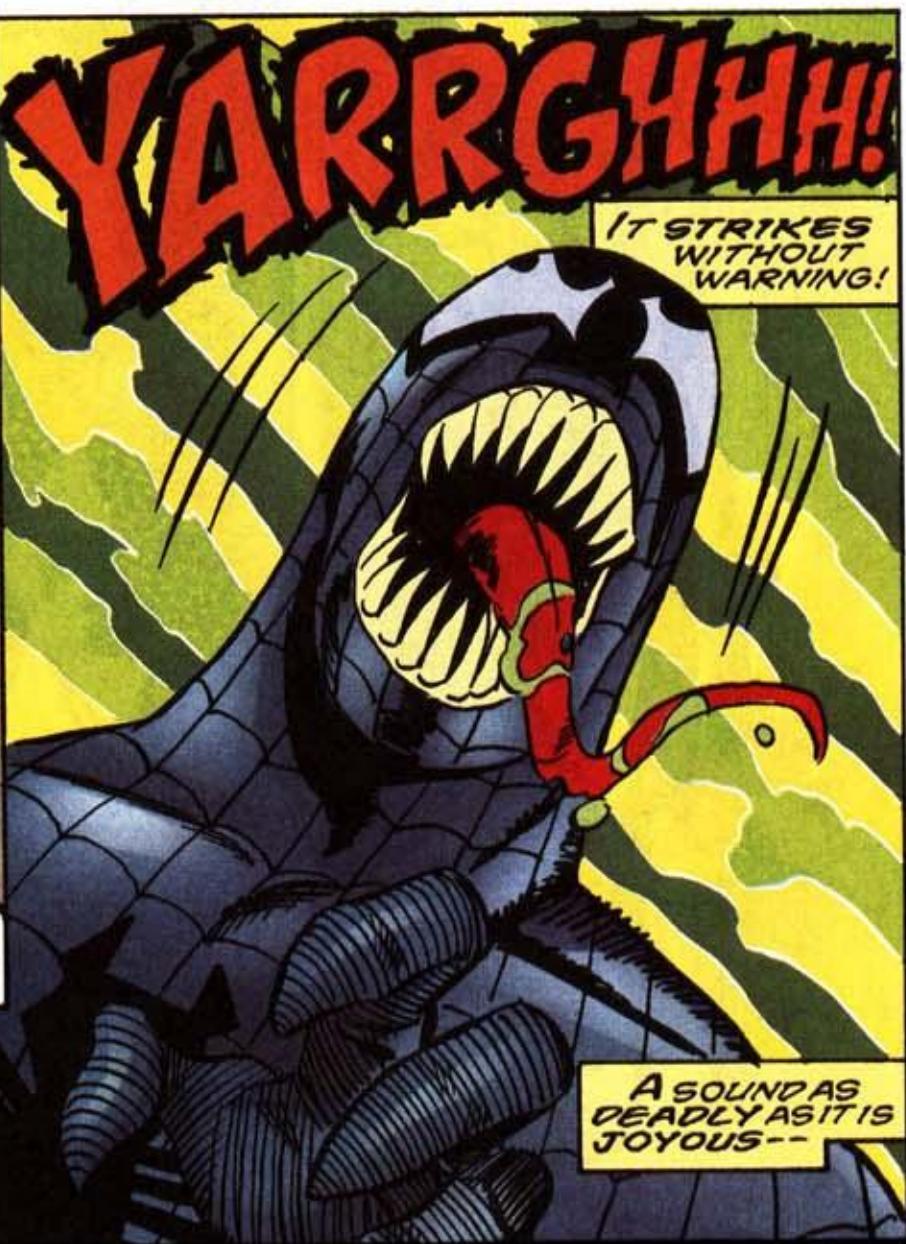
YOU STRUGGLE TO STAY FOCUSED ON THE FIGHT, BUT HIS WORDS RIP THROUGH YOU LIKE BARBED SPIKES!







BUT WE WILL STILL PEEL THE SKIN FROM YOUR SKULL, AND DEVOUR YOUR--



SPIDER-GIRL

Dear Marvel,
I've been a big fan of Spider-Man for fifteen years now, and I was pretty skeptical when I saw a new comic called Spider-Girl. All it took, though, was for me to read Spider-Girl #0 and #1 to find that you guys have done a great job.

I loved the fact that the first villain Spider-Girl faced was the newest incarnation of the Green Goblin. It's a shame little Normie had to continue the family tradition, but it made for a great story. I do hope that he'll be around for awhile, and become to May Parker what Norman Osborn was to Peter.

I'm also glad we got to see a side of Mary Jane in May with her, "Face it, tiger! You just hit the jackpot!" Nice touch.

I'm curious to see what the future holds for the Parker family. Will May's parents accept her decision to become a costumed crime-fighter? Will her sense of responsibility be as strong as her father's? Are Spider-Girl's powers exactly the same as Spider-Man's, or does she have some variations? Will Peter ever put on the suit, again?

I'm sure you'll answer these questions in due time.

Michael Harris
(address withheld)

We're glad you're so sure, Michael. We appreciate the confidence you have in us, and we don't intend to disappoint you.

Dear Marvel,
Why is May wearing the Ben Reilly version of the Spider-Man costume? Can't she wear something that will establish her own identity?

Richard Jones
Gary, IN 46407

We kind'a like the way the Ben Reilly costume looks on May, Richard, but we're always open to suggestion. What do the rest of you readers think? Should Spider-Girl change her look?

Dear Makers of Spider-Girl,
Will Peter and May Parker ever team-up?
Desmond Cobb
Baltimore MD 21221

Of course, Desmond! According to Mary Jane, they often prepare Sunday brunch together, and might even join a local father/daughter bowling league. (And people say we never give serious answers!)

PETE FRANCO
ASSISTANT EDITOR

TOM DEFALCO
EDITOR

BOB HARRAS
CHIEF

Dear Spider-Girl Crew,
How high can Mayday leap? I've always liked Spidey's leaping ability, but I find that this power is rarely displayed. He always swings around on his web, and that is extremely dull. Please have May leap around, instead of traveling by web. It's more thrilling!
Kevin Marleau
Sudbury, Ontario
Canada

You need to get out more, Kevin. Seriously!

Dear Editor,

I see that Wilson "The Kingpin" Fisk is getting the Gotti treatment in prison. Why do I have this feeling that May will come face to mask with him, and soon?

Jacob Gilbert
Troy, NY 12180

If you want our professional opinion, Jacob, we think it's because you know how comic books work. (Did we guess right? Huh? Did we?)

Dear Marvel,

Guys, you really outdid yourselves in Spider-Girl #3! I am the biggest Spider-Man fan in the world; however, I really got out of comics when that whole Clone (Scarlet Spider) thing happened. It ruined my whole history of Spider-Man. It seemed as if it was never going to end!

I am now getting back into Spider-Man, and I think the writing in Spider-Girl is great. She struggles like Peter did when he was a kid, but she is living a much more normal teenage life; whereas, Peter had to grow up really quick once he became Spider-Man.

I just set up a subscription at a local comic book store for all of the Spider-Man titles, and also for this great new Spider-Girl title!

MARVEL still rules! This whole MC-2 thing is great!

Donovan L. Woods
Alexandria, VA 22314-3571

We're real happy that you're buying all the Spider-Man titles, Donovan. Since you like Spider-Girl so much, you might also want to check out A-Next and J2 which are also part of our MC-2 line comics.

Dear Spider-Girl Crew:

I'd like to see May encounter more folks from Peter's past like Rocket Racer and the Prowler. I'd particularly like to see how she would interact with Jessica Drew; you know, one spider-lady to another.

Christopher Currie
Hypestyle@yahoo.com

Three very interesting ideas, Christopher... and the last one has real possibilities!

Dear Marvel,

I like it! To be honest, I was doubtful of this new MC-2 venture. Lately, I haven't been overly impressed with many new titles. However, Spider-Girl is what Marvel was and should be. The artwork is good and the story line is enthralling.

I also like the supporting characters which is this title's strongest feature in my opinion. Already there is a diverse cast: Davida Kirby, Jimmy Yama, Brad Miller, Courtney Duran, Phil Urich....each of them realistic with unique personalities. I've enjoyed seeing how May balances her new powers with social life.

I also enjoyed your take on the Fantastic

Five--an interesting interpretation of the FF of future.

However I am somewhat disappointed with how you have portrayed Peter. I realize this comic is about Spider-Girl, but I have a hard time picturing the former wise cracking web-head being so hesitant and unsure around his daughter, especially when he has a fairly good idea of what she has been up doing. I always pictured Peter as being more proactive than reactive. After all, it was by being reactive that his Uncle Ben was killed. The same goes for MJ. I can't believe that being a mother has taken all the spifire out of her.

Brian Poellot
BP0098@aol.com

Parenthood has a way of changing people, Brian. (Don't take our word for it! Ask your own parents!)

HYPE SECTION!

ON SALE NEXT WEEK! **AVENGERS NEXT #5:** IN AVENGERS-NEXT #3, WE BRIEFLY MENTIONED A WAR BETWEEN NAMOR AND A CERTAIN DIABOLICAL MASTER MANIPULATOR THAT LEFT LATVERIA IN RUINS. NOW WE LEARN A LITTLE MORE ABOUT THIS TERRIBLE TRAGEDY AS STINGER, ALONG WITH AMERICAN DREAM AND HER DREAM TEAM--FREEBOOTER, CRIMSON CURSE, AND BLUESTREAK--JOURNEY TO LATVERIA TO INVESTIGATE AND BATTLE THE RECENTLY RESURRECTED DOCTOR DOOM! (MEANWHILE, THUNDERSTRIKE AND J2 DO SOME MALE BONDING AS ONLY THEY COULD!)

J2 #5: **ON SALE IN TWO WEEKS!** DESPERATE TO PROVE HERSELF TO HER MOTHER AND FATHER, THE DAUGHTER OF WOLVERINE GOES AFTER ONE OF HER FATHER'S GREATEST ENEMIES THE INVINCIBLE JUGGERNAUT...WELL...ALMOST! SHE ACTUALLY ENDS UP FIGHTING THE NOT-SO-UNSTOPPABLE J2! BUT THE STAKES ARE DIFFERENT THIS TIME BECAUSE J2 GOES BERSERK WHEN THE WILD THING ACCIDENTALLY INJURES HIS MOTHER!

ON SALE NEXT MONTH! **SPIDER-GIRL #6:** THOUGH HER PARENTS BELIEVE SHE'S FINALLY GIVEN UP HER DREAMS OF CONTINUING AS SPIDER-GIRL, MAY IS SECRETLY BEING TRAINED BY PHIL URICH--THE FORMER GREEN GOBLIN. MEANWHILE, AN ALL-NEW COSTUMED HERO HAS HIT THE SCENE! HER NAME IS LADYHAWK, AND SHE SEEMS DETERMINED TO GET AS MANY HEADLINES AS POSSIBLE, AND TO STEAL SPIDER-GIRL'S THUNDER. PLUS, NEXT MONTH MC-2 PRESENTS MAJORITY RULES! THE TIME IS COMING TO EXPAND THE MC-2 LINE, BUT WHO SHOULD BE AWARDED THE NEXT TITLE? SHOULD IT BE THE UNCANNY X-PEOPLE? WILL STINGER OR THUNDERSTRIKE GET HER OR HIS OWN BOOK? WOULD YOU PREFER TO SEE THE FANTASTIC FIVE? THE ONLY FAIR WAY TO DECIDE IS TO ALLOW THE READERS TO VOTE! A SPECIAL BALLOT WILL BE INCLUDED IN EACH OF OUR TITLES SO THAT YOU CAN HAVE YOUR SAY! IT'S AN MC-2 MONTH THAT NO TRUE BELIEVER CAN MISS. AND, JUST REMEMBER... MAJORITY RULES!

SPIDER-GIRL C/O MARVEL COMICS
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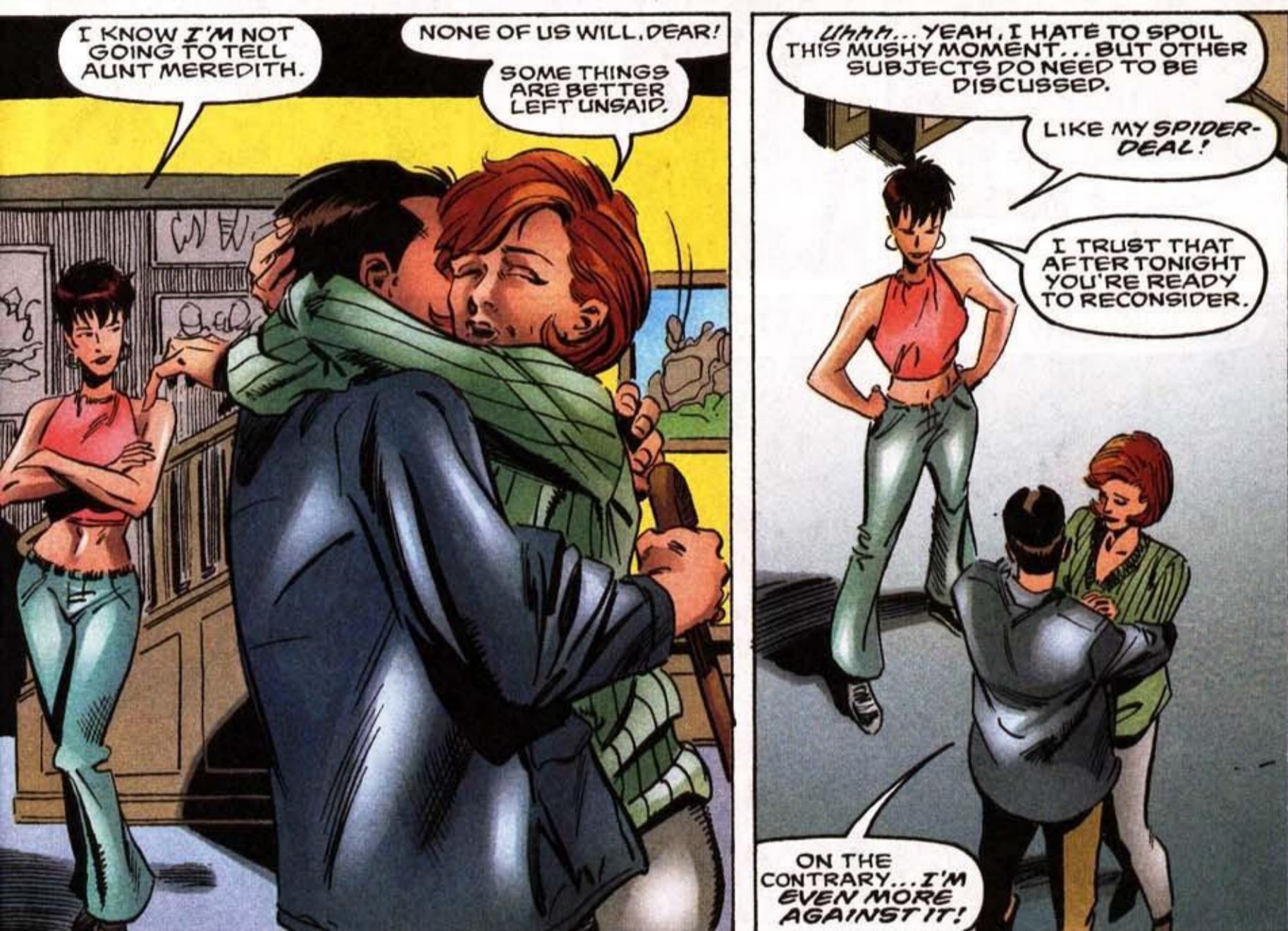
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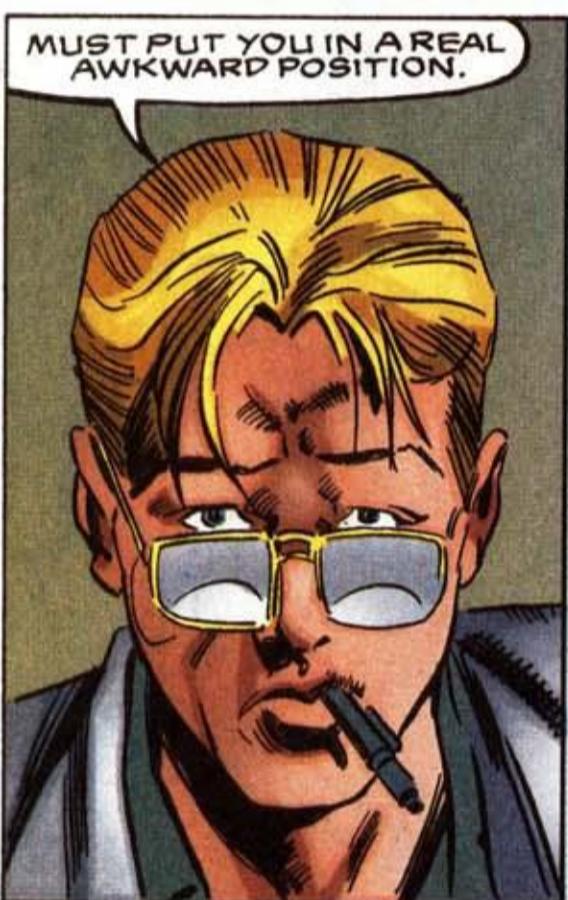
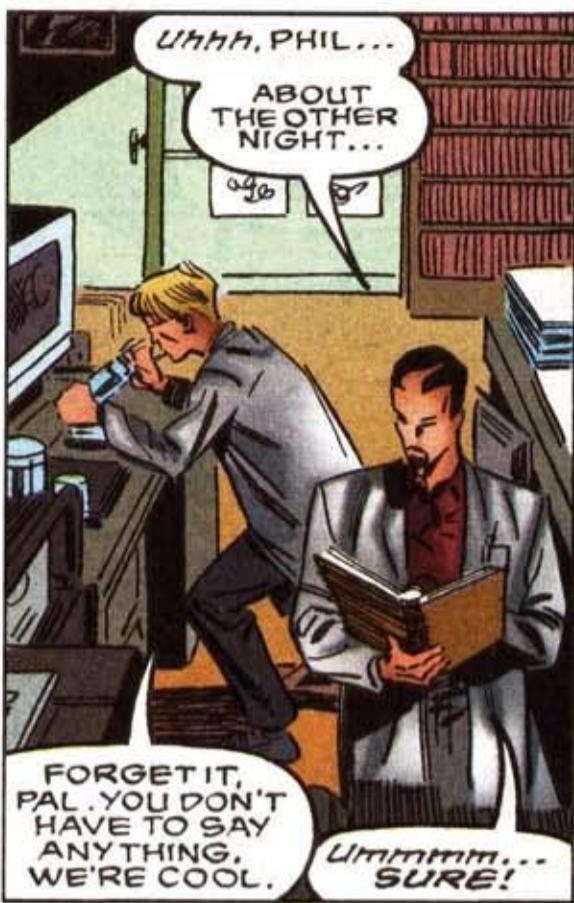
--AS UNEXPECTED AS IT
IS WELCOMED!

PHIL ULRICH--A ONCE AND
FORMER GREEN GOBLIN
LAUGHS AGAIN!





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AND SO...

PHIL AND I SPOKE, AND WE'RE IN COMPLETE AGREEMENT.

MAY IS THROUGH BEING SPIDER-GIRL.



I CAN'T TELL YOU HIS EXACT WORDS, BUT HIS INTENTIONS WERE CLEAR.

HE ACTUALLY GAVE YOU HIS BLESSING TO TRAIN ME?



EPilogue:
BACK AT MOUNT ATHENA...

I DON'T GET IT. THE TECH BOYS WHIPPED UP A NEW AND IMPROVED PLEXISTEEL CAGE--AND FOR WHAT?!

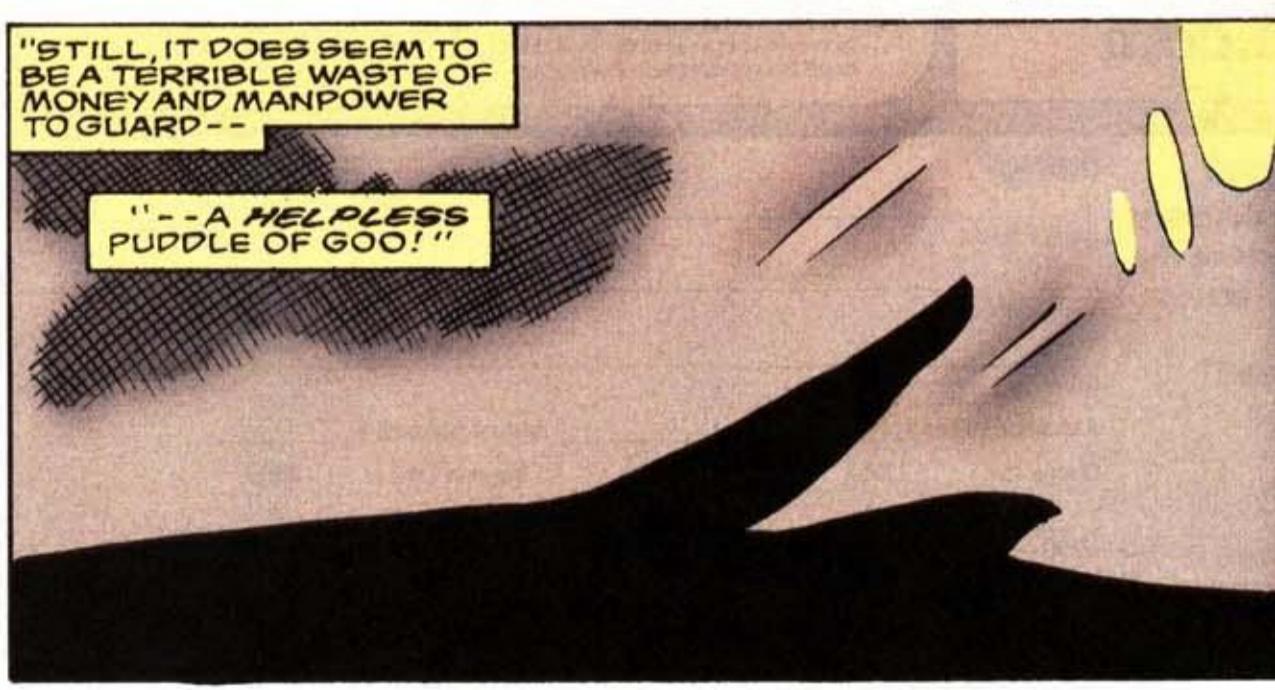
ACCORDING TO THIS REPORT, THE SYMBIOTE'S PRACTICALLY DEAD.

BETTER SAFE THAN SORRY, I GUESS.



"STILL, IT DOES SEEM TO BE A TERRIBLE WASTE OF MONEY AND MANPOWER TO GUARD--

"--A HELPLESS PUDDLE OF GOO!"



NEXT ISSUE:
AS SPIDER-GIRL GOES UNDERGROUND, AN ALL-NEW COSTUMED HEROINE STARTS MAKING HEADLINES! BUT IS SHE REALLY ALL SHE CLAIMS TO BE? FIND OUT IN...

LOOK OUT FOR

LADY HAWK