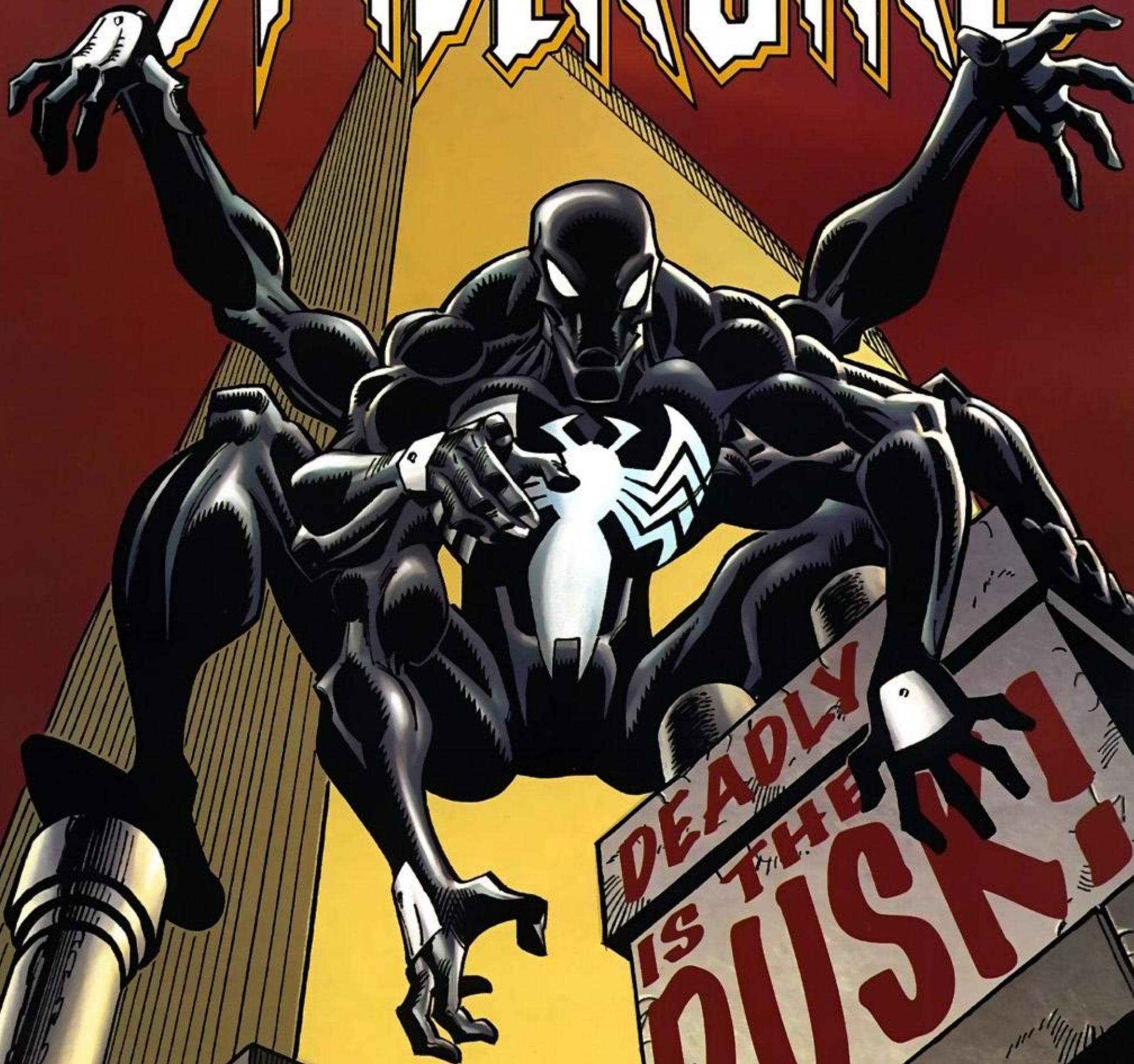


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THE DAUGHTER OF SPIDER-MAN®

SPIDER-GIRL



DIRECT EDITION

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\$2.99 US \$4.25 CAN

ALL AGES



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

PREVIOUSLY

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Though Spider-Girl knows that Normie Osborn now possesses the **Venom symbiote**, she doesn't realize he's been secretly testing its powers--



--or what happened when he invited Phil Urich over to discuss his future as the **Green Goblin**.



Many **Avengers** were recently injured during a battle with **Loki** and the **Hulk**, forcing them to activate reserve members like **Spider-Girl**.



However, while battling a **Magneto imposter**, she disobeys orders, and **Mainframe** threatens to expel her from the team.

Your name is May "Mayday" Parker, and you are the daughter of Spider-Man.

You were on your way to the school library after a particularly excruciating math class when you turned on your cell phone--

--and learned that Stinger had left nearly a half dozen messages, ordering you to report to Avengers Compound for an oh-so-unpleasant occasion!

I accuse Spider-Girl of deliberately disobeying a direct order--

--and propose we convene an immediate court of inquiry to determine her future with the Avengers.

Whoa! Y-you can't be serious, Mainframe.

Have you ever known him to joke, JZ?

What do you have to say for yourself, Spider-Girl?

He's blowing the whole thing out of proportion, Stinger.

I didn't do anything wrong.

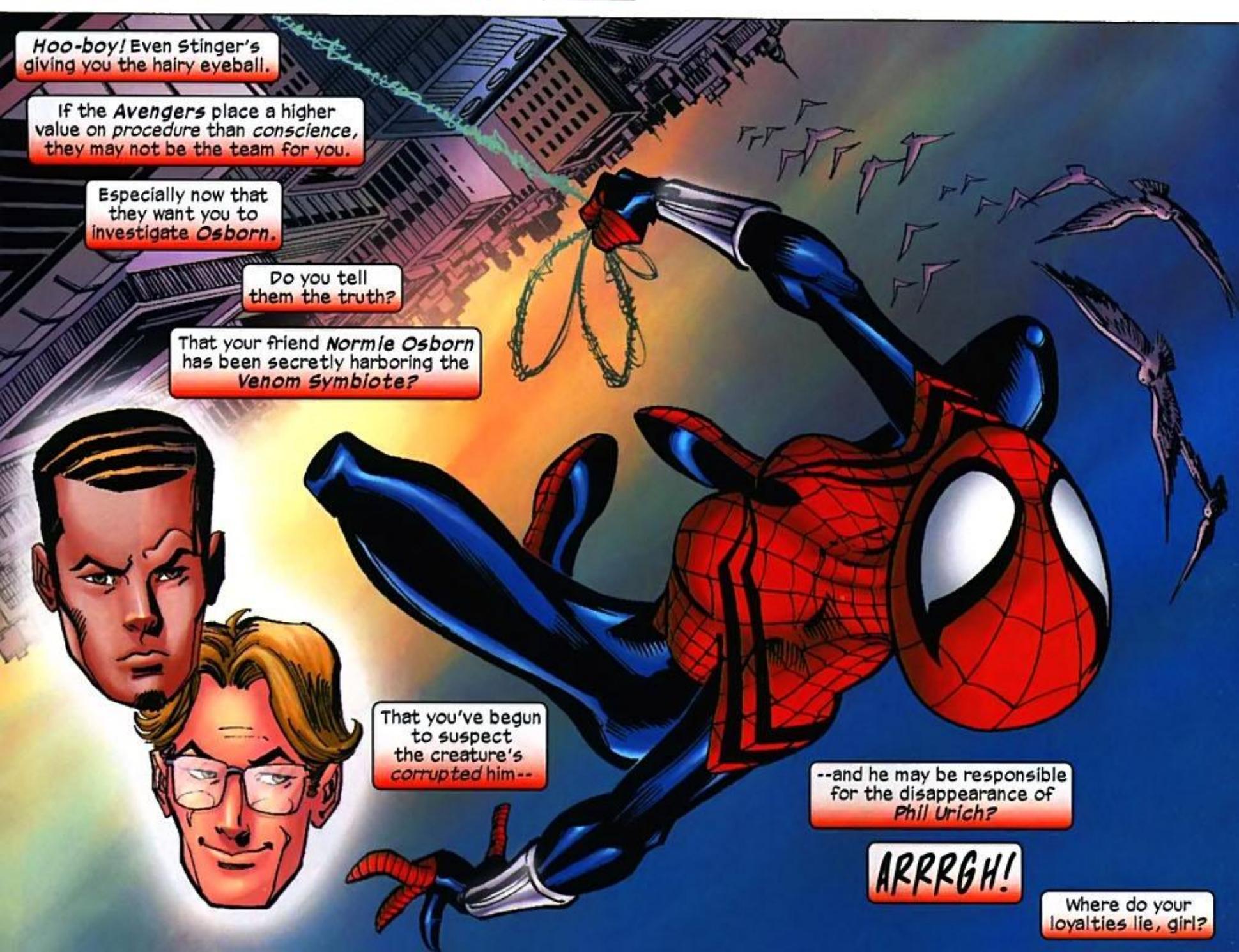
Well... uhhhh...not really.



SOMETHING OSBORN THIS WAY COMES!



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At that very moment, at the allegedly abandoned amusement park that serves as the headquarters for a top-secret government task force...

You're too slow to present any challenge to me, Big Man.

I'll remind you of those words when I squash you like a bug, Quickwire.

This is a training session, gentlemen--not a grudge fight!

We cannot afford any unnecessary injuries.

You wanted to speak to me, Special Agent Weadon?

Raptor, do you know why I convinced my superiors to fund our little organization?

Because you, uhhh, wanted to give former super-criminals a chance to redeem themselves?

Yes, I believed that people like yourself and Kaine here would prefer to serve the people of this great country--

--instead of rotting in prison.

It has recently come to my attention, through various sources, that an associate of yours--one Norman Osborn--may be contemplating a return to crime.

I would like you to keep me apprised of his movements.

Y-you want me to spy on my fiancée?

That's putting it crudely.

I'm just trying to be proactive and prevent him from choosing a path that he'll eventually regret.

Regrets can be an awful burden.

Isn't that right, Kaine?





Why is it okay to lie to your parents, Stinger and the rest of the world about Normie--

--but you get creeped out at the thought of fibbing to Davida's parents about some stupid party?

And why isn't Phil Urich answering his cell phone?

It's possible that he was injured while doing his *Green Goblin* thing.

Face it, the guy isn't exactly the world's most effective costumed hero.

And yet...

NO!

Normie would never harm Phil!

They're friends.

Kinda like you...

...and Normie.

And Stinger.

And Davida.

You spend a few hundred years, debating your next move as you stare at the Osborn building, and then...

A *Green Goblin* suddenly takes flight from Normie's office--

Oh, no!

--but he doesn't sound like Phil!

Normie, Normie, what have you done?!

The man's crazy!

You need to help me, Kaine.

Talk to Weadon! He'll listen to you.

I...I can't spy on my fiancée.

Yeah, I'm the right guy to call when you need compassion.

We're all in the same boat, Kid.

You knew the deal when you signed up. You either follow Weadon's orders or you--

ARRRGH!

Kaine!
What is it?

What happened to you?

I...I had one of my precognitive flashes and I saw...

I saw...

SPIDER-GIRL!







Are we
SURPRISED?

DEEEENGG!

Someone's at the front door, Peter.

Hey-HEY, Mary Jane!

Been way, way too long, cuz!

K-Kristy--?!

I thought about calling you from the airport, but-- No! NO! Had to see the surprised expression on your face!

What has it been--five, ten years?

Can't wait to meet the new baby and see little May--though I'll bet she isn't so little anymore!

If we're first cousins, what are your kids to me-- second cousins? First cousins once removed?

Peter! Love the beard! Have you put on weight? Whatever! You still look terrific!

Hope you guys won't mind if I help myself to the kitchen. I'm starved!

Staying with you will be just like old times.

Y-you're staying--?!

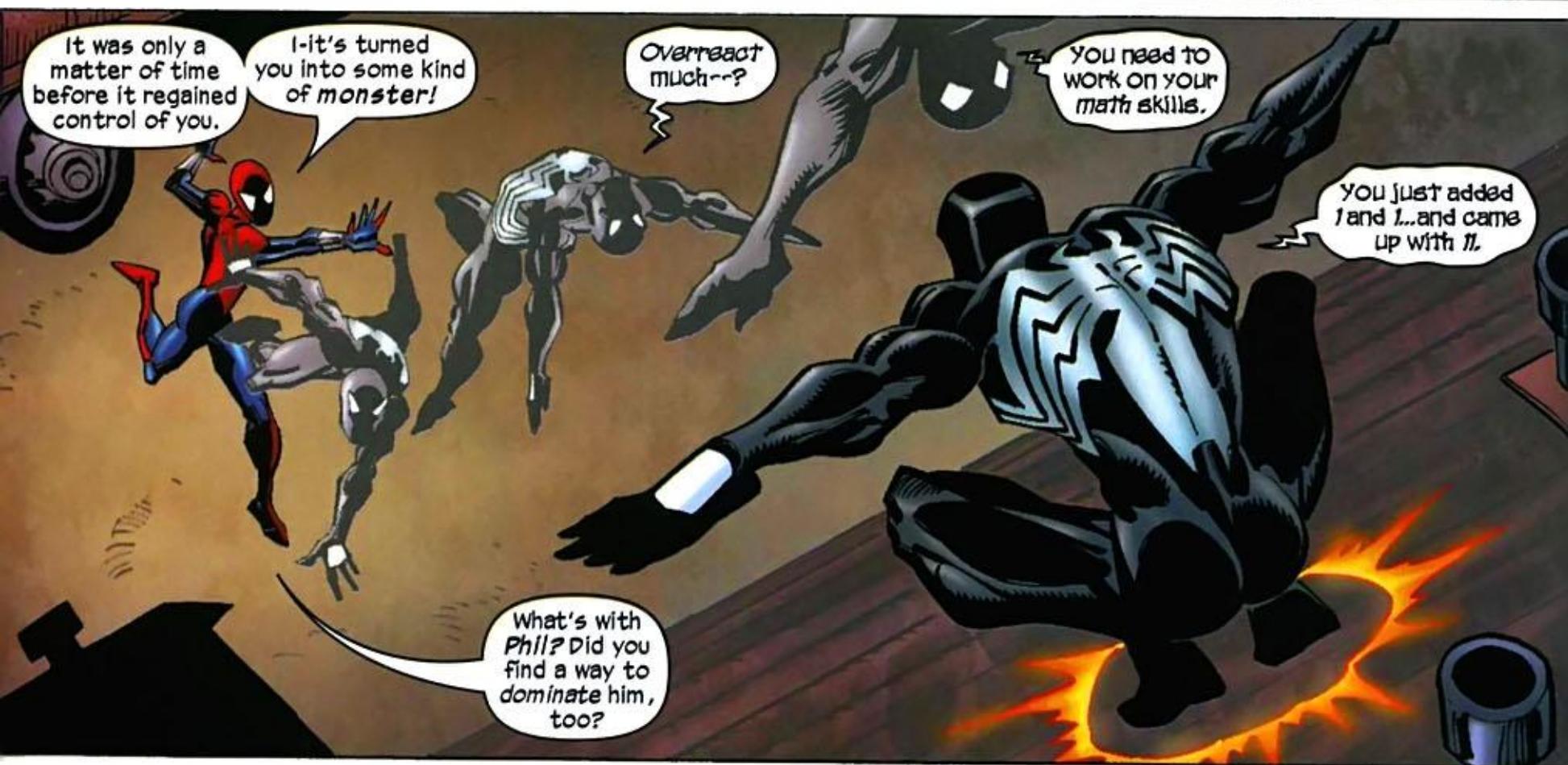
Just until I can find my own place. Didn't I tell you the big news?

Remember how I used to work as a nanny for little Normie Osborn--such a moody kid when he was little!

Anyway, he called out of the blue and offered me a job as his personal assistant--incredible salary!

L-looks like my cousin Kristy will be moving in with us for awhile.

Yeah. And she'll be working for--



Please don't tell us we're having one of those mindless it's-all-a-big-misunderstanding battles.

We thought we had evolved beyond such FOOLishness.

Nah! We're just having a friendly discussion.

Punching optional.

You were telling me about Phil...

Oh, yes! Chronologically, Phil Ulrich may be older than both of us--

--but he also seems much more naive in some respects.

When he was a young man, he stumbled upon a mask that gave him the power of a Green Goblin.

The mask was later destroyed, but Phil never stopped trying to be a super hero.

He has reassumed the Goblin identity, but--let's face it--hasn't exactly covered himself in glory.

Our grandfather Norman Osborn, the original Green Goblin, had always planned for us to take up his legacy.

He designed the special mask for us.

After years of failure, we finally managed to get the help we needed to recreate it...

To our delight, the mask has super-charged Phil and returned all his original Goblin powers.

ARRRRGH!



Okay, so you did Phil a favor. That still doesn't explain why you've become Venom.

We are not Venom.

They were the result of a union between the symbiotes and a man called Brock.



We are unique.

You need to get over past prejudices. May...and learn to trust us.





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What do you mean she's *not* answering?

Where's her sense of responsibility? She can't decide when to *assemble* or not.

Sight! She's a person, Mainframe... and she may have other responsibilities.

You have to stop thinking of this team as a machine.

The *Avengers* aren't a bunch of replaceable parts.

We're a *family*, and families can get messy.

Especially when you've lost as much as we have.

Running roughshod over our reserve members isn't helping our healing process.

Have you even bothered to call *Thunderstrike*, *Freebooter* or *American Dream* since they went on sick leave?

He stands frozen, his face grim and expressionless, as his internal computer analyzes Stinger's words--

--and fails to calculate an appropriate response.

He needs special assistance...

Mainframe! I'm surprised to hear from you.

I need some advice, Mr. Stark.

As you already know, the *Avengers* are in trouble.

We've been shorthanded since our recent confrontation with *Loki* and the *Hulk*--

--and I seem to be alienating our current membership.

This call may prove to be very propitious for you, old friend...



I... I don't know how the *others* will react to your proposal, sir.

What choice do they have? And it's not a proposal!













To Be Continued!



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BIG BLUE
SCAN



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