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THE STEEL SPIDER STRIKES!



# SPIDER-GUY

#32

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DEFALCO

OLLIFFE

WILLIAMSON

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!

WHAZZAT  
--?!

IT'S JUST  
THE WIND,  
FRANK.

TRY  
TO  
RELAX,  
HUH?

I CAN'T  
CONCENTRATE  
WITH YOU  
YAMMERING  
IN MY EAR.

I CAN'T HELP  
IT, MATT. I KEEP  
HEARING...

UH-OH!

STOP THIS CRIME!  
DESISS AT ONCE, OR  
FACE THE TERRIBLE  
WRATH OF--

--THE  
**STEEL  
SPIDER!**

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SPIDER-GIRL® Vol. 1, No. 32, May, 2001. (ISSN#1522-3655) Published by MARVEL COMICS. Bill Jemas, President; Frank Fochetta, Senior Vice President, Publishing; Joe Quesada, Editor-in-Chief; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 2001 Marvel Characters, Inc. All rights reserved. Price \$2.25 per copy in the U.S. and \$3.50 in Canada. Subscription rate for 12 issues: in U.S. dollars: \$27.00; Canada \$37.00; (GST #R127032852.) foreign \$39.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-GIRL (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a registered trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO SPIDER-GIRL, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT. P.O. BOX 1979 DANBURY, CT. 06813-1979. TELEPHONE # (203) 743-5331 FAX # (203) 744-9944. Printed in the U.S.A. MARVEL COMICS a division of MARVEL ENTERPRISES, INC. Peter Cuneo, Chief Executive Officer; Avi Arad, Chief Creative Officer.

OHMIGOSH!  
I'VE BEEN READING  
ABOUT THIS GUY  
EVER SINCE I WAS  
A KID.

W-WE  
AIN'T  
IN HIS  
LEAGUE.

YOU CAUGHT  
US FAIR AND  
SQUARE, SIR.

WE  
SURRENDER!

YOU

SURRENDER  
?!

P-PLEASE  
DON'T  
HURT  
US!

WE DON'T  
WANT ANY  
TROUBLE.

WE  
PROMISE  
TO GO  
QUIETLY.

IT ISN'T  
FAIR!

WON'T YOU  
AT LEAST  
TRY TO  
ESCAPE?

IT ISN'T  
FAIR!

I WAS HOPING  
FOR A LITTLE  
ACTION  
TONIGHT.

N-NO,  
SIR.

I WANT  
SOMEONE TO  
FIGHT!

SOME-  
THING TO  
DESTROY!

W-WE'RE  
FINE WITH  
SURRENDERING.

REAL LIFE CAN BE  
AWFULY TOUGH  
FOR A TEENAGE  
SUPERHERO.

(ESPECIALLY FOR  
ONE WHO RECENTLY  
LOST HER SPIDER-  
POWERS.)

IN THE PAST FEW  
WEEKS, YOU'VE  
MADE FRIENDS  
OF FORMER  
ENEMIES--

--AND  
ENEMIES  
OF  
FORMER  
FRIENDS.

YOU'VE FORGED A BOND  
WITH NORMIE OSBORN,  
THE LATEST GREEN  
GOBLIN--

--AND  
STARTED A  
FIGHT WITH  
THE NEW  
AVENGERS.

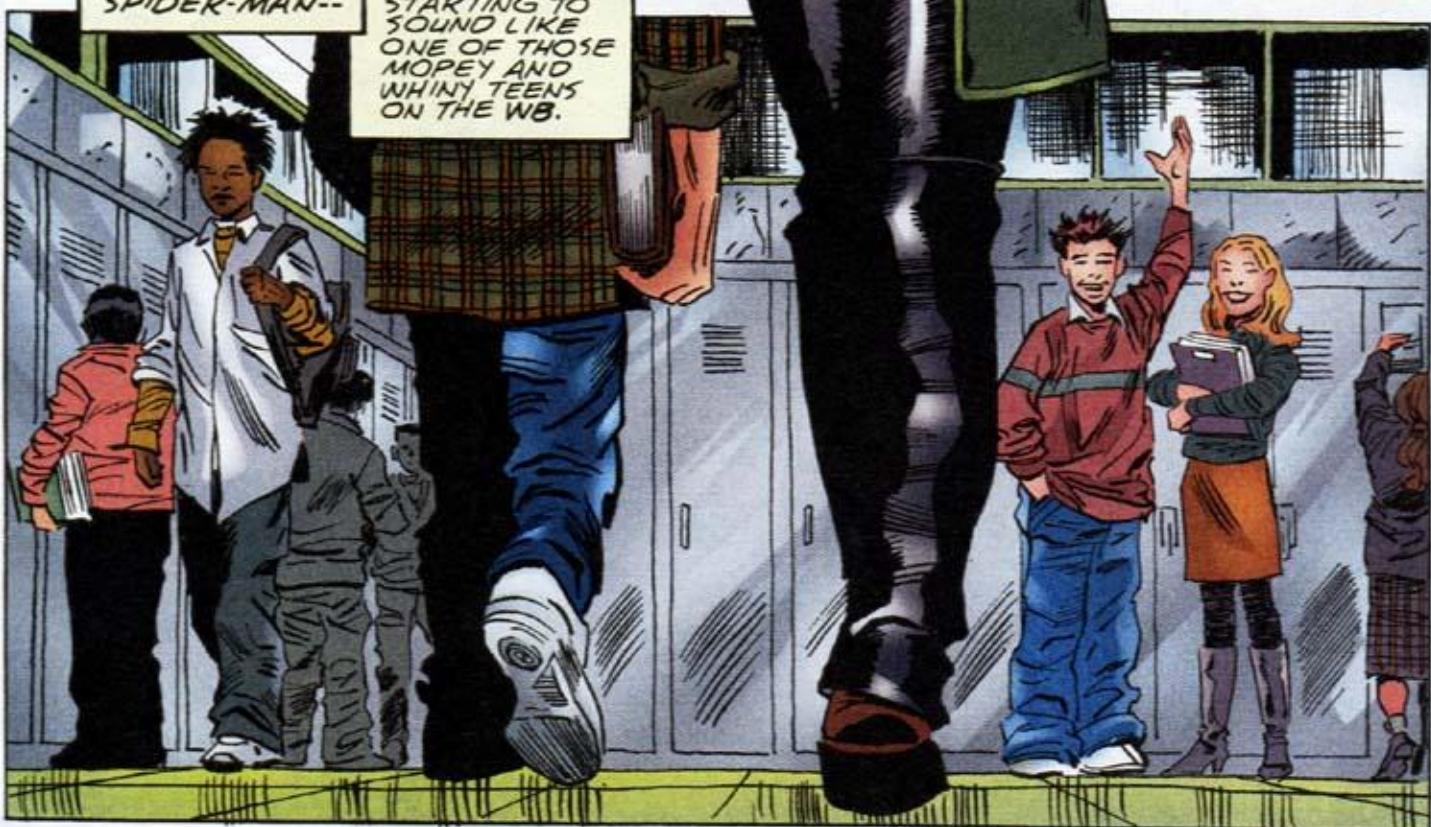


NO WONDER  
YOUR PARENTS  
WANT YOU  
GROUNDDED  
FOR LIFE!

YOUR NAME IS  
MAY "MAYDAY"  
PARKER.

YOU ARE THE  
DAUGHTER OF  
THE ORIGINAL  
SPIDER-MAN--

--AND YOU'RE  
STARTING TO  
SOUND LIKE  
ONE OF THOSE  
MOPEY AND  
WHINY TEENS  
ON THE WB.





I SWEAR,  
PHIL-- SHE'S  
GOING TO BE  
THE DEATH  
OF ME!

I HONESTLY DON'T  
KNOW WHAT'S GOTTEN  
INTO MY DAUGHTER. SHE  
WAS PRETTY AMBIVALENT  
ABOUT HER SPIDER-  
POWERS WHEN SHE  
ACTUALLY HAD THEM.

NOW THAT  
THEY'RE GONE,  
SHE'S BECOME  
A COSTUME  
JUNKIE.

SHE FIGHTS  
AVENGERS  
AND HANGS OUT  
WITH MODEL  
CITIZENS LIKE  
NORMIE  
OSBORN.

NORMIE  
OSBORN,  
FOR GOD'S  
SAKE!

THAT PART  
CONCERN'S  
ME.

I DON'T TRUST  
ANYONE  
NAMED  
OSBORN....!

YOU THINK THERE'S  
A CHANCE HE'S  
SETTING HER UP?

I WOULDN'T PUT  
IT PAST HIM. HE TRIED  
TO KILL US ALL A FEW  
MONTHS AGO.

MARY JANE IS GOING  
TO DROP IN ON HIM  
TODAY AND TELL HIM  
TO KEEP AWAY FROM  
MAY.

THAT HE'S  
MERELY FAKing HIS  
REFORMATION?

WHY  
MARY  
JANE?

SHE  
ALWAYS  
HAD A  
SPECIAL  
RAPPORT  
WITH THE  
BOY.

HE'D  
NEVER  
LISTEN  
TO ME.

AS FOR MY  
HEADSTRONG  
DAUGHTER, I'M  
SHUTTING DOWN  
HER SUPER HERO  
CAREER.

I'M GOING  
TO STOP AT  
THE DAILY  
BUGLE AFTER  
WORK AND ASK  
J. JONAH  
JAMESON  
TO FIRE  
HER.

I DON'T WANT HER  
EXPOSED TO ANYTHING  
THAT MAY TEMPT HER  
BACK INTO COSTUME.

DAVIDA'S RIGHT! YOU'VE BEEN SO CAUGHT UP WITH ALL THE SUPER HERO SILLINESS THAT YOU'VE BEEN NEGLECTING YOUR FRIENDS.

TAKE JACK JAMESON, FOR EXAMPLE--YOU BLEW HIM OFF THE OTHER DAY BECAUSE THE BUZZ NEEDED YOUR HELP.

MAYBE IT'S TIME YOU MADE AMENDS...

HEY, JJ!  
HEADED FOR THE CAFETERIA?

WELL, WELL,  
IF IT ISN'T THE EVER-ELUSIVE MS. PARKER!  
WHAT CAN I DO  
FOR YOU, PRETTY LADY?

I WAS WONDERING  
IF WE COULD SHARE A  
SODA OR SOMETHING.

TIME OUT!  
I CAN'T BELIEVE  
YOU ACTUALLY  
HAVE AN OPENING  
IN YOUR BUSY  
SOCIAL SCHEDULE.

OKAY, I  
DESERVE THAT.  
I HAVE BEEN  
A LITTLE  
DISTANT  
LATELY.

LADY,  
YOU BEEN  
MIA!

I CAN  
RELATE.

I'VE HAD MY  
OWN SHARE OF  
PROBLEMS  
RECENTLY, AND  
I NEEDED A  
FRIEND...

YOU READY  
FOR LUNCH,  
NANCY?

JUST AS LONG  
AS THEY AREN'T  
SERVING  
MANICOTTI  
AGAIN.

SO I  
FOUND ONE!



YOU'RE ON A  
REAL STREAK,  
GIRL.

IT LOOKS LIKE YOU CAN ALSO  
ADD JJ TO THE LIST OF  
PEOPLE YOU'VE DISAPPOINTED  
IN THE LAST TWENTY-FOUR  
HOURS--

--ALONG WITH  
COURTNEY,  
MOOSE, YOUR  
PARENTS, AND  
THE AVENGERS.

COME TO THINK OF  
IT, EVEN DAVIDA  
SOUNDED ANNOYED!

IT'S GROVELING  
TIME, GIRL!

YOU NEED TO  
SWALLOW YOUR  
PRIDE AND  
TRY TO MAKE  
PEACE WITH  
THE AVENGERS.

AND SO YOU  
SLIP INTO YOUR  
COSTUME--

--LEAP ON NORMIE  
OSBORN'S OLD  
GOBLIN GLIDER--

--AND STREAK  
TOWARD THE  
MOST FAMOUS  
MANSION ON  
FIFTH AVENUE!



WITH ANY  
LUCK, THEY'LL  
GIVE YOU  
THE BENEFIT  
OF THE  
DOUBT.  
AND--

CLANG!

UH-OH!

THAT'S FAR ENOUGH,  
SPIDER-GIRL!

DO NOT ENTER  
AVENGERS  
COMPOUND!

THAT'S FAR ENOUGH,  
SPIDER-GIRL!

DO NOT ENTER  
AVENGERS  
COMPOUND!

TAKE A BEAT,  
AMERICAN DREAM!  
I'M NOT HERE TO  
FIGHT!

I CAME TO  
APOLOGIZE.

RELAX,  
GIRLFRIEND!

I'M  
ON YOUR  
SIDE.

Y-YOU  
ARE--?!

NEITHER  
STINGER  
NOR I  
BLAME  
YOU FOR  
THE RECENT  
UNPLEASANT-  
NESS.\*

WE KNOW THAT  
TONY STARK  
MANIPULATED US  
ALL--AND SHE  
AND MAINFRAME  
ARE PUTTING  
HIS FEET TO  
THE FIRE  
NOW.

SINCE YOUR  
PRESENCE WOULD  
ONLY COMPLICATE  
THE DISCUSSION,  
STINGER ASKED  
ME TO KEEP AN EYE  
OUT FOR YOU.

\*SEE LAST ISSUE.  
--MATT!

HOW IS  
STINGER  
FEELING?

ASIDE FROM BEING  
ALL GIGGLY OVER  
STARK'S DISCOMFORT,  
I'D SAY SHE'S FINE.

TELL ME--  
WOULD YOU  
RATHER STOP  
FOR A COFFEE  
OR PATROL  
THE CITY?

I'M ALWAYS  
UP FOR A  
GOOD PATROL.

YEAH,  
ME, TOO!

THIS WAS  
AN UNEXPECTED  
SURPRISE.

I-IT REALLY  
IS GOOD  
TO SEE YOU,  
AUNTIE M.

I...I HAVE BEEN  
MEANING TO GIVE  
YOU AND UNCLE  
PETE A CALL TO...  
Y'KNOW...APOLOGIZE  
FOR ALL THE GARBAGE  
I PULLED WHEN I  
WAS THE GREEN  
GOBLIN.

I ACTED  
LIKE A  
REAL  
JERK.

WE'RE  
JUST HAPPY  
THAT YOU'RE  
NOW GETTING  
THE HELP  
YOU NEED.

I ASSUME  
YOU'RE HERE  
TO TALK  
ABOUT MAY.

YOU  
MUST BE  
SO PROUD  
OF HER!

WORKING  
WITH HER  
THESE PAST  
FEW WEEKS  
HAS MEANT  
THE WORLD  
TO ME!

I FINALLY FEEL  
LIKE I'M DOING  
SOMETHING  
IMPORTANT WITH  
MY LIFE, AND I'M  
NOT THE ONLY ONE  
SHE'S INSPIRED.

SHE  
RECENTLY  
SAVED THE  
BUZZ'S BUTT,  
AND EVEN  
RAPTOR HAS  
GIVEN UP  
CRIME.

I WOULDN'T  
WANT TO LIVE  
IN A WORLD  
WITHOUT  
SPIDER-  
GIRL.

WELL,  
I....

I  
GUESS...

I  
WOULDN'T,  
EITHER.

YOU  
ACTUALLY  
TRUST THE  
FORMER  
GOBLIN--  
?!?

WHY  
NOT?

WE  
PRACTICALLY  
GREW UP  
TOGETHER.

HE'S A  
REALLY GOOD GUY  
ONCE YOU GET  
PAST HIS...ERR...  
PSYCHOPATHIC  
TENDENCIES.

OH, GIRL!  
I WISH I HAD  
YOUR FAITH IN  
HUMANITY.

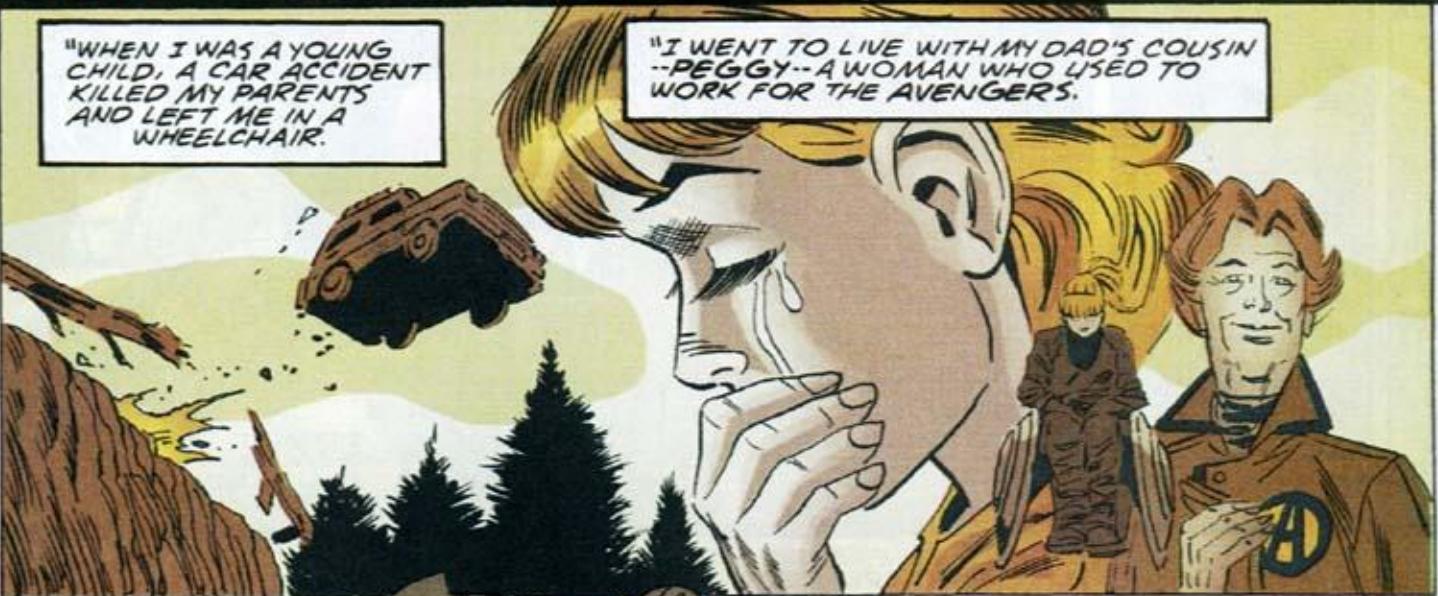
C'MON, DREAM--  
A PESSIMIST  
COULDN'T WEAR  
A COSTUME  
LIKE YOURS.

HOW'D YOU  
GET IN THE  
HERO GAME,  
ANYWAY?

I'M AFRAID MY  
STORY ISN'T VERY  
INTERESTING...

"WHEN I WAS A YOUNG  
CHILD, A CAR ACCIDENT  
KILLED MY PARENTS  
AND LEFT ME IN A  
WHEELCHAIR."

"I WENT TO LIVE WITH MY DAD'S COUSIN  
--PEGGY--A WOMAN WHO USED TO  
WORK FOR THE AVENGERS."



"SHE INSPIRED  
ME TO GET  
OFF MY BUTT  
BY GIVING ME  
HER YOUNGER  
SISTER'S  
DIARIES--

--AND TELLING ME  
STORIES ABOUT  
SHARON CARTER AND  
CAPTAIN AMERICA.

"TWO ORDINARY  
PEOPLE WHOSE  
PERSONAL COURAGE  
AND WILL TO  
SUCCEED ALLOWED  
THEM TO LIVE VERY  
EXTRAORDINARY  
LIVES."

ANYWAY,  
I BEGAN TO  
EXERCISE, TO  
TRAIN, AND  
YADA-YADA  
--HERE I  
AM!

THAT'S MY  
TALE--

--ALTHOUGH  
I'M OFTEN  
TEMPTED TO  
SPICE IT UP  
WITH THE  
USUAL VOW  
OF VENGEANCE  
SCENE.

YOU WANT  
TO HEAR A  
BORING  
ORIGIN?  
I JUST WOKE  
UP ONE  
MORNING AND  
LEARNED  
THAT I--  
HEY!

I IS THAT  
WHO I THINK  
IT IS?!?



I'M TELLING  
YOU, MAN--I'M  
DONE WITH  
FOOTBALL!

HOSPITAL

NOBODY CARES,  
MOOSE...AS LONG  
AS YOU'RE OKAY.

A LOT  
YOU KNOW,  
YAMA!

THE TEAM  
NEEDS THE  
BIG GUY, AND  
I CAN'T BELIEVE  
HE'LL LET US  
DOWN.

YOU CAN  
COME BACK  
FROM THIS INJURY,  
MOOSE--I KNOW  
YOU CAN!

REALLY?  
THE DOCTORS  
AREN'T SO  
CERTAIN.

NEITHER  
AM I, FOR THAT  
MATTER.

AND I  
WAS REALLY  
COUNTING  
ON GETTING  
A SCHOLARSHIP  
TO COLLEGE.

I DOUBT  
MY OLD MAN  
WILL COVER  
MY TUITION.

FORGET ABOUT  
YOUR FATHER AND  
CONCENTRATE ON  
GETTING WELL!

YOU CAN'T  
ABANDON  
YOUR  
DREAMS  
BECAUSE  
OF A MINOR  
SETBACK.

LISTEN  
TO BRAD,  
MAN--HE'S  
TELLING IT  
STRAIGHT!

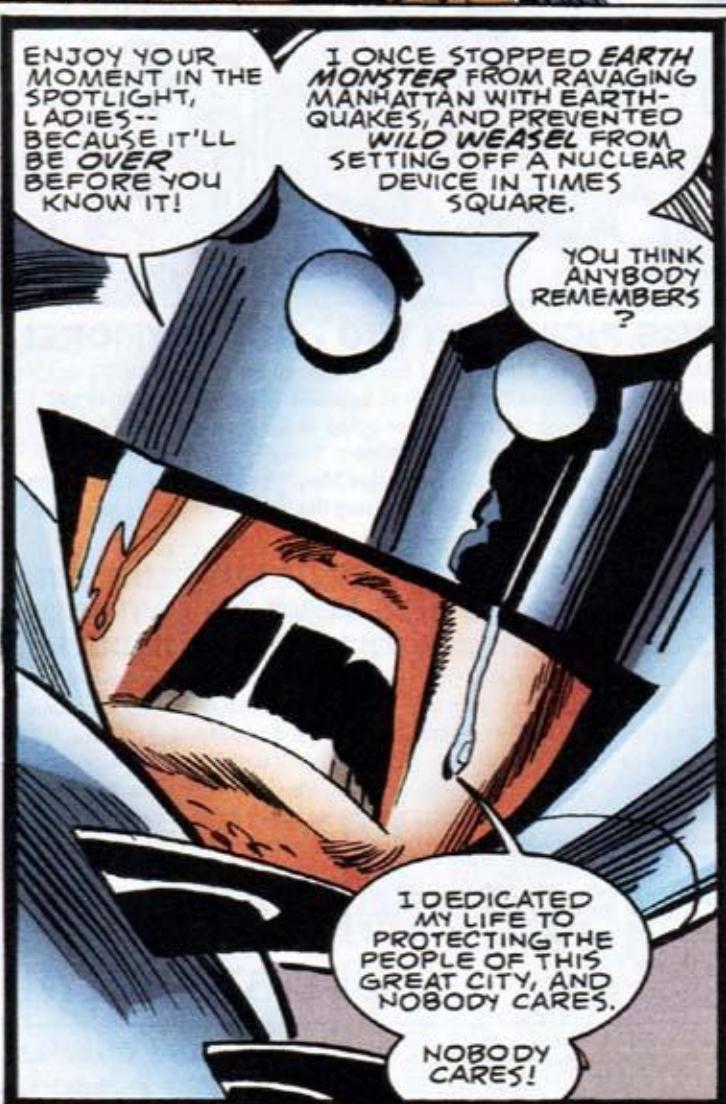
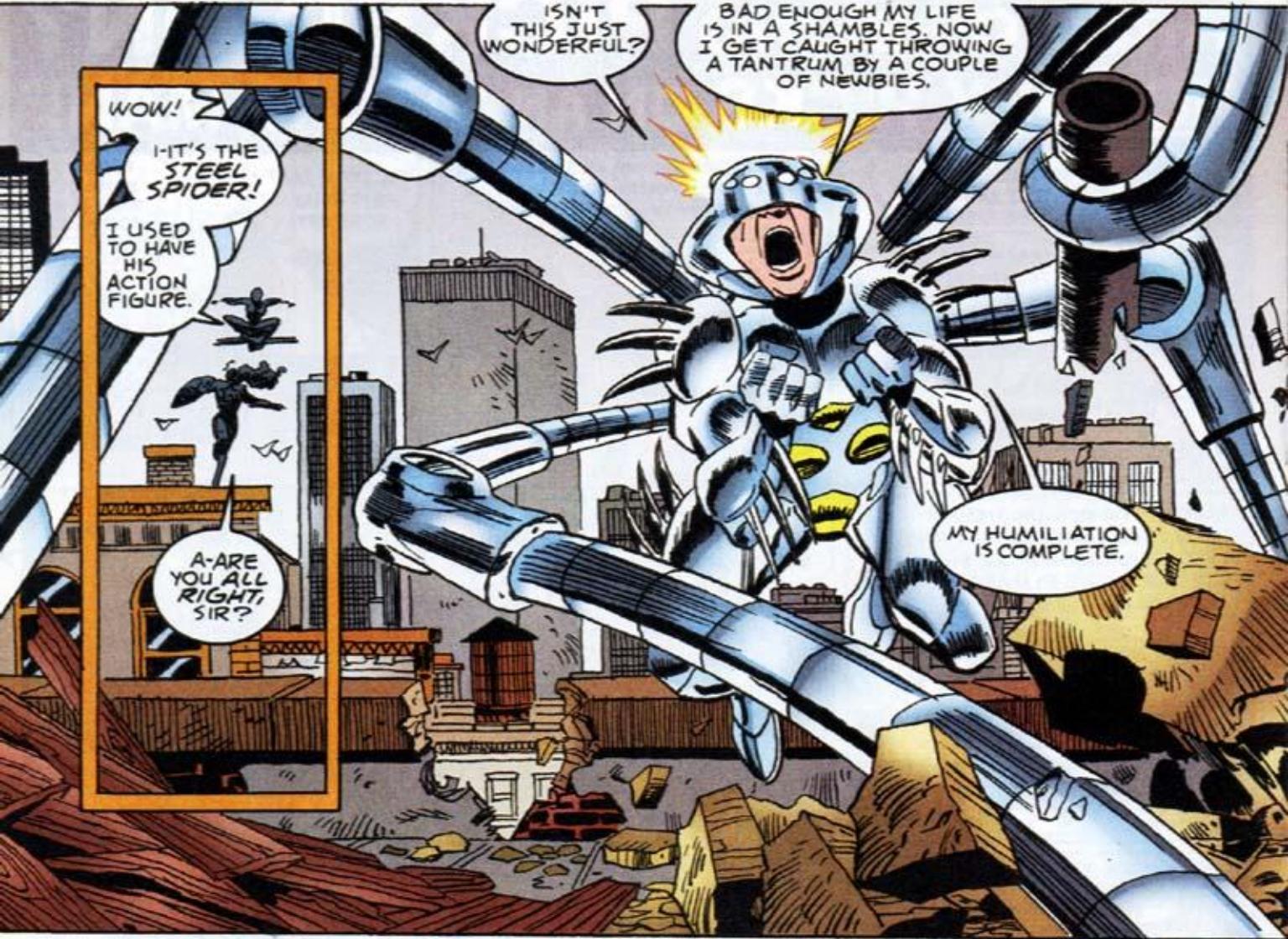
IT'S EASY TO TALK WHEN  
YOU'RE NOT THE ONE  
WHO'S FACING MONTHS  
OF PAIN AND PHYSICAL  
THERAPY.

I DON'T KNOW  
IF I HAVE ENOUGH  
STRENGTH OR  
COURAGE TO  
FIGHT MY WAY  
BACK!

DON'T  
LOOK SO  
SURPRISED  
--!

HAVEN'T  
YOU EVER  
BACKED AWAY  
FROM A  
CHALLENGE  
BECAUSE  
IT WAS  
JUST TOO  
HARD?





"YOU USED TO BE ONE OF MY FAVORITE HEROES, SIR."

"WHAT HAPPENED TO YOU?"

"I GUESS I FINALLY HAD A HEAD-ON COLLISION WITH REAL LIFE."

"IT WAS BOUND TO HAPPEN EVENTUALLY..."

"I WAS ONLY A KID WHEN I FIRST INVENTED MY MECHANICAL TENTACLES."

"I BASED THEM ON DOCTOR OCTOPUS, BUT SOON REALIZED THAT I WANTED TO BE A HERO... JUST LIKE SPIDER-MAN."



"LOOK, I KNOW I WAS NEVER A MAJOR SUPERSTAR LIKE WOLVERINE, THOR, OR IRON MAN..."

"...BUT I TRIED HARD AND ALWAYS GAVE 100%!"

"A COUPLE OF US SECOND-STRINGERS EVEN FILLED IN FOR THE AVENGERS FOR A WHILE."

"WHATEVER WE LACKED IN TALENT, WE MORE THAN COMPENSATED FOR WITH RAW ENTHUSIASM."

"WHEN I WASN'T SAVING LIVES, I WORKED AS AN INVENTOR AND BUILT A THRIVING TECHNOLOGY BUSINESS--"

"WHEN THE TECH BALLOON RECENTLY POPPED, I LOST MY COMPANY--"

"--AND EVERYTHING ELSE THAT MATTERS TO ME!"

--AND EVEN SNAGGED A BEAUTIFUL TROPHY WIFE."



WHAT AM I SUPPOSED TO DO NOW? I'M AN OVERAGE COSTUMED VIGILANTE WHO NEVER EVEN HAD A PRIME.

THAT ISN'T TRUE, SIR!

THE SOLDIERS OF THE SERPENT--!

I'VE FOUGHT THESE CREEPS BEFORE. THEY'RE A HATE GROUP THAT SEEMS DETERMINED TO BURN DOWN EVERY LOW-INCOME NEIGHBORHOOD IN THE CITY.

THIS COMMUNITY IS A DISGRACE!

IT'S OVERRUN WITH CRIME AND INFESTED WITH VERMIN.

DON'T PATRONIZE ME, YOUNG LADY! I'M WEARING SOCKS OLDER THAN YOU.

THAT'S A FASCINATING BIT OF TRIVIA THAT I REALLY DIDN'T NEED TO-- WHAT'S THAT?

KWA  
DWWOOOM!

PREPARE FOR A MAJOR CLEANSING!

WE'VE GOT TO STOP THOSE MONSTERS--!

WHY BOTHER?  
WE CAN'T ELIMINATE HATRED OR CRIME.

MAYBE NOT... BUT WE CAN ALWAYS TRY!

I LEARNED THAT BY READING ABOUT YOU.

--BUT AVERAGE GUNS LIKE YOU PUT THEIR LIVES ON THE LINE SIMPLY BECAUSE IT WAS THE RIGHT THING TO DO.

WHETHER YOU KNOW IT OR NOT, YOUR WORK INSPIRED...

WE CAN'T CHANGE THE WORLD!

THE BIG GUNS MAY HAVE HAD ALL THE FANCY POWERS AND GOTTEN ALL THE GLORY--

...A WHOLE GENERATION OF HEROES!





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A GENTLEMAN NEVER THREATENS A LADY...BUT I GUESS YOU WOULDN'T KNOW ABOUT THAT!

WHO DARES --?!

THAT WOULD BE ME.

I'VE JUST DECIDED TO START THE REST OF MY LIFE, AND YOU ARE GOING TO BE MY LEADOFF SUPER-CONQUEST.

YOU READY TO RUMBLE?

YOUR BRAVADO OBVIOUSLY EXCEEDS YOUR WISDOM.

MY LASER CANNON WILL INCINERATE YOU WHERE YOU STAND!

LIKE THE ROCK SAYS,  
JUST  
BRING  
IT!

OOPS! LOOKS LIKE SOMEBODY NEEDS TO ADJUST HIS TARGETING ARRAY.



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ON SALE NEXT WEEK!

## AMAZING SPIDER-MAN 2001

Mary Jane is alive! Okay... so now what does Peter Parker do? By Howard Mackie, Joe Bennett & Sandu Florea!

## AVENGERS #40

An entire village of Hulks runs wild in Greece! Meanwhile, Silverclaw fights alone against the cause of the catastrophe! By Kurt Busiek, Alan Davis & Mark Farmer!

## DEADPOOL #52

Meet the Mercy Sisters, two assassins... of the Catholic School Girl variety! Oops, we did it again! By Jimmy Palmiotti, Buddy Scalera & Anthony Williams!

## GAMBIT &amp; BISHOP #6

Who has been manipulating Bishop and Gambit... and will they survive the revelation? By Scott Lobdell, Joe Pruet & Cary Nord!

## MARVEL KNIGHTS #11

Sweet Christmas! The Knights are divided over their newest member: Luke Cage, Power Man! By Chuck Dixon, Eduardo Barreto & Nelson!

## MUTANT X 2001

One by one, the most powerful heroes of The Six's world are falling... and only Havok can save the day! By Howard Mackie & James Fry!

## ULTIMATE MARVEL TEAM-UP #2

The green giant known as the Hulk is tearing up New York City! Guess which young wall-crawler has to stop him! By Brian Michael Bendis & Phil Hester!

## UNIVERSE X #8

The X-Men, Thor, Mar-Vell and the Hulk confront the Black Panther in their search for the Cosmic Cube! By Alex Ross, Jim Krueger & Doug Braithwaite!

## WOLVERINE #162

Logan becomes Public Enemy #1 when he's plastered across every TV screen in the country — accused of murder! By Frank Tieri, Sean Chen & Norm Rapmund!

## X-FORCE #114

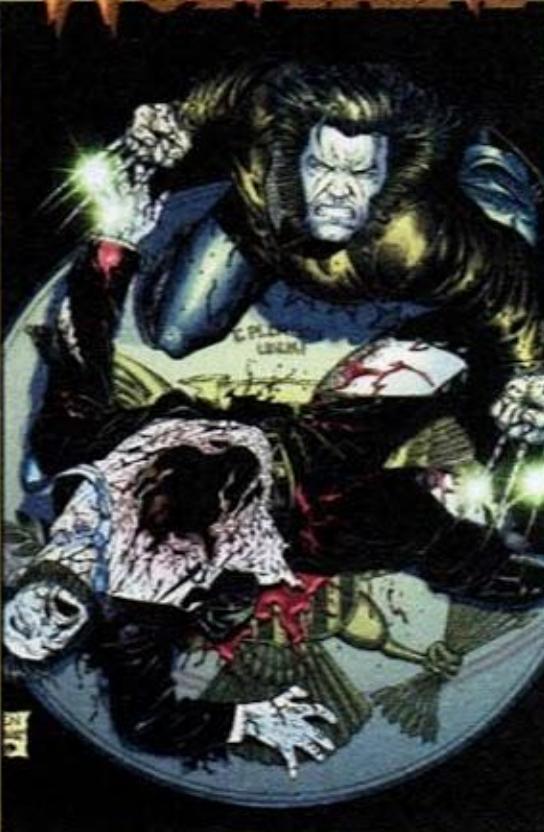
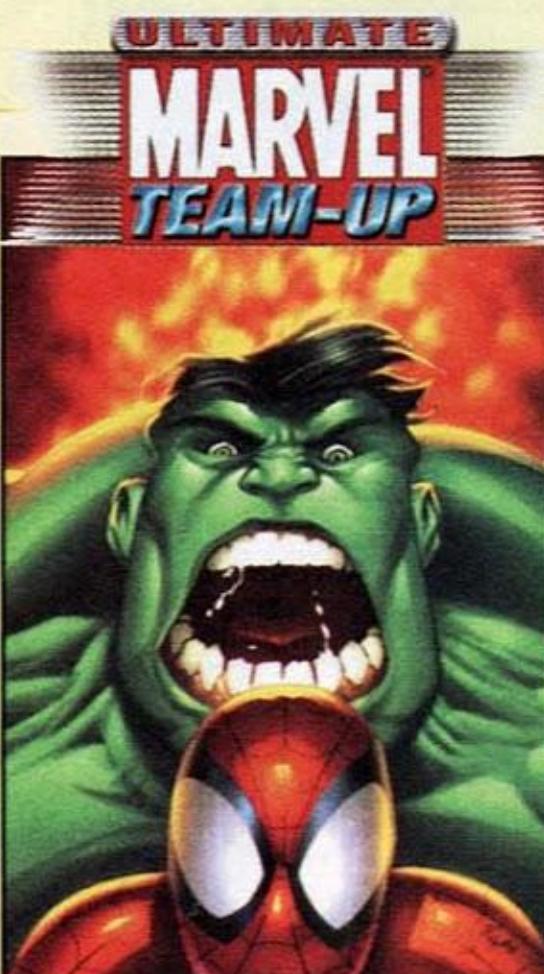
They've been pushed around, manipulated and lied to. Now X-Force seeks revenge by going underground — and they could be standing right behind you! By Ian Edginton & Jorge Lucas!

## X-MEN FOREVER #3

In an alternate future, Manhattan has been turned into a prison for mutants. So guess where Prosh sends his X-Men? By Fabian Nicieza & Kevin Maguire!

MARVEL  
SPOTLIGHT

## WOLVERINE

WOLVERINE #162  
Logan... Wanted For Murder!ULTIMATE MARVEL  
TEAM-UP #2  
Hulk Smash Puny Parker!

## YOUR MAN @ MARVEL

Greetings, culture lovers! Recently, the French magazine *Comic Box* talked to writer Brian Michael Bendis about his Ultimate experiences. I thought you might want to read it, so I whipped out my Universal Translator... and away we go!

**Comic Box:** What were the elements or suggestions intimated by Bill Jemas and Joe Quesada for the Ultimate Spider-Man series?

**Brian:** Bill had made a pile of notes over a period of time, well before he even knew my name. Once he read my stuff he handed the whole thing over to me and was trusting enough to let me take it from there. It's been a real pleasure. Very respectful and trusting. When he said recently that the whole scenario was a real highlight for him, I felt really good for him because I agree.

**Comic Box:** What was the thing or character in the Spider-Man mythology you were glad to evacuate?

**Bendis:** No big thing. Just little dated things. Little suspension of disbelief things. I think the genius of Stan and co. was that the story and themes in general totally holds up and can live up to reinterpretation, ala Shakespeare.

**Comic Box:** In Ultimate Spider-Man, the Uncle Ben character is, in the beginning, the one that is the most surprising and developed. Didn't you have the temptation to trade places in the continuity between him and Aunt May?

**Bendis:** Never. I saw that kind of speculation on the web. But changing that would be changing the entire story of Spidey. We weren't messing with it just to mess with it. We were updating it for a new audience. If it ain't broke don't fix it. And it ain't broke.

**Comic Box:** In the end, do you think the Ultimate line is supposed to replace the current line?

**Bendis:** To be honest, I don't care either way. In my mind, the Ultimate is the real continuity. It has to be for us for us to write it. There's nothing alternative about it to us. We see this Ultimate world as the real Marvel Universe. That's why it works for us. It's all in how you look at it.

**Comic Box:** You're also writing Ultimate Marvel Team-Up. You'll have to introduce a new Ultimate character in each new episode. Won't it be repetitive in terms of storytelling?

**Bendis:** I have made a bit of a name for myself in breaking format as often as I can, and I developed this book with that exact problem in mind. Every issue is tailor made for the artist who is drawing it. You don't write the same format or tone for Mike Allred as you do for Bill Sienkiewicz.

Also, the tone will range from big adventure, to dark and gritty to downright silly from issue to issue. If you remember the old Marvel Fanfare, that is the inspiration for this series.

**Comic Box:** Creatively, couldn't it be a problem to have 50 different artists lined up for the Team-Up book?

**Bendis:** Actually, the opposite is the major reason for doing it. I live for challenges like this. Also, every artist on this book are artists I am dying to work with, even if just for an issue. Matt Wagner? Craig Russell? (John) Totleben? Are you kidding me? Bill Sienkiewicz is drawing his issue as we speak! In a million years I never thought this would happen to me.

Special thanks to Bendis for sending the translation my way. For the full interview, watch for the next issue of *Comic Box*... and bring your English/French dictionary!

Reporting From Inside The House,  
Your Man @ Marvel





THE AMAZING  
SPIDER-MAN  
HAS FINALLY  
RETURNED!

THE END  
--FOR NOW!

**THE RETURN OF  
SPIDER-MAN!  
PLUS: SPIDER-GIRL'S  
SHOCKING  
SURPRISE!**

**YOU DARE NOT  
MISS THIS ISSUE!**

**SPIDER-GIRL  
#33  
ON SALE IN  
THIRTY!**

