MARVEL
90
DEFALCO
FRENZ
BUSCEMA
ATTACK OF THE 50 FOOT
SPIDER-GIRL
LOOK, MARY JANE! SPIDER-GIRL IS OUT OF CONTROL! SHE MUST BE DESTROYED!
BUT PETER, SHE'S STILL OUR DAUGHTER!
DIRECT EDITION
ALL AGES
$2.99 US $4.25 CAN

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

Script, Plot & Pencils
Tom DeFalco & Ron Frenz

Art Finishes
Sal Buscema

Artists Emeritus
Pat Olliffe & Al Williamson

Colorist
Gotham

Letterer
VC's
Dave Sharpe

Production
Jacob Chabot

Editor
Molly Lazer

Editor In Chief
Joe Quesada

Publisher
Dan Buckley

While the adult members of the **Fantastic Five** are away on a mission to the Negative Zone, **Spider-Girl** teams up with their children against **Apox**, the cosmically-powered Omega Skrull.

A few days later, her arm is broken when she joins the new **Avengers** and a host of others to prevent **Loki**, the Asgardian god of evil, and the incredible **Hulk** from ending the modern Age of Heroes.

Meanwhile, after secretly deciding to keep the **Venom** symbiote, Normie Osborn returns to the Osborn Corporation and embarks on a new weapons program.

Spider-Girl (ISSN #1522-3655) **No. 90, November, 2005.** Published Monthly by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. **PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.**

© 2005 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. 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.

$2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) in the direct market and $2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) through the newsstand; Canadian Agreement #40668537. **Printed in the USA.** Subscription rate (U.S. dollars) for 12 issues: U.S. $27.00; Canada $37.00; Foreign $39.00. **POSTMASTER: SEND ALL ADDRESS CHANGES TO Spider-Girl, C/O MARVEL SUBSCRIPTION DEPT. P.O. BOX 30520 SALT LAKE CITY, UT 84130-0520. TELEPHONE # (800) 217-9158. FAX # (801) 208-0877. subscriptions@marvelsubs.com.** AVI ARAD, Chief Creative Officer; ALAN FINE, President & CEO Of Toy Biz and Marvel Publishing; DAN CARR, Director of Production; ELAINE CALLENDER, Director of Manufacturing; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmaimone@marvel.com or 212-576-8534. For Marvel subscription inquiries, please call 800-217-9158.

The fist suddenly cracks into your jaw and--
W-wha--?!
Uh-oh!
Looks like someone dozed off in political science class again.
Mrs. Winterhalter is practically an institution at Midtown High, but *interesting*--?
Not so much.
Lucky for you she isn't very observant, either--
--or she would have noticed your snoozefest.
Hoo-boy! You must have been out cold.
You feel completely disoriented, and you don't even remember coming to class.
To make matters worse, you have a killer migraine!
Your head feels like it's about to explode.
The pain keeps growing and spreading.
It feels like your entire body is trying to twist itself inside out and--

H-HOLY--!

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

You knew being a super hero would be dangerous when you first strapped on your dad's web-shooters.

Not only is your life often at risk--

--but you're usually stuck in a very unforgiving costume.

A costume that's suddenly looking awfully *good* to you right now.

SPIDER-GIRL INTERRUPTED!

Is there a problem, Miss Parker?

I...I've morphed into some kind of hideous *turtle creature*, Ms. Winterhalter.

We can all see that, my dear. Do you have a question for me?

W-why am I a *turtle?*

I'm afraid that's a subject for biology class. Please return to your seat.

RRRRRRING!

B-b-but... I...I'm a *turtle.*

You need to watch those catnaps, May. I'm sure they could hear you snoring in the back row.

That's it! I'm still asleep.

Are you *okay*, Mayday? You look a little stressed.

A little stressed, Davida? Gee, ya think? Why would I have any reason to feel stressed?
Could it be because I'm a freakin' TURTLE?!?

What's the big deal?
With all your secrets, it's like you're constantly hiding in a shell.

Yeah, and you always disappear into it whenever there's any sign of trouble.
Not that we're criticizing. We love you just the way you are.
You got a minute, May?

Never mind. There's no point in talking to you when you're in turtle-mode. I'll catch you later.
B-but, Chris...I...I need help.
Yeah, but I already know that I'll never get past that outer shell of yours.

You have this vague sense that something's wrong--
--but you can't put your finger on it.
You dimly recall hearing that one of your old enemies recently escaped Ravencroft, an institution for the super-criminally insane.
Who was it?
You must have investigated the breakout as Spider-Girl.
Why can't you remember?
You need to head home.
Maybe your parents can explain what's happening.
ESCH

Mom! MOM! Something horrible happened to me at school today.
I look terrible.
Don't be ridiculous, May! There's nothing wrong with you.
Come to the mirror with me.
See? You're just perfect.
You can't be serious. There is something odd about my face... and especially my eyes.
You're beautiful, hotshot. You just need to update your wardrobe. Here! This outfit was practically made for you.
Isn't this fun?
I've always wanted to dress you, but you never liked my taste in clothes.
You tracked someone to a storefront.
Was it a man or a woman?
Where was that storefront?
Why is your head still pounding?

I'm going to go upstairs and get more fashions.
Take your time.
I need to talk to Dad.
ZIP!

There he is! He's been using that crutch ever since his artificial leg was destroyed during a battle with the *Hulk**
You got a minute, dad?
Why are you at home, May?
*As shown in LAST HERO STANDING --Memory-jogging Molly

The *Hulk* recently put a lot of heroes out of commission--
--so the city needs *Spider-Girl* more then ever.
You have a *responsibility* to protect the public.
Say, you were also injured in the battle.
W-what happened to the *cast* you were wearing?

I've been listening to the radio, and there's a holdup in the Bronx.
I'll get to it, Dad.
An armored car was hijacked in Soho.
I won't fail you.
And Brooklyn's broken out in fights.
You can count on me.
And there are hate crimes in Jackson Heights.

Super-speed-- that's the ticket!
Why didn't you think of this before?
You're usually torn in so many different directions--
--and overwhelmed by all your responsibilities--
--that you never have time for yourself--
--or the people you truly care about.

You can check out every storefront in Manhattan, Brooklyn, Queens and the Bronx in a matter of minutes and--*HEYYYYY!*

This place looks *veryyyyyyy* familiar.

Of course!

It's all coming back to you now.

CLOSED

There's only one person capable of creating a nightmare as realistic as this--

Read more FREE comics on ReadComicOnline

--MISERY!
You must be slipping, Spider-Girl.
I expected you to find me hours ago.
This proves you're no match for me.
You were just lucky to beat me the last time we fought.*
You keep believing *that* story, Melissa--
--and they'll *never* release you from Ravencroft.
Melissa Carsdale used to be a popular actress.
Her career turned sour--
--so she decided to punish the world by building a machine that could create living nightmares.
*Waayyy back in the 1999 SPIDER-GIRL ANNUAL --Mind-bending Molly

If I remember correctly, your grief gizmo exploits subconscious fears.
Now that I've broken its hold over me, I just have to web you up and take you in.
ZZZZZZ
And you think I'm living in a dream world?!?
I put my time in Ravencroft to good use.

You'd be surprised at how helpful and supportive the other inmates were.
Not only did they help me add to my technology, they even gave me a few classes in the martial arts.

Okay, so you got in a lucky shot. You still don't want to fight me.
No matter what you picked up in the past few months, I have the proportional strength, speed and agility of a spider.

You were saying--?

Kai-YAHHH!

And a big BOOGA-BOOGA right back at you.

I sensed that kick the instant you started to launch it.

I know you have issues with the idea of being defeated again--

--but this fight is *over*, lady.

Do you have an attention problem?

You're destined to *lose* this fight.

My nightmares stopped being mere hallucinations when I took a page out of the cellular industry--

--and went totally *wireless!*

This is all *real*, Spider-Girl. Your body has begun to actually mutate--

--because I have devised a way to transform you into--

AARRGH!

She's lying!

She's gotta be lying.

T-this can't be real.

Can it--?!?

Read more FREE comics on ReadComicOnline

Mom! Dad! It's me...and I...I'm NOT a monster.

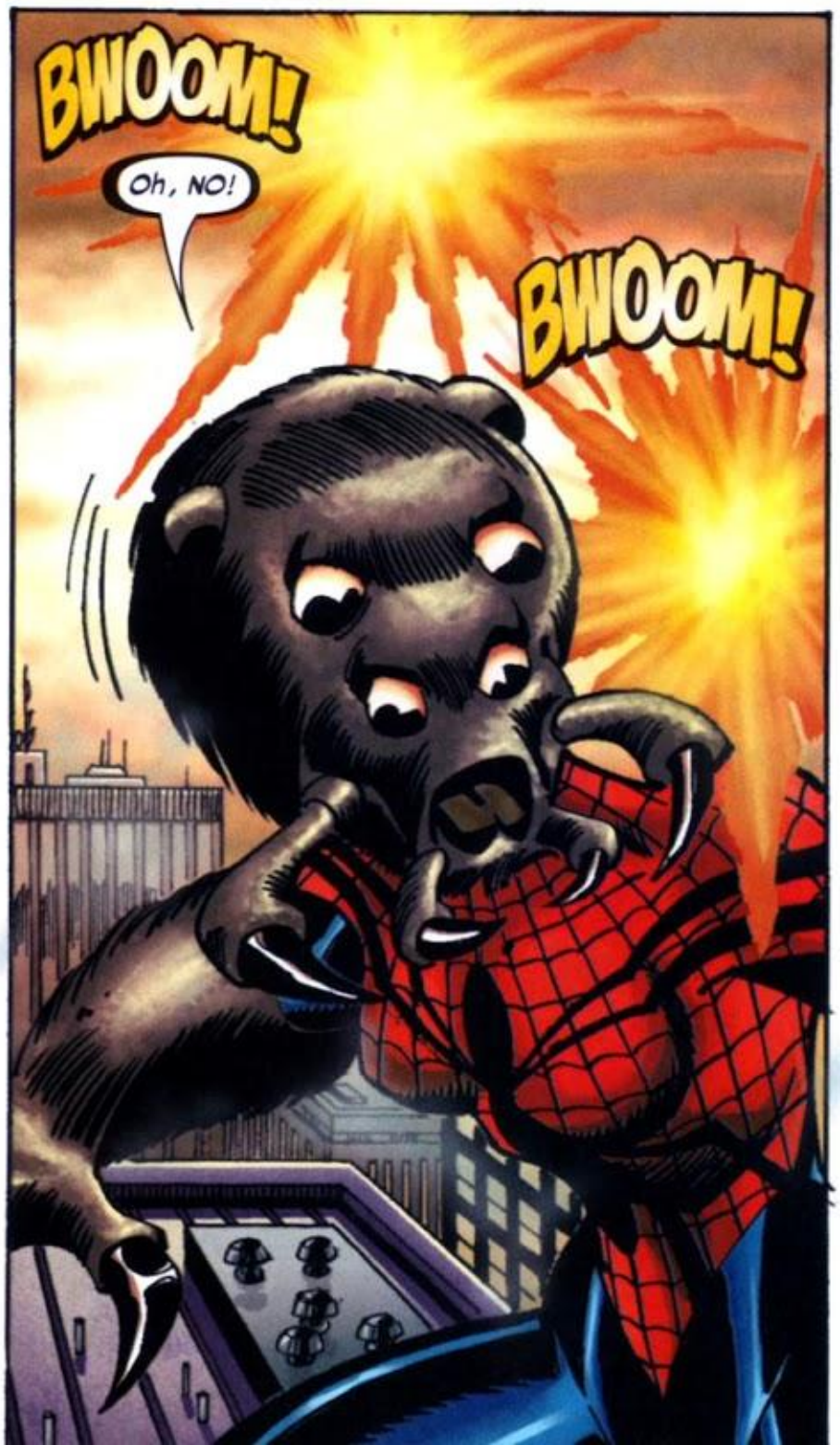
LOOK, Mary Jane!

Spider-Girl is completely out of *control!* She must be *destroyed.*

B-but, Pete, she's still +choke+ our daughter.

And Mayday had the nerve to complain just because she was a turtle.

Some people don't know when they have it *good.*



+UGGGN!+

RUN!

She's coming down! Her death throes could take out the entire neighborhood.

W-who are you?

Someone who has always been watching over you.

Now you listen to me, young lady...*you're no quitter!*

You're a lot tougher than you think. You will always have the strength of mind and character to *live*...

...to *fight*...

...and to *win!*

I...

I recognize you now.

Good, because you must never forget that your name is May "Mayday" Parker--

--and you are the daughter of *SPIDER-MAN!*

Give me a break!
I know you're a big sap, but even you couldn't have fallen for that cornball speech.
It's easy to criticize...but there are times when hokey works.

Bah! Nothing can save you now, Spider-Girl.
I control your entire universe, and I'm going to squash you like the bug you are.
Talk about trite and cliché.
Who writes *your* dialogue, Melissa?

You're going to die, Spider-Girl. The only question is how much you suffer.
I might end your life quickly...*if you beg nicely.*
Y'know, I am truly impressed that you managed to say that with a straight face.

A lot of actors couldn't have gotten away with it.
Do me a favor, Melissa--
--and *SMILE for the camera!*

KEEE-RASSSH!

Oh, no! NO! This can't be happening.

You'll ruin *everything* if you beat me again.

At last! I'm finally awake...*for real!*

I should have realized that our last confrontation was just another hallucination--

--because I've been wearing a cast for the past couple of weeks.

You must have zapped me and stuck me in your grief gizmo shortly after you escaped *Ravencroft.*

THAPPP!

A hearty dose of *impact webbing* will keep you on ice until the police arrive, but I have to ask...

Did you deliberately target me or did I just stumble into your trap by accident?

I-it was my agent's idea. *Honest!*

He got me a major advance for my autobiography, but he said I needed a bigger *ending.*

You want a really big one?

Try to escape.

Please!

I'm begging *nicely.*

A few hours later...
May... dinner!

She never misses a meal. What's she doing up there?
I...I'm not sure...but she did ask me where you kept your old photos.

NO.
NO.
NO.
NO.
Nice hair, dad.
NO.
NO.
NO.

Ahhhh-- that's the one I want!
I knew I recognized my guardian angel.

She died before I was born, but Dad certainly has enough pictures of her around the house--
--and he's often told me about that speech she once gave him.

I'm real proud to be named after his beloved Aunt May.

She's just the kind of woman I hope to become someday.

MAYDAY'S MAILBOX

Mayday's Fashion Parade
We want to publicly thank Carmen Zene, Ming Ming Lei and Jocelyn Bravo who all attend PS 124 in Brooklyn, New York for contributing the three terrific fashions that Mary Jane tried on Mayday this issue. Way to go, ladies! There's a future in the fashion world for all three of you. If anyone else wants to contribute fashions for Mayday to wear (we're ***not*** looking for new costumes for Spider-Girl), please feel free to send us your designs!

Dear Marvel,

I very much enjoyed the last three issues of SPIDER-GIRL. I was one of the people who read the all too short-lived FANTASTIC FIVE series, so I was glad to see the cast of that book featured so prominently in this story. Certainly I am happy to see some of the subplots from that book picked up here, with Reed Richards finally fixing the tear in space and freeing the Invisible Woman. And it was unusual to see Kristoff as what you would call an auxiliary member of the team, wearing both Dr. Doom's armor and an FF uniform. I wonder how Ben Grimm and Johnny Storm feel about Kristoff (and his wardrobe choices), considering the long years the original Doctor Doom was the arch-foe of the FF.

Apox the Omega Skrull was an interesting antagonist. Often the Skrulls are written as kind of wimpy little green men who get beat pretty easily by the FF and Avengers. Having a Skrull who possessed the powers of the Silver Surfer, and who could fight most of Earth's heroes to a standstill, was a refreshing change of pace. And I like the look of the character, presumably a Ron Frenz design.

The scene between Mayday and Moose in SPIDER-GIRL #86 had a lot of emotion. Reading the early issues of Spider-Girl in the digest collections, Moose came across as a Flash Thompson clone. He's much more interesting since DeFalco fleshed him out. Moose is now a character you actually find yourself caring about, something I never expected to happen. And as for the subplots with Sandra and Normie*ULPP* I foresee some ominous stuff on the horizon.

I turned 29 years old at the end of June. But, I have to say, I felt like a teenager again when I got to page 11, where Ben Grimm declared "It's clobbering time" and punched Apox clear across the room. Nowadays, not too many series manage to bring back the excitement I used to feel when I read super hero comic books. But SPIDER-GIRL is definitely one of them.

I had the same reaction to the LAST HERO STANDING miniseries. Some people on message boards were posting that it was too "silly" and "simplistic." I disagree. It may not have had the most original or sophisticated plot in the world, but it was definitely a lot of fun. It reminded me of how much I enjoyed Tom DeFalco's writing on THOR and THUNDERSTRIKE way back when. It was also a fitting tribute to one of my all-time favorite Marvel heroes, Captain America.

I hope that LAST HERO STANDING had good sales figures. I would really like to see an A-NEXT or F5 miniseries in the near future. Barring that, I hope we can see those characters appear again in SPIDER-GIRL. You could try running a 5-page back-up featuring J2 or Wild Thing, like there used to be in their books, and see how that goes over. Thank you for your time and attention. I look forward to future issues.

Ben Herman
Hartsdale, NY

Be careful what you wish for, Ben... because it could end up costing you some serious money in the next year or so.

Hey Tom,

After a lot of searching, I finally tracked down the first issue of LAST HERO STANDING and read the whole five-parter. Now THIS was old School Marvel Action! I haven't read a major event story (that brought out the whole Marvel Universe cast) that I enjoyed so much in years! It reminds me how much I LOVE the Marvel Universe as a whole!

I just finished reading SPIDER-GIRL #88 a few minutes ago. It's nice to see a heartwarming story like this. I'm happy that in the end May's powers were truly essential in saving Manhattan. Her abilities gave her a unique chance that no one else had. I finished it in an upbeat mood and had forgotten about Howard Kavanaugh's little scene early in the issue. Then I remembered that scene and the cover of next issue. I'm pretty sure I know what that cover implies.

John Dillon
Sedalia, MO

We wish all our stories could end happily, John. Unfortunately, there are too many situations like the one between Sandra and Howard...

Dear Tom and Crew,

I am a new SPIDER-GIRL reader, and I wanted to let you know how much I am enjoying your book. I just finished the three-part "Family Business" saga and I loved it! This story had a very old-school storytelling flavor that I feel is missing in most comics being produced today. Knowing very little of the Spider-Girl universe, I felt right at home from the first page of issue #86 as I followed Mayday Parker. It was wonderful to see how she stumbled onto an epic cosmic battle while going about her normal day.

Some might call all it corny, but I loved Apox the Omega Skrull and his jazzy dialogue! I have not read such villainous repartee in such a long time. The only thing better than seeing the fight between him and the Fantastic Five was hearing him talk!

As far as the action, it was truly fantastic (pardon the pun)! The pacing of the story was good, from the other MC2 heroes trying to stop Apox, to the fight with Apox and the F5 and then with Mayday going after Apox on her own when she knew she was the only person standing in Apox's way in his quest to kill the older members of the F5. And to make things worse, the clock was ticking since there was a solar bomb threatening to destroy Manhattan!

The conclusion story was excellent with not only the reunion of the original F5, but with Franklin and his parents. It was good to see Reed use Apox's Power Cosmic to fix the rip in reality and his scarred face as well.

The subplot with Normie Osborn embracing the Venom symbiote and his Goblin family legacy is a bit creepy. It is interesting to see where this will go (which could be nothing good). The interlude with Howard and Sandra appears to be a set-up to a problem Mayday may have to deal with without the help of Spider-Girl.

If I had to find a downside to the story, it would be that SPIDER-GIRL is currently our only window into the MC2 universe. It is a shame that the rest of the MC2 characters have to be cramped into the pages of Spider-Girl. I am sure it is a painful juggling act to make sure all the important characters get enough "screen time" without taking the focus away from the star of the book. Hopefully we could get a companion book soon which could focus just on the other characters that make this universe so appealing and fun to read.

Daniel D. Gordon
Detroit, MI

Daniel, if you would like to see more MC2 titles, convince all your friends and family to buy SPIDER-GIRL every month. If we can get more readers, it'll be a lot easier to convince the powers-that-be to add a few more books to our stable.

Thanks for being there!
Tom D.

MOLLY LAZER
EDITOR

JOE QUESADA
CHIEF

E-MAIL:
MHEROES@ MARVEL.COM
MARK E-MAIL "OKAY TO PRINT"

SPIDER-GIRL c/o MARVEL COMICS
417 FIFTH AVE., NEW YORK, NY 10016
IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED PLEASE LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.

NEXT ISSUE:

"THE SINISTER SECRET OF THE SPIDER SHOPPE"

At that very moment, somewhere across town...

The city's been easy pickings ever since the *Hulk* went nuts.

Yeah, we're cleaning up while the "*masks*" are still licking their wounds.

OSBORN CHEMICAL CO.

OSBORN CHEMICAL CO.

OSBORN CHEMICAL CO.

The so-called "*masks*" may be the least of your worries, gentlemen.

You should have chosen a different target.

The *Osborn Corporation* is under my protection.

Not that I'm *complaining*.

You're giving me an opportunity to *exercise*...and *practice*.

Read more FREE comics on ReadComicOnline

NO PARK ING
Thank you, gentlemen.
That was quite invigorating.

I need to hone my talents before the so-called "masks" return to active duty.
The next few months should prove very interesting for us all.

I know you're unconscious and can't hear me, but an ambulance will soon carry you to the nearest emergency room.
Your hospital bills will all be paid... courtesy of Norman Osborn.
THE END... for now!

DC Babes

Another fine DCP scan