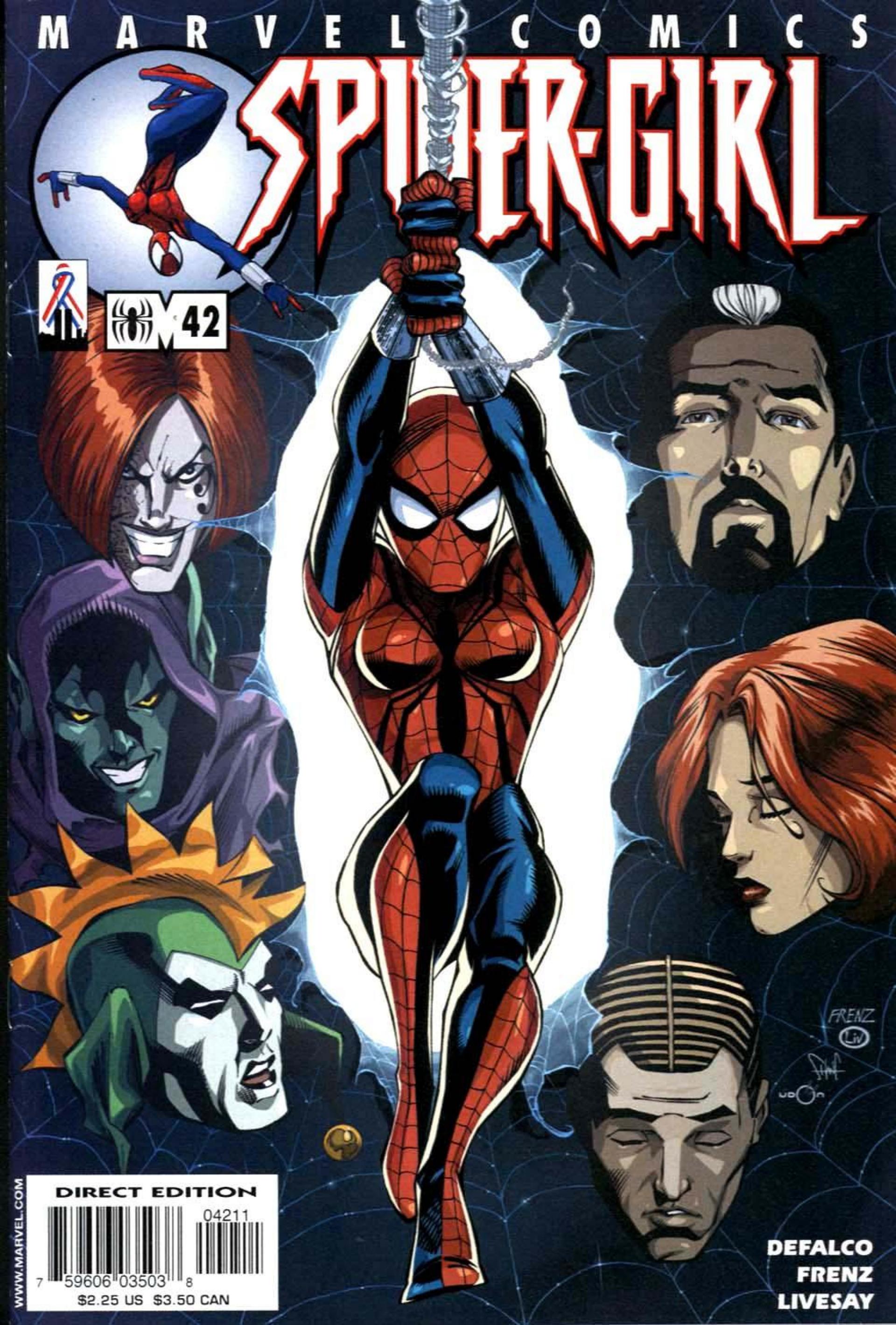


MARVEL COMICS

# SPIDER-GIRL



M42



DIRECT EDITION

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\$2.25 US \$3.50 CAN

DEFALCO  
FRENZ  
LIVESAY

# MOTHER'S DAY!

SHE IS CALLED  
ANGEL FACE--

--AND UP UNTIL RECENTLY, SHE  
RESIDED IN RAVENCROFT, AN  
INSTITUTION DEVOTED TO THE  
STUDY AND INCARNATION OF  
THE CRIMINALLY INSANE.

AS MUCH AS I ENJOY  
THE EXERCISE, I DO  
WISH YOU WOULD JUST  
ANSWER MY QUESTIONS--

--AND HELP ME  
FIND THE PEOPLE  
WHO MURDERED  
MY SON!

A-ARE YOU  
CRAZY? WE  
GOT NO IDEA  
WHAT YOU'RE--  
=ARRRKKK=

PLEASE  
WATCH YOUR  
LANGUAGE!

A TRUE  
GENTLEMAN  
NEVER USES THE  
"C" WORD--

--ESPECIALLY  
WHEN HE'S IN THE  
PRESENCE OF A  
LADY WHO'S  
WEARING A  
STRAIGHT-  
JACKET!

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WHY DON'T YOU  
TAKE A LITTLE  
BREAK, MOM?

THIS IS OUR FOURTH  
RAID SINCE I FREED  
YOU.

HEY, FUNNY FACE  
--WHY ARE YOU  
BUSTING UP MY  
GANG?!

THAT'S VERY  
THOUGHTFUL,  
DEAR--

-- BUT I CAN  
ALWAYS RELAX  
AFTER WE  
AVENGE YOUR  
BROTHER.

A WEEK  
AGO, YOU  
CONVINCED  
ME TO  
THROW IN WITH  
CANIS IN HIS  
WAR AGAINST  
THE KINGPIN.  
  
I THOUGHT  
WE WERE  
FRIENDS.

SORRY,  
SWEETUMS--

-- BUT THE  
SITUATION HAS  
CHANGED.

FUNNY AND I  
COULDN'T CARE  
LESS ABOUT YOUR  
SILLY GANG  
WAR.

WE DON'T CARE  
WHO RULES THE  
UNDERWORLD.

WE JUST  
WANT TO GET  
OUR HANDS  
ON THE  
PEOPLE WHO  
KILLED  
CRAZY  
EIGHT!

WE'RE GOING  
TO TEAR THIS  
CITY APART UNTIL  
WE FIND MISTER  
NOBODY AND  
THAT LITTLE  
WITCH CALLED--

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!

IT'S GOOD TO HAVE YOU HOME, MOM.

I'LL BET YOU HAD YOUR FILL OF HOSPITAL FOOD.

YOU JUST TRY TO RELAX, MARY JANE.

MAY AND I WILL HELP YOU INTO BED.

THAT WON'T BE NECESSARY, PETER.

THERE'S NOTHING WRONG WITH MY LEGS.

YOUR NAME IS MAY "MAYDAY" PARKER, AND YOU ARE THE DAUGHTER OF THE ORIGINAL SPIDER-MAN.

BUT IT'S YOUR MOTHER WHO CONCERN'S YOU NOW.

SHE'S PREGNANT AND SUFFERING FROM SERIOUS MEDICAL COMPLICATIONS.

BUT SHE'S GOING TO BE FINE. JUST FINE!

SHE'S NOT GOING TO DIE LIKE--NO! YOU DON'T WANT TO THINK ABOUT HIM AGAIN.

YOU AREN'T RESPONSIBLE FOR WHAT HAPPENED TO CRAZY EIGHT.

IT WASN'T YOUR FAULT.

IT WASN'T.

**TOM DeFALCO & RON FRENZ**  
Script, Plot & Pencils  
**LIVESAY**—Inker

**JOHN WORKMAN**—Letterer  
**CHRISTIE SCHEELE**  
with **HEROIC AGE**—Colorist  
**YOUNGQUIST** and **SUMERAK**  
Assistant Editors  
**TOM BREVOORT**—Editor  
**JOE QUESADA**—Editor in chief  
**BILL JEMAS**—President

WH-WHAT ARE  
YOU DOING,  
MARY JANE?

THE DOCTOR  
SAID THAT  
YOU NEED TO  
TAKE IT EASY  
FOR THE  
NEXT FEW  
MONTHS.

I KNOW,  
PETER.

I  
KNOW.

BUT I  
CAN STILL  
CLIMB INTO  
BED BY  
MYSELF.

I WISH  
YOU'D LET US  
HELP YOU.

RR/ING

RR/ING  
RR/ING

FINE.

YOU CAN  
ANSWER  
THE PHONE.

OKAY.

I KNOW  
WHEN I'M  
BEATEN.

YOU SURE YOU  
DON'T WANT ME  
TO RESCHEDULE?

PLEASE, PETER  
... GO... FOR THE  
SAKE OF OUR  
MARRIAGE.

HELLO  
--?

HEY,  
UNCLE  
PHIL...

THAT'S  
ONE OF THE  
THINGS I LOVE  
ABOUT YOU.

NOW  
GIVE ME A  
KISS, AND GO  
OFF TO YOUR  
MEETING.

I'M GLAD TO HEAR YOUR  
MOTHER'S FEELING BETTER,  
BUT THAT ISN'T THE ONLY  
REASON I CALLED.

NORMIE AND I  
NEED YOU TO  
STOP BY THE  
WEB SITE,  
MAY.

SOMETHING  
IMPORTANT HAS  
COME UP.

CAN IT WAIT,  
UNCLE PHIL?

I WAS PLANNING  
TO STICK AROUND  
THE HOUSE AND --  
OH!

H-HE'S ON A  
RAMPAGE?

I'LL BE  
RIGHT  
THERE.





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FUNNY FACE  
TOLD HIS MOTHER  
ON ME?!

Y-YOU'RE  
KIDDING,  
RIGHT?

I COULDN'T BE MORE SERIOUS, AND I'M ASHAMED TO ADMIT THAT I NEVER EVEN REALIZED THAT THERE WAS A CONNECTION BETWEEN HIM AND ANGEL FACE--

--UNTIL HE HOSPITALIZED OVER A DOZEN PEOPLE WHILE BREAKING HER OUT OF RAVENCROFT.

YEAH...  
OKAY... BUT I  
STILL DON'T  
UNDERSTAND  
WHY THIS  
CONCERN'S  
ME.

LISTEN TO ME  
AND NORMIE,  
KIDDO...

YOU DON'T  
WANT TO GO  
MESSING WITH  
ANGEL FACE  
ON YOUR OWN.

MISTER  
NOBODY  
IS THE ONE  
WHO SHOT  
CRAZY  
EIGHT.

DO  
THE  
MATH,  
MAY...

YOU TOLD  
US YOURSELF  
THAT FUNNY  
FACE BLAMED  
YOU FOR HIS  
BROTHER'S DEATH.

I HEAR YOU, UNCLE PHIL...  
AND I'LL BE GLAD TO LEAVE  
HER FOR SOME OTHER  
COSTUMED HERO.

THAT'S NOT  
WHAT I  
MEANT, MAY.  
LISTEN, I  
KNOW YOU'RE  
STILL  
SHAKEN ABOUT  
CRAZY  
EIGHT--

WHOA! THIS  
ISN'T ABOUT  
HIM.

I-IT'S MY  
MOM...

S-SHE  
NEEDS ME  
NOW.



HER NAME IS JESSICA DREW, AND SHE WAS ONCE THE COSTUMED HERO CALLED SPIDER-WOMAN.

BUT THAT WAS A LONG, LONG TIME AGO...

LIKE MANY OTHER MOTHERS, SHE NOW SPENDS THE MAJORITY OF HER TIME WORRYING ABOUT HER SON...

J-JULIA?

JULIA CARPENTER ?!

WH-WHAT ARE YOU DOING IN NEW YORK-- AND HOW ON EARTH DID YOU FIND ME?

YOU DIDN'T MAKE IT EASY FOR ME, JESSICA.

BY THE WAY, I ASSUME YOU REMEMBER PETER PARKER.

BUZZZZ

I-IS THAT REALLY YOU, PETER?

I ACTUALLY TRIED TO CALL YOU A FEW WEEKS AGO.



HIS NAME IS  
GERALD DREW.  
(IT WAS LEGALLY  
CHANGED AFTER  
HIS MOTHER  
DIVORCED HIS  
DAD.)

THOUGH HE IS THE SON OF  
THE VERY FIRST SPIDER-  
WOMAN (THERE WERE  
THREE OTHERS), HE HAS  
PATTERNEDE HIS COSTUMED  
IDENTITY AFTER THE  
ORIGINAL SPIDER-MAN.

RUMOR  
HAS IT THAT  
FUNNY FACE  
AND HIS MOM  
DROPPED IN TO  
SEE YOU BOYS  
A FEW HOURS  
AGO.

WHAT  
DID THEY  
WANT, AND  
WHERE  
DID THEY  
GO?

C'MON,  
BOYS--I'D  
REALLY LIKE  
TO CATCH THEM  
BEFORE MY  
DINNER BREAK,  
BUT THAT WON'T  
HAPPEN UNLESS  
YOU GIVE ME  
YOUR FULL--

YOU SHOULD  
RAISE YOUR  
HAND BEFORE  
LEAVING THE  
ROOM.

HEY!  
WHERE  
ARE YOUR  
MANNERS?

I...I'M STILL  
HURTING FROM  
MY LAST BEATING.

P-PLEASE,  
MAN--GO  
EASY  
ON ME!

I CAN  
VOUCH  
FOR  
HIM...

BUT IT'S SOMEONE  
ELSE WHO CONCERNNS  
HIM NOW.

THAT MAN IS OBVIOUSLY TERRIFIED OF YOU, SPIDER-MAN--

--AND HE HAS NO REASON TO PROTECT THE FACES.

PUT HIM DOWN... AND STOP WASTING EVERYONE'S TIME.



Y-YOU'RE DARKDEVIL!

WHAT GAVE ME AWAY--THE INITIALS ON MY COSTUME OR THE FLAMING BILLY STICK?!





UNACCEPTABLE!

THIS...THIS RAMPAGE BY ANGEL FACE AND FUNNY FACE...IS MAKING IT VIRTUALLY IMPOSSIBLE TO CONDUCT BUSINESS.

WE'RE LOSING MILLIONS EACH DAY.

YOU THINK WE GOT IT BAD, CANIS IS BLEEDING FROM AN OPEN VEIN.

BAH! THIS GANG WAR WILL RUIN US BOTH.

MISTER NOBODY, I HOLD YOU PERSONALLY RESPONSIBLE FOR THIS TURN OF EVENTS. I DID NOT AUTHORIZE ANY HIT.

HOLD IT, KINGPIN. I TOLD YOU IT WASN'T MY FAULT.

I WAS AIMING AT THE NEW SPIDER-MAN, BUT SPIDER-GIRL RUINED MY SHOT.

SHE'S THE ONE WHO REALLY KILLED CRAZY EIGHT.

I WILL DEAL WITH HER...AT THE APPROPRIATE TIME.

YEAH.

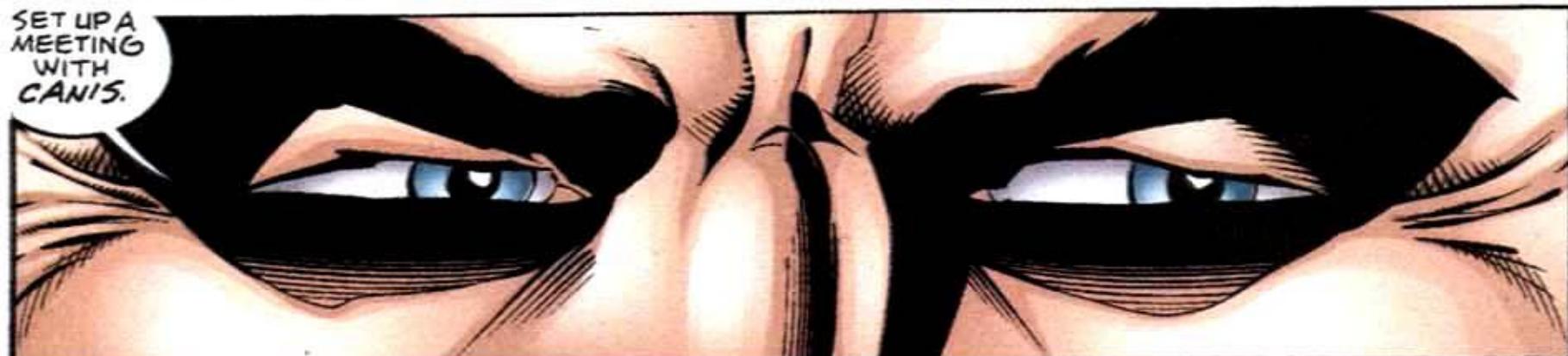
THAT'S ALL I'M SAYING.

SO...UHHHHH... WHAT DO YOU WANT ME TO DO ABOUT FUNNY FACE?

NOTHING... AT PRESENT.

SINCE THE ENEMY OF MY ENEMY IS ALSO MY FRIEND, WE MAY BE ABLE TO TURN HIS RECENT ACTIONS TO OUR ADVANTAGE.

SET UP A MEETING WITH CANIS.



SO WHAT DO YOU SAY WE TEAM UP?

LIKE DAREDEVIL AND THE ORIGINAL SPIDER-MAN.

C'MON-- IT'LL BE FUN!

NOT INTERESTED.

I'M DESPERATE, MAN.

I DON'T THINK I CAN HANDLE FUNNY FACE AND ANGEL FACE WITHOUT BACKUP.

BE A BUD! I COULD REALLY USE AN ASSIST.

ON ONE CONDITION...

ANYTHING!

STOP TALKING.

NO PROBLEM!

I'LL BE QUIET AS A MOUSE.

YOU WON'T HEAR A WORD FROM ME.

NOT A SINGLE WORD.

WHY NOT?  
I KNOW YOU'VE HELPED SPIDER-GIRL IN THE PAST.

BUT IT'S MY FAULT THEY'VE GONE WHACKO.

CRAZY EIGHT DIED BECAUSE SPIDER-GIRL SAVED ME.

'CAUSE SHE'S A BABE, RIGHT?



WHERE DOES  
YOUR DUTY  
LIE?

OKAY, SO MAYBE YOU DO  
FEEL A LITTLE RESPONSIBLE  
FOR WHAT HAPPENED TO  
CRAZY EIGHT...

DOES THAT MEAN YOU'RE REQUIRED  
TO RISK YOUR NECK AGAINST HIS  
NUTTY BROTHER AND EVEN  
NUTTIER--

OH, GOD!





I-IT'S SO UNFAIR!

MY POOR GERRY NEVER HAD A CHANCE--AND IT'S ALL MY FAULT!

YOU CAN'T BLAME YOURSELF, JESSICA.

CAN'T I? HE WAS BORN WITH A RARE BLOOD DISEASE THAT CERTAINLY DIDN'T COME FROM HIS FATHER.

"I JUST WANTED HIM TO GET BETTER. THAT'S WHY I TRIED TO RECREATE THE EXPERIMENT THAT MADE ME SPIDER-WOMAN."

"I THOUGHT IT COULD... I DON'T KNOW... SUPER-CHARGE HIM."

"THAT PART MUST HAVE WORKED, BECAUSE HE DID GAIN MOST OF MY SPIDER-POWERS."



"I USED TO READ TO HIM WHILE HE WAS TRAPPED WITHIN THAT MISERABLE TUBE... STORIES ABOUT THE WORLD'S GREATEST SUPER HEROES AND THE AMAZING THINGS THEY DID."

"ONCE WE REALIZED HE'D NEVER BE CURED, HE DECIDED TO PUT HIS NEW POWERS TO USE."

"HE WANTED TO LIVE HIS REMAINING DAYS TO THE FULLEST."

"WHAT COULD I SAY?"

LISTEN, I TALKED TO REED RICHARDS OF THE FANTASTIC FIVE. HE BELIEVES HE KNOWS SOMEONE WHO MAY BE ABLE TO HELP YOUR SON.

YOU DID YOUR BEST, JESSICA.

"HE BELIEVES SOMEONE MAY"-WE'VE HEARD IT ALL BEFORE, PETER.

HOW CAN I ASK GERRY TO TRADE HIS DREAM FOR VAGUE POSSIBILITIES.

YOU CAN'T... BUT I KNOW SOMEONE WHO CAN.



OKAY, SO YOU NEED TO SCROUNGE UP SOME BACKUP BEFORE CHALLENGING THE FACES.

YOU COULD CALL THE AVENGERS OR THE F5, BUT THIS REALLY ISN'T THEIR KIND OF--UH-OH!

SOMETHING IS FLYING OVERHEAD, AND CAUSING YOUR SPIDER-SENSE TO Tingle.

NO PROBLEM.

THE MAN CALLED NOVA IS JUST PATROLLING THE CITY LIKE--HEY!

DIDN'T HE ONCE --YEAH!!

YEAH!



HEY,  
GUYS!

I FINALLY  
FIGURED OUT  
HOW WE CAN  
BEAT THE  
FACES.

YOU GONNA  
FILL US IN,  
OR--

I'LL EXPLAIN  
ON THE RUN,  
UNCLE PHIL.

DO YOU STILL  
HAVE THAT WARE-  
HOUSE WHERE I  
USED TO TRAIN  
WITH THE  
LADYHAWKS?

UHHH...  
YEAH.

COOL--  
WE'RE GOING  
TO NEED IT...  
AND THE  
LADYHAWKS.

THE  
LADYHAWKS  
--?!

I ASSUME  
YOU CAN  
REACH  
THEM.

S-SURE,  
BUT...

CALL  
THEM--  
NOW!

ANYTHING  
FOR ME  
TO DO?

LOG ON THE  
INTERNET,  
NORMIE, AND  
PULL OUT YOUR  
ROLODEX...

WHAT'S  
THE  
DEAL,  
HUH?

WHY  
HAVE  
YOU BEEN  
AVOIDING  
ME?

WHAT'D  
I DO?

H-HAVE  
YOU SPOKEN  
TO PARKER  
RECENTLY?

NO -- NOT REALLY --  
BUT C'MON, ALREADY,  
NANCY -- WHAT DOES  
PARKER HAVE TO  
DO WITH US?!!

DON'T  
TELL ME YOU'RE  
JEALOUS! I MEAN,  
LIKE, I NEVER  
SAID WE WERE  
EXCLUSIVE OR--

I...UHHHH...I'M  
SORRY, NANCY...  
BUT I'VE REALLY  
GOT TO TAKE  
THIS CALL.

IS IT  
PARKER--  
OR ONE OF  
YOUR OTHER  
BIMBETTES?  
?

NANCY,  
DON'T--

GOODBYE,  
JACK  
JAMESON!

YOUR  
TIMING  
COULDN'T  
BE WORSE,  
RICHIE.

SORRY,  
MAN...

...BUT WE JUST  
GOT AN INTRIGUING  
E-MAIL FROM  
SPIDER-GIRL--

SLAM

M

L

A

S

T



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WELCOME  
TO THE  
PARTY,  
BUZZ!

I DON'T  
KNOW HOW  
WELL-VERSED  
YOU ARE IN  
SUPER-HERO  
LORE...

...BUT THERE  
USED TO BE A  
TEAM OF  
TEENAGE  
HEROES WHO  
FOUGHT THE KINDS  
OF CRIMES  
THE MORE  
ESTABLISHED  
GROUPS  
WOULDN'T  
TOUCH.

THEY  
WERE  
CALLED  
THE NEW  
WARRIORs.

OH,  
MAN!  
OH,  
MAN!

DESPERATE  
TIMES CALL FOR  
DESPERATE  
MEASURES.

CONGRATULATIONS,  
GUY! YOU'VE BEEN  
INVITED TO JOIN--  
--THE EVEN NEWER  
WARRIORs!

THE  
END...  
FOR  
NOW!

# SPIDER-GIRL

Stop us if you've heard this one before: With great power, there must also come great responsibility. You, the readers of SPIDER-GIRL, possess great power: Heck, the strength of YOUR voices alone saved this series from cancellation! But your unswerving responsibility as readers is to let us know where we stand. Do you agree with the direction of the series? What, if anything, would you change? Even if you love what we're doing, write in and let us know! We promise not to let it go to our heads.

Now, on to this month's missives ...

Dear Marvel,

I'm 11 years old, and I love comics. All I read are Marvel comics — and when I get older, I want to be a writer for Marvel. Right now, I'm making my own storyboards with characters I've made up. Please keep us the good work (especially on SPIDER-GIRL)!

Alex Krzymowski  
Florida, NY

Who says kids today don't read comics?

To whom it may concern,

I've been reading SPIDER-GIRL for some time, and I just want to give you some ideas, like most readers. I was thinking of Nancy Lu, and how good it would be having powers. So I'm thinking since her power is telekinetic like Marvel Girl of the X-Men, I figure she can call herself "Chi" — which is the Chinese word for willpower, because she can move objects with her telekinesis, the power of her mind and will! And her costume can be of Chinese design; the colors can be red and yellow, which are China's primary colors. And as for another dangerous new female enemy, her name is Waterfall. She is Hydro-Man's daughter; like him, she can change to water! Also, we haven't seen Darkdevil in recent issues. I hope to see a lot of Darkdevil soon!

Franklin Soto  
Newark, NJ

Keep putting pen to paper, Franklin and Alex — there's always room for a couple more ideas men here at The House! Regarding Darkdevil: Was this issue soon enough for you, Franklin?

Dear Matt & Tom,

The creative team you guys put in place on SPIDER-GIRL is hands down one of the best in the business. Too many times, great characters lack input from a fertile mind, but not this time. Tom DeFalco really hit a home run with both the MC-2 Universe and SPIDER-GIRL.

May Parker is someone very easy to relate to and has all the problems a normal teenager goes through. Everything from relationship problems, school, parental guidance and web-swinging. Now, I realize the latter is not common to everyone, which makes SPIDER-GIRL one of the best titles on the racks today.

MARC SUMERAK & JEFF YOUNGQUIST  
ASSISTANT EDITORS

TOM BREVOORT  
EDITOR

JOE QUESADA  
CHIEF



## NEXT ISSUE:



**IN TWO WEEKS: THE ORIGINAL SPIDER-MAN! THE NEW NEW WARRIORS!**  
**WITNESS A MAJOR TURNING POINT IN THE LIFE OF OUR WONDERFUL WEB-STUNNER, AS MAYDAY MUST MAKE THE MOST CONTROVERSIAL DECISION OF HER YOUNG CRIMEFIGHTING CAREER TO AVERT ALL-OUT GANG WARFARE! SPIDER-GIRL #43 SWINGS INTO STORES JAN. 16 COURTESY OF TOM DEFALCO, PAT OLLIFFE AND AL WILLIAMSON!**

I'm really enjoying the whole Brad Miller/Jimmy Yama/Nancy Lu triangle. Judging by the last page, it looks like Uncle Phil got a whooping from Funny Face and Crazy Eight. So much to talk about and so little time. It's no wonder the secret is out and now everyone knows SPIDER-GIRL rocks!

Robert Acquarulo  
New Haven, CT

You've given our regular squad your seal of approval, Robert. Now let us know what you thought of this issue's fabulous fill-in by storied scribbler Ron "SPIDER-GIRL's Amazing" Frenz and the inker known only as Livesay.

Jeff Youngquist  
Assistant Editor

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