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THE DAUGHTER OF SPIDER-MAN®

SPIDER-GIRL®

OOPS!



ALL AGES



DIRECT EDITION

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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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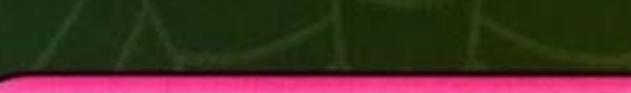
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During an encounter with *Kaine*, *Spider-Girl* experiences one of his precognitive flashes and sees herself being murdered by a member of the crime cult called the *Scriers*.



After many *Avengers* are injured in battle, *Tony Stark* recruits some old soldiers to aid the team.



Having learned that *Normie Osborn* may be harboring the *Venom* symbiote, the *Avengers* attempt to take him into custody.

A panel showing Scarlet Witch using her magic to zap a man in a suit, identified as Tony Stark's unnamed bodyguard.

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AND YOU DON'T MESS AROUND WITH JH!

You've always referred to him as *Fred* because you never knew his real name.

He's a living powerhouse who works for *Tony Stark*, a multi-gazillionaire who was once the legendary *Iron Man*.

Creature must be subdued.

Keep SPIDER-GIRL off my back.

And he just went berserk and took out some of Earth's Mightiest Heroes--*Mainframe*, *J2*, *Hawkeye*, the *Scarlet Witch*, *Ant-Man*, *Raptor* and the *Green Goblin*--in a matter of moments.

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

At times like these you almost wish you'd inherited an old *Chevy*--

Tony Stark MURDERED me!

--instead of a pair of web-shooters and some rather amazing spiderlike powers.

Guy's pretty chatty for a corpse.

I don't care if he's a zombie, a robot or some other freak of nature or science.

We've got to stop him before he accidentally kills somebody.

WE--?! What you mean WE, web-girl?







On some subconscious level,
you realize you fear the answers
far more than any super-menace.

Gotcha!

Thanks,
but FYI--

--don't
DISTRACT
us when we're
at WORK!

Y'know, I
could still
drop you.

Yesssss,
but we suspect
heroes don't drop,
either.

At that very moment,
across town at
Avengers Mansion...

Your ringers
should have
stayed *retired*,
Stark.

They weren't
ready to return
to the field.

What's with your bodyguard,
anyway? Why would Wanda's
hex drive him crazy and
send him after you?

Is he some
kind of robot
or android?

And, top
priority, how
do we stop
him?

I...I'm not
sure that's even
possible, Stinger.

C'mon, I know
you. You build a
fall-safe into
everything.

What's his
story, Stark?
What haven't
you told us?

H-he is both
my greatest
success...

...and my most
tragic failure.

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Everybody okay? I'm practically invulnerable, and my head's still rattling from the punch Mr. Mysterious gave me.

Everyone seems to have survived, J2...except for poor Mainframe here.

Can't he be rebuilt or something?

Actually, Goblin... I just had to upload my programming into one of my backup bodies.

Yeow! You could have spared me a little grief if you had told me about that little trick of yours.

There is much we don't know about each other, Hawkeye.

Need a lift to your glider?

Nah, I got a remote control.

Look, I know Stark shoved me, the Witch, Ant-Man and his psycho bodyguard down your throats.

Based on the way things worked out, it was obviously a bad idea--

--but we still need to get past it and at least try to work together.

I may not be the sharpest pencil in the box, but I think what you really mean is--



Just then, at the allegedly abandoned amusement park that actually serves as the secret headquarters for a government super-team...

Big Man--
Quickwire--
have either of you
seen Raptor?

I haven't been
able to find her ever
since I asked her to
keep an eye on her
fiancé, Norman
Osborn.

She's a good
kid, Agent Weadon.
I'm sure she's just
following your orders
and will return as soon
as she has something
substantial to report.

Unless she
ditched us
and returned
to crime.

That would be
very unfortunate...
for us all.

There are those
who'd love an excuse
to shut us down.

Not everyone
believes the government
should be employing
former criminals.

By the
way, Kaine also
appears to be
missing. Where
is he?

An alley in south
Brooklyn...

I knew you
Scriers had a
nest in the area.
It was only a
matter of time
before I found
it.

You can save
yourselves a visit
to *Planet Pain* by
telling me why you've
targeted *Spider-Girl*.

Are you
insane,
Kaine?

She means
nothing
to us.

LIAR! I
have seen
the truth.

I swear I'll
destroy you all
before you can
harm her!

Meanwhile, high above
the streets of Manhattan...

Please let me
help you, Jim. I
understand your
feelings about
Stark.

We are far
more similar
than you
think.

Tony Stark
MURDERED
me!

That isn't quite
true, and we both
know it.



Seems your boy just bumped Mainframe off the table.

The guy obviously knows Starktech well enough to take Bolt Brain's Lazarus Protocol off-line.

I guess that's because... in so many ways...he... he is Starktech.

Enough equivocating, Stark! Lives are at stake.

Who or what are we dealing with?

His real name is Jim Rhodes, and he was my best friend...

"Jim and I met shortly after I first became Iron Man, and we've saved each other's lives on countless occasions.

"He knew my secret identity and even filled in for me when I wasn't quite up to the task.

"Jim later took on his own costumed identity and joined the West Coast branch of the Avengers as War Machine.

"When the Avengers officially disbanded a number of years ago, I retired from super heroics.

"Realizing that the world still needed heroes, I built the Mainframe robot to carry on the tradition...

"As you know, the **Scarlet Witch** was indisposed for a number of years.

"In an attempt to help her, I designed and built a **Nanite Agenda** to super-charge the human body.

"I intended to test it on myself, but Jim beat me to it.

"Of course, the process was not without risk.

"The Agenda appeared to be a success at first.

"Unfortunately, the nanites kept multiplying and continued to transform him, making him less human with each passing day..."

"It mutated Jim, making his skin as hard as steel and giving him the ability to generate concussive blasts of energy.

A-are you saying he's no longer human?

Frankly, it depends on how you define human.

I can't explain why Wanda's hex affected his mind. I can, however, disable his nanites--

--but the procedure may kill him.

Elsewhere...

RRRNT! RRRNT! RRRNT!

ENGINE CO 28

Hit the truck, men!

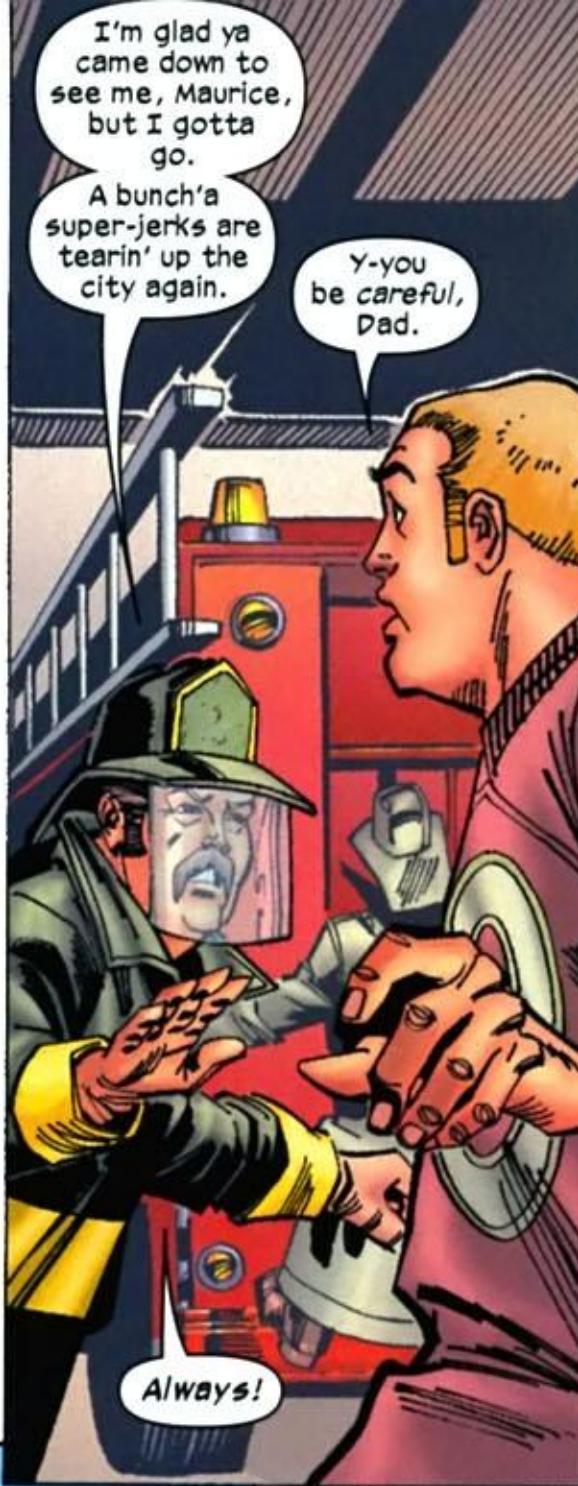
The city needs its bravest to get some capes in line.

I'm glad ya came down to see me, Maurice, but I gotta go.
A bunch'a super-jerks are tearin' up the city again.

Y-you be careful, Dad.

Yeah, Moose thinks, knowing that a cautious man wouldn't be mounted on a fire truck.

Wouldn't be racing into danger!



Meanwhile...

Creature must be SUBDUED.

Keep SPIDER-GIRL off my back.



Tony Stark must DIE!





While Ant-Man's distracting him, I'll just take aim and-- oh, man!

I wish I could have run more tests on these goggles that Stark invented to restore my sight.

This shot has to be perfect because I'm only going to get one try at it!

Is that one of your trick arrows? Cool! I remember reading about those things when I was a kid.

What does it do--expand into a giant boxing glove or steel-plated Quonset hut?

Nothing so dramatic, kid...

TWING!

TWAK!

PZZZT!

KZAAAAAAK

Meanwhile...

Jim has grown too powerful over the years. The current team of Avengers is no match for him.

Not even with the help of Spider-Girl and her friends.

It's time I faced the truth. Jim is my friend.

My responsibility!

And I'm the only one who can take him down!



No one will
die today,
Jim--

--and that's a
promise from the
invincible

IRON MAN!

Hoo-boy! Is
that really Stark
or is it another one
of his lackeys?

NOT OUR
problem--

--unless
he comes
after us.

Tony Stark
MURDERED
me!

If you were
in your right mind,
you'd know that
was a lie.

Of course, I
wouldn't be in this
old relic if you were
thinking straight.

**Tony Stark
must DIE!**

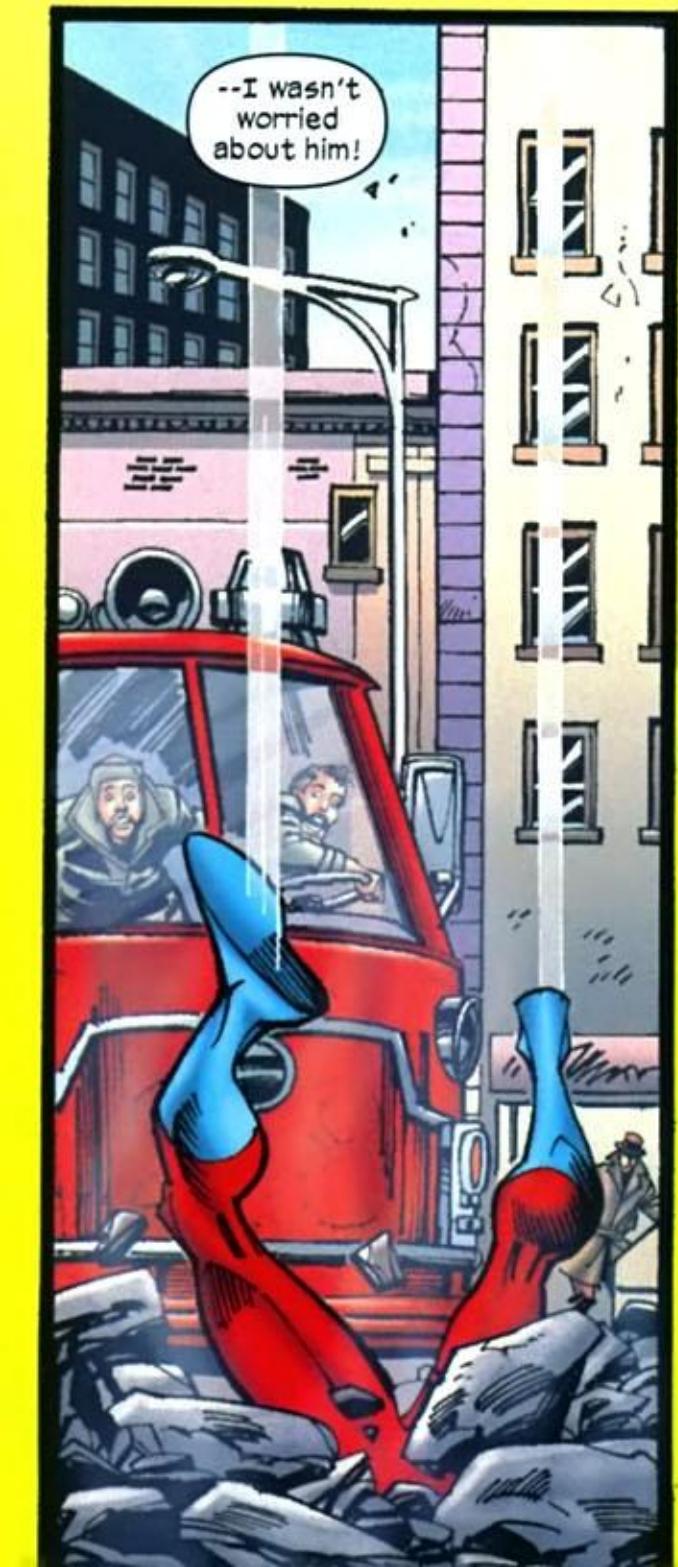
I may not
have always
lived the most
exemplary
life--
--but my
conscience is
clear in regards
to you.

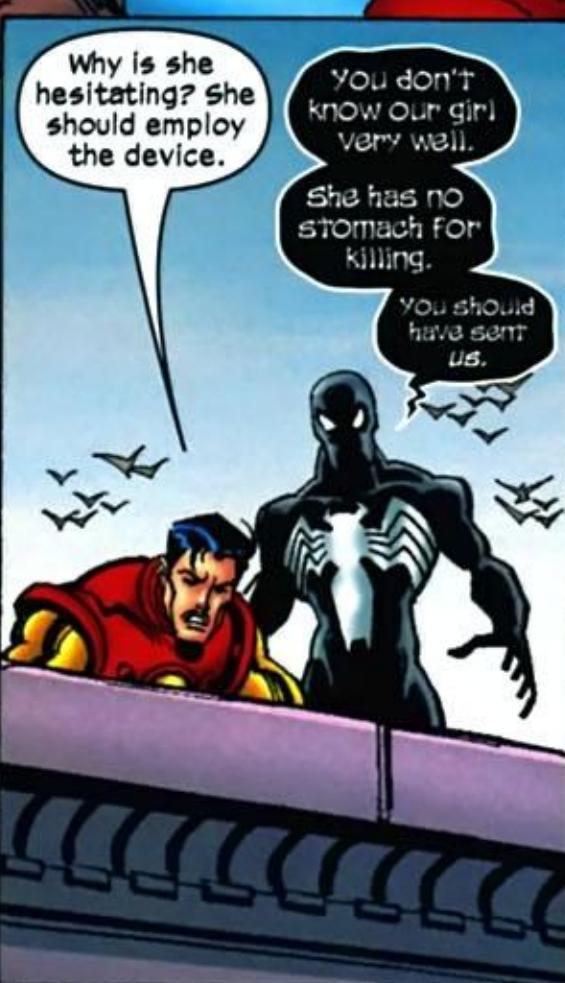
You went
behind my
back--
--and
tested the
Nanite Agenda
on yourself.

I know you
only had the best
of intentions.

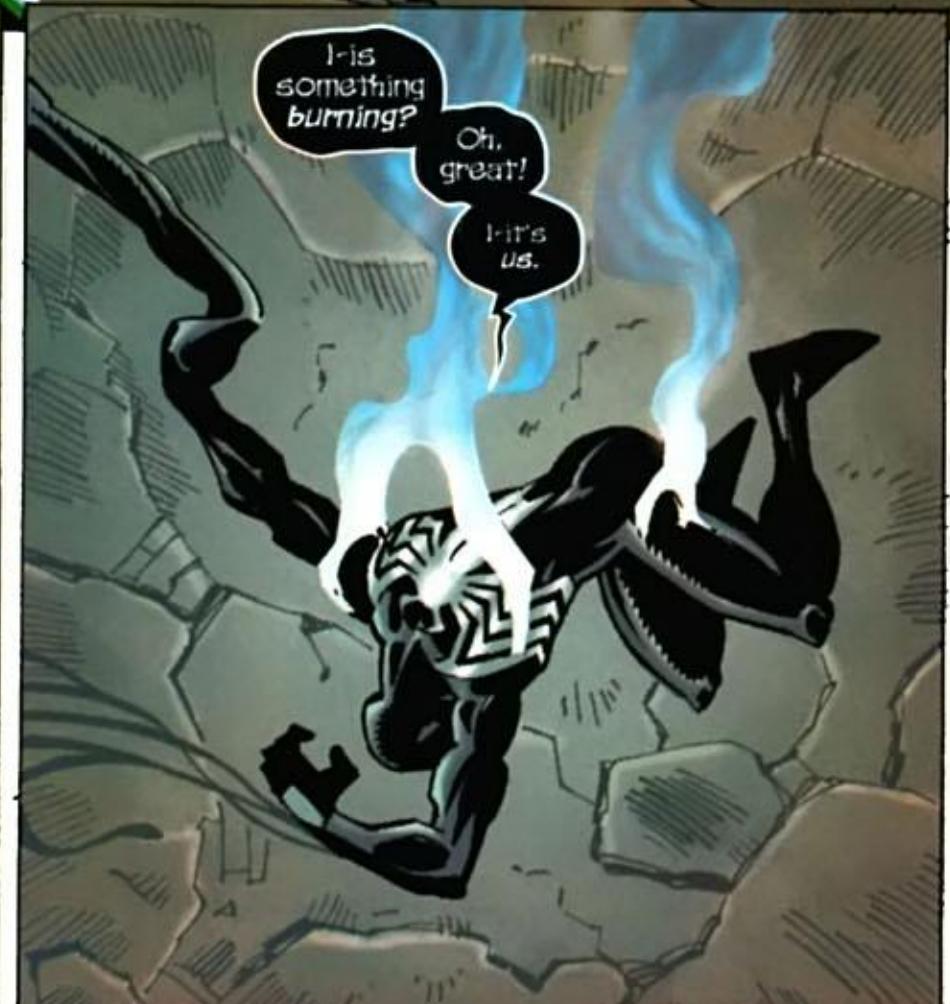
You did it
to protect
me.

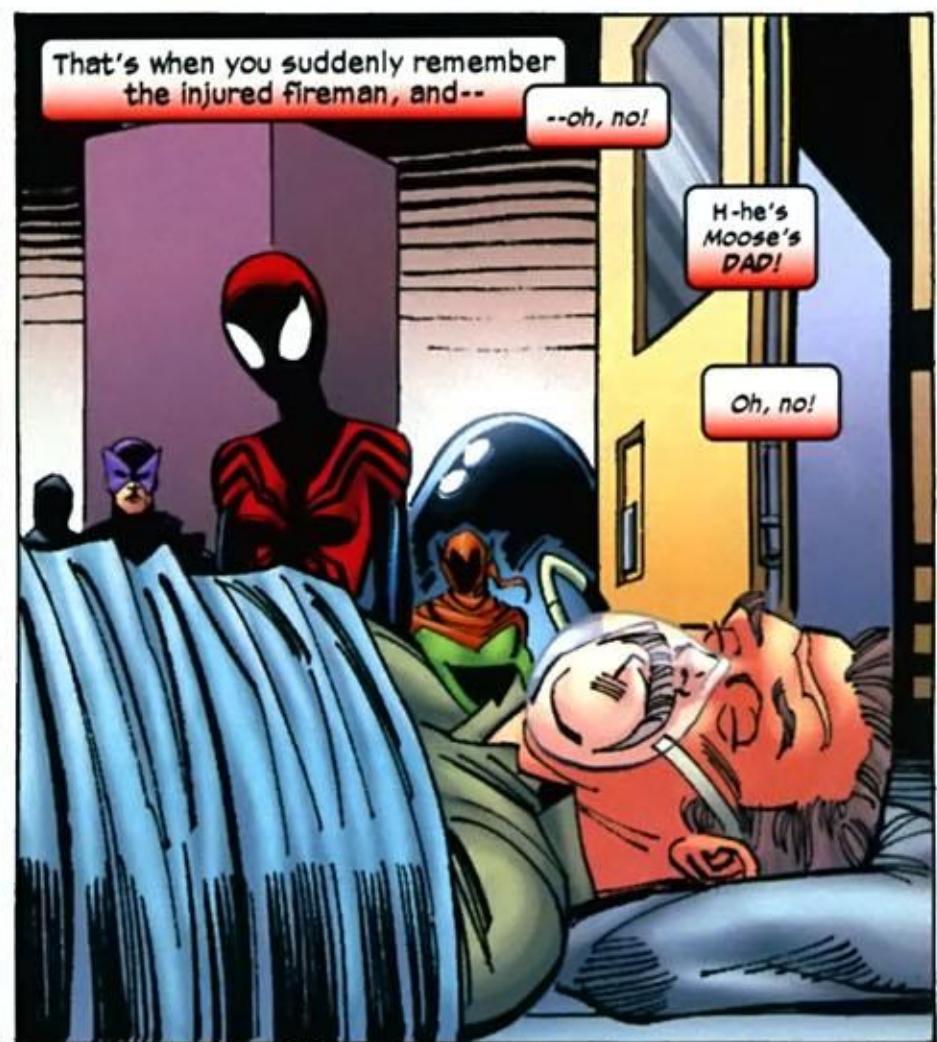












A hidden temple on another continent...

Master, I have received a most disturbing report from our brothers in America...

It seems our old enemy Kaine has recently renewed his war against us.

I see no problem. Eliminate him.

Assign one of our American brethren to learn of this Spider-Girl.

Perhaps she can provide a lever that we can use to destroy Kaine.

Many have tried, Raza. All have failed.

To hear is to obey, mighty Raza.

What has changed? Why is Kaine challenging us now?

It has been reported that he is asking questions about someone called Spider-Girl.

Spider-Girl--?!

Who is Spider-Girl?

I know not.

THE END...
for now!



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