
MARVEL POP ART PRODUCTIONS

The Classic **Marvel Comics Group**—Set in the Modern Day

A Proposal by **Carlton J Donaghe**

This is a proposal for a line of giant, magazine-sized Marvel Comics, published for an all-ages, general market under the banner ‘Marvel Pop Art Productions.’

This line doesn’t replace any imprint currently published by Marvel. Instead, this self-contained set of 12 monthly titles will present a modernized version of the original Marvel Comics Group (with some later characters thrown in) packaged into an easily-accessible product designed for the general distribution market. The depiction of Marvel’s most recognizable characters in their well-known original costumes and settings will both benefit from and promote the continued use of the classic comics in merchandise and licensing.

Format

Each issue of every title will contain three 20-page comics, each comic with its own interior cover page and two-page spread of introductions and recaps using art from previous issues. In addition, every issue will contain a set of features, called the FOOM (Friends Of Ol’ Marvel) Pages—all in a single format, pulling the entire line together, making every one of the twelve titles an individual part of a single, sprawling epic.

The front cover of each title will be a modernized version of the classic Marvel Comics Group format from the mid-1960’s, decorated with captions and blurbs in boxes, circles and arrows, and an action-oriented cover, drawn by a regular rotation of the three interior artists, depicting an exciting scene from their own story in the moment it is happening.

The stories will be done in the Marvel Method, with the writer producing a plot, which he then discusses with the artist and modifies according to the artist’s input. The artist takes this plot and breaks it down into 20 pages, telling the story in a dramatic fashion, discussing any changes with the writer along the way, so that the best possible story can be created. The artist makes additional notes and suggestions of dialogue to go with the art. The writer, provided with full-size copies of the original pencils, all the artist’s notes, as well as clean digital copies of finished artwork, will then script the captions, sound-effects (unless the artists wants to make sound-effects part of the art), and dialogue, indicating the text placement, if not actually lettering the book themselves.

Writers will also be responsible for putting together readers' letters for the F.O.O.M. Pages, with input from the artists when needed, as well as writing teasers and coming attractions for their books to be used in solicitations, news pages and the checklist.

The House Style

One of the key visual aspects of the Marvel Pop Art Productions should be that the characters actually look like they are wearing costumes.

Most super-hero artwork depicts the heroes as essentially naked, with the details and colors of the costumes simply added to the naked body. There is no cloth that can cling to the human body so that fine details of musculature can be seen underneath.

In Jack Kirby's artwork, especially in the early days of the Fantastic Four, the characters were drawn as if they were wearing clothing. There was no doubt the men were muscular and the women curvaceous, but the costumes weren't depicted as sprayed-on cloth. Another example would be Iron Man's armor. Why would musculature be shown on his armor? Does it cling to his body that closely? Or did he build the muscles into the armor to make him look like he's in shape? The armor can look powerful without having to draw muscles in it.

The costumes, even with their colorful designs, should look like they're made of real materials like spandex, cloth, leather, plastic, metal, or wood. The costumes should have wrinkles and folds. They shouldn't look painted on. You should be able to see that the heroes are muscular, but you shouldn't see detailed musculature underneath the costume. You should only see definition only if the skin is bare.

Interior Covers and Recap Pages

Each of the 12 titles contains three 20 page features.

Each feature has its own interior cover, drawn by the regular artist, plus a two page spread with character introductions and story recaps, illustrated with images from preceding issues. The recap page is laid out by the series artist, with copy by the series writer. They are the creators charged with the entire stylistic presentation of the story.

Every character, not just the super-heroes, has its own specially drawn "standing logo," an "action logo," and a "face logo." These three logos for each character will be drawn by the main series artist and will be used as identifying marks for the characters in the comics, on the web-site, and with the merchandise.

The F.O.O.M.* Pages

* Friends Of Ol' Marvel

In addition to nearly 70 pages of comics, each title will feature:

- **Marvel Bullpen Bulletins**
a fresh mix every month, consisting of
- Marvel news “Items,” creator news, hints and teases from the “Didja Know...?” Dept.
- A **Soapbox**, with the opinions and views of guest columnists
- A monthly **Mighty Marvel Checklist**
with great one-line teases, creative teams, and covers for current issues of all titles
- **Marvelmania** catalog pages
featuring merchandise for sale tied into **Marvel Pop Art Productions**
- **F.O.O.M.** pages, including
 - An **MMMS** coupon for joining the club
 - 2 pages of fan-mail with answers from the writers of the series, with input from the artists when appropriate
 - the letters pages for each title has its own name and accompanying illustration—such as: “The Spider’s Web,” “The Hammer Strikes!” and “The Fantastic Four Fan Pages”
 - **The Ranks of Marveldom**, including names of readers who claim the beginning title by joining the mailing list, everyone who gets a letter printed, all **MMMS** members, all **No-Prize** winners, subscribers and readers who tell us they buy all 12 titles!
 - the bottom of every merchandise page has a continuously updated list of outlets for comics and merchandise, based upon a display agreement with retailers

and

- a **Next Issue** page—featuring the cover, a teaser for the issue, and information on where the comics can be found!

The Mighty Marvel CHECKLIST

MARVEL'S GREATEST COMICS & FANTASY MASTERPIECES *starring the Fantastic Four plus the Black Panther and the Uncanny Inhumans*

AMAZING FANTASY *starring the Amazing Spider-Man plus the Black Cat and Spider-Man Team-Up*

MARVEL GIRL *starring Millie the Model also featuring Patsy Walker plus Marvel Girl and Our Love Story!*

MARVEL COMICS *starring the Avengers plus Young Champions Team-Up and the Defenders*

JOURNEY into MYSTERY *with the Mighty Thor plus Tales of Asgard and Hercules*

SAVAGE TALES *starring Wolverine plus Power Man & Iron Fist and Kazar, Lord of the Savage Land!*

MIGHTY MARVEL WESTERN *featuring Kid Colt, Outlaw plus Red Wolf & the Two-Gun Kid and Ghost Rider*

TALES to ASTONISH! *featuring the Advanced Idea Mechanics plus the Incredible Hulk and the Savage Sub-Mariner*

STRANGE TALES *featuring the Young Champions plus Dr. Strange, Master of the Mystic Arts and Nick Fury, Agent of SHIELD*

TALES of SUSPENSE *featuring the Invincible Iron Man plus Captain America & the Falcon and the Black Widow*

UNCANNY TALES *starring the Uncanny X-Men plus the Sensational Spider-Woman and the New Mutants*

AMAZING ADVENTURES *featuring Daredevil, the Man Without Fear plus Captain Marvel and the New Avengers*

MARVEL'S GREATEST COMICS & FANTASY MASTERPIECES

featuring

The Origin of the FANTASTIC FOUR

Mr. Fantastic, the Invisible Woman, the Human Torch and the Thing

It started with the **Advanced Idea Mechanics**.*

A.I.M. had always been a collection of the most talented, creative, and inventive scientists of their generation—**Reed Richards, Moira MacTaggart, Bill Foster, Scott Lang, Victor Von Doom, Bruce Banner**, fellow gamma-researcher **Samuel Stern**, and young **Hank Pym**.

The **Director of AIM** was wealthy industrialist **Simon Williams**.

[*See **Marvel Comics' TALES to ASTONISH!** for more on this new **Advanced Idea Mechanics!**]

Individually and in groups, the **Mechanics** worked on a variety of projects—some funded by **AIM**, some was contract work—for the government and for private industry.

Reed Richards had created and built the **X-1 rocket-ship**—a rocket with the capability of flying a round-trip mission to the moon. Unlike the multistage rockets employed by NASA in the old space program, the **X-1** was a single-unit craft designed to not only travel to the moon and back, but to land on and take off from the lunar surface as well. The **X-1** represented the next great step in space exploration.

Reed was a brilliant scientist and engineer, but also very conservative in his thinking, speaking, and comportment. He was a stern man who only went to college at **Empire State University** after joining the Army and serving in Afghanistan. **Reed** was a man who never questioned his own authority—because he never lied, and he was always right.

Simon Williams, Director of AIM, had his own agenda for the **X-1**, a secret mission protected by national security. **Williams** had already put together his own team—to be headed by US Air Force **Colonel John Jameson**—to take the **X-1** rocket-ship to the moon.

To prevent anyone else from flying his ship, **Reed** persuaded his best friend, **AIM** test-pilot **Benjamin J. Grimm**, to help him steal the **X-1**.

Ben was a tough guy from the Bronx, but also a former soldier, a college football star, and a graduate of **ESU**. He had known **Reed Richards** since they served in the Army together in Afghanistan and all the way through college.

Meanwhile, **Susan Storm** was a reporter for the *Daily Globe* who had learned about the **X-1** rocket-ship—and that there was a secret on the moon the government was hiding. She believed **Williams'** team would be using the ship to investigate something that had been discovered on the moon.

Susan was oldest of the three **Storm** siblings: Her middle sister was super-model **Chili** (who nowadays preferred to go by her first name only);* their little brother was the fifteen year-old movie-star heartthrob, **Johnny Storm**. **Susan**, **Chili**, and **Johnny** were the children of media titan **Franklin Storm**.

[*See **Chili** as the red-headed rival of *Millie the Model* in **MARVEL GIRL!**]

Franklin Storm owned the New York *Daily Globe*, the 24-hour **Global News Network** and several national magazines. Wife and mother, **Marion**, was a leader in New York society.

Sue persuaded her little brother, **Johnny**, to use his friendship with **Mechanic Henry Pym**, to get them into the **A.I.M.** compound where the **X-1** was housed. She was determined to stowaway on the ship before the launch.

Johnny Storm was a teenage movie star, only fifteen, the age where all his old friends were just beginning his sophomore year of high school. He was already earning so much money he didn't even need his trust fund anymore.

That would have spoiled any other kid, but **Johnny** wasn't like that. Like both his sisters, he felt driven to prove something to his father. So, while he lived it up on the big screen, he was also a mechanical whiz and into really fast cars. He worked on them and drove them. Which was where he met **Henry Pym**.

Pym was a 20 year-old whiz kid from somewhere in the Midwest, but he looked like a California surfer-dude—wearing his spiky blond hair and dark sunglasses, with Hawaiian shirts, Bermuda shorts and Berkenstocks. And his spaced-out, “cool-cat” way of speaking completely hid that he was an amazingly inventive genius working on the leading edges of cybernetics, insect communication and artificial intelligence research. At the same time, he was a fearless adrenaline junkie who loved fast cars, motorcycles, and jumping out of and off of things. Which was where he met the **Storm** kid.

So **Pym** (with plausible deniability) got **Johnny** and his sister in to the **A.I.M.** compound, not realizing they were wanting to actually stowaway in the **X-1**. **Johnny** figured, what the heck—he'd just wrapped up shooting on his latest picture, he had some production down-time before the promotion started up—he had some time to kill. He wasn't really taking the idea of going to the moon seriously himself, but then, he was too young to take anything very seriously...

There, they found **Richards** and **Grimm**, ostensibly making last-minute checks before the launch.

Up until that point, **Reed** and **Ben** had kept their plans between them and didn't want to get caught or interrupted in their scheme. Tonight was within the launch window, and they had everything ready to go.

But **Sue** told **Reed** what he did not know—that Russian scientists had discovered what they believe to be an extra-terrestrial object on the moon and were, even now, preparing a joint mission with the Chinese to go there themselves. **Williams** was using the **X-1** to get an American team there first.

Sue threatened that if they didn't take her with them, she'd make sure **Reed** and **Ben** were caught before they even reached the ship.

Reluctantly, **Reed** gave in, but not **Ben**. He just couldn't override **Reed**. Up until then, no one ever had before. There was something different about **Sue**.

Ben had the **X-1** was in the air before **Williams** was even aware of the unscheduled launch.

Soon, the rocket had entered outer space.

[On the way to the moon, **Williams** finally gets a hold of **Richards**. They argue furiously, with **Williams** even threatening to shoot the rocket down. Finally, **Reed** is like, 'nyah nyah, can't touch me,' and ends the call.]

Once they entered lunar orbit, they discover abandoned American and Soviet Moon Bases dating back to the late 1960's—bases that had been totally unknown to the American public!*

[* See also **STRANGE TALES** for some more details in the matter!]

But the biggest shock was the enormous **Blue City** on the dark side of the moon that appeared to be ancient...

How had we not known it was there? How had this been kept secret all this time...?

Ben landed the ship. **Reed** would not permit **Johnny** and **Sue** to leave the ship.

Another argument, but this time, **Reed** would not back down, and had **Ben** actually lock **Sue** and **Johnny** in a storage compartment...

Suiting up, **Reed** and **Ben** set out to explore the **Blue City**. They found it was still generating an oxygen atmosphere and an artificial gravitational field within the city that was almost Earth-like.

They learned they had been followed—**Sue** and **Johnny** escaped their makeshift prison and had discovered the extra suits. The two siblings had never undergone any training or had any experience to prepare them for this. As they reached **Reed** and **Ben**, **Reed** could see that they were excited and frightened. **Ben** was angry, because he thought there was something else here with them...

Johnny told him there was something else here with them, that was the problem—there was something... something was... after them—following them since they left the ship...!

And that was when they were surprised by the cosmically-changed **Red Ghost** and his **Super-Apes**.

This deranged Soviet Cosmonaut, **Ivan Kragoff**, and his experimental apes—**Mikhlo the Gorilla**, **Igor the Baboon**, and **Peotr the Orangutan**—have somehow been living here on the moon, in the abandoned bases and in this strange **Blue City** since the time of the old NASA Apollo program, although apparently, the American public never really knew the true extent of what was really going on.

During all this time up here on the moon, not only had the apes somehow acquired human intelligence and the ability to communicate, but **Kragoff** and his apes had also gained strange powers: **Kragoff** could become intangible and invisible. **Mikhlo** had gained super-strength and durability. **Igor** gained an ability to shape-shift into any form he chose. **Peotr** gained control over the forces of gravity and magnetism.

Reed, **Sue**, **Ben**, and **Johnny** attempted to escape, running through the streets and alleys and empty structures of the **Blue City**.

While running down one of the strange corridors, they discovered a prisoner within the heart of the lunar metropolis—an oddly-proportioned humanoid creature with a giant head—unknown to **Reed** and the others, but known to us as **Uatu**, one of the **Celestial Watchers**. He was held floating in the middle of a cage of light.

Without even stopping to consider the consequences (which freaked the hell out of **Susan Storm**) **Reed** studied the panel controls, figured them out, and freed the captured alien.

The strange, big-headed creature began to wake, slowly opening his enormous eyes...

Before any of them could react, the light of the **Power Cosmic** burst forth, flashing from his eyes—

Suddenly, the four of them woke—**Reed, Sue, Ben,** and **Johnny**—they were back on the spacecraft—still in their space-suits—and re-entering earth's atmosphere.

Coming to himself, realizing the situation, **Ben** began fighting hard with the controls, trying to stabilize their reentry, but he was disoriented. He didn't even remember the return flight.

The **X-1** crashed into desert sands, heating them into glass, sliding 200 yards before being half buried.

They emerged from the mangled rocket back out into the Earth environment, shaken but sound.

Without warning, each of them, stepping out of the craft, underwent a violent and spontaneous transformation into the most elemental manifestation of their individual essence.

Ben changed into a huge, misshapen monster, his flesh growing thick like slowly flowing molten rock, but cool to the touch, allowing him still to move.

Susan vanished into thin air, even though she was still with them. And when **Ben** had smashed the ship by pounding it in anger with a part of a fin section that had become detached, a transparent shield formed around her invisible body that prevented the flying jagged metal from touching her.

Johnny burst into flame, as if he were the **Human Torch** from long ago, circling the creature **Ben Grimm** had become.

Suddenly **Reed Richards** reacted—his mind and body flowing out like water, his arms suddenly encircling his morphologically disfigured friend, pinning **Ben** down while at the same time analyzing the situation on multiple levels and telling them all, in the largest words possible, his theory of what had happened, taking into account the events leading

up to the last things they remember, which had been on the moon, awakening the stranger held prisoner in the **Blue City**...

The four of them were confronted with the fact that their lives have been changed forever.

And then they looked around them, and realized they were lost. The horizon stretched out endlessly all around them, with no mountains to be seen. No landmarks but the sun in the sky.

Their immediate goal had to be to survive until they got home, each of them and their powers. Then they would deal with what had happened to them.

At least, that was their intention. They did not know that they had been discovered and were, even now, being watched...

The Birth of DOCTOR DOOM

Advanced Idea Mechanic Reed Richards, his best friend, **AIM** test-pilot **Ben Grimm**, *Globe* reporter **Susan Storm**, and her brother, teenage movie-star **Johnny Storm** had made it home from being lost in the desert after crash-landing the stolen rocket-ship **Reed** had designed.

As a result of their adventure on the moon, they had been transformed at the quantum level into fantastic creatures.

Susan Storm had become the **Invisible Woman**, and could, at will, become as invisible as the air, with the ability to create invisible, impenetrable force-fields.

Her little brother, **Johnny Storm**, could become a creature of fire, a **Human Torch**, able to fly and shoot flame.

Ben had been transformed into a monster of imperceptibly slowly flowing molten rock. He had three fingers and a thumb on each hand, four toes on each foot, and no teeth. He had become... the **Thing**.

And **Reed Richards**' mind and body gained the ability to flow like water, able to stretch out in any direction for incredible distances. There were subtler changes in him: He was using even bigger words now. Everyone called him "**Mr. Fantastic**," undisputed leader of the **Fantastic Four**, but he himself was completely unaware of his complete sense of self-confidence. He never doubted himself, never lied, and was always right.

Meanwhile, **Simon Williams, Director of AIM**, was furious. He knew what **Reed** and **Ben** were going to find on the moon—it was a matter of highest national security.

But **Colonel Nick Fury** also knew... in fact, he had been the man who commanded the clandestine missions to the moon that built the American moon base.* He helped **Reed** and **Ben** steal that ship.

[* Again, **STRANGE TALES**]

He had also helped, without them even knowing, **Susan** and **Johnny** stow away.

Dr. Victor von Doom, one of the **Advanced Idea Mechanics**, was also furious with **Richards**, but he kept the matter to himself. **Victor von Doom** despised **Reed Richards**, whom he saw as a man with boundless arrogance and yet an intellect only a fraction of his own.

Von Doom was from the Old Eastern European Land of **Latveria**. He was of the Roma, those called the Gypsies. And his mother had taught him sorcery. Here, in America, as one of the **Advanced Idea Mechanics**, he was working on the scientific basis behind the principle of sorcery he had learned from his mother in the Old World.

It was a dangerous proposition, for it involved ripping the veil that separated the dimensions we knew from those of laws and materials and animae our human minds could not even conceive.

He had built an **astral transporter**, a device he that would send what he called the “**astral self**,” into these dimensions.

But then, a few weeks ago, it had been that same damned **Reed Richards**, spying upon him and his work, who discovered what he claimed was a fatal flaw in **Doom**’s calculations... an error that could cost him his life...

Meanwhile, once **Reed** and his cohorts returned to New York City, the fight with **Simon Williams**, the **Director of AIM**, began.

And yet, most—though not all—of the scientists and engineers of **AIM** sided with **Richards**.

They wanted it understood that their work belonged to them.

But it was **Susan Storm** who turned out to be **Reed**’s ace in the hole. If she and her brother went public with what they found on the moon, the consequences could be

devastating. Everything **Simon** had, especially with **AIM**, was on the line. He couldn't risk it.

So they came to a compromise: The **Fantastic Four** promised silence, and **Williams** let the matter drop.

At the same time, **Reed** began to work on the cure for **Ben's** condition.

Ben Grimm was in torment. He hated what he had become. Unlike the others, he could not turn his powers on and off. He could not resume the facade of a normal life. He was now a monster. He was growing resentful and bitter. And angry.

The change was driving him mad.

Reed took full responsibility for what had happened to his best friend.

And his best friend gave him all the blame.

But the word began to spread about the strange transformations that they had undergone...

And soon this word reached **Victor von Doom** and the other scientists at **AIM**.

And now, **Doom** realized the extent of **Richards'** plans...

Richards had intended to steal this power for himself all along, and had deliberately sabotaged his own work so that he would remain powerless.

He realized now that **Reed Richards** had always been his enemy—all along pretending to be his friend, to take an interest in his own work, but only so that he could destroy his own chances of gaining the powers that **Richards** now had!

And so he went back to his lab, and the work that **Richards** had tricked him into abandoning...

Von Doom rechecked his original calculations and realized that there was no flaw in them, as **Richards** claimed. They were perfect.

And so, he fired up the infernal machine, and the engine began to open the doors between the worlds we know and those we cannot comprehend...

It was at that moment that **Mr. Fantastic**, the **Invisible Woman**, the **Human Torch**, and the **Thing** were attacked by an unseen force.

It was **Doom**. The **Fantastic Four** were doing battle with **von Doom's Astral Form**.

During the battle, the machine blew up in **von Doom's** face.

But it didn't just have consequences on the physical plane: This was black magic, and **von Doom** had damned his very soul...

He fled his laboratories at **AIM**, eventually escaping to the mountains of **Latveria**, where his mother's family found him and used their dark arts in an attempt to heal him. They hid his face behind an iron mask, and behind it they locked away the madness invading his mind from the dark dimensions he had crossed into...

The Adventures of the FANTASTIC FOUR and the Coming of the CELESTIAL GALACTUS

The **Fantastic Four** had many incredible adventures and became famous around the world.

They had stopped the **Mole Man** from collapsing the earth's crust underneath entire cities, kidnapping their inhabitants. They found themselves hunted by the inhabitants of **Monster Isle**.

They stopped an invasion of the earth by an extra-terrestrial race of identity-stealing shape-changers known as the sinister **Skrulls**. They crossed paths with a time-traveling Pharaoh from ancient Egypt, the African **Rama-Tut**.

Johnny Storm, the Human Torch, discovered a homeless bum who turned out to be the legendary **Sub-Mariner**, thought dead after the 1950's underwater test of a hydrogen bomb that destroyed his undersea kingdom of **Atlantis**.

The **Sub-Mariner** fell in love with the **Invisible Woman**, and wanted to take her with him as he set off to find what remained of his people. In fighting the ageless **Prince Namor**, **Reed Richards** declared his own love for **Susan Storm**.

Doctor Doom returned again and again, trying to destroy them. He joined forces with the **Sub-Mariner**, even stranded them back in time.

After these events, **Susan Storm** wrote a book on her experiences with the **Fantastic Four**. It had recently been published, and was a number one best-seller.

While enjoying the book's success, the team discovered a hidden race—the **Inhumans**—living in secret, unknown to modern man. The **Inhumans** had wondrous powers, but were alien to the ways of mankind.

Their leader was **Black Bolt**, an enigmatic king who did not speak. He wore a bristling antenna that collected energy out of the very air, and his body converted it into the powers of super-strength and flight.

One of the **Inhumans**, a beautiful red-headed girl named **Crystal**, had control over the four elements of Earth, Air, Fire, and Water. **Johnny Storm** fell in love with her.

But **Black Bolt**'s brother, **Maximus the Magnificent**, was mad, and he trapped the **Inhumans** behind the impenetrable **Great Barrier**.

Johnny was going out of his mind being separated from **Crystal**.*

[* See the uncanny **Inhumans** in their own series, later this very issue!]

Before the **Fantastic Four** could even make it home, they were confronted by a gleaming **Silver Surfer** who sailed through the sky, riding the cosmic winds. He was the herald of the **Celestial Galactus**, an entity beyond human comprehension, who moved through infinite space, from world to world, devouring the life energies and moving on, leaving nothing but dead, lifeless planets in his wake.

The **Silver Surfer** had determined the Earth was suitable for the needs of the **Celestial Galactus**.

That's when **Uatu**, the **Celestial Watcher** appeared. **Reed** and **Sue** recognized him—he was the creature they found being held captive in the **Blue City** on the Moon—he was the creature directly responsible for them becoming the **Fantastic Four**...

The **Celestial Watcher** was now revealed to them in all his glory. Like **Galactus** he was a being beyond understanding. His distorted human form, with giant head and smaller body of long limbs, hardly more than illusion. They were **Celestials**—cosmic entities higher above humans than men were to ants.

This was why the **Fantastic Four** were called, and why they were irradiated with the **Power Cosmic**, the **Watcher** told them—the arrival of **Galactus** on Earth was the reason why they existed... and it was their destiny to stop him... or the Earth and all humanity, along with every living thing would perish, leaving not even a memory behind.

The **Fantastic Four** battled the **Silver Surfer**, seeking to prevent him from signaling his master, a trumpet call that heralded the end of the world. But they failed. The **Power Cosmic** the **Surfer** wielded, he who soared the cosmic winds on the infinite seas of cold, dark space was too great for even their most desperate efforts.

And then the signs began to appear in the sky—the ring of asteroids around the planet, filling the sky, or the skies filled with fire.

Panic spread.

The **Celestial Galactus** was coming.

Astronomers and observatories could see the great ship, like a gleaming moon, moving inside the lunar orbit.

The **Starcore** space-station detected what they described as thousands of small, extra-solar objects, never before seen, further back, outside the orbit of the moon. **SHIELD** experts speculated these might be ships, an armada of spacecraft that follow **Galactus**, explaining their size and apparent number. While their purpose was unknown, some suggested they might be carrion feeders, like cosmic vultures, following **Galactus** to come feed upon the remains left over.

Mr. Fantastic called upon the leaders of the world to maintain calm, but the people turned against the **Fantastic Four** and blamed them for the coming apocalypse.

The **Invisible Woman** implored the **Watcher** to break his silence and tell her what they are supposed to do. If it was their destiny, tell her and let them fulfill their purpose. If not, what kind of creature could he be to mock them this way—?

The **Thing** and the **Torch** threw themselves against the **Silver Surfer**, using every ounce of strength they had, trying to defeat him.

In seeking to find a way to stand against **Galactus**, the **Fantastic Four** demonstrated a love of life and a willingness to sacrifice themselves to save their world... even when that world turned against them. This touched the **Silver Surfer** in his cold heart, a heart he had thought long dead. And he remembered a love that once burned long ago, the love of a man for a woman so great that he was willing to sacrifice himself to save her. He remembered a man who was willing to become the servant of the **Celestial Galactus**, a herald who would find the worlds **Galactus** might devour, if only his world and the woman he loved would be spared...

And so it was that the **Silver Surfer**, the very herald of **Galactus**, turned against his master. He would not let **Galactus** destroy Earth.

For his treason, the **Celestial Galactus** stripped the **Surfer** of his title and imprisoned him upon the Earth forever. He who once soared the limitless horizons of intergalactic space would now fly no higher than Earth's atmosphere.

And then **Galactus** set about building his infernal machine. Soon it would come to life and extract ever spark of life-force from the planet.

But **Mr. Fantastic** said no. No, he would not let this happen. He forced his mind to stretch in every direction, beyond its limits. He began developing a plan, and he put the team in motion even before he had completed his formulation of the vector probabilities of success possessed.

The team boarded the **X-1 rocket-ship** for the first time since their ill-fated journey to the moon. This time, **Reed** was taking them to an extraterrestrial space-craft that was itself nearly one quarter the size of the moon.

His plan would call upon each one to tax their powers to their limits, getting them into the ship of the **Celestial Galactus**, battling its strange and peculiar defenses, making their way through a hostile vessel not built to human scale, but for a giant creature existing in five dimensions simultaneously.

They realized the ship itself was existing in five dimensions, and that they often found themselves running in circles and getting lost in a ship that seemed to shift and change as if alive...

But the Mind of **Mr. Fantastic** was up to the task, and he began to calculate the changes occurring in three-dimensional space so that he could anticipate them and guide the team to their destination.

He took them to the heart of the ship, and he showed them how, working together, they could destroy it, and destroy **Galactus**.

Then the **Watcher** appeared again, and stopped them, and said that they must not. And he called to **Galactus**, who responded to the **Watcher**, where he had not even noticed the **Fantastic Four**. The humans were like so many lice crawling on the surface of the Earth to him.

But the **Celestial Watcher** pointed to the humans and said, Look at the humans and see what they are about to do. These humans, that you ignore in your calculations, dismissing them as insignificant—these humans have found the power to destroy you. they are about to end your existence forever, Galactus—they have become the Ultimate Nullifier.

It was impossible for **Galactus** to communicate directly with the humans, but the **Watcher** served as their interlocutor.

Galactus had noticed the humans, and has seen that to devour the Earth might pose a threat to him. His herald had betrayed him by leading him to this planet. He would not return again.

But **Galactus** threatened them that if they ever lost this power to threaten him, he would return, and consume every bit of the life energies it possessed.

And just like that, it was over, and the great ship was gone, and the armada waiting just outside the moon's orbit.

All across the Earth, people began to realize the threat was over. Just like that it was gone. There was nothing to fear.

And there had been nothing to fear, some said. There never had been a threat.

The true threat was the **Fantastic Four**, they said.

The FANTASTIC FOUR

featuring

Mr. Fantastic, the **Invisible Woman**, the **Human Torch** and the **Thing**
with

Wyatt Wingfoot, **Crystal & Lockjaw** of the **Inhumans**, and **Alicia Masters**

As the story began, **Maximus the Mad** had trapped the **Inhumans** behind the **Great Barrier**. **Galactus** had come and gone—exiling his traitorous former herald, the **Silver Surfer**, on Earth. The people of the Earth had turned against the **Fantastic Four**, but with the threat gone, their suspicions died hard...

Reed Richards, former head scientist former head scientist of the **Advanced Idea Mechanics**,* was **Mr. Fantastic**, leader of the **Fantastic Four**.

[*See **TALES to ASTONISH!** for more on this new **Advanced Idea Mechanics!**]

He and **Susan Storm** were recently married, and were just back from their honeymoon in the African Kingdom of **Wakanda** (where the team met the **Black Panther**). **Sue** was the **Invisible Woman**, second of the **Fantastic Four**.

With them was **Benjamin J. Grimm**, the ever-lovin' blue-eyed **Thing**.

The rocky, orange-skinned **Thing**, was the mighty powerhouse of the **Fantastic Four**. Returning home, he left the **Baxter Building** to be reunited with the blind sculptress, **Alicia Masters**, who was staying at an isolated shore front retreat along the Atlantic coast.

Ben hates the monstrous form he'd been trapped in, and he had fallen in love with a woman who was blind and could not see him. Yet he always feared she was going to leave him. **Sue** and **Reed** tried to tell him he was underestimating **Alicia**, but **Ben** dismissed their advice as the incoherent ramblings of wedded bliss.

Meanwhile, in the majestic Himalayas, the tallest mountains in the world, two young friends were on a desperate search.

Sue's younger brother, **Johnny**—the **FF's Human Torch**—and his friend, **Wyatt Wingfoot**, had remained in the Near East to search for the trapped **Inhumans**.

Johnny Storm and **Wyatt Wingfoot** had been given the use of a **Gyro-Cruiser** as a gift from the **Black Panther**. With it, they traveled to the roof of the world to find the **Inhumans** and to set them free—so that **Johnny** can be reunited with the girl he loves.

Johnny Storm was the **Human Torch**, at 16 the youngest member of the **Fantastic Four**. He was also a movie-star heart-throb and a teenager on summer vacation before beginning his junior year at **Uptown High School**. He had met and fallen in love with the young red-haired **Inhuman, Crystal**.

Maximus the Mad had trapped the **Inhumans** behind the impenetrable **Great Barrier...** **Johnny Storm**—separated from **Crystal**—was going out of his mind.

Johnny's best friend was **Wyatt Wingfoot**, a high school star athlete. **Wyatt** was the grandson of the great Olympic athlete **Will Wingfoot** (who was forced to give back his medals under allegations of gambling). **Wyatt**'s father had moved his son to New York state and enrolled him in **Uptown High** to get him as far away from the influences that brought down his own father as possible.

While everyone else returned to New York, **Johnny** and **Wyatt** continued to search for the **Inhumans**. **Wyatt** mused that while **Johnny** had fallen for **Crystal**, he hadn't yet told his current girlfriend, **Dorrie Evans**, who wasn't going to take it well when she found out.

That was when they realized they are being tracked by a large beast...

Back in New York, super-model **Chili** was visiting her sister, **Sue Storm**. **Chili**, who dropped her last name, was the middle sister of the **Storm** siblings.* **Susan, Chili**, and **Johnny** were the three children of media titan **Franklin Storm**. **Franklin Storm** owned the New York **Daily Globe**, the 24-hour **Global News Network** and several national magazines. His wife was a leader in New York society.

[*See **Chili** as the red-headed rival of *Millie the Model* in **MARVEL GIRL!**]

Chili came by to congratulate her sister on the success of her book on her experiences with the Fantastic Four. **Chili** went to great effort to play it off that she was so glad her life was as glamorous as her two other siblings in the **FF**—without having to be as dangerous and messy... but you could tell **Chili** felt (hurt? resentful?) bad that she missed out on something both her older sister and younger brother were in on...

While **Chili** visited with her sister, she unknowingly put a little thought into her older sister's head, when she said, "I guess you really miss writing."

As **Sue Storm** settled into happily married life, something her sister said sparked a desire to return to the life she had begun before that fateful trip into space... as a reporter!

She wouldn't be going to work for her father, though. Instead, she's decided to work for one of her father's biggest competitors (and the biggest in New York City)—**J. Jonah Jameson!***

[* See **AMAZING FANTASY**—starring the **Amazing Spider-Man!**]

Back in the Himalayas, **Johnny** and **Wyatt** discovered the beast that had been following them was **Lockjaw**, the giant dog of the **Inhumans**.

They realized that **Lockjaw** could transport himself in and out of the **Hidden Land!**

Lockjaw “spoke” via thought balloons (like Snoopy). **Wyatt** realized he could “hear” **Lockjaw** speaking. **Johnny** said that he always thought it looked like **Crystal** was talking to **Lockjaw** and acting as if she understood him, but he thought it was something only the two of them could do (And usually that's true... but **Wyatt's** special).

Johnny said all they had to do was tell **Lockjaw** to bring them to **Crystal...** But **Wyatt** didn't think it was going to be that easy...

Meanwhile, alone in their **Baxter Building** headquarters, **Mr. Fantastic** continued to work on a process that could reverse **Ben's** condition. Even if the **Fantastic Four** lost their most powerful member, **Reed** was committed to changing the **Thing** back to a human **Ben Grimm**.

Reed and **Ben** had known each other since they served in the military together in Afghanistan. They were roommates at **Empire State University**, and **Reed** brought **Ben** into the **Advanced Idea Mechanics*** as test pilot after **Ben Grimm's** second stint in the military.

[*See **TALES to ASTONISH!** for more on this new **Advanced Idea Mechanics!**]

In the exposure to **Cosmic Rays** that transformed them all at the quantum level, **Reed Richards'** mind and body gained the ability to flow like water, able to stretch out in any directions for incredible distances. **Reed** was brilliant, but also very conservative. He was a stern man who never questioned his own authority. He was the boss. He spoke in big words and technical jargon. He never doubted himself, never lied, and was always right.

Reed was joined in the effort to restore **Ben's** human form by their new friend, **Prince T'Challa**—the **Black Panther***—who brought his intellectually advanced **Wakandan Science** to bear on the problem!

[*For more, see **The Black Panther...** in this issue!]

Ben arrived at a shore-front retreat on the east coast. Inside, **Alicia** was playing the guitar and singing. He stood outside, listening. **Ben** was a tough guy from **Yancy Street** in the Bronx, but also former soldier, a college grad and a jock. He was struggling with being the monstrous and misshapen **Thing**. He had recently quit the **FF**, but came to the realization that he really had no place else to go...

Ben didn't give his girlfriend enough credit. He thought she loved him because she couldn't see his face. But **Alicia** told him that she knew what he looked like. She could feel his face with her hands and produce sculptures of him that plainly displayed his differences from normal human beings. What she loved in him was his gentle, sweet spirit. She knew that rough, grumbling exterior wasn't the real him. She knew **Ben** was a good, honest man—a brave man, willing to put his life on the line so that others might live. She didn't need him to transform to see that.

20 pages

Fantastic Four Villains & Guest-Stars

The Mole Man & the Moloids
Tyrranus Rex
Kala, Queen of the Underworld & Baxu

The Savage Land
Ka-Zar, Shanna, & Zabu
Devil Dinosaur & Moonboy
New Britannia & Verlorene Meer
Garokk & Zaladane
The Plunderer

The Sub-Mariner & Atlantis
Attuma, Byrrah, & Warlord Krang!
Naga, the Dark Lord of Lost Lemuria
the Serpent Crown

The Skrull Empire
The Super-Skrull

The Kree Empire
Captain Marvel
Kree Sentry 459
the Kree Supreme Intelligence
Ronan the Accuser

The High Evolutionary and his New
Men—and the Counter Earth!

The Seeker
the Deviants
the Eternals
The Inhumans
Attilan—the Hidden Land

The Watcher
Galactus
the Celestials

Dr. Doom King of Latveria—mortal enemy
of the Fantastic Four, and especially
Reed Richards, whom he blames for
destroying his face and his mind
the Latverian Imperial Army—serve the
will of their lord and master, Doom.

Rama-Tut—Time Traveling Pharaoh of
ancient Egypt
Prester John—immortal enemy of Rama-
Tut from the Middle Ages, and holder
of the Evil Eye
Kang—Time Traveling Oriental Warlord
of the 40th Century
Immortus—Master of Time
Erik the Red—Time Traveling Viking
Raider from the Distant future

The Mad Thinker and his Awesome
Android
Puppet Master
Quasimodo
Dragon Man
The Beehive—Hamilton, Zota, Shinkski,
Morlak that birthed... Him!

The Impossible Man
the Molecule Man
Diablo
Klaw, Man-Ape, Venomm & Malice
The Red Ghost and his Super-Apes
the Hate Monger
Psycho-Man
Annihilus

the Frightful Four—the Wizard, Paste Pot
Pete (the Trapster), Sandman, &
Madame Macabre (from Iron Man)

plus

The BLACK PANTHER

Starring Prince T'Challa—the Black Panther,

T'Chaka, his father—King of the Wakanda,

*And introducing the mutant child named Ororo—soon to become the X-Man known as... Storm!**

As the story begins, **T'Chaka**, the King of the scientifically advanced African nation of **Wakanda**, had brought the **Fantastic Four** to his land seeking their aid. Though he was a proud sovereign of one of the wealthiest nations on the planet, he wanted their help against the one who called himself **Klaw, the Master of Sound**.

Years ago, **Klaw** had invaded **Wakanda** seeking to plunder its store of the rare metal **Vibranium**.

Wakanda was built around a mountain of **Vibranium**, a metal rare on Earth, but found in more abundance in certain extraterrestrial objects. The unique properties of this metal had produced a mutation in the **Wakandan** Royal family, giving the line of kings incredible physical and intellectual abilities, and around them had developed the **Panther Cult**.

The **Black Panther** was the powerful totem of the **Royal Family of the Wakanda**.

Klaw murdered the **Queen of Wakanda, N'Yami**, wife of **King T'Chaka**.

Both **King T'Chaka** and his eldest son, **Prince T'Challa**, vowed to use the power of the **Black Panther** to take vengeance on **Klaw** and to prevent **Wakanda** from ever being invaded again.

The costume of **T'Chaka**, the elder **Panther**, was more like the original **Black Panther** costume as shown in *FF #52*, with the cape and the strap across the front. Its gloves had large claws, and the belt was more prominent. But the mask on the King's costume was more of a cowl, open around the mustache, mouth & beard.

The costume of **Prince T'Challa**, the younger **Black Panther**, would be the one seen in the *Jungle Action* series, more sleek and streamlined, with a full face-mask, and retractable claws in the gloves.

When they drove **Klaw** out of their kingdom, **Prince T'Challa** destroyed **Klaw's** right hand...

When **Klaw** returned, he wore a solid sound generator in place of his right hand.

It took the combined might of father, son, and the **Fantastic Four** to defeat the murderous **Master of Sound**.

Another member of the **Wakandan Royal Family** who had inherited the **Panther's** powers was **T'Challa's** little sister, **N'Yama** (daughter of **N'Yami**, who was murdered by **Klaw**).

T'Chaka was romancing a young woman who had lost her husband, a princess named **Ramonda**. **N'Yama** did not approve of her father's new "girlfriend." Her father tried to remind her that the **King of the Wakanda** must have a queen by his side. **T'Chaka** told **N'Yama** that he still loved her mother, even though she was gone, and that he would fight to avenge **N'Yami's** honor and her memory, but life, and the Kingship, must go on...

While **Prince T'Challa**, the younger **Black Panther**, was not married, he was often with popular soul singer **Monica Lynne**, the American woman whom he loved. **N'Yama** approved of this relationship. Even in **Wakanda** they knew **Monica Lynne's** music. **Monica** was a young woman who took control of her own career—doing charity work, showing up in movies, starting her own clothing and perfume line, and anything else she could to market the brand. **T'Challa** loved the drive and the confidence this woman had. She would make a good queen for his people one day. **Monica** just laughed and said, Don't get ahead of yourself.

Following in the best traditions of his fathers and of his people, **T'Challa** was a scientific & engineering genius, even a consultant with the **Advanced Idea Mechanics**. He was leaving to New York to work with **Reed Richards** on a way to reverse **Ben Grimm's** condition.

When in America, **T'Challa** always took the civilian name of **Luke Charles**. Although he had diplomatic immunity as a **Prince of Wakanda**, he enjoyed traveling incognito amongst people who knew him only as a common man. And as **Luke Charles**, he would be teaching at a school in Harlem. His goal was to instill in his American inner-city students the same sense of self-respect and dignity the youth of **Wakanda** possessed.

Meanwhile, in a far distant part of the Kingdom, an old villager began to cry over the murder of his cattle. For they were not killed my normal means.

His cattle were taken from him... by Witchcraft!

His wife wanted to call upon the King, **T'Chaka**, to save them. But the old villager would have none of it.

The Black Panther is weak in the face of Witchcraft, he says. He would call upon the power of the **White Gorilla**, and their old king... **M'Baku—the Man-Ape!**

And they hauled the witch in... It was a girl with supernaturally long and white hair, a 14 year-old child named **Orooro**. It was said she has the power to control the wind, and bring down rain and lightning...

When her powers first manifested themselves, she was believed to be a witch, possessed by demons. But, because of their advanced **Wakandan** science, she was found and rescued by **T'Chaka** himself (in action as the **Black Panther**). Because she was an orphan—her parents were killed by the witch-hunters who came after her—**T'Chaka** took her under his wing and adopted her as her foster-father and mentor, raising her as a sister to **N'Yama** (herself with the powers of the **Black Panther**), teaching both girls to use their powers in the best traditions of the mighty **Wakanda**.

The introduction of **Orooro** would also bring **T'Chaka** into conflict with a political rival, **M'Baku—the White Ape!**

[* For more **Orooro**, see **UNCANNY TALES**, starring the **X-Men**, and **MARVEL GIRL!**]

20 pages

Black Panther Villains & Guest-Stars

Prester John Rama-Tut, Black Egyptian Pharaoh from 3000 AD.	Klaw The Man-Ape (M'Baku)
Psycho Man Dr. Doom, King of Latveria Naga, Dark Lord of Lemuria Kali, Queen of the Underworld	Baron Macabre King Cadaver Lord Karnaj Madam Slay & Muto The Witch-Doctor (from Thor)
HYDRA Baron Strucker Centaurius, a black Nobel-Prize-winner— who has become a global terrorist	Erik Killmonger (N'Jadaka) Venomm Malice Sombre
Kraven the Hunter	Salamander K'Ruel Prey
Baron Zemo Grim Reaper (w/ Avengers) Lethal Legion—Living Laser, Swordsman, Power Man, Grim Reaper & Man Ape Mauler (who turns out to be Hispanic) Mind-Master (w/ Sub-Mariner & Daredevil)	The Sons of the Serpent Ku Klux Klan—Dragon's Circle Soul Strangler Windeagle Roxxon Oil Company The Secret Empire
The High Evolutionary and his New Men	Morgan (the black Kingpin)
The Evil Inhumans—Maximus, Timberius, Leonus, Aireo, Avius, & Stallior	Stone Face Diamondback
The Savage Land Ka-Zar, Shanna, & Zabu Devil Dinosaur & Moonboy Maa-Gor & the Swamp Savages Sauron & the Savage Land Mutants New Britannia & Verlorene Meer	Red Raven El Conquistador
Red Guardian	The Zodiac—Gemini, Taurus, Cancer, Pisces, Aries, Sagittarius, Virgo, Aquarius, Capricorn, Leo

and

The Uncanny INHUMANS

starring

**Black Bolt, Madam Medusa, Crystal, Lockjaw, Gorgon, Triton, Karnak,
& Maximus the Mad**

with **Centaurius, Iridia, Avius, Falcona, & Makus**

also featuring the “**Evil Inhumans**” led by **Maximus the Magnificent—**

Timberius, Regal Leonus, Aireo the Lofty, & Swift Stallior

and the **Alpha Primitives**

As the series begins, **Maximus the Mad** had trapped the **Inhumans** behind the **Great Barrier**, tricking them into believing that the world outside the barrier had been destroyed. **Maximus** believed that when the **Inhumans** learned it was him who gave them dominion over all the Earth, they would tear the crown off **Black Bolt**’s head and restore him to the throne.

But the **Black Bolt** had instead thrown **Maximus** into prison, locking his brother away just as the secrets to their freedom had been locked within the recesses of that madman’s brain.

Black Bolt gathered the ruling family—**Madam Medusa, Gorgon, Crystal, Karnak,** and **Triton**—together, in order to determine how they might free themselves.

Crystal was beside herself with grief over the death of **Johnny Storm, the Human Torch**—believing that he perished along with the rest of the outside world. Even though he was only a human, she had fallen in love with him. This was a love forbidden amongst the **Inhumans**—for they traditionally hold that the human race sought their destruction.

Her older sister, **Madam Medusa**, was disgusted with **Crystal**’s behavior. **Medusa** told **Crystal** she was shaming herself over this human. **Crystal**’s love for **Johnny Storm** had caused a schism in the Royal Family—one that **Maximus** would seek to exploit.

Madam Medusa was both good and evil. The inscrutable **Black Bolt** kept her always at his side, allowing her to speak for him. **Medusa** hated the **Fantastic Four**—**Susan Storm** especially (**Medusa** silently stared at the **Invisible Woman**, seething with rage, with the tips of her long red hair seeming almost to boil)—and only the **Black Bolt** kept her emotions in check.

But not all the **Inhumans** felt as **Medusa** did.

Triton was amongst those who would rather call **Mr. Fantastic** and his team-mates allies. He was personally indebted to **Reed Richards** for designing the apparatus that enabled him to live outside the water.

Gorgon had faced them in battle. The **Fantastic Four** fought to protect **Medusa**, someone who was their enemy, from him, putting themselves in peril to protect an **Inhuman**. He found that hard to understand. With his powerful cloven hooves, **Gorgon** was a raging bull, territorial, and dangerous when cornered. He was huge and powerful, slow to anger and long to calm. His fuse burned long and hot, and the explosion was horrible and brutal. The **Fantastic Four** were humans, but he grudgingly admired their honor.

Karnak could care less either way. **Karnak** was a master of judo, kung-fu, and karate—his bare, open hands were the deadliest of weapons: He could instantly and instinctively discern the weak points of any object or living thing, knowing where to strike for maximum effect. But this ability extended beyond physical combat into a unique way of seeing and living in the world. **Karnak** would spot the weakness in an argument as easily as a structure, bringing it down with the same deft skill. And he could also use his powers in this same way to destroy his enemies.

So it was **Karnak** who stepped forward first to test his powers against the **Great Barrier**—but the **Negative Zone** around the **Hidden Refuge** turned the shattering power of his blow against himself, leaving him writhing in inescapable pain.

At the same time, even from behind bars, **Maximus** had gotten word to his **Evil Inhumans**—**Timberius**, **Regal Leonus**, **Aireo the Lofty**, and **Swift Stallior**—to free him, even if it meant to breed insurrection amongst the slave race which served the **Inhumans**, the **Alpha Primitives**...!

Meanwhile, with all this going on, no one had yet noticed that **Lockjaw** (who speaks to **Crystal** in thought balloons only she can “hear”) had vanished...

We see **Lockjaw** standing on a hill overlooking a valley somewhere in the Himalayan mountains. The gigantic dog was oblivious to the villagers below, who are rioting in fear and panic at the sight of him.

“Why, I think Maximus has lied to us!” **Lockjaw** was thinking. “The outside world has not been destroyed...!”

Finally, somewhere out in space, near our Solar System, a hidden **Skrull** ship noted an unusual occurrence: A signal being broadcast by a **Skrull** infiltrator in the **Hidden Refuge** of the **Inhumans** had suddenly stopped...!

Inhumans Villains & Guest-Stars

The Seeker
the Kree
Sentry 459
Kree Supreme Science Council
Phae-Dor, Head of the Council
Falzon, his wife Murius, & their son,
 Arides
Shatterstar—Arides
Captain Marvel
Skrulls
the Super-Skrull

Warkon, Shribe, & the Demon-Rebels
the Minotaur
the Keeper of the Flame
Ixar & the Ultroids
Ogor and the Kallusians
 (once peaceful dwellers in a distant
 galaxy)

the Celestials
the Eternals
the Deviants

Kala, Queen of the Underworld
Blastaar
The Mandarin
THEM! (those who have replaced the
 villainous AIM)

Sub-Mariner & the Atlanteans
the Lemurians
the Serpent Crown
the Naga

the Black Panther
the Psycho-Man (w/ Black Panther)

Ka-Zar, Lorna, & Zabu
Wolverine
Silver Surfer
Thor
Hulk
the Young Champions (since Crystal and
Lockjaw are members, after all)

The High Evolutionary and his New Men
Magneto
the X-Men

AMAZING FANTASY

featuring

The Origin of the Amazing SPIDER-MAN

It was August, and fifteen year-old **Peter Parker** was starting his sophomore year at **Midtown High School**.

He was a bookworm—but with a smart mouth.

Flash Thompson was a popular kid. He was a future sports star, and got a lot of respect from the coach and some of the teachers. But most importantly, he got respect from the **Midtown High** jocks. That made **Flash** big time with the sophomores and freshmen. And **Flash**, for whatever reason, did everything he could to make **Peter Parker**'s life a living high school hell, never missing an opportunity to put him down or humiliate him in some fashion. So a lot of kids who wanted to be like **Flash** and get on his good side did the same.

Pete's next-door neighbor was a girl named **Liz Allen**. She lived with her divorced mother, a bitter alcoholic. **Liz** was the closest thing **Pete** had to a friend, both of them being outcasts. **Liz** had always been as gawky and awkward and as unpopular as **Peter**, but over the summer she had really blossomed. That changed everything between them.

The most important relationships in **Peter Parker**'s life were with his (maternal) **Aunt May**, who was very sick, and his **Uncle Ben**, who was always working to get money to provide for her and **Peter**. They were an older couple.

Aunt May and **Uncle Ben** treated their nephew as if he were the only thing in the world that mattered to them... They loved him, and he loved them.

Peter was nearly a genius as a science student, specializing in (but not limited to) biochemistry. No one ever said much about his parents, but they were scientists, too.

Still, things are tight, and **Pete** decided he should put his brain towards finding a way to make money...

At school, he was thinking **Liz Allen** might be getting herself into trouble... She had always been an awkward teenager, like **Peter**, but over the summer she had blossomed into a beautiful young woman. She started getting noticed and attracting attention. Some of it the wrong kind of attention, and from the wrong kind of people.

Trying to deal with her alcoholic and abusive mother was causing **Liz** to make bad choices in life, and she was trying to hide them from **Peter**...

Which was putting a strain on their relationship.

Peter didn't understand what this sudden tension between them was or where it was coming from, and she couldn't or wouldn't tell him...

But he was dealing with his own problems. **Uncle Ben** and **Aunt May** were having money problems, and he was trying to come up with a solution: He decided to become a photographer for the **Daily Bugle**. The glamour, the excitement—and most of all, the money—made it the perfect job for him!

There were only a few problems: First, he only had the old camera of his **Aunt May**'s... Second, he didn't have any clue about photography... so he googled it and started reading up. Third, he found out the **Bugle** didn't really hire photographers outright these days, and they probably wouldn't hire a 15 year-old kid to do a man's job, anyway.

He wanted to ask **Liz** for help or advice, but she had been flaking out on him lately, and he was too much of a guy to be able to understand why...

At school one day there was a lecture at **Empire State University**, a big school field trip. **Peter** was very excited about the trip. **Liz** was ignoring him. **Flash** was there with his usual hi-jinx, doing everything he could to humiliate 'puny **Parker**.'

During the demonstration, no one noticed the tiny spider that had been irradiated in the experiment...

A radioactive spider that bit **Peter Parker**.

The kids all laughed at him when he had to go home sick.

He got home and went right to bed.

He woke up as someone else.

He'd discovered his powers when he was walking for the bus that next morning. His body was so charged with energy it was overwhelming. He was distracted, not noticing that he'd wandered into the street—right into the path of a speeding car. Even before he could see the oncoming automobile, he leapt, without thinking, an unconscious leap of over 30 feet—and then clung to the sheer side of a building like a spider, the palms of his hands sticking to the walls.

He climbed the side of the building, and then crushed a ventilation pipe when reaching for a handhold on the roof.

He suddenly realized that either the spider-bite had somehow given him powers... or else it had injected him with a powerful hallucinogen and he was still dreaming...

When he finally got to school, he was late, and **Flash** continued to pick on him all day, teasing him that he had gotten sick and had to go home to his mommy!

Pete looked over and saw **Liz Allen** laughing at him.

He snapped. He wasn't going to take it any more. C'mon, Flash—you think you're so tough... Prove it!

His body was humming from the extra energy he'd had all day. It wasn't just adrenaline. He could feel it. He was feeling cocky, like he could do anything. What's the matter? he challenged Flash, Scared?

Flash started laughing at **Pete**. He stood up, but then he really started being mean, talking smack and laying it on thick. **Liz** started laughing harder.

Then, to shut **Flash** up as much as anything else, **Peter** reached over and slapped him. It had barely been a tap, but it spun **Flash** around. Everybody stopped laughing. **Flash** was furious. That hurt. People started getting up and backing away. Oh, **Parker**, **Flash** is going to kick your ass, they said.

Peter was worried, but not about being hurt. He'd barely touched him, but it almost knocked **Flash** down. He realized that he could actually hurt **Flash** without meaning to. He pictured what his **Aunt May** and **Uncle Ben** were going to say when he got three weeks suspension from school for accidentally killing the sophomore class' star athlete.

Then his senses tingled, in the same way as when he walked in front of the car this morning, and he ducked, just in time to hear **Flash**'s fist whiz over his head.

Pete stood. He was looking at **Flash**'s face, red and twisted in fury. **Flash** swung again, seemingly in slow motion, and **Pete** just twisted a little, not even putting any effort into it, and **Flash**'s punch missed him by a mile.

Again he looked at **Flash**'s angry face and realized that **Flash** hadn't been able to touch him. What are you doing, **Pete** asked, waving at me?

Flash just kind of growled, spitting mad, and jumped at him. **Pete** casually side-stepped, and **Flash** went flying by, hitting the ground with a loud whump.

The kids all laughed and **Flash** looked up to see the Principal standing in front of him. Is there a problem here?

No, sir, **Flash**, said. But he glared at puny **Parker**, cursing him under his breath. **Pete** laughed and went to class.

After this, **Peter Parker** patiently and methodically tested his new abilities and was astonished with the results:

He'd gained the **proportionate powers of a spider**, and now had the strength of ten men—with the ability to lift over 2500 pounds.

He could bend bars of steel, and had physical endurance that was unimaginable in any normal human being (he later discovered he could hold his breath underwater for over fifteen minutes)...

His balance and equilibrium was super-human, allowing him to run along a high-tension wire as easy as running down a level street.

His reflexes were so fast, no one could touch him. He could react almost instantaneously. He was so agile, that he could twist and bend his body in mid-air, flipping himself around. He could bend his joints at almost inhuman angles. With his strength and agility, he could leap well over fifty feet, easily.

And he could stick to walls and ceilings, to almost any surface that could support his weight, defying gravity, crawling up a sheer vertical plane like some kind of monstrous grand-daddy longlegs...

He found that his ability to cling to a wall was so powerful, he could carry a full load (or, in some cases, tear a wall down trying).

But strangest of all, he was slowly growing sensitive to a sixth-sense—a tingling premonition that warned him whenever danger threatened...

At first, **Peter** decided to use his new-found powers to make money, to gain the fame and admiration he could never have as puny **Peter Parker**.

There was a cage match that paid \$1,000 to any man who could last three minutes in the cage with **Crusher Hogan**.

He figured with his powers, it would be easy. He would put together a costume, and challenge him as... **Spider-Man!**

But, his costume was home-made— socks, sweat-pants, a long-sleeved jersey with a T-shirt over it, an old belt, and lenses from a pair of prescription sun-glasses fastened into his mask... because (even though he's got these great new powers) HE STILL COULDN'T SEE A THING WITHOUT HIS GLASSES...!

When he finally got into the cage with **Hogan**, **Peter** couldn't believe how easy it was. Jumping around the cage, clinging to the bars as naturally as standing up, he danced around the angry fighter. And when **Hogan** finally got the boy in a bear-hug, **Peter** was able to break free easily. Even the punches and blows bounced off him as if he'd never been hit. The big chicken, **Peter Parker**, couldn't believe how he could take a pounding and it didn't even hurt. Whatcha tryin' to do, he taunted—tickle me?

He lasted his three minutes easy. **Crusher Hogan** was fit to be tied when it was finally over.

The promoter was impressed. So, just sign your name here, and you get your money.

I can't sign my real name, can I sign it as Spider-Man?

I can't make a check out to Spider-Man. This is for tax purposes. Either you tell me your real name or you don't get paid.

And so **Peter's** big plans went up in smoke, just like that, and he felt like an idiot walking away empty handed, mad, and with his ears getting hot. He looked freaking stupid in these pajamas, and he just wanted to go home.

He suddenly felt a familiar tingle, that strange sixth sense alerted him to possible danger, and he stepped out of the way just in time to avoid being tackled by a man running down the corridor.

An older police officer in flagging pursuit cried out, "Stop him!" The older man stopped running, running out of breath as he tried to shout, "Trip him—grab him—!"

Anonymous in his home-made "**Spider-Man**" costume, **Pete** ignored the old policeman and shrugged, saying "It's not my problem... I'm a star, not a baby-sitter!" He was trying to be funny, but his words fell flat.

The murderer had gotten away...

The crowd reacted violently to the skinny kid in the homemade "spider-suit:"

“You could have stopped him!” everyone yelled at him. Especially the ones who’d seen him showing off his abilities and bragging about all that he could do!

“I thought you were so great,” one of the women said to him, “but now I see that you’re just a money-hungry fool...”

Parker left there, stung by the words... Worse, he didn’t know why he didn’t stop the guy—he wasn’t afraid... It wasn’t any of his business—he just was nervous—it caught him by surprise... But he couldn’t lie to himself. His “**spider-sense**” had warned him in plenty of time. Somehow, his mind was working in new ways, allowing him to think more clearly in times of danger—a protective mechanism of some sort that he now had...

He wandered the skyline of the city for hours, trying to lose the feelings... He was a coward. A loser...

When he finally returned home that night, the police were already there. His sixth sense was not tingling—it was numb with dread: He could see his **Aunt May** crying. He knew the worst thing in the world had happened to her...

Uncle Ben was shot. He’s dead, Peter, his **Aunt May** told him. He’s dead.

What happened?! **Peter** wanted answers, but **Aunt May** was sobbing and trembling. Her best friend, **Anna Watson**, was holding her, trying to comfort her.

The same older policeman he’d seen earlier came up to him. At first he assumed the old cop could recognize him, then he realized he’d been wearing a mask.

It was a burglar—your uncle surprised him. He’d committed a robbery earlier today and he was hiding in your uncle’s workshop—

Going out of his mind with grief, **Peter Parker** hunted down **Uncle Ben**’s killer—and discovered that the man who destroyed his world was the very same man he let get away earlier that day!

Sickened with grief, the boy’s world would never be the same again, for **Peter Parker** had learned that with great power also comes great responsibility!

SPIDER-MAN Meets the FANTASTIC FOUR!

Peter Parker was a dorky kid who wore big, dumb glasses, was way too smart for his own good, with more problems besides... the most immediate being his **Aunt May**’s desperate need for money to run the household, especially now with **Uncle Ben** gone.

Kids at school were talking about a new movie coming out, starring **Johnny Storm** from the **Fantastic Four**.

Peter Parker snorted.

He saw movie star **Johnny Storm**—a kid his own age—as someone who had it all, but didn't appreciate any of it: He was a star and a member of the **Fantastic Four**, known all over the world, he had looks, he had money, he hob-nobbed with everybody else who was rich and famous...

He drove hand-made Italian sports cars, for crying out loud.

And **Johnny Storm** was a super-hero, 'the all-new **Human Torch**'...!

What more could a guy want...?

"Well I have powers now, too," **Peter Parker** thought to himself. "I never thought things like this happened to people like me... and I never asked for it... but now I'm one of them...!"

And so it was he set out to join the **Fantastic Four**!

Needless to say, things didn't go as planned...

A kid showed up at the **Fantastic Four**'s **Baxter Building** headquarters looking for a *job*...

He was still wearing his homemade costume—socks, sweat-pants, a long-sleeved jersey with a T-shirt over it, an old belt, and lenses from a pair of prescription sun-glasses fastened into his mask (and they weren't working too well anymore... even with his regular glasses, things were getting blurry)...

—That whole day turned out to be one big, humiliating experience for everyone involved...

He thought they treated him like an idiot.

And then, when that smart-mouthed **Torch** and the aptly-named **Thing** kept needling him, he lost his temper and took them all on...

The **Thing** couldn't believe the nerve of the kid: "Whaddya mean how much do we get *paid?!?*"

He knew he was an idiot. Thanks to the amazing radioactive spider-bite that gave him the proportionate powers of a spider, he was barely able to get out of there by the flimsy cloth on the back door of his costume!

That was the story of **Peter Parker's** life. He had just undergone a transformation that he thought would change his whole life forever. But he was wrong: He was still a loser...

but Pete's nightmare wasn't over...

The Amazing SPIDER-MAN's Television Debut!

To make it worse, **Spider-Man's** cage match was on TV...

Any thought **Pete** might have had about telling anybody about the powers he had gained died that day...

Because whoever this **Spider-Man** was, in his home-made "long underwear" costume... Hoo-boy! everybody said, What an IDIOT!

Off that one show, especially after it hit YouTube, **Spider-Man** became a laughingstock, and a big joke around **Midtown High School**....

Someone else who saw the show was **Johnny Storm**. And it led to him having a change of heart (after seeing the footage on TV of the same Spider-kid in the homemade costume going at it with some brute in a cage match). This kid's got heart, he thought. He felt sorry he'd been so rude before.

So **Johnny** hunted the kid down, putting up billboards, putting an ad in the paper, ads on TV and the radio—leading to a *American Idol* tryout-like crowds of people dressed up as what they imagined this '**Spider-Man**' to be.

Johnny also hired a professional movie industry costume & special effects crew to design a real **Spider-Man** costume, and he presented it (and a spare) to the kid once he finally found the real him.

It was later, in an adventure with the two of them, that **Spider-Man** met the **Torch's** friend **Ant-Man**.* It was at **Ant-Man's** home base, his lab of the **Advanced Idea Mechanics'** headquarters, that **Spider-Man** (secretly high school scientific whiz-kid **Peter Parker**) invented not only his incredible **webbing**—super-strong, incredibly light,

amazing elasticity, and vanishes in an hour—but his **web-shooters** as well. Having access to the labs at **A.I.M.** enabled **Spider-Man** to develop an array of incredible crime-fighting Spider-equipment, including his **webbing** and **web-shooters**, his **spider-light**, his **spider-tracers**, and very importantly, a modification to his camera that enabled him to take Pulitzer-level photos of **Spider-Man** in action.

[* See **TALES to ASTONISH!** featuring the **Advanced Idea Mechanics.**]

The Return of the Amazing SPIDER-MAN as he battles... the Chameleon!

*Guest-starring the **Human Torch!***

Pete was all happy. He thought everything had turned a corner, and that nothing could stop him, now.

It wasn't long after that a powerful new criminal went on a rampage: Someone with incredible *spider-like powers* was bringing chaos to New York City—the same strange character seen on TV!

It appeared to everyone that **Spider-Man** had become a super-powered villain... and he wore the exact same suit as **Johnny** had made for **Spider-Man!**

Immediately, **J. Jonah Jameson** put the full weight of the *Daily Bugle* behind his call to bring this menace in.

The **Torch** couldn't believe it. He thought he knew this kid. But he recognized the suit. Discussing it with **Reed**, he decided the best thing to do was bring him in (One thing he didn't notice when he was reviewing the security footage of **Spider-Man** caught in the act was that this villain never used the webbing he just invented...).

Meanwhile, **Peter Parker** was still unaware of the current plight of his alter-ego...

At school he was as unpopular as ever. He couldn't forget **Liz Allen**'s mocking laughter. And he has the strangest feeling sophomore super-jock **Flash** is up to something...

He and his **Aunt May** were still hurting from the loss of his **Uncle Ben**. **May** and **Ben** were childhood sweet-hearts... they'd been married over fifty years. With the loss of her husband, she was turning all of her attention to her young nephew, and smothering him. But she wasn't the only one dealing with this pain—it was still on **Peter**'s mind a lot, too... He was still in a state of shock, and blaming himself for everything that happened.

So when **Peter** heard something on the local news about the “**Spider-Man Menace**”, at first it went in one ear and out the other...

With **Uncle Ben** gone, times got a little harder. With the costs of the funeral, bills started piling up. **Peter** knew things were tough, but it wasn't until he saw his **Aunt May** pawning her jewelry that he realized he had to do something about it himself—he realized he had to take responsibility.

And he would do it by performing as **Spider-Man**.

It wasn't until he finally let himself put the costume on again, when he went out one more time and felt the incredible, exhilarating freedom of swinging between the massive skyscrapers above the streets of New York and was attacked by fire—flames from his new friend, the **Human Torch**! That was when young **Parker** realized something was wrong...

Spider-Man eventually convinced **Johnny Storm** that he was not the same person committing these violent crimes—because whoever it was wearing the suit might be able to fake the powers, but he doesn't have **web-shooters**!

Unknown to them both there was a Master of Disguise at work...
The **Chameleon** created chaos—being able to become anyone...

J. Jonah Jameson was on his way to becoming **Spider-Man**'s worst nightmare!

Because of the work of the **Chameleon**, the newspaper the *Daily Bugle* had sparked a public outcry for the **Wall-Crawler**'s capture!

And so it was that, on the trail of the **Chameleon** that **Peter Parker** first came to the **Bugle Building**...!

Introducing **Betty Brant**, **Jameson**'s cute young secretary...

and **Robbie Robertson**—a fair and honest man, and **Jameson**'s good right hand!

It turned out that the **Chameleon** was someone from the costume & prop department at the studio—and he had access to the design of the **Spider-Man** costume! But whoever this man was, he was working under a false identity... and he had vanished!

The Amazing SPIDER-MAN

Starring **Peter Parker**—the **Amazing Spider-Man**, with **Aunt May**, **Betty Brant**, **Flash Thompson**, **Liz Allen**, **Randy Robertson** (the son), **J. Jonah Jameson**, **Robbie Robertson**, **Susan Storm**, **Ned Lee**, **Fred Foswell**, **Gloria Grant**, and **Anna Watson**

And introducing... **Gwen Stacy**, **Mary Jane Watson**, **Harry Osborn**, **Captain George Stacy** of the NYPD, and **Norman Osborn**.

As the story begins, **Peter Parker** was now a 16 year-old junior at **Midtown High**, the identity of the **Green Goblin** was still a secret, and **Peter** had not yet met **Harry**, **Gwen** or **Mary Jane**. And **Johnny Storm**, the **Human Torch**, had been more of a recurring character.

Peter was working hard to sell photos of **Spider-Man** to the **Daily Bugle**, trying to earn as much money as he could before school started again in the fall. He was swinging across the city to an event he was going to cover as a photographer. It was his first real assignment from the **Bugle**, and he was afraid he was going to blow it.

A new group of organized criminals had been pulling jobs all across the city. They wore similar, customized outfits. They'd been getting away with some pretty extraordinary crimes. Other than that, almost nothing was known about them. They just seemed to appear out of nowhere.

The NYPD Commissioner assigned one of his best men, **Captain George Stacy** to head up a special task-force to take on the problem.

Peter was covering this event, trying to get more work out of his boss at the **Daily Bugle**.

On his way to the event, he actually ran across these criminals, catching them right in the act.

It turned out their costumes actually gave them some special abilities. They worked for a mysterious boss known as the "**Master Planner**"...

Not only did the criminals actually overpower him and get away, but he ended up being late for the event.

Pete was devastated, and didn't know what to do, until he recognized **Captain Stacy** and decided to go ahead and do what he could to get something out of this. He introduced himself to the police captain, told him he was from the **Bugle**, and actually explained the reason why he was late—on his way here he saw **Spider-Man** taking on these criminals and stopped to get pictures.

Captain Stacy was impressed. He asked if he could see the pictures.

Well, **Peter** said, he was planning on selling them, that's how he got cash to help out his **Aunt May**, and...

Captain Stacy laughed, but respected the boy's earnestness. That's okay, he said, I understand. I'll get in touch with Jonah and go over them later.

Then **Peter**, thinking he might could use this opportunity to get some information, asked him if he could take his pictures and maybe get a quote anyway. The Captain was happy to oblige. While **Pete** snapped a few frames, he asked about the criminals costumes providing special abilities.

Captain Stacy stopped him. This was not known.

So **Peter** pressed him. "Who is the Master Planner?"

Stacy had not heard of this character. He wanted to know how **Peter** knew this, and the young man said he just heard it when he was taking the pictures.

You must get very close, **Stacy** said. You need to be careful.

Then a young woman showed up, a beautiful blonde, a girl about **Peter's** age.

Dad! she called to **Captain Stacy**. You're hanging around, and we've got to get going!

Stacy introduced **Peter** to his daughter, **Gwen**.

Gwen was polite, but she brushed the young man off as she hustled her father away.

Later, **Peter** was going in to the offices of the *Daily Bugle*. The pictures of **Spider-Man** and the criminals turned out great, and he even got quotes to go along with pictures of **Captain Stacy**.

Right now, **Peter** was suffering through an on-again/off-again relationship with "older woman" **Betty Brant**, **J. Jonah Jameson's** 18 year-old Administrative Assistant. This was a relationship that was doomed, and both of them knew it, but they didn't know how to tell each other it was over.

Beyond that, he was always worrying about his job, as **Jameson** always reminding him, newspapers weren't the cash cow they used to be. What **Peter** didn't know was that **Jameson** knew **Peter's** background—that he was a straight 'A' student, already taking college-level physics & biochemistry classes as a junior in high school, and that he was using the money he earned at the *Bugle* to help pay his **Aunt's** bills. Plus the kid was always trying to sell photos of **Spider-Man**. **Jameson** didn't let on that he knew any of this, but he liked the kid—he respected his willingness to work and to shoulder responsibility.

Peter showed the pictures to **Jameson**, and told him he got some great quotes from **Captain Stacy**. He told him about the **Master Planner** and the special abilities in the costumes, and how **Stacy** didn't know about them.

Jameson dismissed all that as if he wasn't even listening, telling him that's what they paid reporters for, but he did like the **Spider-Man** pictures—they showed **Spider-Man** being humiliated by the gang.

Good job, he said, I'll have Betty cut you a check!

The *Bugle's* City Editor was **Robbie Robertson**. **Robbie** remained as a solid rock in the midst of the chaos on the floor. He also tried to help **Peter** keep his cool, because the boy just didn't get **Jonah**. It was almost as if he took the publisher's vendetta against **Spider-Man** personally. And **Robbie** had a son of his own, **Randall**, or **Randy**, just a few years younger than **Peter**. He couldn't imagine leaving **Randy** in the world without a father. **Randy** was in the office with his mom to see his dad.

Peter waited until **Robbie's** wife and son had departed, then told him the same information he tried to tell **J.J.J.**

Robbie said that something could come of it, and thanked him for it.

Fred Foswell was still working on the beat, but he was being shadowed by suspicious new reporter **Ned Lee** (the Asian version of **Ned Leeds**). **Ned** would also be walking right into the middle of the **Parker/Brant** relationship fiasco, and would be the trigger that initiated the break-up.

It was while **Peter Parker** was at the *Bugle* office that he overheard something that adds to his suspicions of **Fred Foswell**, a person he had his doubts about anyway, which caused him to hang around the offices so that he could follow him when he left...

But before **Foswell** could leave, they were all introduced to a new addition to the paper.

As seen in **MARVEL'S GREATEST COMICS & FANTASY MASTERPIECES**, **Susan Storm** was joining the reporters on the staff of the *Daily Bugle*. **Susan's** father was media titan **Franklin Storm**... and **J. Jonah Jameson** was all too happy to have **Storm's** daughter on staff at the *Bugle*—even if she was a member of the **Fantastic Four**! As long as she met her deadlines, **Robbie's** given his word she'll be treated like any other reporter (**J.J.** viewed the **FF** differently than **Spider-Man** because they didn't wear masks nor have secret identities).

While the introductions were being made, **Jameson** turned to **Robbie** and told him to check with **Captain Stacy** on what he knows about a 'Master Planner'...

On his way home, **Pete** saw some of the kids from school. **Liz** and **Flash** were among them.

He'd given up on **Liz Allen**. Now that she'd blossomed, **Flash Thompson** considered **Liz** to be his girl... But it was only when **Peter** finally started to ignore her and avoid her that **Liz's** own feelings began to change. Suddenly she was thinking maybe she hadn't been properly appreciating the young **Mr. Parker**...

And as **Peter's** love life fizzled, **Aunt May** was frail, and her health was a constant worry. This put continual financial pressure on **Pete** to take the problem off her shoulders, as **Aunt May's** only income was Social Security and a small pension from **Uncle Ben**.

Later, he was swinging through the city again as **Spider-Man**.

Following up on things he overheard at the *Bugle* office, and with a suspicion of **Fred Foswell**, he again crossed paths with a group of organized criminals all wearing similar (a group working for the **Master Planner**), specially-designed outfits that gave them all a number of useful abilities.

As **Spider-Man** got more involved with his fight against organized crime and the New York underworld, he saw New York Police **Captain George Stacy**, the man he'd met earlier as **Peter Parker**, covering a press event (or intending to...).

Captain Stacy saw **Spider-Man**, and tried to speak to him before he left. **Captain Stacy** was one of the first members of the NYPD to view **Spider-Man** as an ally, as one of the good guys, so **Spider-Man** stopped, instead of swinging off, pretending he couldn't hear.

It was also as **Spider-Man** that **Peter Parker** saw **Captain Stacy's** daughter, **Gwen** a second time. She was actually riding with her dad, and she stuck her head out of the car when she saw **Spider-Man**. Then she made an excuse to get out of the car and came to ask her dad about something or other. She might not give **Parker** the time of day, but she found **Spider-Man** interesting.

Wow, **Pete** thought, now THAT'S a GIRL!

Unfortunately, she was out of his league, and he doubted he'd ever see her again, especially as **Peter Parker**...

At the same time, **Peter** became friends with a new student who transferred in to **Midtown High School**, **Harry Osborn**. **Harry** tried to play it down, but his dad was wealthy. Actually, **Harry** was probably the richest kid that had ever attended **Midtown High**. This was the fifth school he'd been to, but the first public school anyone in his family has ever attended. **Harry's** father was **Norman Osborn**, the owner and brains behind **Osborn Industries**.

It was **Harry** that really introduced **Peter** to **Gwen Stacy**. She attended **Uptown High** (where **Johnny Storm** was also a junior). **Harry** knew her through his father knowing her father. He began to help **Pete** arrange ways of running into her: Awkwardly at a party, or more smoothly in casual chance meetings. When he first got to know her, she was the classic “cool chick” (It wasn’t until later that the moodiness became apparent).

Anna Watson was **Aunt May**’s dear friend, and while all this was going on, she had been talking to **May** about her niece, **Mary Jane**. Maybe setting the two of them up. **May** liked the idea.

Mrs. Watson and **Aunt May** wanted **Pete** to meet **Mary Jane**. Things kept happening to prevent that meeting—from **Pete**’s own reluctance to **Spider-Man** emergencies and just bad timing.

But even though **Pete** couldn’t find the time to meet the girl, everyone else did—and they all thought she was perfect for him!

When he finally met her, she was a chubby girl—still **Mary Jane**, though, with the dimples and the red hair and the sparkling green eyes. The date they had was really fun. She had a great personality.

But **Pete** met her around the time he was chasing **Gwen**. **Gwen** was still acting disinterested and playing hard-to-get.

So, **Pete** liked **Mary Jane**, but he was distracted. And when **Harry** met her, he was acting weird, being mean to her for some reason. **Pete** thought it seemed like he kind of looked down on her. The way **Harry** acted hurt **Mary Jane**’s feelings and she snapped back at **Harry** in a way that hurt his feelings and made him realize how he’d been acting.

Then **Mary Jane** got an after-school job at a burger joint where **Pete** and **Harry**, **Flash**, **Liz** and a lot of others from **Midtown** liked to hang out. After a while, she began losing weight, and eventually blossomed into a stunning beauty. **Harry** fell in love with the new MJ, but she was having a hard time forgiving him for the way he treated her.

During all of this, **Peter** was facing ever more dangerous threats as **Spider-Man**. And while at first he was inexperienced, and made horrible mistakes, he struggled to learn and get better, trying hard to become a hero and a good man. This struggle carried over into his civilian life, where he was becoming a mature and thoughtful young man well beyond his years (something that people like NYPD **Captain Stacy**, **J.J. Jameson**, and **Robbie Robertson** noticed).

Spider-Man Villains & Guest-Stars

the Vulture	the Chameleon
Dr. Octopus	the Cat (father of Black Cat)
the Sandman	the Rhino
the Lizard	Meteor Man (the Looter)
Electro	the Ringmaster and his Circus of Crime— the Clown, Princess Python, the Human Cannonball, the Great Gambonno
Mysterio	
the Green Goblin	the Scorpion
Kraven the Hunter	the Beetle (from the Human Torch)
Professor Smythe & the Spider-Slayer and the Living Brain	Dr. Doom
the Molten Man	Ka-Zar, Shanna, & Zabu
New Vulture	the Hulk
the Shocker	Medusa
the Kangaroo	Black Widow
the Prowler	the Terrible Tinkerer and the Brotherhood of the Badoon!
Morbius	the Enforcers—the Big Man, Montana, Ox, Fancy Dan
	Kingpin
	Silvermane
	Man Mountain Marko
	the Schemer
	Hammerhead

plus

The BLACK CAT

Starring **Felicia Hardy**—the **Black Cat**

Also featuring **Rick Jones & Jim Wilson** and NYPD **Captain Jean DeWolfe**

It began on a dark, moonless night, outside an apartment, high over New York City.

A daring break-in and theft of priceless jewels by a dashing young thief—a platinum-haired young woman in a black costume trimmed in white fur...

Later, the same woman met with unsavory men to pawn... most of the jewels she had stolen...

They try and take advantage of her... and she makes them sorry they crossed her. She took the money, the jewels, and left them unconscious... with nothing but memories...

Felicia Hardy was a beautiful, platinum-haired 19 year-old young woman, about to become a freshman at **Empire State University**, and she had a secret.

Felicia Hardy's father, **Jean Luc Hardy**, was—under a different name and identity—a world-class art thief known only as the **Cat** (adapted from *ASM #30*, “The Claws of the Cat!” so maybe we’ll even have some back-story where her father and **Spider-Man** crossed paths).

She had lost her mother when she was young. Her father had been the only parent she had ever known. He had tried to raise her to be unaware of what he was, keeping her spoiled, attended by nannies. There might be those who could identify him as the **Cat**, but no one could ever connect her to him.

But **Felicia** knew who her father was, and what he was... and she idolized him. She wanted to be what he was.

And now he was putting her through college at **E.S.U.**

After a chance meeting with **Felicia**—in a kind of love-at-first-sight thing—**Rick Jones** becomes a member of the cast. He was 19 years old himself, and was a kind of bad-boy, street-wise rock & roller on the rise.

Felicia's father discovered that she committed the jewelry store robbery.

Felicia told him that she knew all about him and his secret life.

He was angry and they fought. He hadn't wanted her to follow in his footsteps. He wanted more for her than to be a... thief.

It caused a split between them.

She didn't understand. She was following in his footsteps, just like a child should. She learned all of his tricks. She adapted all of his impressive collection of tools and equipment to her own purposes. And as she embarked on a life of crime, she wanted his blessing!

He wouldn't give it to her. She thought he was a hypocrite because it was all right for him but not for her.

He couldn't explain it and he wouldn't apologize for it, but he wanted something better for her.

Meanwhile, the criminals that the **Black Cat** beat up and robbed didn't just go away. They were nursing a grudge. They were also part of a larger organization, and their friends had an obligation to assist them. So people began working to find out who she was...

Felicia had seen more of **Rick Jones**. She met his friend, **Jim Wilson**.

Jim Wilson was the drummer for the **Rick Jones Band**.

[***Rick Jones** and his band, including **Jim Wilson** (both originally friends of the **Hulk**), can also be seen in the features **Millie the Model** and **Patsy Walker**, both appearing in **MARVEL GIRL!**]

The **Black Cat** went on to commit more crimes. She was becoming very good at what she did, and we even see her defend herself in a physical fight, which she won easily.

In fact, she was getting so good that she was starting to become quite cocky, developing an attitude.

At the same time, things became worse between **Felicia** and her father. She was starting to feel like she didn't need him if all he was going to do was rag on her.

But... she went to try and fence some stuff, and she couldn't. People had found out about the criminals who were beaten and robbed, and everyone knew someone calling herself the **Black Cat** was involved. She tried to explain her side, that they tried to cross her, but no one was listening. She was just a kid, a girl, trying to get in with the big boys.

She played it off. She would find someone else to buy her stolen loot. She was young and not realizing the mistake she's made...

And, all the while, unknown to her, those very same criminals out to get her had traced the **Black Cat** to the **Cat** (though not necessarily the **Cat** to the man who was **Felicia's** father).

The **Black Cat** had been very sloppy about covering her tracks...

Then, in a coincidence unknown to **Felicia**, **Rick Jones** was involved somehow with the people she was going to rob.

She was not realizing she'd gotten herself into trouble, so she was continuing on her little spree. Her dad got her set up pretty sweet for school, but she also learned from him to have a secret place, someplace that didn't attract attention and was completely safe... and here, she had a fortune in beautiful stolen jewels, gold and valuable coins, and cash.

She was spending the cash on clothes and fun at school, but the rest of it was piling up.

She didn't care. She'd find a way to get rid of it eventually...

And so **Rick** was there when she committed her next robbery.

It worked out that he saw her. And she saw him. And he recognized her. She ran away, for the first time embarrassed over having someone see she was a thief.

While she was gone, the criminals had found the **Cat**. And they got help in finding him from some sources who might not have talked but were offended by what they thought was the **Black Cat** double-crossing those criminals. Whoever she was, the **Black Cat** was in big trouble, and the **Cat** was going to be used to teach her a lesson.

They were threatening the old man when **Felicia** arrived, in her civilian identity. The criminals realized that was how the **Black Cat** was connected to the **Cat**—she was his daughter!

She took on the criminals, attempting to free him.

In the struggle, her father was killed, one of the criminals was shot and the other was killed. Everyone who could connect **Felicia** to the **Black Cat** was dead.

Her father was dead, and it was **Felicia's** fault. And that was how her life had come crashing down.

This series will document **Felicia**'s start as a thief and her slow change into a hero— while she slowly loses faith in the man her father was. **Captain DeWolfe** will play a role in this change, going from being the one out to bring her to justice to becoming a mentor and link with law-enforcement.

The **Black Cat** is also going to have a run-in with **Hawkeye**, and he's going to develop a thing for her. Regardless of whether they ever know each other in their civilian identities, **Rick Jones** gets brought into the mix. **Rick** will eventually learn **Felicia** is the **Black Cat**, one way or another, and then he's going to cross-paths with **Hawkeye** in a way that sets up a volatile triangle involving the three of them, even though the situation doesn't have to be anything more than an intermittent sub-plot that comes and goes.*

[***Rick Jones** and his band, including **Jim Wilson**, can also be seen in the features **Millie the Model** and **Patsy Walker**, both appearing in **MARVEL GIRL!**]

20 pages

Black Cat Villains & Guest-Stars

Garboil
The Phantom Sphinx
The Zebra
The Doomed Orphans
Fraulein Doktor

Wolverine (instead of the Hulk)
the X-Men
Hercules & Venus
Hawkeye
Rick Jones
Namora
Shanna (w/o Ka-Zar)
Valkyrie
Colleen Wing, Joy Meachum & Misty
Knight
Victoria Bentley

the Gypsy Queen (w/ Victoria Bentley)

Wraith—Brian DeWolfe, brother of Police
Captain Jean DeWolfe

The Golden Tigers
the Yakuza
Morgan
Stone Face
Diamondback
Kingpin

The Basilisk
Meteor Man (the Looter)
Ape-Man, Bird-Man, & Cat-Man
The Big Man, the Enforcers, & the Crime
Master
Moondog
Ruby Tuesday
Mr. Fish
Piranha Jones, Cockroach Hamilton,
Grassy Moss, Charlton Grundge
Goldbug
the Gibbon
Kraven the Hunter
Rat Pack

Grey Gargoyle

the Ringmaster & the Circus of Crime—
Clown, Human Cannonball, Princess
Python, & the Great Gambonno
(Ernesto & Luigi)

and

SPIDER-MAN TEAM-UP

Spider-Man meets... a member of the **Marvel Comics Group**!

These stories will introduce **Spider-Man** to all the characters of the **Marvel Universe**. At the same time, this story will coordinated closely enough with the main title that it can continue some of the sub-plots and advance the relationships going on there.

One of the heroes that **Spider-Man** will meet (and then who will guest-star in **STRANGE TALES**) is **Shang-Chi, Master of Kung Fu**. He is the teenage son of the **Yellow Claw**, an ancient Chinese Warlord who has made himself immortal. But **Peter Parker** doesn't know that when he first meets him. All he knows is that **Shang Chi** is the new Chinese kid at **Midtown High**.

An older hero, in his early twenties, will be the young archer **Hawkeye**—whom we'll first meet as a member of the **Ringmaster's Circus of Crime**, with his mentor, the **Swordsman**. His story will also unfold in **Iron Man**, the **Black Widow**, and the **New Avengers**. Later, on his journey towards redemption, **Hawkeye** will also appear with the **Black Cat** and **Rick Jones**.*

[*See the **Black Cat** feature in **AMAZING FANTASY**, **Black Widow** in **TALES of SUSPENSE** and the **New Avengers** in **AMAZING ADVENTURES** for more details!]

A trip to Sacramento, California with **Harry Osborn** will lead to a Nevada meeting with **Kid Colt**, **Outlaw**, and a time-traveling tangent with both **Ghost Riders**, and both the modern-day and 19th Century versions of **Red Wolf** and the **Two-Gun Kid**.

Spider-Man does often get involved with street crime and increasingly with the underworld. He will run into some of the same criminals and super-villains as **Daredevil**, **Luke Cage**, **Iron Fist**, **Black Cat**, and the **Falcon**.

Some meetings will come about by complete chance, as with his adventure with **Captain Marvel**, the **Kree** warrior who has turned against his own home-world to fight for Earth. This would be a chance to send **Spider-Man** into space. This might could even come about in some way involving **Reed Richards**—who (while at **AIM**) invented the first craft that could travel to the moon and back—and **Captain John Jameson**, the **Man-Wolf**—who piloted an equally fateful **AIM** craft on a return voyage.

20 pages

MARVEL GIRL

featuring

The Origin of **MILLIE** the **MODEL**

[When you read this, please picture Millie, Chili, and the gang drawn in the Archie Comics-style art of Dan DeCarlo and Stan Goldberg.]

Chapter One

Millie Collins was a 20 year old girl from a small Kansas town, the oldest of three children. Her younger sister, **Daisy**, was short and plump, with dark hair and her dad's big nose. Their little brother, **Mike**, was the spoiled baby of the family and only boy.

Their parents, **George** and **Nancy Collins**, raised them right. They were taught old-fashioned values like honesty, integrity, and the willingness to work hard.

Millie was smart and she was funny and like her mother, once upon a time, she was really pretty—really pretty in a stunningly beautiful sort of way. She was the all-American girl—blond hair and blue eyes—and put together with the curves in just the right places.

But instead of **Millie**'s incredible good looks making her stuck up, it somehow gave her a sense of humor about the world and how people treated her because of something so superficial.

For one thing, **Millie** was a big sister, and protective of **Daisy**. **Millie** could see her little sister's beauty, even if no one else could. And she never excluded **Daisy** from anything she did. If her friends wanted **Millie**, they had to take **Daisy**.

And sometimes **Daisy** ended up having an easier time finding a date than **Millie** did.

It was like the time that her Junior Prom was coming up. It was a Big Deal, and both girls were really looking forward to it. **Daisy** was a sophomore, but her boyfriend, **Marvin**, was a junior, so she was going. **Millie** didn't have a steady boyfriend at the time—hey, it happens—and she was excited to see who was going to ask her out. It turned out, no one did. They all thought that since she was so popular, none of them had a chance—so no one asked her to the prom!

Kinda deflated the ol' balloon, there.

Still, right out of high school she got a job on local TV and became a big sensation. Everyone in her home-town knew her. And yet she kept her cool, didn't let it go to her head. She remained true to the ideals her parents taught her. Small fish, small pond.

Daisy used her brains to land her a job in a lawyer's office. She became a paralegal and the senior partner's right hand girl. **Mike** was a dreamer, but he was taking classes in film-making.

And then one day, **Millie** was sitting at the soda fountain of the local drugstore when a man named **Howard Hanover** walked in. He looked just like **Tony Stark**.

She knew who he was the minute she saw him. **Howard Hanover** was head of the most famous modeling agency in the world. He was super-model **Chili's** agent!*

[* See **MARVEL'S GREATEST COMICS & FANTASY MASTERPIECES** for the secret of **Chili's** family!]

The minute **Hanover** saw her, he forgot what he had come in here for.

He walked right up to her and said, 'I would like to make you the most famous model in the world.'

And she told him, 'Okay.'

Chapter Two

Millie said good-bye to everyone, as she headed to New York City.

"I'm gonna miss you," **Daisy** told her big sister.

"Well, as soon as you can, we'll get you up here," **Millie** promised.

"Don't worry, Mil," **Marvin** said, "ain't nothing can keep you two apart. I got some cousins up there that can maybe work something out."

"And Millie," her brother **Mike** told her, "I want you to know that you're just paving the way for me—and I'll make you the star of my first picture!"

"Thanks, Mike!" **Millie** laughed.

Millie's mother kissed her and her father stood there, proud and silent. "You take care of yourself, don't hesitate to call us if you need anything," **Nancy Collins** said to her daughter. "Your father and I love you."

"Yep," her father said.

“I love you, too,” **Millie** told them.

Meanwhile, in New York, **Howard Hanover** announced to his models that he had found the next ‘it’ girl! The all-American girl!

He was just so excited it made **Chili** sick. **Chili** was a beautiful, curvaceous redhead with a pretty face, a mole on her right cheekbone just under the corner of her eye, and skin like alabaster. She was so famous that she just went by ‘**Chili**’ now, but she was one of the three **Storm** siblings, the children of billionaire media titan, **Franklin Storm**.

‘Next big thing, huh?’ **Chili** thought. ‘We’ll see about that!’ She also had a mean streak a mile long.

Introducing the **Hanover Modeling Agency**

Chili—who, up until now, had always been **Hanover**’s top girl. She wasn’t at all happy to think she might even have to share that spot.

Reginald Worthington IV, **Warren Worthington III**’s cousin, a rather wealthy chap from old money, **Chili**’s boyfriend. Well, not boyfriend, really. But he thought **Chili** was divine, and he did whatever she told him to, so for **Chili**, that was good enough. She was too self absorbed to have a real boyfriend anyway. This way, she was in a relationship, and they both worshipped her.

Toni Trujillo, a brunette model from Brooklyn; she came from a small family in a modest house. Her little sister, **Vicky**, was always finding a reason to come see her at work.

Toni had just met a new guy named **Burt Chesney**. He had a mysterious vibe going on.

Jill Jerrold, a black model, sister of **Merrie Jerrold**, one of **Barry Flacky**’s world famous **Motor City Records** singing sensations, the **Sublimes**. **Jill** and **Merrie** had discovered **Barry**’s record company was in trouble.

“**Clicker**” **Holbrook** was **Hanover**’s top photographer; **Chili** was always flirting with him, hoping to get his best work out of him. He was jaded—used to looking at the most beautiful girls in the world all day. Unfortunately, he also knew how spoiled they were, and that made them a lot more unattractive in the scheme of things.

Junior de La Luz, did the lighting for **Clicker**. A mysterious caller was threatening to report his immigration status to ICE... The problem was, **Junior** was born in Harlem...

Mrs. Couturier was **Hanover**’s seamstress & tailor. She was also the repository of all their secrets and gossip.

Dolly Ditzmeyer was **Hanover**'s platinum-blonde receptionist; she spoke in a high voice and a thick New York accent.

Reginald, Chili's boyfriend, is often kinda mean to her.

and **Mrs. Scrubbly** in housekeeping.

Also featuring famous fashion designer and wealthy heiress, **Janet van Dyne**, and her assistant **Hedy Wolfe**.

And of course, **Howard Hanover**. **Mr. Hanover** was just divorcing the fiery Italian actress **Gina Lollareale**. At the time, the split seemed amicable...

Chapter Three

Millie Collins, all-American girl from the Midwest, arrived in New York.

The Big Apple! She'd never seen anything like it.

When she got to the Agency, the first person she met was **Dolly Ditzmeyer**, the receptionist. To **Millie**, even **Dolly** represented the sophistication of the big city. **Dolly** liked someone thinking she was sophisticated. **Millie** and **Dolly** hit it off right away.

While she was waiting for **Mr. Hanover**, she met **Mrs. Scrubbly**, pushing a mop and a bucket across the floor. "Pardon me, missy," the old woman said to **Millie** as she went on by.

"I'm sorry, ma'am," **Millie** said pleasantly, "I didn't mean to be in your way."

Mrs. Scrubbly stopped and turned around. "You ain't from around here."

Millie smiled and put out her hand, "No I'm not," she said, "I'm from Kansas. Hi, I'm Millie Collins."

"Elvira Scrubbly," the old woman said, wiping her hands on her apron and shaking **Millie**'s hand, "pleased to meet you." Then she continued on her way. "You watch yourself around here, missy."

Millie wondered what she meant by that. She didn't have to wonder long. After that, things didn't go well at all.

That is, she met **Chili**.

Chili decided she needed to put this blond, blue-eyed Midwestern howdy-do in her place...

The other girls of the **Hanover Modeling Agency** were nice enough, especially **Toni Trujillo** and **Jill Jerold**, but after meeting **Chili**, **Millie** was beginning to question her decision...

Chili was really mean to **Millie**, letting the insults fly.

At first **Millie** was taken aback...

It hurt her, and the seamstress, a nice, older lady everyone called **Mrs. Courturier** found her behind wardrobe, crying. ‘That’s just **Chili**,’ **Mrs. Courturier** tried to tell her.

Then **Millie** spent some time with **Howard Hanover**, and was getting to know the photographer everyone called **Clicker**.

She also got a chance to meet fashion designer icon **Janet van Dyne** (girlfriend of **Captain Marvel**), and her assistant, **Hedy Wolfe**.

Later, **Millie** overheard **Chili** saying, ‘If she can’t take New York, maybe she should go back to milking cows!’

But instead of being hurt, this time it made her mad, and that’s when **Millie** realized she was an American girl—and decided to give **Chili** as good—or better—than she got... and if **Chili** had to get used to there being a new number one model at **Hanover**, then so be it!

Chapter Four

Millie barely had time to settle into her new apartment (which was beyond-belief awesome with the view she’s got) before she and the girls had to pack up for their first shoot—

Spain in Springtime!

On Location!

Romance blossomed with **Clicker**!

Millie was a big hit! The layout “Spain in Springtime” made **Millie** a star!

And everyone was happy for her... *especially Chili*!

(Yeah, right!)

MILLIE the MODEL

starring

Millie Collins, “the Blonde Bombshell,”

and the models of the **Hanover Modeling Agency**:

Chili, “**Millie**’s red-headed rival,” middle sister of **Sue** and **Johnny Storm**;

Toni Trujillo, a brunette model (whose boyfriend is actually an international spy);

Jill Jerrold, a black model (whose sister is one of the **Sublimes**);

plus “**Clicker**” **Holbrook**, photographer and currently dating **Millie**.

Junior de La Luz (does the lighting for **Clicker**);

and **Mr. Howard Hanover**, owner.

Mr. Hanover was being stalked. Someone was following him, a woman...

Unknown to **Howard Hanover**, it was his ex-wife, Italian actress **Gina Lollareale**...

Also featuring **Daisy Collins**, **Millie**’s overweight sister; and her long-time boyfriend, **Marvin Oligney** (not really the brightest tool in the shed)—

Daisy was complaining to **Marvin** that he never took her out to dinner. So one day he told her to get dressed, he was taking her out for some fine al fresco dining. It was a beautiful day, and she wore a bright, sunny outfit. She was all giddy when he picked her up. They strolled out of the apartment building and out onto the busy street, down the block in the warm afternoon sun where a hot dog cart stood. To **Daisy**’s horror, **Marvin** ordered them each two hot dogs with the works. **Daisy** took her two dogs, fuming.

“Hey, big spender!” she asked **Marvin**, “Is this your idea of a great dinner?”

Marvin was hurt. “Of course not, baby—” he said to his long-time girlfriend, “—you forgot the mustard!”

Millie’s brother, **Mike Collins**, a film artist;

Toni’s boyfriend, **Burt Chesney** (secretly, an international spy with a goatee);

Chili’s boyfriend, **Reginald Worthington IV**, a rather wealthy chap from old money;

Mrs. Courturier, their seamstress;

Dolly Ditzmeyer, the platinum-blond receptionist;

and **Mrs. Scrubbly** in housekeeping.

Music provided by:

the **Gears (Bobby, Jack, Marty, & Denny-O)**—a four-man rock group from west-central England (modeled after the Beatles), recording on Britain’s **TMI** label.

and the **Sublimes (Flo, Merrie, & Roz)**—a three-woman singing group (modeled after the Supremes), and the group that played background for all of **Barry Flacky's Motor City Records** acts. **Merrie Jerrold** was **Jill's** sister.

Also featuring the **Rick Jones Band**, with **Jim Wilson** on drums!* The **Rick Jones Band** is on **Karma Suit'ya Records**.

[*See the **Black Cat** feature in **AMAZING FANTASY** for more!]

The series starts in a small town, with the classic story of a young girl “discovered” in a soda shop. **Howard Hanover** (just passing through) invites **Millie Collins** to come to New York to be a model, or better—to be a star! **Millie** is a small-town girl with a big heart, a good person through-and-through, but a young woman who knows who she is and what she wants, and is willing to speak up for herself and not let herself be pushed around. Even while her star rises, she's good to everyone around her—even **Chili**, her red-headed rival!

The approach is to do Marvel's answer to *Ugly Betty*: Go total Marvel-style soap opera (with all the over-the-top melodrama that entails), but with the *Archie*-style art as in the issue #'s 154-207 of the original *Millie the Model* series (that type of art is essential to **Millie**), and the humor, especially the feud between **Millie & Chili**.

Chili is the middle sister of **Susan** and **Johnny Storm**—known to the world as the **Invisible Woman** and the **Human Torch** of the fabulously famous **Fantastic Four**—as well as daughter of media titan **Franklin Storm**. She is used to the first-class world the models live in. But she also is caught up in complex emotions over missing out on the extraordinary events that have forever changed both of her other siblings—she plays it off as being thankful she can be famous without having to get her hands dirty, but she is secretly envious of them.

So when her fellow model, **Tony Trujillo**, begins to date a mysterious Englishman named **Burton Chesney**, **Chili** takes it upon herself to discover what his secret is—and finds herself caught up in a world of spies and international intrigue... and of course, she drags her friend and rival **Millie** right along with her.

Wealthy heiress & famed fashion designer **Janet van Dyne** joins the cast as a regular. Through having **Ms. van Dyne** as part of the cast, we also have her assistant, young **Hedy Wolfe**. Eventually **Hedy Wolfe** and her friend, **Patsy Walker**, bring **Janet** together with the man we know as the **Kree Captain Mar-Vell!**

15 pages

also featuring

PATSY WALKER

with **Hedy Wolfe**, **Nancy (Nan) Brown**, and **Buzz Baxter**

plus **Linda Carter**, **Student Nurse**

also featuring **Henry Pym** (the new, early-20's version!)

[When you read this, please picture Al Hartley's classic "nice girl" Patsy & Hedy characters as if they were drawn by the great Nick Cardy.]

This is set after *Patsy & Hedy* #95, Aug 1964 (**Patsy & Hedy** graduate high school), and *Patsy Walker* # 116, Aug 1964 (**Patsy's** Future).

The girls had just graduated **Uptown High School** and started their careers. **Patsy** had always had two real interests: Fashion and super-heroes. Back in school, it was her love of super-heroes that kept up her interest in science. But she always believed her real future was in the fashion industry.

Strange how her life didn't work out that way...

A job had opened up for a junior-level assistant to famous fashion designer, **Janet van Dyne**. This was the ticket both **Patsy** and **Hedy** wanted—their foot in the door...

And **Hedy** got the job.

Patsy was crushed.

Hedy would have held this over her forever... unless **Patsy** could find some way to top it...

That's when **Patsy** landed the job of a lifetime with the second great love of her life: She got a job as Executive Assistant to **Hank Pym**—the super-scientist **Ant-Man**, member of the **Advanced Idea Mechanics...!***

[*See **TALES to ASTONISH!**]

Like with **Millie**, this series is straight-ahead **Marvel**-style soap opera. But unlike **Millie**, with it's *Archie*-style of art, the art in **Patsy Walker** is at least slightly more realistic, very attractive, and drawn to suit a female readership.

The series focuses on **Patsy's** life—behind the scenes at **A.I.M.** as **Hank Pym's** executive assistant, and with her friend (and rival) **Hedy**.

Even more than in **Millie**, **Janet van Dyne** is a regular cast member in this book, as **Hedy** works for her.

Patsy Walker is our way to see a normal person living in the **Marvel** world, interacting with its biggest stars, letting us see them through human eyes. **Patsy** goes out to movies and watches TV, and we get to see what those are like. **Johnny Storm** is a popular teenage movie-star, and **Patsy** watches his movies, then gets to meet him. Through her, we find out more about what music people are listening to in the **Marvel Universe**—what the music of the **Gears**, the **Sublimes**, and the **Rick Jones Band** is like—and what kinds of books they are reading—including **Susan Storm**'s book on life in the **Fantastic Four**.

15 pages

Millie & Patsy Walker Protagonists, Antagonists, & Guest-Stars

Sue Storm	The Maha Yogi
Johnny Storm	
Alicia Masters	Dream Maker
Felicia Hardy (the Black Cat)	
Janet van Dyne	Ruby Tuesday
Tony Stark	
Angelica Jacquez (Firestar)	Gangster Thug Thatcher
Luke Cage	
Danny Rand	Cornelius van Lunt
Colleen Wing	
Joy Meachum	the Kingpin
Misty Knight	
Luke Charles	Morgan (the Black Kingpin)
Monica Lynne	
Hercules	
Pluto	
Jupiter	
Venus	
Dr. Stephen Strange	
Victoria Bently	
Wong	
Dane Whitman	

plus

MARVEL GIRL

The solo adventures of young teenage **X-Man Jean Grey**—and introducing (as they are introduced in the **X-Men**) the new girls, ages 13-14: **Oro**, **N’Yama** (daughter of **T’Chaka**), **Kitty Pryde**, **Siobhan Cassidy**, **Lorna Dane**, and 9 year-old **Illyana Rasputin!**

The stories take place at the mall, in their favorite hangouts, at **Professor Xavier’s School for Gifted Youngsters**, and in exotic locales all over the world, including **N’Yama** and **Oro**’s home in **Wakanda** with **T’Chaka, King of the Wakanda!**

See **UNCANNY TALES** for the full story on the **All-New, All-Different X-Men!**

15 pages

Marvel Girl Villains & Guest-Stars

The Matador

the Ringmaster & the Circus of Crime—
Clown, Human Cannonball, Princess
Python, & the Great Gambonno
(Ernesto & Luigi)

Puppet Master

Dragon Man

The Impossible Girl!

The Maha Yogi

Computo & the Cybertrons

El Conquistador

Gargantus

Dr. Strange (Dr. Carlo Strange)

Mr. Doll

Dream Maker

the Collector & his Kaptroids

Gangster Thug Thatcher

The Terrible Trio—Yogi Dakur, Bull

Brogin, & “Handsome” Harry Phillips

(see the Young Champions)

and

OUR LOVE STORY

Peter Parker meets **Gwen Stacy!** The **Human Torch** and the **Inhuman Crystal!** **Nightcrawler** and the **Scarlet Witch!** Telling tales of romance in the **Marvel Pop Universe**—by those characters’ regular creative teams!

15 pages

MARVEL COMICS

featuring

The Origin of the AVENGERS

Loki, the God of Mischief & Evil, had been banished from **Asgard** and exiled from the **Nine Worlds** by **All-Father Odin, Chief of the Norse Gods**. But from his exile, **Loki** used his dark magic to spy upon **Midgard**, watching the movements of Man.

It was from his exile he saw his brother reborn, as **Don Blake**, a pitiful mortal whose physical weakness required he walk with a cane. He watched **Blake** grow up and go through college, enter medical school, work through his residency, then begin a practice as a physician.

It was on a fateful vacation in Norway, he had become trapped in a cave. Finding an old wooden staff, he sought unsuccessfully to use it to free himself. He could not possibly have imagined that staff had been left here long ago, in the certain knowledge he would one day find it, by none other than **Odin** himself. Growing frustrated, the frail mortal struck the staff against the wall of the cave—and changed from the human **Dr. Donald Blake** into the Mighty **Thor, Norse God of Thunder**, the first-born of the **All-Father**.

It was that day **Loki** began scheming to return from his long exile...

His scheme required power—an almost unimaginable release of energy—and he found it the gamma-ray experiments of **Dr. Bruce Banner** and **Professor Samuel Stern** of the **Advanced Idea Mechanics**.

Loki caused an accident to happen that resulted in the births of the **Hulk** and his fraternal twin, the **Leader**.

But it also set **Loki** free, until he was recaptured by his hated half-brother, **Thor**, and returned to exile by his own dear Father, **Odin**.

Back in exile, **Loki** sought to use the **Hulk** he had helped create to get his revenge on his half-brother.

To attract **Thor's** attention, **Loki** provoked **Hulk** into a rampage.

But before the **Thunder God** could actually arrive, **Iron Man** appeared on the scene, and then, from the **Advanced Idea Mechanics, Goliath**.*

In the conflagration that **Loki** had unleashed, the **A.I.M.** scientist **Scott Lang**—creator of the **Wasp** bio-template*—was killed. To avenge her father's death, **Cassie Lang** (racially half-Asian, half white) herself became the **Wasp**.

[* See **Marvel Comics' TALES to ASTONISH! #1** for more on the **Incredible Hulk** and the new and totally recreated **A.I.M.**!]

Finally, **Thor** realized his brother was involved, and with the spell broken, **Hulk** was like a child waking from a dream, not knowing who he was.

Before their eyes, he transformed back into **Dr. Bruce Banner**—former colleague of **Bill Foster (Goliath)** and scientist of **AIM!**

Even as the **Hulkbusters*** approached, **Goliath** convinced them to let **Dr. Banner** go free, believing it was better to let him deal with his demon in his own way.

[* See **TALES to ASTONISH!** featuring the **Incredible Hulk** for more on the **US Military's** effort to take down the **Hulk**—the **Hulkbusters**.]

Realizing the potential that a team of such heroes had—to take on the threats that no single hero could withstand—**Iron Man, Thor, Goliath,** and the **Wasp** decided to form a union of their powers.

On that day, the **Avengers** were born.

This was how **Goliath (Bill Foster)** and the **Wasp (Cassie Lang)** became founding members of the original **Avengers**, alongside **Thor** and **Iron Man**.

Tony Stark, for whom **Iron Man** worked as body guard, donated his uptown, city block-sized mansion on Fifth Avenue for the team to use as their headquarters.

Their team was tested by the advanced scout of an extra-dimensional invasion force when a being known as the **Space Phantom** sought to turn the **Avengers** against one another, destroying them so that they could not oppose the take-over of planet Earth.

But the **Space Phantom** had not expected to use his powers on a **Norse God**, nor was he prepared for the results, which trapped him in **Limbo**, the non-existence between dimensions...

The team were forced to hunt down the **Hulk** and bring him in when the green behemoth teamed up with the Savage **Sub-Mariner**. **Prince Namor** had convinced the **Hulk** to join him in his campaign against the **Surface World**.

After this encounter, an enraged **Sub-Mariner** attacked a tribe of Eskimo who worshipped a body frozen in a block of ice. The **Atlantean Prince** hurled the frozen, ice-encased body into the sea...

The body drifted into warmer waters where it was found by the **Avengers**.

It was a man... alive. And he wore the red, white, and blue costume of **Captain America**, the U.S. **Super-Soldier** thought killed in the final days of World War Two.

Instead, for all that time he had been frozen, encased in ice and held in a state of suspended animation, until revived by the ocean water.

But **Captain America** was a man who had not drawn breath for nearly seventy years. He was a man out of his own time...

The **Avengers** became his anchor to reality. Since he had no true secret identity* he lived at the mansion. But with his experience in strategy and tactics, his leadership skills, and his ability to inspire, he became leader of the **Avengers**.

[* See **TALES of SUSPENSE** starring **Captain America and the Falcon**.]

And, as he sought to find his place in this strange new modern day, **Captain America** was granted an amendment to the **Avengers** charter, allowing to form a second team, a **New Avengers**—taking on the responsibility for training a new generation of heroes...!*

[* See **AMAZING ADVENTURES** for **Captain America's New Avengers!**]

The Mighty AVENGERS

starring

Captain America – Thor – Iron Man – Goliath – the Wasp

And introducing... **Ms. Marvel!**

20 pages

Avengers Villains & Guest-Stars

Loki
Ymir the Frost Giant, Surtur the Fire Demon

the Hulk & Sub-Mariner

Magneto & Toad

Dr. Doom
Attuma

Hercules & Ares
Zeus
Typhon

Lava Men
The Mole Man & the Red Ghost & his Super-Apes

Baron Zemo and his Masters of Evil—the Black Knight, Radioactive Man, the Evil Enchantress and the Awesome Executioner, the Melter

The Masters of Evil—w/ULTRON in AIM cross-over

Kang the Conqueror
Immortus
The Growing Man

Count Nefaria

the Mandarin

Red Guardian
the Black Widow (w/ Power Man & Swordsman)

Ka-Zar
Sauron—Karl Lykos
Maa-Gor & the Swamp Savages
Mutants of the Savage Land—Amphibius, Equilibrius, Piper, Gaza, Barbarus, Lupo, Brainchild, & Lorelei

the Man-Ape

Egghead, the Mad Thinker, the Puppet Master & Centaurius, a black Nobel-Prize-winner—who's an evil-genius super-villain

Cornelius van Lunt

Black Panther vs. the Lethal Legion—Man-Ape, Living Lazer, Swordsman, Power Man, & Grim Reaper

Red Wolf & Lobo

SHIELD
The Zodiac—Aries

the Sons of the Serpent

Arkon

Brain-Child
The Squadron Supreme—Hyperion, Dr. Spectrum, the Whizzer, Tom Thumb, Lady Lark, American Eagle

THEM (in place of AIM)
Psyclop (& the Hulk)

Alpha Flight

plus

The MARVEL CHAMPIONS TEAM-UP

In which the **Young Champions** meet and have an adventure with a member of the **Marvel Pop Art Universe!**

Starring

The **Amazing Spider-Man** – the **Human Torch** – **Crystal & Lockjaw** of the **Inhumans** – and **Quicksilver & the Scarlet Witch!***

[* See **STRANGE TALES** for more details on **Marvel's** teen titans!]

Also featuring **Red Wolf & Lobo**, the **Two-Gun Kid**, **Firestar**,* **Shang Chi—Master of Kung Fu**, and the **X-Men!**

[* See **MIGHTY MARVEL WESTERN** for more details for the two young time-travelers from the Old West!]

Just like **Spider-Man Team-Up** closely coordinates with the main **Amazing Spider-Man**, this series focuses on the members of the **Young Champions** team and their encounters with various characters from the four corners of the **Marvel Pop Art Universe**, especially the friendships they make with the other young heroes.

Since **Spider-Man**, the **Torch**, and even **Crystal & Lockjaw** have a second series, **Quicksilver** and the **Scarlet Witch** can be featured here in stories that tie into the **X-Men** features in **UNCANNY TALES**. This series could be used to develop their personalities and reinforce their status as mutants, find out more about **Wanda** and **Pietro**, explore their childhood, the mystery of their parentage, how they came to be with **Magneto** and his **Brotherhood of Mutants**, or even why they decided to leave him and use their powers to fight for good.

Also, like **Quicksilver** and the **Scarlet Witch**, there are other young heroes either turning from a life of crime or trying to find their place in the world—**Hawkeye**, **Black Widow**, **Spider-Woman**, and **Wolverine—Captain America's New Avengers**.

Here we can also have more interaction amongst the members of the **Young Champions** and the other teen heroes who are not necessarily members of the team, but are closely affiliated with them, such as **Red Wolf**, **Two-Gun Kid**, and **Firestar**.

20 pages

Young Champions Team-Up Villains & Guest-Stars

Son of Satan	Monstroid
Moondragon	Kryllk
Sons of the Tiger	Man-Killer—Katrina van Horn
	Moondark
Sandman	Tiger Shark
Wizard	The Aquanoids
Trapster	The Orb
Annihilus	the Basilisk
Morbius	Stegron
Lizard	Xandu
Mad Thinker & the Puppet Master	Automatoid #N4256
Watcher	Equinox
Kang	Moondog
Tomorrow Man	Infinitus, the Reincarnated Man
Grey Gargoyle	Midas
THEM	Drom, the Backwards Man
Llyra	Dryminextes
Mole Man & the Moloids	Griffin
Blastaar	Witchslayer—Cotton Mather
Swamp-Savages	the Dark Rider
Quasimodo	Wraith—Brian DeWolfe, brother of Police Captain Jean DeWolfe
Ape-Man, Bird-Man, & Cat-Man	the Leader & Kurrgo
the Moloids & the Lava Men	the Blood Brothers
Meteor Man	
The Big Man, the Enforcers, & the Crime Master	

and

The DEFENDERS

featuring

Dr. Strange, the **Hulk**, the **Sub-Mariner**, the **Silver Surfer**, and the **Valkyrie!**

The **Defenders** are a loose affiliation of some of the most powerful—and some of the most volatile—super-heroes in the Marvel Universe.

Like the **Avengers**, the **Defenders** were formed from the **God of Mischief and Evil's** scheme's against **Asgard**.

The **Defenders** came together after the second time **Loki** tried to use his creation—the **Hulk**—to destroy his half-brother, **Thor**.

But this time, **Loki** unleashes the power of the dread **Dormammu** into the **Nine Worlds**—and brings together **Dr. Strange**, the **Hulk**, the **Sub-Mariner**, the **Silver Surfer**, and the **Valkyrie!**

After the defeat of these two powerful and malevolent entities, **Dr. Strange** realizes the potential they have to combat the evil forces bombarding our World, and convinces them to band together when the need arises. And despite the strong personalities and egos they all have, they find they have a chemistry, share a lot in common, and a bond of camaraderie forms amongst them all.

Unlike the **Avengers**, this team will have no charter and no by-laws, no headquarters and no official meetings. But they will become every bit as close and work together just as well.

If there is a **Nighthawk** on this world, the secret identity of the wealthy **Kyle Richmond**, I would like to have him join the team and try to pull them together in the way **Tony Stark** seems to have done for the **Avengers**. It might be fun to introduce and build **Kyle Richmond** into the **Marvel Comics Group**, putting his resources on par with **Stark's**, exploring his connections he would have to other major Marvel players.

Then, we could see him develop his **Nighthawk** persona from what it originally was, when he was a solo crime-fighter, a singular nocturnal hunter. He uses the resources of his wealth and power, of all the companies he owns, to increase his abilities as **Nighthawk**, to make himself equal to the powerful beings he seeks to unite.

20 pages

Defenders Villains & Guest-Stars

Yandroth & the Omegatron

Baron Mordo
Dormammu

Necrodamus
the Nameless One

Calizuma 7 the Warrior Wizards

Cyrus Black

the Omegatron

Loki & Dormammu team-up

Prester John
Modred the Evil
Chandu the Mystic
Sister Celestia

the Squadron Supreme

the Badoon
Starhawk & the Guardians of the Galaxy
Killraven

the Evil Enchantress & the Awesome
Executioner

Attuma

Red Ghost & his Super-Apes

the Grandmaster

Xemnu the Titan

Nebulon, the Celestial Man

Magneto and the Brotherhood of Evil
Mutants—Unus, Mastermind, Blob,
Lorelei

Alpha, the Ultimate Mutant

the Wrecking Crew—the Wrecker,
Piledriver, Bulldozer, Thunderball

Headmen—Gorilla-Man, Chandu the
Mystic, Jerold Morgan, & Ruby Tuesday

Sons of the Serpent

Red Guardian—Dr. Tania Belinsky

Plantman, Porcupine, & the Eel

JOURNEY into MYSTERY

with the Mighty THOR

This is the Lee/Kirby/Buscema **Thor** (rather than the Simonson Thor or the mythological Thor), but with **Odin** less petulant & more knowing and mysterious (and more up there on the omnipotence scale where we might find **Mephisto** or **Dormammu**, or even the **Celestial Galactus**), **Sif** less helpless, and **Thor** himself more intelligent, noble and god-like.

Thor should be drawn with a slimmer frame and build, not nearly so bulky and beefy (more like John and his brother Sal drew him in *Thor* #193). Instead of the more pug-like nose Simonson gave the character (and that George Pérez further exaggerated), he should have the classic, straight nose, especially in the way that John Buscema drew him. He shouldn't have brow-ridges like a sub-human or an elf. His face should be noble and regal. In regard to the costume, the tunic and trunks should be colored black, with no blue highlights, and certainly none in the chest area. The six circles on his costume should be simple flat, light-blue circles, slightly decreasing in size from the top row to the last; the circles should not be shaded or drawn as curved. And finally, the winged helmet should be drawn according to the classic designs of Jack Kirby and John Buscema. In short, he should look like the **Thor** shown on Kirby's cover to *Thor* #131 or in the logo in the upper left hand on the cover of *Thor* #200.

The Origin of Thor

This is a story about gods. Their stories tell them they are the Prime Movers and the Centers of the Universe. **Asgard** sits atop all the **Nine Worlds** that grow out of the **World Tree Yggdrasil**.

The ancient **Aesir**—the gods of **Asgard**.

All-Father Odin, his wife, the goddess **Frigga**, of the **Vanir**, and their two sons...

Thor, blood of their blood, the **God of Thunder**. Proud and remorseless.

Loki, the **God of Mischief**—son of the **Frost Giants**, adopted by **Odin**, who killed **Loki's** father. **Loki** was raised by the **All-Father** and the **Mother Goddess** as their own.

As children, **Thor** and **Loki** were as close as brothers, but as they grew, they grew far apart...

Eventually, **Loki** was exiled—for betraying **Asgard** to the **Frost Giants**. On a lonely planet outside the nine worlds, the **God of Mischief** sat, pondering his lot, and planning his escape...

Thor became just as bad. His great power made him excessively vain and boastful. He began to treat those beneath his station not with contempt, but with complete disregard. He began to act as if he alone shaped his own destiny, and had no ties that bound him to others.

Finally the day came when he brought the forces of Asgard to war by breaching the treaty with **Niffleheim**, that **Odin** decided his first-born son needed to be taught a lesson in humility...

Loki, the God of Mischief & Evil, banished from **Asgard** and exiled from the **Nine Worlds** by **All-Father Odin, Chief of the Norse Gods**, used his dark magic to spy upon **Midgard**, watching the movements of Man.

It was from his exile he saw his brother reborn. On **Midgard** was born a mortal child named **Donald Blake**, born with a physical defect in one leg. He watched **Blake** grow up never being able to run or play sports. **Blake** learned to walk with a cane, read and studied, developing his mind. He earned a scholarship and worked his way through college. **Loki** watched from exile as **Blake** entered medical school, worked through his residency, then began a practice as a physician—all the while never allowing his physical weakness to stand in the way of his goal.

Loki knew he was watching his brother's spirit inside this mortal frame, fighting against all the obstacles **Odin** put in his way...

After Dr. Donald Blake had worked for years to build his practice, he finally took a vacation, traveling to his family's Scandinavian homelands. He brought a young woman with him, Jane Foster. She worked with him as his nurse, and they were falling in love. **Blake** had a promising career ahead of him: He was gifted as a healer. A moody, introspective man, he was yet brilliant as both surgeon and general practitioner. A rare man in today's world...

Jane had been a nurse for several years. They met while he was in medical school, and have dated for some time. She assumed they would settle down together, in a rather traditional home. That is, if anything could ever be traditional with **Don Blake**...

They had gone to **Norway**. But while they were here, a radical group of occult practitioners brought to life a group of Stone Men dedicated to the god Saturn, setting them upon the people of a nearby village.

Just as the doctor and his pretty nurse arrived, they were attacked.

While **Blake** and **Foster** tried to get to safety, the Stone Men of Saturn destroyed the quiet Nordic fishing village. As they ran up into the hills, **Blake** and **Jane** were separated.

Searching through the woods and hills while the light of day remained, but still unable to find **Jane Foster**, **Blake** made his way to some caves in the hills above the scene of the carnage. It was in the darkness of these Norwegian caves that he made the discovery that would change the world forever...

There was a cave in. He could see dim light above, in a room the falling rocks had uncovered. Inside this room he found a weathered staff he used to pry open a way to freedom. Trapped, becoming frustrated, he struck the staff against the cave wall. In a blinding flash, **Donald Blake** suddenly vanished—and standing in his place was a giant of a man, tall and blonde, majestically wrapped in a colorful, flowing cape...

But he was disoriented, as if he woke to amnesia...

He stared at the hammer in his hands... An instant ago, he had... his head was clouded... he had struck the wall with a staff—he remembered it being a staff, and not a hammer... and now, he felt strange, not himself...

He stared at the hammer in his hands... It was heavy, forged of some metal that only the Earth itself could have given birth to... But it felt right, somehow—as if this hammer were the only thing real to him... In this sudden feeling of being lost, it was the only link to home...

He stared at the hammer in his hands, and he could see an inscription upon it—

*“Whosoever holds this hammer—
If he be worthy—
Shall Possess the Power of **THOR!**”*

Using the power of **Thor**, even as he was learning what that power was, **Blake** saved **Jane Foster** and defeated the **Stone Men of Saturn**—although he never learned about the sorcerers who brought the stones to life.

Once the villagers were safe, he left **Jane** with them and vanished. Thinking himself hidden from view, **Thor** struck his hammer once upon the ground.

Suddenly, the hammer had become a staff... and the man holding it was **Dr. Donald Blake** once more.

It was that day, watching from an empty planet far outside the **Nine Worlds**, **Loki** began scheming to defy the **All-Father Odin**... to break free and return from his long exile...

When they returned home to New York, Blake brought the staff with him. He used it as his cane.

When he struck the ancient staff once, he became **Thor**, the mythological **Norse God of Thunder**—first-born son of **All-Father Odin, Lord of Asgard**.

The ancient staff became his mystical **Uru** hammer, **Mjolner**—whenever **Thor** threw his hammer it struck its target and always returned to his hand. The hammer had many powers: **Mjolner** can unleash powerful bolts of energy, as powerful as sky's own awesome might. He could swing his hammer around in a circle so fast that a vortex was created, a vortex able to transport things both living and non-living through time and space. The **Thunder God** could throw his hammer and catch the tongue and be pulled along by the hammer—using it to fly.

Mjolner was the channel of all his powers: If **Thor** struck the handle of his hammer on the ground twice, he could make it rain and storm, bring wind, lightning and thunder. But by striking the handle of his hammer on the ground just once—or if, for any reason, he is out of physical contact with the hammer for *more than 60 seconds* (except in **Asgard**), he becomes the crippled mortal **Dr. Blake** once more...!

As the days passed, the staff seemed to call out to him—as if the persona it held within it was crying to be set free...

But once loose, **Thor** was still confused and unsure of himself in this new world... He remembered another world, another life, where there were others like him, with these great powers...

At first **Thor** spoke as **Don Blake**. But as time passed, the two personas began to become increasingly different. Eventually, **Thor** ceased thinking of himself as **Blake**, even though he retained all of **Blake**'s knowledge and memory...

Unconsciously, when **Blake** became **Thor**, his speech patterns began to grow more formal—and he spoke with the noble lilt of a more archaic English.

As he carried the hammer, he slowly became everything that **Thor** ever was—but he also carried with him the lessons learned on humility and the humanity of being **Donald Blake**.

The Mighty THOR

Also featuring **Jane Foster**, the goddess **Sif**, **Balder the Brave**, **Fandral the Dashing**, **Hogan the Grim**, and the **Voluminous Vollstagg!**

Thor appeared on the **Rainbow Bridge** in a whirlwind and lightning.

Heimdall, ever-watchful **Guardian of the Rainbow Bridge**, was there to greet him.

He was taken immediately to his father, **Odin—the Know-All, the Be-All, the End-All.**

Odin and **Asgard** exist on the plane of idealism, laying outside the last crystalline sphere on which all the celestial bodies are hung, acting as the Primum Mobile, the Prime Mover of events in our world. The **Rainbow Bridge** is a metaphysical gateway between the physical world of mortality, corruption, and decay and the ethereal and eternal world of the ideal. **Odin** would then have his strange and mysterious battles not just with forces we'll never perceive, but also with the true powers behind the evil on **Midgard**. The villains we see our heroes battling on **Midgard** are but shadows cast into our world by the true powers behind those villains. And I want the gods of **Asgard** to know that and be aware of that and, therefore, know their true place in the scheme of things, as well. **Thor** and the **Asgardians** are not stupid or naive, nor should they appear backwards or foolish in dealing with humans. The **Aesir** and the **Vanir** should appear wise to the mortals of **Midgard**, and be able to see through their schemes and lies.

Odin has called his son here because of a problem—

Elsewhere, at that moment, we see **Loki**, who is scheming to destroy his brother...

He is with the sultry **Enchantress**, and he is making a bargain with her. He has discovered a weapon of great power that can be used against **Asgard**. Which would truly be unfortunate. But it is a weapon of such great power, it might defeat **Odin** in battle... under the right conditions. And were such a tragedy to take place, there would need to be those survivors who would be willing and able to take up the cause, and rule a New **Asgard**, in the ruins of the old...

Are you with me, **Enchantress**? Will you be one of the survivors who restores the glory of a former **Asgard**...?

While this is going on, **Odin** and his **Vizier**—and the **All-Father** is making plans of his own...

This is a bold plan, and it allows the evil to run unchecked, **Vizier** warns.

It allows events to run their course, **Odin** responds, and it brings into being an even greater weapon—a weapon which will defend this dimension against even those whose names we do not speak...

Elsewhere in the **Eternal City**, **Thor** joins **Sif** and his comrades who have gathered for battle—**Balder the Brave**, **Fandral the Dashing**, **Hogun the Grim**, and the **Voluminous Volstagg**.

Loki is nowhere to be found.

An army of **Storm Giants** are attacking on the wall on the eastern border, threatening the way-station and travel on the frontier.

When they arrive they encounter the **Valkyrie**, regrouping her forces for another assault. This **Valkyrie** looks as she did on the cover of *Avengers* #83, *Hulk* #142, and *Defenders* #4.

However it is explained, she rides the winged steed, **Aragorn**.

Thor and his comrades provide the reinforcements that sway the tide of battle...

While the battle rages, we again turn to **Loki**. He is on Earth, now. He speaks to someone in the shadows, someone who speaks in a German dialect.

The **God of Evil** to the German Nation knows of his desires, and wishes to reward him. He can provide powerful allies in his struggle against his accursed American enemy...

Now we turn back to **Dr. Donald Blake**, the human incarnation of **Thor**'s persona. In this story, rather than being a creation of **Odin** who suddenly appeared on a college campus, **Donald Blake** is a man who was born of a mother and father—he is the **Norse Thunder God Thor** born into mortal flesh. And he was born lame, never able to run and jump like the other children. This is **Odin** teaching **Thor** a lesson in humility and true nobility. So now when **Thor** becomes **Dr. Blake**, he is still himself, but he is himself as a mortal man, with the memories of a mortal man, and a man who has developed the skills and abilities of an expert general physician and practicing surgeon. He is a man who saves human lives. But instead of the colorful, towering, heroic figure, he is a rather slim man with a bad leg, and walks with a cane. As **Dr. Donald Blake**, he perceives the world through an understanding that **Thor** never had before.

Thor carries with him the memories of **Don Blake** and the things he has learned. It is as **Don Blake** that he is in love with the nurse **Jane Foster**. As **Thor** he carries all these emotions with him. So this **Thor** is not stupid, nor is he a warrior only. This **Thor** has learned a lesson not only in humility, but he has walked in another man's life. He has been someone who was not noble born, who was not the Son of the Most High.

But also, **Don Blake** grew up with the soul of the **God of Thunder** within him. Even within a human body that was lame, raised in an American household, there was a divine spark within him. That is what led him to be a scholar and a man of conscience, who

entered medical school so that he might save lives. And as **Thor**, he carries these memories

Thor loves his life as **Dr. Blake**: He finds that just as **Asgardians** perceive the world in ways no mortal human could imagine, so does the brief mortality of human life bring a sweetness to existence that the gods ignore. He is drawn to this world and often defies his mother (**Odin** has a wife, **Thor's** mother, **Freya**, in this series) and father to remain here and fight for it.

In contrast to his life as **Dr. Blake**, his life as **Thor** is on a completely different plane of existence. In place of **Jane Foster**, there is **Sif**, a goddess of heartbreaking beauty, with dark hair and eyes, and yet a goddess born, a warrior who fights at **Thor's** side, dealing death with her bright sword. In place of the world he has known, there is now **Midgard**—the Earth as the gods see it. And in **Asgard**—further than the most distant star and yet closer than a heartbeat—there are wonders unimaginable. The **Nine Worlds of the Aesir** are colorful, with wicked, scheming sorcerers, **Frost Giants** and underground **Trolls**, and great ships that sail the stars beyond the speed of light.

20 pages

Thor Villains & Guest-Stars

The Stone Men from Saturn
The Executioner
Loki, God of Mischief
The Tomorrow Man
The Radioactive Man
The Lava Man
the Human Cobra
Mr. Hyde
the Evil Enchantress & the Awesome Executioner
Grey Gargoyle [sic]
w/Dr. Strange vs. Loki
Magneto and his Brotherhood of Evil Mutants—Toad, Quicksilver, Scarlet Witch, Mastermind
Hulk
the Absorbing Man—Crusher Creel
the Destroyer
the Demon (more like an African Witch Doctor)
the Crusher
Ulik

Hercules
Hippolyta & Pluto
Zeus
Dionysius, Ares, & Hermes
Cerberus
Atlas

Tana Nile
the Colonizers of Rigel
the Recorder
Ego, the Living Planet
Sir Porga of Wundagore
Count Tagar of Wundagore
The High Evolutionary & his New Men—
 Sir Lepard, Sir Ossilot, Sir Liyan
Knights of Wundagore
the Man-Beast
Kang & the Growing Man
Replicus
Super-Skrull
Enchanters—Magnir, Forsung & Brona
the Living Talisman
the Wrecker
Mangog
Galactus
Mutates
Him
Thermal Man
the Watcher
Kronin Krask
Crypto-Man
Orikal

and

TALES of ASGARD

featuring

**The Mighty Thor, God of Thunder,
All-Father Odin, Goddess Mother Freya, and the loyal Vizier,
Loki, God of Mischief & Evil,
the Ever-vigilant Heimdall,
Balder the Brave, Fandral the Dashing, Hogun the Grim, and the Voluminous
Vollstagg,
the Fair Sif and Loyal Hildegarde,
Karnilla—Queen of the Norns,
the Evil Enchantress and the Awesome Executioner
and introducing... the Vivacious Valkyrie!***

[*See also **MARVEL COMICS, The Defenders!**]

At the center of all things is **Yggdrasil**, the **World Tree** which grows at the heart of the Universe.

Yggdrasil fills the known world. Its highest branches reach Heaven... Its lowest roots touch Hell.

Yggdrasil encompasses the **Nine Worlds**:

- **Asgard**, the stronghold of the **Aesir**
Within **Asgard** lies **Valhalla**, the **Land of the Honored Dead**, brought here by the **Valkyrie**
- **Vanaheim**, stronghold of the **Vanir**, sister race of the **Aesir**
- **Alfheim**, land of the **Light Elves**, those who were fairer than the sun
- **Nidaviller**, home of the **Dwarves**
- **Midgard**, the world of Mortal Men

Between **Midgard** and **Jotunheim** lies **Jormungand**, the **Midgard Serpent**, which has coiled itself around the world, destined to kill **Thor** in battle on the **Day of Ragnarok**

- **Jotunheim**, the land of the **Storm Giants**, where **Mimir's Well** was dug

- **Svartalfheim**, home of the **Dark Elves**, also called the **Trolls**, who lived within the earth
- **Muspelheim**, home of **Surtur**, land of the **Fire Demons**
- **Niflheim**, also known as **Hel**, ruled by the goddess **Hela**, lowest of the **Nine Worlds**, close by the spring of **Hvergelmir**, where the dragon **Nidhogg** gnaws at **Yggdrasil's** root from below whenever it tires of eating the never-ending supply of corpses fed to it from **Midgard** and the worlds above...

Bifrost, the **Rainbow Bridge**, connecting **Asgard** to them all... where stands watchful **Heimdall**, its ever-vigilant sentry.

This is the **Marvel** version of the **Norse Gods**, not the Norse Gods themselves.

Here we will see timeless stories that explain the motivations of **Loki, the God of Mischief and Evil**, and why he was banished from **Asgard** and exiled from all the Nine Worlds;

The story of **Thor, the Thunder God**, and how the hammer came to be hidden in a secret cave where **Dr. Donald Blake** was fated to find it;

The legends of **All-Father Odin**, the **Goddess Mother Freya of the Vanir**, and all the **Asgardians**, all the **Norns**, all the members of the **Aesir**, including all manner of **trolls**, **elves**, and **goblins**. We begin to see the origins of long-range plans that are bearing fruit in the modern day, all across the **Marvel** line.

This series introduces **Valkyrie** (looking as she did as introduced in the *Hulk* and in the early issues of the *Defenders*, but with an entirely new personality, as she is a new character). Riding on her winged steed, **Aragorn**, the **Valkyrie** will join **Balder**, **Fandral**, **Hogun**, **Sif** and **Vollstagg** on adventures as a member of the team. **Balder** should take the place of **Thor** as the leader of the group in these adventures when the **Thunder God** is absent. The **Valkyrie** can be a strong woman without having to be the raging stereotype of the women's libber.

There will be several types of stories featured in *Tales of Asgard*:

Many feature **Thor** and his companions, with **Loki**, **Odin**, **Freya**, **Vizier**, and all the gods of **Asgard** and the **Nine Worlds**, telling stories set in some unspecified time period that explain or provide background on what we see in our hero's day.

Some are set when **Thor** is a youth, or when he is a juvenile on the verge of manhood.

Some stories are without **Thor**, taking place before his time, or when he was elsewhere.

Asgardian Villains & Guest-Stars

Surtur, Ymir, Audhumbla, Buri, Bor, Vili,
Ve, Bestla
the Trolls
Agnar, King of the Eagles, Iduna & her
Golden Apples
Norn Hag—Haag
Geirrodur the King of the Trolls & Skoll
Ulfrin the Dragon
Norns—Skuld, Urd, Verdandi
Hela, Goddess of Death
Karnila, the Norn Queen
Arkin the Weak & Queen Knorda
Sigurd
Laufey, Loki's father
Haakun the Hunter
Fenris the Wolf God
Skagg the Storm Giant & Surtur the Fire
Giant
Hardol the Healer
Ularic—Odin's Royal Warlock
Seidring the Merciless
the Unknown

Hogun the Grim, Fandral the Dashing, &
the Voluminous Volstagg
Utgard Dragon
Queen Ula
Flying Trolls of Thryheim
Volla the Prophetess
Midgard Serpent
Harokin of Muspelheim
the Warlock's Eye
the Black Stallion of Doom
Fafnir the Dragon
Mogul, Lord of the Mystic Mountain (of
Hogun's homeland) & Mogul's Jenni
Devil
Wazir the Prophet
Alibar the Thief
Satan's Forty Horsemen
Ulik
Orikal
Storm Giants of Niffelheim
The Royal Astrologer of Asgard
Brunhilda

plus

HERCULES UNBOUND!

Starring

Hercules, the Prince of Power!

also featuring

Venus—the **Goddess of Love**, **Mars**—the **God of War**, **Pluto**—the **Lord of Darkness**, **Diana, Queen of the Hunt**, **Jupiter**—the **King of the Gods**, and the other gods & goddesses of **Olympus**... living amongst the mortals, aliens, freaks, & weirdoes of Hollywood, USA!

Featuring the Lee & Kirby **Hercules**—vain, bombastic, and always looking for trouble—who has come to Earth and taken up life as Hollywood leading man **Steve Atlas**! His fellow **Olympians** have been living there for decades—**Venus**, as an ageless legend of the silver screen, **Pluto** and **Diana** as movie-making executives and producers with wealth and power, and others, living in the shadows and working behind the scenes...

[See the original *Journey into Mystery* #124, Nov, 1965, & *Thor* #130, May, 1966, for the genesis of this idea!]

This is a much different view of the commerce between god and man than seen in **Thor**. **Hercules** fights colorful super-villains and evil gods, goes on quests and journeys through space and time and to **Olympus** itself—but he does it all for his own greater glory, with cameras and photographers all around to document his great deeds. He is shameless in his search for fame and fortune, making him the perfect inhabitant of the southern Californian movie making machine!

Hercules is not a fool. He is an immortal who has gained the wisdom of his years. He is cagey and inscrutable, but he puts all his resources into the service of his pursuit for wealth and personal gratification.

He also has a sense of humor. He makes a mockery of keeping a secret identity—actor **Steve Atlas**. But all he does when he switches to **Hercules** is change into his **Olympic** costume. He doesn't change his hair or even act differently. He even romances some of the same women in both identities. And yet, somehow... everyone is fooled, and he gets away with it.

This series, even more than in **Thor**, would be a good place to explore the relationship between the **Eternals** and the **Gods of Myth**. This series will bring in **Sersi** as one of many love interests for **Hercules**.

20 pages

Hercules Villains & Guest-Stars

Pluto & Hippolyta

Venus

Diana

Mars

Jupiter & Hera

Dionysius

Mercury

Cerberus

Apollo

the Director

the Eternals

Sersi, Ikarus, Makkari

the Deviants

the Mad Thinker and his Awesome
Android

the Demon (more like an African Witch
Doctor; see Thor)

the Skrulls

Kala, Queen of the Underworld

the Ringmaster & the Circus of Crime—
Clown, Human Cannonball, Princess
Python, & the Great Gambonno
(Ernesto & Luigi)

The Schemer

Moondragon

Man-Killer—Katrina van Horn

Midas & Madame Masque

Red Guardian—Dr. Tania Belinsky

SAVAGE TALES

featuring

The Origin of WOLVERINE

It was in the cold Canadian northwest. The boy woke shivering in the snow, with no memory of who or where he was.

The boy—no more than thirteen years of age—was covered in frostbite when the Mounties find him. He was on the verge of starvation. They bundled him up and rushed him to the nearest hospital... hours away.

He could barely speak... it was more a growl he made, a feral child, gulping at food and water.

He finally spoke his name—**Logan**. He wanted them to call him **Logan**.

The Mounties brought him to an emergency room, but within hours his wounds had recovered.

Then he escaped, the boy in rags disappearing into the city...

He found clothing and covered himself up for protection from the cold.

He snuck through a market and stole food.

He found a place to hide, and he slept.

He was having nightmares of being tortured, of faceless tormentors, and indescribable pain...

He woke. Someone had found him.

He had been found by a gang of criminals.

There was a fight. **Logan** was pushed over the edge, into a berserker rage...

His **adamantium** claws came out...

He headed back out into the wilderness, where his senses were calling him...

Outside the city, he realized he was being followed.

Meanwhile, the bodies of the criminal gang were found.

A gruesome murder. And some of **Logan**'s DNA.

They had been searching for the boy the Mounties had brought in. They think they may have found him...

Logan made it back out into the wilderness, where something was calling to him, an inner voice, drawing him back to the northwest. And someone was following him. His senses could perceive someone out there, keeping out just of sight, not letting him find them.

He crossed paths with the **Wendigo**, a giant creature of savage uncontrollable ferocity, covered in long white fur.

At this point, **Logan** was attacked by the one following him—another bestial humanoid, who called himself **Sabretooth**. He was much like **Wolverine**, with the power to heal, claws, and heightened senses.

He was a paid agent, with a mission to bring **Wolverine** in. But this was complicated by the **Wendigo**, a creature far more powerful than even **Sabretooth**.

The **Wendigo** was a Native American legend of a curse put upon a man that drove him to become a cannibalistic creature, living in the forest and eating human flesh. That was what they believe this creature to be.

The **Wendigo** changed back into a man named **Paul Cartier**. He said he had been experimented upon by a group of mad scientists, and they had changed him into a monster.

These same mad scientists have hired **Sabretooth** to capture **Logan**.

The police back in town are surprised when Federal Agents of the Canadian Government arrived to take over the case.

They were called **Alpha Flight**.

Alpha Flight was a group of super-heroes funded and licensed by the Canadian government, led by the **Guardian**—**Major James MacDonald Hudson** of the Royal Canadian Armed Forces, based in London, Ontario.

Sasquatch—**Walter Langowski**, a scientist from wilds of British Columbia, who's experiments into the biology of the legendary monster led him to becoming one himself...!

Northstar and **Aurora**—**Jean-Paul Beaubier** and his twin sister, **Jeanne-Marie**—mutants with powers of flight, super-speed and light. They were wealthy children from Montreal, Quebec. **Jean-Paul** was a professional skier, and his sister was a television personality with the Canadian Broadcasting Company.

Marrina, an amphibious creature from the seas off the island of Newfoundland, related to the **Aquatic Deviants** known in **Prince Namor's Atlantis** as the **Unseen Ones**.

Shaman—**Dr. Michael Twoyoungmen**, a Native American ('First Nations' in Canada) tribal medicine man from Calgary, Alberta. He was a medical doctor and a powerful sorcerer.

Snowbird—**Narya**, daughter of the Inuit goddess **Nelvanna**, a mystical creature with the power to change into animals of the Canadian wilderness. She hid among the humans as **Anne McKenzie**, a Records Officer with the Royal Canadian Mounted Police in Yellowknife, the Northwest Territories.

and **Puck**—**Eugene Judd**, a dwarf from Saskatoon, Saskatchewan, with super-human strength and acrobatic abilities.

Alpha Flight wanted to draft **Wolverine**, and for a time, he worked with them.

Working with **Alpha Flight**, **Wolverine** faced **Arnim Zola** and **THEM**—along with **MODOK**, the **Gremlin** and the **Chemical Android**.

This was the first time that **Logan** got a hint that **THEM** had something to do with his origin...

After several missions and adventures with **Alpha Flight**, they were called on to capture the **Hulk**. The **Green Goliath** had roamed up into Canada, and keeping the US **Hulkbusters** out of their country was dependent on their ability to get the **Hulk** out!

Eventually, the **X-Men** showed up with an offer for **Wolverine**.* And a scholarship to **Professor Xavier's School for Gifted Youngsters**.

[* See **UNCANNY TALES** starring the **X-Men** for more.]

Alpha Flight didn't want him to go... the investment they had made in him—

Wolverine left with the **X-Men** for America and the **Professor's** school that day.

WOLVERINE

starring **Logan**

and introducing... **Mariko**

This is the story of **Logan**, a young teenage mutant—on the run across the nation of Canada, with no home, no friends, no place to turn... and no memory of who he is, why he heals almost instantaneously, why his senses are so keen, or how he got his **adamantium** claws!

This series will slowly build up the identity of **Logan**, the **Wolverine**, creating a new teen character in the classic Silver Age Marvel mold—following him to the States with the **X-Men**, joining **Captain America's New Avengers**, but most of all, trying to recover his lost identity!*

[*See also **UNCANNY TALES** starring the **X-Men** and **AMAZING ADVENTURES** featuring the **New Avengers!**]

This is the introduction of a new character. This is not the **Wolverine** who is the best there is at what he does, whose life extends back before the 20th Century and who fought alongside Captain America in World War Two. This is a **mutant** teenage boy (gifted with the ability to almost instantaneously heal from nearly any wound) who has just escaped a captivity during which he was brutally and remorselessly experimented upon—where every bone in his body taken out, rebuilt with an indestructible **adamantium** framework, and replaced. We will discover, over the course of this series, that this was done to him by the shadowy and faceless super-villain group known only as **THEM**.

We'll see him learn to use his enhanced senses even while he is on the run from his pursuers, all the more terrifying because we'll never see them (**THEM** will be built up as a shadowy and gruesome agency of terror worthy of their oblique acronym). But **Logan** can keep one step ahead of them because he senses them before they get close enough for us to catch sight of them.

Finally, **Logan** will travel to Japan with the **X-Men** to meet **Sunfire**,* but will end up staying and meeting a quiet and restrained young Japanese girl his own age, named **Mariko**. During his time in Japan, **Logan** will fall in love with **Mariko** and come close to finding the peace he so desperately seeks... even as he makes a powerful and lifelong enemy...

[*See **UNCANNY TALES** featuring the **X-Men** and the **New Mutants**.]

20 pages

Wolverine Villains & Guest-Stars

Sabretooth

the X-Men

Magneto & his Brotherhood of Evil
Mutants

Ka-Zar, Shanna, & Zabu
the Swamp Savages
The Savage Land Mutants
Sauron
Zaladane & Garokk
Maa-Gor

Gog
the Germans of the Lost Lake
the British of New Brittainia

the Commissar
Comrade X
the Gargoyle
the Gremlin

Wendigo

Captain America
Spider-Woman
Hawkeye

Kala, Queen of the Underworld

Kurrgo from Planet X

The Yakuza

The Hulk

the Ringmaster & the Circus of Crime—
Clown, Human Cannonball, Princess
Python, & the Great Gambonno
(Ernesto & Luigi)

Kraven the Hunter

Alpha Flight
Weapon X—the Guardian
Shaman
Sasquatch
Northstar & Aurora
Snowbird
Puck

the Red Ghost & his Super-Apes

the Titanium Man
the Cobalt Man

Xemnu the Titan

plus

The Origin of POWER MAN

Carl Lucas was born in New York's Harlem neighborhood. He grew up poor, on the streets 'cause they were better than being at home, running with his friend **Willie Stryker**, and pulling small jobs for **Hammerhead**, the gangland boss of the territory.

Lucas started cleaning up his act. **Stryker** moved up the ladder.

Then came then night when **Stryker** called **Lucas** to come down, not telling him it was to be in the wrong place at the wrong time. That was the night **Stryker** was in trouble, and to save his skin, he framed his old friend, **Lucas**, for murder.

Because of **Stryker**, **Lucas** wasted years of his life in **Seagate Prison**.

There, he caught the attention of **Seagate Prison Guard Billy Rackham**, who made it his life's work to harass **Lucas** in every way he could think of.

Out of desperation, hoping to find a way to earn parole, **Lucas** volunteered for **Dr. Noah Burstein**'s electro-biochemical experiments in human cell regeneration. **Dr. Burstein** was one of those scientists working to duplicate the **Super-Soldier Serum** that had created **Captain America**. His work was not always on the up to the rigorous demands universities and most private institutions required, but **Seagate Prison** was willing to make it prison volunteers available when the price was right.

the experiment exploded as **Rackham**, a guard who hated him, tried to sabotage his work

this chemistry gone wild had given **Carl Lucas** skin like steel, dense, super-strong muscles, and fists that can pound their way through stone walls. He now weighed over 300 pounds.

Lucas escaped, but was caught, and thought killed—as multiple guards riddled his body with bullets before watching him fall over high cliffs.

They saw his body a hundred feet below, on the rocks... They left him there, until they could get a chopper.

What they didn't see was **Lucas** get up, bruised and in pain, but alive and unbroken...

The body was gone when the helicopter arrived, but they saw no point in searching for it...

With **Seagate's** Warden having **Carl Lucas** declared dead, **Lucas** was now free.

He came back to New York and changed his name to **Luke Cage**. Then he went into business for himself—as **Power Man, Hero For Hire**. He worked like a super-powered private detective and would take on any job that didn't go outside the law... as long as they could meet his price.

He set up an office off Times Square, above the **Gem Theater**. That was where he made friends with young film student **D.W. Griffith**.

He met a woman, **Dr. Claire Temple**, who runs a clinic in the 'hood.

He was making a life for himself, and setting the New York underworld on fire.

The Origin of the IRON FIST

It was an expedition to find paradise. Wealthy American businessman **Wendell Rand** and his partner, **Harold Meachum**, financed this journey to fabled **K'un-Lun**.

According to Tibetan legend, **K'un-L'un** was a physical, sensual, and spiritual paradise hidden in the mountains, accessible to the outside world only once every ten years.

It was ten years ago that **Wendell Rand** had left **K'un-Lun**, coming back to the world, where he launched his own internet communications company, becoming a very wealthy man.

Now he returned with his wife, **Heather Duncan**, and their nine year-old son, **Daniel**.

But out here, in the snow, in the mountains high above the world, **Harold Meachum** turned on his partner, killing **Wendell Rand** and his family. Or so he thought.

Meachum made his way back down the mountain. There was an avalanche...

Daniel Rand was found alive, next to his murdered parents. He woke in a warm bed. He was in **K'un-Lun**.

Wendell Rand was remembered here in this city, for he had saved the life of **Lord Tuan**, and was raised as his own son. And now they have the opportunity to repay this debt by saving his son, **Daniel**.

The grieving son is asked what he wants most. Vengeance, he says. And so **Daniel** was given to **Lei Kung** for training. As part of his training, he pounded his fists into buckets of sand and rock and gravel, making them hard and tough.

Daniel lived here for nearly a decade, studying martial arts with **Lei Kung** and learning mathematics and the philosophies from **Yu-Ti**, the hooded wise man. He fell in love with a young maiden, **Mai**.

The most gifted of all **Lei Kung**'s students, **Daniel** had won the right to compete for the **Iron Fist**. He must fight and defeat the dragon **Shou-Lao**, which guarded its fiery heart that had been cut out of its breast.

During the battle, **Daniel** was branded in the chest, the dragon's mark burned into his flesh. Defeating the dragon, **Daniel** plunged his hands into the fiery, molten heart of the dragon, taking onto himself the power of the **Iron Fist**. With it, he could concentrate his chi into his fist, making it harder and stronger than steel.

Ten years had gone by, and at last the portal would be open again with the outside world. **Daniel Rand** was offered a choice: Stay in **K'un-Lun** and be granted immortality, or return to the world and claim his vengeance.

He chose vengeance.

In New York City, **Daniel** found and confronted **Harold Meachum**, but discovered an old man in a wheelchair. Leaving Tibet, he had been caught in an avalanche. His legs were destroyed by frostbite and amputated.

Daniel left the old man in disgust. It was not until later, when he was hunted down by **Meachum**'s daughter, **Joy**, that **Daniel** learned someone else had killed **Harold Meachum** and framed him for the murder.

Meanwhile, **Daniel** meets a young woman named **Colleen Wing**. She is the daughter of the man who killed **Harold Meachum**.

Colleen Wing and her partner, **Misty Knight**, form the **Daughters of the Dragon**. Eventually, they are joined by **Joy Meachum**.

POWER MAN & IRON FIST

Starring

Luke Cage—Power Man, & Daniel Rand—Iron Fist

Also featuring

D.W. Griffith, Dr. Claire Temple,

and the **Daughters of the Dragon—Colleen Wing, Misty Knight, & Joy Meachum!**

This series features the origins of **Power Man** and **Iron Fist**, and the events that brought them together.

20 pages

Power Man & Iron Fist Villains & Guest-Stars

Diamondback
Gadget, Dobbs, & Curtin

Harold Meachum
Ward Meachum

Gideon Mace
the Phantom
Mr. Death—Señor Muerte
Chemistro
Black Mariah
Lionfang
Steeplejack
Cottonmouth
Stiletto & Discus

Scythe
Shou-Lao the Undying

Triple-Iron

Death-Cult of Kara-Kai

Dr. Doom
the Faceless One
the original Power Man
Ringmaster & his Circus of Crime—
Clown, Human Cannonball, Great
Gambonno, Princess Python, Livewire,
& Strongman

Batroc & Batroc's Brigade
Shaya & Ushas, the Daughters of Kali
Warhawk
Monstroid
Angar the Screamer
Steel Serpent
H'ylthri
the Radioactive Man
Master Khan
Scimitar
Khumbala Bey
Chaka

X
Mr. Fish
Piranha Jones, Cockroach Hamilton,
Grassy Moss, Charlton Grundge
Wildfire
Spear, the Assassin
Mangler
Goldbug
Thunderbolt
Zzzax, the Living Lightning
Bushmaster, Gadget, Shades & Comanche
Moses Magnum

The Golden Tigers
the Wrecking Crew—the Wrecker,
Piledriver, Bulldozer, & Thunderball
Boomerang
Sabretooth
the X-Men (A-N, A-D)
Bushmaster

Diamond Head
Stone Face
Morgan
the Mad Merlin

and

KA-ZAR, LORD of the SAVAGE LAND

featuring

Lord Kevin Plunder, the Saber-tooth tiger, **Zabu**, and **Shanna, Queen of the Jungle**

Previously, **Ka-Zar** had been portrayed as a kind of Tarzan, with his pet saber-tooth tiger, **Zabu**, living in a prehistoric jungle. This series takes everything to all manner of new levels—

The **Savage Land** is the gateway to an impossible **Hollow Earth**, where cavemen and dinosaurs exist side-by-side with mastodons, saber-tooth tigers and pirates. Lost and ancient cities, tribes that have disappeared from history, and treasures that have gone unheard of for ages border lands of unbridled wilderness.

And over all of this is one man, **Ka-Zar**—an ageless, immortal, and ultimately as savage as this world he rules, a man who can communicate with and control even the most monstrous of beasts, bending them to his indomitable will. With him is **Zabu**, the ferocious giant saber-toothed tiger, an immortal female cat who raised **Ka-Zar** as her own cub. While he speaks English and she growls, they communicate perfectly. **Zabu** understands human speech, and he understands her. He can do this with any animal (though some have brains so small there's not much they can communicate).

And soon, they will have to stand as protectors of the **Savage Land**—for the outside world, the **Surface World**, will discover that this secret place exists, and come rushing violently in!

The Origins of KA-ZAR & ZABU

In telling the story of **Ka-Zar**, we go back over 200 years, to a ship that was lost in a storm off the coast of southern New Zealand. **Lord Robert Plunder**, with his wife, **Constance**, and son **Parnival** were on board. The ship ran aground and was wrecked. Many were drowned. The survivors found themselves washed up on the beach of an unfamiliar shore.

With another storm coming ashore, **Plunder**, his family, and the survivors (along with what tools and weapons they could save and carry) walked inland, entering the forest, where they lost their way. After spending the night in an abandoned hut, they passed through a strange **Land of Mists**, where they finally came to a clearing. Here they founded a settlement.

Constance Plunder was pregnant, and it was here that their son, **Kevin**, was born.

Not long after, the settlement was attacked by a tribe of **Swamp-Men**. **Constance** was killed. **Kevin** would have been, but a saber-tooth tiger from out of the jungle jumped the swamp savages and carried away the child. The cat, **Zabu**, was a female that had been prowling the camp and keeping an unseen eye on the child since the day it was born.

The saber-toothed tiger raised the man-cub as her own. She taught him how to hunt, to stalk his prey, and how to kill.

Over the next 75 years, he learned to read and write. He learned how to use his powers to dominate the animals. He learned he could not dominate men nearly so easily. He learned to negotiate. He learned how to gather forces and make war. He fought **Maa-Gor** and the **Swamp Men**, and the **Vala-Kuri—the Lizard Men**. His name became known all over the **Savage Land**... and beyond.

In the 1890's, **Ka-Zar** journeyed to England, to stand against his brother, **Parnival Plunder**, in a court of law, fighting for their father's inheritance...

Here, where his wealth and land holdings are vast, **Ka-Zar** establishes himself as **Lord Kevin Plunder**, an English Baron and Hereditary Peer in the House of Lords. It is a title that **Ka-Zar** holds to this day. There is a castle in Wales that is his manor, and he visits it once every several decades or so.

The Origin of SHANNA, Queen of the Jungle

Shanna's tale begins in the 20th Century, in the days of the Great Depression.

Shannon O'Hara was young woman with a love of adventure and a flair for self-promotion. A sensation as a female pilot, she was on a publicity tour, going around the world. She was flying from South Africa to Australia in 1937 with her partner, game warden **Patrick McShane**. They were lost in a storm. She fought hard to keep the plane aloft, and it was caught in a strong current of wind that carried the plane far off course. The plane went down in a sub-tropical forest.

Shanna and her partner had barely gotten out of the plane and realized they were alive when they were attacked by a savage tribe of cave-men. **McShane** was killed. **Shanna** was saved by a tall, naked blond god-like man who wore nothing but a loin-cloth. At his side was a giant saber tooth tiger. This was **Lord Kevin Plunder** and the cat who raised him, and they were the undisputed Lords of this **Savage Land—Ka-Zar** and **Zabu**.

KA-ZAR, LORD of the SAVAGE LAND

featuring

Lord Kevin Plunder, the Saber-tooth tiger—**Zabu**,
Shanna, Queen of the Jungle
and introducing **Devil Dinosaur** and **Moon-boy!**
With **Tongah, Tatia, & Emuel**

The **Savage Land**—the gateway to an impossible **Hollow Earth**, full of dinosaurs and cavemen, lost civilizations and alien invaders.

Devil Dinosaur is a red mutant Tyrannosaurus Rex—one born with human intelligence, able to “speak” through word balloons to **Moon Boy**, an early form of Australopithecus, also a mutant with human intelligence and the abilities to understand **Devil Dinosaur** and to speak English.

There is a German colony, **Lost Lake**, led by **Heinrich Draco**, formed of the descendants of soldiers and civilians who were lost and found themselves stranded far from home. Similarly, **New Britannia**, a colony formed of the descendants of British subjects, led by **Captain Christopher**.

They defend themselves against the time-lost dinosaurs and giant mammals of the **Savage Land**, as well as **Maa-Gor** and the **Swamp Savages** and the **Vala-Kuri—the Lizard Men**, led by **Queen Iranda**.

There was a hidden civilization of **Eternals**—an immortal race of humans created artificially ten thousand years ago by **Kree** visitors to Earth...
and with them, the **Deviants**, a **Skrull**-like race, the result of far older experiments...

There was a lost contingent of **Kree** living here, unknown to any other of their race. There were **Skrull** here as well, isolated from all others of their kind.

And **Ka-Zar** knows them all. No matter their power, none can challenge **Ka-Zar**, his companion **Zabu**, or his **Queen—Shanna the She-Devil**. **Ka-Zar** is a wild, untamed savage, as free and relentless as the land itself. But he is not ignorant. He is a cunning, educated man, with the will and the ability to rule over all.

Ka-Zar can communicate with all the animals, and they obey him. With this power, he can know all things in his **Savage Land**.

And now, the **Surface World** is invading the **Savage Land**, as well as the undersea **Atlanteans**—

HYDRA has come, seeking a rumored supply of **Vibranium**, along with **THEM**, who were seeking access to the living herds of long extinct species. There was **Magneto** and his **Brotherhood of Mutants**, coming in search of the supposed **Eternal** and **Deviants** said to live here.

And on the trail of all these invaders, **Nick Fury** and his **Agents of SHIELD**, whose goal is to keep these worlds separate and unknown to each other...

All of **Ka-Zar's** skill will be needed... if his land is to survive.

20 pages

Ka-Zar Villains & Guest-Stars

X-Men	the Vala-Kuri—the Lizard Men
Magneto	The Petrified Man (Garokk, the Sun God)
The Savage Land Mutants—Amphibius, Equilibrius, Piper, Gaza, Barbarus, Lupo, Brainchild, & Lorelei	Zaladane, Queen Priestess of Garokk Damon, the Man-God
Lord Plunder (father)	Germans of Lost Lake & Heinrich Draco
Parnival Plunder (brother)	British of New Britannia & Captain Christopher
Maa-Gor	Iranda, Queen of the Lizard Men
The Swamp Savages	Stegron
Daredevil	Gemini—from the Zodiac
Spider-Man	Barbara (Bobbie) Morse, SHIELD Agent
Kraven the Hunter	19 (later Mockingbird)
Gog	Victorius, the Super-Soldier
the Man-Thing & THEM (formerly AIM)	El Tigre
Nick Fury & the Agents of SHIELD	Klaw, the Master of Sound

The MIGHTY MARVEL WESTERN

featuring

KID COLT, OUTLAW

A modern day cowboy, living on the other side of the law, always running from it.

It was the summer after high school, and **Travis Colt** was feeling his oats. He was a six foot tall, blond, blue-eyed all-American boy, former high school football quarterback. He was going to college on an sports scholarship. Every summer, he'd come back and work the family ranch, becoming a full partner in the family business. Together with his father, they'd stood up against **Cornelius van Lunt**—one of the richest and most powerful men in the state of Montana. **Van Lunt** was trying to buy them out, or squeeze them out—to get the **Colt Ranch** one way or the other.

The summer wasn't even over before his whole life changed. The night his father was killed, everything fell apart. Before it was over the main house and the stables at the **Colt Ranch** had burned down, and **Travis** was being accused of killing the son of **Cornelius van Lunt**.

Travis didn't even stop and think. He just ran. He barely had time to tell his mother good-bye.

Living on the run, **Travis** was trying to stay under the radar, working on a succession of ranches across the modern American West. This brought him in contact with many issues facing the Western states, like wild horses and the encroachment of man upon the habitats of other native American animal species.

But it was also a romantic, adventurous, and dangerous life—**Kid Colt** camping out under the stars, hunting for his dinner... and stumbling across wild animals, drug runners and human trafficking!

Sometimes we might even have crossovers between **Kid Colt**, **Firestar**, **Redwolf**, **Lobo**, and **Two-Gun Kid** in the modern day. They will also guest-star with the **Young Champions** in **STRANGE TALES**.

20 pages

Kid Colt, Outlaw Villains & Guest-Stars

Cornelius van Lunt	Wolverine
The Enforcers—Fancy Dan, Montana, the Ox	the Ringmaster & the Circus of Crime—Clown, Human Cannonball, Princess Python, & the Great Gambonno (Ernesto & Luigi)
The Young Champions	
Shang-Chi	The Chameleon
Hawkeye	Sam Silvercloud
Foggy Nelson & Karen Page	Witch-Woman—Linda Littletrees
The Sons of the Serpent	Satan's Angels a motorcycle gang who really are dedicated to Mephisto
Gangster Thug Thatcher	The Son of Satan
The Terrible Trio—Yogi Dakur, Bull Brogin, & "Handsome" Harry Phillips (see the Young Champions)	Mephisto (the Magnum Gang, somehow? brought to the present by Kang?)
Big Daddy Dawson	The Western Ghost Rider
Lionel Dibbs	the Young Kang
Rancher Jude Younger, Diana Evans, and their six children	The Moloids (from the Mole Man)

plus

RED WOLF, Lobo, & the TWO-GUN KID

also featuring **Angelica Jacquez**, the young super-hero known as **Firestar**

The Story begins in the Old West of the 1870's.

Although **Matt Hawks** was still shy of his 21st birthday, he was already practicing law by the time he arrived in **Tombstone, Texas**, from Back East—Boston, Massachusetts.

Matt was young and inexperienced, but he was tall and physically imposing, with a quick mind and a firm, indomitable resolve. Once he started something, he wouldn't quit until he was done. Those were qualities to have if your idea was to practice law in lawless **Tombstone**.

His hard-headed pursuit of justice caught the attention of former gunfighter **Ben Dancer**, who took the boy under his wing and taught him how to act in this country, how to throw a punch as well as take one, and how to handle a six-gun.

Left-handed **Matt** soon learned that he could out-shoot even **Dancer** with either hand.

Ben had introduced **Matt** to **Boom-Boom Brown**, a pugilist who wore a 10-gallon hat. Like **Ben**, **Brown** was one of the few who knew **Two-Gun**'s true identity.

One day, while **Matt** was waiting on some important mail coming in on the stage, he met an attractive young woman arriving in town. She was the new schoolmarm, **Miss Nancy Carter** ("Pardon me, ma'am... are you the new schoolmarm?").

Nancy's brother was not keen on his sister dating a slick shyster. Hot-headed **Clem Carter** was a member of the notorious **Magnum Gang**, one of the worst outlaw gangs in Texas. The three **Magnum** brothers—**Bill**, **James**, and **Henry**—were as immoral and bloodthirsty a family as ever was. They attracted a gang of men who were constituted likewise.

When the town was menaced by the **Magnum Gang**, and the citizens all seemed too afraid to stand up for themselves, **Matt** used his own training with firearms to fight back against them, taking on the identity of the **Two-Gun Kid**.

Wounded in the shoot-out, **Dancer** lost the use of his right arm, he became **Two-Gun**'s confidant and mentor.

Dancer and **Boom Boom** encouraged **Matt** to keep the secret identity of the **Two-Gun Kid**. **Dancer** found the perfect horse for him, a fiery stallion named **Cyclone**. **Matt** and

Ben trained him and kept him out of site, so that only the **Two-Gun Kid** would ever be seen riding **Cyclone**.

Johnny Wakely was a teenager, a Cheyenne orphan raised by whites in the Oklahoma territories until his adoptive parents were killed by a renegade band of his own people. The same band chased **Wakely** into the hills, where he came across the spirit of **Owayodata**, the **Wolf Spirit**, who passed on to him his coup stick, his totem of power. **Owayodata** himself then accompanied **Wakely** in the form of a wolf-cub with the name **Lobo**.

Red Wolf and the **Two-Gun Kid** were brought together when a gang of ex-Confederates and Mexican Comancheros, led by a mysteriously powerful Snake-Oil Peddler, were terrorizing a series of towns along the Texas-Oklahoma border.

Eventually, **Red Wolf**, **Lobo**, & the **Two-Gun Kid** were transported to the present, in a story involving the **Young Champions*** and a teenage version of **Kang the Conqueror** (**Cyclone** found a good home back in the Old West, but everyone always wondered what happened to **Matt**). It might be even more interesting to have them bounce back and forth in time so that they could always have stories set in both places.

[* See **Young Champions Team-Up** in **MARVEL COMICS** and their feature in **STRANGE TALES!**]

The two young men at first had a hard time acclimating to this new world over 140 years in their future. For a while, **Kid Colt** took them under his wing, showing them the ropes, while they live in a world that made at least some sense to them.

They were also befriended by **Hawkeye** and **Wolverine**, who are acquaintances of **Kid Colt**. **Clint Barton** had always had an affinity for the West and its wide-open spaces, something he had in common with **Logan**.*

[* See **Captain America's New Avengers** in **AMAZING ADVENTURES**.]

Through **Kid Colt**, they meet **Jude Younger**, a rancher who gave them jobs and ways to earn money and support themselves. They get a chance to buy clothes. **Jude Younger** is himself a larger-than-life character, a tall, broad mountain of a man, with long, leaden-gray hair and a wide mustache, always wearing his cowboy boots and putting on his wide-brimmed cowboy hat anytime he went outside. **Diana Evans** was **Jude's** wife of 40 years, and they had six children.

It was during this time, through **Lisa Younger**, **Jude Younger's** daughters about their same age, they met **Angelica Jacquez**, a young auburn-headed Hispanic girl with powers

of flame and energy who had taken on the secret identity of **Firestar**. While she had created a simple costume, she had almost no real skills or training. Even with her powers, she was taking a big chance.

So **Johnny Wakely**—**Red Wolf**—offered **Angelica** a deal: **Johnny** and **Matt** would teach her how to fight, how to hunt and track her prey, and how to defend herself, and **Angelica** would, in return, help the two young men learn to live in the Twenty-first Century. The three of them (and **Lobo**, too), all from such different worlds, become close friends.

20 pages

Red Wolf & the Two Gun Kid Villains & Guest-Stars

Lionel Dibbs (from original Amazing Adventures starring the Inhumans)
Gangster Thug Thatcher
Big Daddy Dawson

Kid Colt, Outlaw
Hawkeye
Wolverine
The Young Champions
Shang-Chi
Thunderhawk from the X-Men

Cornelius van Lunt
a wealthy land-owner and political power out for no one but himself

various members of the Zodiac

Sam Silvercloud
Snake-Dance
the Serpent-Men
Witch-Woman—Linda Littletrees
Sisterhood of Satan

Daimon Hellstrom—the Son of Satan (see Ghost Rider)

The Enforcers—Fancy Dan, Montana, the Ox
the Trapster

The Terrible Trio—Yogi Dakur, Bull Brogin, & “Handsome” Harry Phillips (see the Young Champions)

the Ringmaster & the Circus of Crime—Clown, Human Cannonball, Princess Python, & the Great Gambonno (Ernesto & Luigi)

Old West Days

Carter Slade—the Western Ghost Rider
The Calico Kid
the Fire Ghost
The Tarantula
The Cougar—Ando Andriani
the Magnum Gang—Bill, James, & Henry (w/ Clem Carter)

a gang of ex-Confederates and Mexican Comancheros, led by a mysteriously powerful Snake-Oil Peddler

and

The GHOST RIDER

starring **Johnny Blaze**—the **Ghost Rider**, **Roxanne Simpson**, **Crash** and **Pam Simpson**... and **Carter Slade**—the *original* **Ghost Rider** of the 1870's!

This series combines the **Johnny Blaze** motorcycle rider with **Carter Slade**, the Old West vigilante, in stories that stretch across time. Perhaps it is that **Johnny Blaze** was also the **Ghost Rider**—a different **Ghost Rider**—in another, earlier life; or it could be that the world they are dealing with exists outside of time itself. Our characters can only wonder about what forces they have been caught up in, for they do not know the answer. These mysteries are never explained. Instead, the unanswered questions and vague suggestions of evil, of great sadness, of remorse and regret, should remain on the fringes of everything that happens, in order to create a specific mood for the series.

To save the life of his true love, **Johnny Blaze** promised to serve **Mephisto**, the **Dark Lord**, by rounding up all the evil souls who have escaped from Hell.

This series won't go any further than it would have had it been a part of the original Marvel line in the mid-sixties. So while it should be moody, with horror and suspense, the true violence of evil will really be restrained, in the way that the original *Tomb of Dracula* was done.

Johnny Blaze was a motorcycle stunt performer. He followed in the tracks of his mentor, **Crash Simpson** and of his late father, **Barton Blaze**. He toured the country and made a name for himself.

He fell in love with **Simpson's** daughter, **Roxanne**.

A criminal motorcycle gang, **Satan's Angels** (who really are dedicated to **Mephisto**), under the mistaken assumption that **Blaze** had money, kidnapped **Crash Simpson**, **Simpson's** wife, **Pam**, and their daughter, **Roxanne**. They demanded ransom, or else they would kill everyone.

Johnny paid the ransom, and all were returned alive—except his love, **Roxanne**. One of the **Angels** had pushed himself on her, but she resisted, and he accidentally killed her.

To bring her back, **Johnny Blaze** made a deal with **Mephisto**, the **Dark Lord of Hades**. She came back to life—and he would become a servant of Hell.

He was possessed by the **Spirit of Vengeance**... and as his body burst into flames, the flesh on his bones peeling back, until nothing was left of his face but a grinning, flaming skull, the bones surrounded in **Hellfire**.

Johnny had been wearing a performance costume, and that became the uniform he wore whenever this transformation took place.

He became the **Ghost Rider**—pledged to serve **Mephisto** by rounding up and returning to Hell all the damned souls who had managed to escape their prison of eternal torment!

He rode a roaring motorbike made of flaming **Hellfire**, and with it he ran down his prey.

Consumed by the power of the **Ghost Rider**, **Johnny Blaze** knew at once what it meant to be the damned.

But after the deal was sealed, and **Roxanne** returned to life, **Johnny** slowly began to realize that **Mephisto** had tricked him: It seemed as if events were always keeping him apart from her. They were never able to be alone together, he was never able to get close enough to touch her. Her parents had gotten mysteriously ill, and he had a job that kept him busy and always on the run. He tried to follow her, living on the road and on his bike, but **Mephisto** used her like a carrot he continuously dangled before **Blaze**, always just out of reach. It was enough to drive a man mad.

When **Johnny Blaze** was in the western part of the United States—which was not always the case—the stories would often shift between the Old West and the modern day, when the Old West **Ghost Rider** hunted down and killed criminals who later returned in the modern day as damned souls who had made it back out into the mortal world...

When these stories—and they are recurring—take place, **Johnny** is plagued with nightmares, and he can see some of what we see when we go back to the Old West. It is as if he is having flashes of memories of the men he is hunting as the **Ghost Rider**, as if he had been there, back in the 1870's, leading him to feel as if he were the reincarnation of **Carter Slade**.

But, as said before, this is one of the unanswered mysteries of the series.

On excursions back east, **Ghost Rider** comes across two siblings from **Greentown**, Massachusetts, **Daimon** and **Judith Hellstrom**. Their mother was a woman named **Victoria Wingate**. Their father was a man named **Martin Hellstrom**. But it turned out that **Martin Hellstrom** was none other than **Mephisto** himself in human form.

Daimon Hellstrom was a young college professor of theology who practiced as a demonologist and exorcist. His sister, **Judith**, was a devilish party girl (and serial killer of criminals, taking their souls for herself) who liked to dress up and call herself **Satanna**. Their mother had long since gone insane.

Daimon rejected his father's path and chose to fight him. He would take on the powerful, super-hero aspect of the **Son of Satan**, with a flowing red cloak and a pentagram burned into his chest, carrying a golden trident and riding a flaming chariot drawn by three fiery demonic horses.

Ghost Rider Villains & Guest-Stars

Satan's Angels (see Captain America)
a motorcycle gang who really are
dedicated to Mephisto

Sisterhood of Satan

Snake-Dance
the Serpent-Men
Witch-Woman—Linda Littletrees

The Messenger
Sam Silvercloud
Aquarius—the Zodiac
the Orb

Dr. Strange, Clea, & Wong
Baron Mordo

Big Daddy Dawson
Roulette

Hulk
the Phantom Eagle

the Trapster

Karen Page (from Daredevil)

Cornelius van Lunt
a wealthy land-owner and political power
out for no one but himself

Kid Colt, Outlaw

Angelica Jacquez—Firestar

From the Old West:

The Magnum Gang—Bill, James, & Henry

The Calico Kid

the Fire Ghost

The Tarantula

The Cougar—Ando Andriani

a gang of ex-Confederates and Mexican
Comancheros, led by a mysteriously
powerful Snake-Oil Peddler

Red Wolf and the Two Gun-Kid

TALES to ASTONISH!

featuring

The ADVANCED IDEA MECHANICS

Ant-Man, Goliath, the Wasp, the Man Wolf, Wonder Man, the Vision, and Patsy Walker

This is a reinvention and a combination of two venerable **Marvel** concepts—**Ant-Man** and the super-scientific criminal organization, the **Advanced Idea Mechanics**—into one big new thing.

Since the 1930's, the **Advanced Idea Mechanics** were the greatest assemblage of scientists in the **Marvel Universe**. Founded by **Phineus Horton**—who created the **android, Abraham Erskine**—who developed the **Super-Soldier Formula, Herbert Wyndham**—who became the **High Evolutionary**, and **Augustine Xavier**—the grandfather of **Charles Xavier**, they were the agency charged with the US **Super-Soldier Program** that produced both the **Human Torch** and **Captain America** (that we know of...).

In the present, their ranks included **Reed Richards, Bruce Banner**, fellow gamma-researcher **Samuel Stern, Victor von Doom, Bill Foster, Moira MacTaggart, Scott Lang** (and as his assistant, his own daughter, **Cassie**, who was in her early 20's), and a much younger **Hank Pym**.

The director of **AIM** was **Simon Williams**, one of **Tony Stark** and **Stark Industries'** biggest and most ruthless competitors.

It was at **AIM** that **Richards** developed his **X-1 moon-rocket**, designed to make the two-way journey as one single vehicle. This led to **Richards'** explosive break with **A.I.M.** and—after his crew hijacked the lunar mission and gained incredible elemental powers—the formation of the **Fantastic Four**.

And it was at **AIM** that **Victor von Doom** has his tragic accident that unhinged his mind!*

[* See **MARVEL'S GREATEST COMICS AND FANTASY MASTERPIECES** for more **Doctor Doom** and the **Fantastic Four**.]

It was at **AIM** that **Bruce Banner** and **Samuel Stern** developed their gamma bomb and unleashed the fury that was manifested in the incredible **Hulk** and the inscrutable **Leader**...*

[* As seen later this very issue, in **The Incredible Hulk!**]

In this story, **Hank Pym** was one of the foremost scientists of the **Advanced Idea Mechanics**. A young man still on the verge of 21, he seemed more of a happy-go-lucky surfer-dude than scary-smart super-genius. He was, in truth, a total nerd who also passionately loved the physical thrill of surfing, sky-diving, hang-gliding or anything else dangerous or adrenaline-inducing.

This **Hank** never knew **Janet van Dyne**.*

[* See fashion designer **Janet van Dyne** in **MARVEL GIRL** and in **AMAZING ADVENTURES** featuring **Captain Marvel**.]

This **Hank Pym** was a 20 year-old whiz kid from somewhere in the Midwest, but he looked like a California surfer-dude—wearing his spiky blond hair and dark sunglasses, with Hawaiian shirts, Bermuda shorts and Berkenstocks. He had a spaced-out, “cool-cat” way of speaking that completely hid his amazingly inventive genius.

He was doing work on the leading edges of cybernetics, insect communication, and artificial intelligence research. At the same time, he was a fearless adrenaline junkie who loved fast cars, motorcycles, and jumping out of and off of things. Which was where he met the young actor **Johnny Storm**. No one knew, but he had helped **Johnny** and his sister get into the **A.I.M.** compound the night they stowed away aboard the hijacked the **X-1 moon rocket**.*

[* As seen in the origin of the **FF**.]

It was at that time that time that **Pym** had side projects going while he worked out certain problems in artificial intelligence for the **ULTRON** robot.

He had acquired the original **android**, the **Human Torch**, created by **Dr. Phineus Horton**, and intended to use the **ULTRON** to restore the **android** to ‘life.’

Hank was a leader. He was a loner and willing to do things on his own when he had to, but because of his willingness to listen to other ideas, to consider opinions alternate to his own, people liked to work with him. And because he had nothing to prove, because he knew what to do and was willing to do it himself, people are willing to follow him.

Working with **Professor Scott Lang** and **Dr. Bill Foster**, **Pym** had developed a size-changing battery—a device one wore that could shrink a person down to insect size, or possibly even further, storing the change in matter as energy in a battery, that could then be used to restore the individual to their former size.

Excess energy stored in the battery could also be released in small, potent bursts—the “**ant’s sting**.”

Taking this battery technology further, **Dr. Foster** invented an exoskeleton one could wear that used the battery to actually increase a living person in size and mass, so that they could rapidly grow to gigantic heights of 20 feet or even more.

Taking the battery technology in yet a different direction, **Professor Lang** used his own daughter’s bio-scans to create what he called the ‘**Wasp-template**,’ a process of biological mutation that would occur when one used the battery to shrink down to insect size, causing the growth of powerful wasp-like wings, endowing the subject to fly at great speeds and with an extraordinarily sophisticated degree of maneuverability. The battery would also provide the subject with a powerful “**wasp’s sting**.”

One problem they noted was that the energy stored in the batteries was “bio-specific,” in that once a batter was used on a specific individual, it could not be used by anyone else without risking deadly consequences...!

Hank Pym became **Ant-Man**, but it was his colleague, **Bill Foster**, who became the **Goliath**.

The **Avengers** were formed in the midst of chaos unleashed by **Loki, God of Mischief and Evil**. The **A.I.M.** scientist **Scott Lang**—creator of the **Wasp** bio-template—was killed in that battle. To avenge her father’s death, **Cassie Lang** (racially half-Asian, half white) herself became the **Wasp**. In fact, she came up with the name for the team.*

[* See **MARVEL COMICS** starring the **Avengers**.]

Before **Scott Lang** died, **Pym** attached one of his experimental devices to **Lang**’s head and recorded his brain-wave patterns, his **engrams**. He told **Cassie** that he might be able to save the fundamental essence of who her father was, and she agreed.

Cassie also saved her father’s body in a kind of cryogenic suspended animation. While he was dead, he would at least not experience any kind of biological or physical decay.

Both **Goliath** and the **Wasp** joined the **Avengers**, but their home-base continued to be with the **Mechanics** at **A.I.M.**

Former Air Force Colonel **John Jameson**, the son of *Daily Bugle* publisher **J. Jonah Jameson**,* led an **AIM** mission to the moon—in a craft designed to duplicate **Reed Richards’ X-1 Rocket**—to explore the anomalies discovered on the lunar surface (the **Blue Area**).

Colonel Jameson and his team discovered the **Blue City** that the **Fantastic Four** had found (although **Jameson's** team were not in the right place to also see the **abandoned U.S. and Soviet moon bases**).

While exploring the **Blue City**, which generated its own oxygen atmosphere and Earth-type gravitational field, the astronauts came across an ancient device that killed some of them and injured **Jameson**.

He was cut, sliced through the suit and into his skin. In the artificial atmosphere of the **Blue City**, **Jameson** did not die.

He made it back to the rocket-ship, and they returned home, but he had been infected with a strange disease. His symptoms did not reveal themselves until the next full moon... when he became the **Man-Wolf!**

[* See **AMAZING FANTASY** starring the **Amazing Spider-Man**.]

Meanwhile, young **Mr. Pym** had hired a personal assistant, a bright young woman named **Patsy Walker**.* **Pym** got more than he bargained for.

Patsy got him organized and planned his schedule so well that he found himself with more time than ever to devote to his adventures as **Ant-Man**.

But she also had an aggravating way of reminding him of his responsibilities and keeping him on track. She was stubborn, and didn't take 'no' for an answer. And when he saw the sparks coming out of those pretty green eyes of hers, he knew he was in trouble.

Patsy was smart, she was funny, and she had a good head on her shoulders. She was also a beautiful young woman with flashing green eyes and red hair and smooth, alabaster skin...

Young **Mr. Pym** realized he was falling in love...

[* See **MARVEL GIRL** featuring **Patsy Walker**.]

And as the others worked on their own projects, **AIM Director Simon Williams** had his own secret experiment. He had been working to develop his own version of **Professor Erskine's Super-Soldier Formula**.

He was a wealthy man and a creative engineering genius, much like his rival **Tony Stark**, heir to **Stark Industries**. Like **Stark**, **Williams** was an alpha male, a man who was out to win and surrounded himself only with the best and the finest.

He had attracted the attention of a beautiful woman with intoxicating blue eyes.

Unknown to him, she was the **Asgardian** witch known as the **Enchantress**. **Simon** only knew she was a beautiful woman who hung on his every word.

As **Director of AIM**, he had access to the most sensitive files in the organization, including the notes on **Erskine's** work. He knew that the formula itself was flawed, and required the **Vita-Ray** to be successful. The problem was that the secret of the **Vita-Ray** was lost.

By this time, **Williams** had fallen under the spell of the **Enchantress**. She had been following his work closely. She was interested in using **Simon**'s work towards her own ends.

Unknown to him, the **Enchantress** inserted a subtle amount of **Asgardian** technology into his device...

And so it was that **Williams** suddenly and miraculously overcame the obstacles he had been facing, finally creating his own device capable of producing another **super-soldier**. He used it on himself.

The device transformed **Simon Williams** on a fundamental level, imbuing his cells with super-human power—making him super-strong, super-fast, and nearly invulnerable. His senses increased, along with his stamina and physical endurance.

He became the **Wonder Man**.

In the midst of this, the **Mechanics** learned that **Colonel John Jameson** had been infected with a disease when he was on the moon.

Coinciding with the full moon, **Jameson** underwent a strange transformation, turning him into a wild and powerful feral creature covered in white fur, a **Man-Wolf**. The **Man-Wolf** was super-strong and fast, with heightened senses, including a sense of smell 100 times stronger than human. It had a supernatural ability to heal itself, seemingly unable to be killed. The creature would appear to die, then it would revert back into **Colonel Jameson**. Then **Jameson** would wake, alive and unharmed. But when night fell, on the last night of the full moon, he became the **Man-Wolf** once again...

Now that **Williams** was **Wonder Man**, he was ready for the **Enchantress**' plans...

The **Enchantress** attempted to use him to destroy the **Mechanics**. She put him under a spell, bewitching him into falling in love with her.

But **Williams** proved himself to be a hero when his loyalty to his team-mates overrode the spell. The bewitchment broken, he turned against the **Enchantress** and saved the **Mechanics**.

After that, **Wonder Man** continued to change, as if the process that transformed him into **Wonder Man** was not complete. His form began to emit a kind of radiation, making him more powerful... his personality began to change as his body continued to change, becoming a an almost **Hulk**-like powerhouse emitting a strange radiation... until he eventually became a being of pure energy... and then vanished altogether, right before their very eyes...

A memorial service was held for **Simon Williams**.

Pym became **Director of AIM**.

Not long after, a powerful super-villain called the **Grim Reaper** first appeared. He was **Eric Williams**—the brother of **Simon Williams**...! He blamed the **Mechanics** for **Simon**'s death.

The technology the **Grim Reaper** used was so advanced that the **Mechanics** concluded he could not be working alone, even if he was capable of inventing the deadly **Electro-scythe** he carried.

The **Grim Reaper** attempted to destroy both the **Avengers** and **AIM** as part of a team-up with **ULTRON** and the **Masters of Evil** (which included the evil **Enchantress** and the awesome **Executioner**).

In the battle with the **Masters of Evil**, **Ant-Man** and the **Mechanics** put together a partial solution to **John Jameson**'s problem being the **Man-Wolf**. He was a prisoner to the full moon, faced with becoming a feral monster once in every lunar cycle.

The scientists actually found a way to restore **Jameson**'s personality to the **Man-Wolf**. While this would not stop him from becoming the **Man-Wolf** when the moon was full, he would retain his own mind when the change took place.

This enabled **Jameson**—as the **Man-Wolf**—to free the prisoners and defeat the **Masters of Evil**.

Pym continued to work on his **ULTRON** robot. At first, the **ULTRON** was nothing more than the first artificial intelligence created since the android **Human Torch**, a robot totally subservient to **Pym**, his “father.”

But **ULTRON** had become self-aware.

As **Pym** slowly updated and repaired the inactive and partially destroyed **android**, he did not realize that **ULTRON** has began to make secret plans in its own self interest.

As time went by, **Patsy Walker** started to pick up little behaviors toward her from the **ULTRON** robot that make her feel uncomfortable. Behavior towards her that seemed... creepy.

She did not realize that **ULTRON** had fallen in love with her.

Eventually, **ULTRON** snaps, kidnapping **Patsy**.

The **Mechanics** went after him.

After a battle, **ULTRON** was defeated.

Pym thought he had deactivated **ULTRON**, but no one noticed that a small, miniature robot had detached itself from **ULTRON**, grabbed a memory chip and ran away...

When all this happened, **Pym** was on the edge of a breakthrough with the **android**. This new insight came from their ability to preserve **Colonel Jameson**'s personality after he became the **Man-Wolf**: **Pym** found a way to bring the **android** back to life by using **Scott Lang**'s brain-wave patterns. **Scott Lang**'s body had been preserved, along with his engrams. **Pym** was able to talk **Cassie** into letting him use her father's brain-wave patterns as a template for the **android**'s new mind.

Unfortunately, **Pym**'s work on the android ended there. The android, **Lang**'s body, his brain-wave patterns, everything vanished—stolen from **AIM** headquarters...

ULTRON 2.0 had rebuilt himself a new robot body, one with a more—but not a complete—humanoid form. The robot sought out **Eric Williams**, the **Grim Reaper**, in prison (after the last defeat of the **Masters of Evil**), and freed him, giving him a new and improved, even deadlier, **Electro-scythe**, along with other weapons, and made a pact with him to help destroy his ‘father,’ **Hank Pym**.

ULTRON had a powerful computer mind but was a self-aware artificial intelligence. It fell in love with **Patsy Walker**. Then its computer mind snapped.

When the robot came back as **ULTRON 2.0**, it decided to use the **android**, a perfect artificial duplication of a human body, to make the young woman its wife.

ULTRON 2.0 knew from its work with its hated father, **Pym**, that the **Lang** brain-wave patterns would be necessary to bring the **android** back to life.

But **ULTRON 2.0** made some modifications in the **android**, implanting a chip that contained its own personality. The chip was designed to override the personality of the **android**, making it nothing more than a human vessel for the living, self-aware computer, **ULTRON**.

The **android** awoke.

Elsewhere, the evil **Enchantress** had never given up her plan to destroy the **Mechanics**. They had earned her enmity over the course of their confrontations. While she plotted her vengeance, she began to see ghostly apparitions of **Simon Williams**, the **Wonder Man**, who had turned to energy and vanished.

She believed he was indeed an undead apparition. She believed he was haunting her.

When she used her power to attract **Dane Whitman**, the **Black Knight**, and cast a spell upon him, the phantom **Wonder Man** had his eyes upon her.

Simon Williams finally manifested into physical existence once again.

He warned the **Mechanics** what the **Enchantress** was planning.

Then the **Mechanics** were attacked by a new super-villain, the likes of which none of them had ever seen.

He said he was the **Vision**. He had the power to change his density—to become lighter than air or stronger and more indestructible than diamond. He could become intangible and walk through walls. He could reach an intangible hand inside a man and solidify it slightly, causing intense existential pain.

He absorbed solar energy through a crimson jewel on his forehead. He transformed this energy into raw power—making him far stronger than **Wonder Man**. He could also release the energy in the form of burning eye-beams—lasers that could cut into metal.

The **Vision** was the **android** once known as the **Human Torch**, rebuilt and empowered by **ULTRON 2.1**. He had been sent to kidnap **Patsy Walker** and make her his wife.

The **Vision** had been brought to life using the engrams of **Professor Scott Lang**, but **ULTRON 2.1** had implanted a chip to replace the **android**’s personality—which had once been a hero and now had the brain wave patterns of a decent man and father—with

its own. All the sensory and emotional stimuli experienced by the **Vision** was being transmitted and fed into **ULTRON 2.1**. When the **Vision** made **Patsy Walker** his wife, **ULTRON** would experience the marriage vicariously.

But when the **Vision** was confronted by the **Wasp, Cassie Lang**, something happened, and the **Vision** overcame the programming of **ULTRON**. **ULTRON** was unable to make the **Vision** harm **Scott Lang**'s daughter. When the **Vision** overcame his programming, the link with **ULTRON 2.1** was broken.

The **Vision**—the historic **android** formerly known as the **Human Torch**—was accepted by the **Mechanics** and given a home with them.

Cassie felt very conflicted towards the **Vision**. On the one hand, he had her father's brain-waves patterns. Was he a thief? Had the **Vision** stolen something from her father? On the other hand, if he had her father's brain-waves, did that mean there was something of her father alive in the **Vision**? In some way, did her father live on in the **android**? Yet he was so cold and emotionless. Could the man who was her father be awakened in him?

20 pages

Advanced Idea Mechanics Villains & Guest-Stars

Comrade X	The Porcupine
Red Guardian	The Living Eraser
the Commissar	The Human Top—Whirlwind
the Gargoyle	The Black Knight
the Gremlin	El Toro (see DD villain the Matador)
the Crimson Dynamo	The Magician (relate to Dr. Strange & Diablo)
the Red Ghost & his Super-Apes	GS Spider-Man
	The Colossus (GS Captain America)
Kang the Conqueror	GS the Hulk
The Protector	The Android (relate to Mad Thinker)
Egghead	The Wrecker (relate to Thor villain)
the Scarlet Beetle	Attuma
Hijacker	Madam Macabre (Chinese)
Kulla, an extra-dimensional tyrant	the Hidden Man and his henchman, Loko
the Cyclops Robot & Kraglin (relate him to Kulla)	Para-Man
Jason Cragg, the Voice of Doom & Trago	Dr. Nemesis
the Trumpet-player	Computo & the Cybertrons
Time-Master	the Terrible Tinkerer & the Brotherhood of the Badoon
Creature from Kosmos	the Super-Adaptoid
	Professor Stromm & his Robot Factory
Grim Reaper, Simon's brother, Eric	
ULTRON!	
The Masters of Evil—w/ULTRON in Avengers cross-over	THEM (formerly known as AIM)

plus

The Incredible HULK

featuring **Bruce Banner, Betty Ross**

plus **General Thunderbolt Ross, Major Glenn Talbot, the Hulkbusters, Doc Samson, & Samuel Stern... the Leader!**

The story of the incredible **Hulk** began with the gods.

Loki, the God of Mischief & Lies, had been banished from **Asgard** and exiled from all the **Nine Worlds** by **All-Father Odin, Chief of the Norse Gods**. From his exile, **Loki** used his dark magic to spy upon **Midgard**, watching the movements of Man.

It was from his exile he saw his hated half-brother reborn—the crippled human, **Dr. Don Blake**, finding the old wooden staff left for him by the **All-Father**, and when **Dr. Blake** struck the staff against a cave wall—being transformed into the **Mighty Thor, God of Thunder**, first-born son of **Odin**, and the old wooden staff becoming his mystic **Uru hammer, Mjolnir**.*

[* See **JOURNEY into MYSTERY** with the **Mighty Thor**.]

It was on that day **Loki** began scheming to defy **Odin** and return from his long exile... Over the course of time, he found a way to set himself free, but his scheme required power—an almost unimaginable release of energy...

The **Advanced Idea Mechanics** were some of the greatest mortal scientists in all **Midgard**.

Loki believed the **Gamma-Ray Experiments** of **Dr. Bruce Banner** and **Samuel Stern** could provide the energy he needed.

They had scheduled a test that included an explosive burst of gamma-ray energy.

Loki planned to use this burst to set himself free.

What no one planned for was that both **Banner** and **Stern** were caught in the radiation released by the blast—a radiation transformed by the sorcery of the **Norse God of Evil!**

Instead of killing them, the blast released darkest aspects of both men, supernatural transformations that were revealed in a strange dichotomy: **Dr. Banner** became the incredible **Hulk**, a mindless, green brute whose super-human strength increased with his anger and rage, and **Dr. Stern** became the evil and inscrutable **Leader**, an emerald-skinned, emotionless physical weakling of seemingly limitless mental capacity.

And **Loki, God of Mischief and Lies**, was set free upon the Earth...

After his schemes gave birth to the **Hulk**, **Loki** tried to use rampaging behemoth to destroy his hated brother, **Thor**, twice... both times inadvertently bringing together a team of super-heroes to thwart him—first, with the **Avengers**, and a second time, with the **Defenders!***

[* See the super-hero-packed pages of **MARVEL COMICS** for more!]

But **Hulk** was also a pawn in the schemes of the **Leader**, a creature of cool reptilian emotions who began to use his vast intelligence to concoct a far-reaching scheme of horrifying scope...

This series will add to **Hulk**'s cast by bringing the **Leader** in as a much more frequently recurring character, as his **Dr. Doom** or **Baron Mordo**.

The US Government considered the **Hulk** such a threat, the military was called upon to put together a joint Army-Air Force squadron dedicated to neutralizing the creature. Called the **Hulkbusters**, the force was under the command of **Four-Star General Thaddeus E. 'Thunderbolt' Ross**. **Major Glen Talbot** was his hand-picked second-in-command.

The **Hulkbuster Base** was in **New Mexico**. The squadron used special military versions of powerful **SHIELD** equipment. Their **SHIELD** liaison was **Agent Clay Quartermain**, who reported directly to **Nick Fury**.

Betty Ross, daughter of grizzled old warhorse **Tad Ross**, was in love with **Bruce Banner**, and her feelings for him were strong enough to survive the stress caused by his explosively violent other self.

Betty's father—a man who always expected to have everything he wanted exactly his way—did not want his daughter to marry the scientist, and once **Banner** became the **Hulk**, he absolutely forbid it.

He had no way of dealing with her refusal to obey him.

He wanted his daughter to marry **Major Glen Talbot**, his second-in-command on the **Hulkbusters**. **Talbot** wanted that, too. And he hated **Bruce Banner** even more than her father did.

Doctor Leonard Samson was an experimental psychiatrist, working at **General Ross'** **Hulkbuster Base Gamma**, which was dedicated to freeing **Dr. Banner** of his catastrophically destructive alter-ego.

When **Samson** finally gained access to an unconscious **Hulk**, the doctor used a process he developed to siphon off some of the gamma radiation being emitted from the creature. The efficacy of the process actually changed the **Hulk** back to **Dr. Banner**.

Without revealing the entirety of his plan to anyone else, **Dr. Samson** then bathed himself with the radiation in a process that gave him the strength of the **Hulk**.

Doc Samson worked with **Major Talbot** and **General Ross' Hulkbusters** as an agent used to counter **Hulk** in a one-on-one confrontation.

What **Samson** hadn't counted on was that he got the strength of an unconscious **Hulk**—the green goliath at his lowest power level, because the **Hulk** always continued to increase in strength the angrier he became.

20 pages

Hulk Villains & Guest-Stars

the Gargoyle	the Mandarin
the Terrible Toad Men	the Savage Land—Ka-Zar, Shanna, Zabu
Tyrannus	the Swamp Savages
General Fang	the Galaxy Master
the Metal Master	the Sandman
Mongu, the Gladiator from Outer Space!	Blastaar
The Chameleon	the Leader & the Super Humanoid
The Humanoid (a creation of the Leader)	Maximus & the Evil Inhumans—
Kanga Kahn and Hakun Gantu	Timberius, Leonus, Stallior, Aireo,
The Watcher	Falconus, & Nebulo
the Executioner	the Glob
Hercules	the Fantastic Four w/ Crystal & Lockjaw
the Secret Empire	the Absorbing Man
The Stranger	Nightcrawler (make the X-Man)
Abomination	the Undying Ones
The Gremlin	the Mole Man vs. Tyrannus
The Silver Surfer	the Avengers—Vision, Goliath, Black
the High Evolutionary & his New Men—	Panther, Scarlet Witch, & Quicksilver
Sir Ram	HYDRA
Legion of Living Lightning	Jarella
The Puppet Master (w/Sub-Mariner)	Kang the Conqueror
Asgardians—Loki, Odin, Heimdall,	the Phantom Eagle
Fandral, Hogun, Volstagg	the Sandman
the Evil Enchantress & the Executioner	the Shaper of Worlds
the Trolls	the Valkyrie
the Space Parasite	Dr. Doom
the Rhino	Godspawn
SHIELD—Nick Fury, Dum Dum Dugan,	Havok & Lorna Dane
Gabe Jones	the Crawling Unknown
the Missing Link	

and

The Savage SUB-MARINER

featuring

Prince Namor, the Lady Dorma,

with **Lord Vashti, Saru-San, Gorgul & Kro-Konn, the Warlord Krang, Zantor the**

Merciless, Attuma, Prince Byrrah, Dragor,

& the Warlord Seth

The story began back in the early days of the 20th Century, in the days of the Great Depression, before America had stood up against Hitler and the Axis Powers.

Atlantis laid below the waters at the bottom of the ocean, a strange city-state of strange people, naked and blue-skinned, their eyes black and their ears pointed.

Prince Namor, the Sub-Mariner was white-skinned, with his jet-black, slicked back hair and pointed ears, and wings on his ankles. He wore nothing but a pair of green trunks and a gold belt that signified his status.

His body was hairless and smooth, his skin as hard as granite stone.

Namor's father was **Atilan**, Sovereign Ruler of the **Kingdom of Atlantis**, thus was **Namor** a **Prince of the Royal Blood**.

He was born in **Atlantis**, home to an antediluvian race of blue skinned humanoids. In those days, at the beginning of the Twentieth Century, the capital was located on the sea floor out beyond the Pillars of Hercules, where it had been for millennia.

The city-state was rigidly segregated along class and racial lines. Some of the **Atlanteans**—those with the blue skin—lived at the top of the social and political structure; others—the white skinned **Atlanteans**—made up a despised underclass. **Namor** was the first member of the Royal Family born with this mark upon him in 1,000 years, and because of it, he became a champion among the underclass. Then there were the green-scaled **Deviants**, the **Unseen Ones**, and they lived at the very bottom of the society, performing those tasks no one else would do.

Of all the blue-skinned warriors of **Atlantis**, **Prince Namor, the Sub-Mariner's** strength was without peer.

An attack upon his city brought him to the **Surface World** at the very beginning of the fourth decade of the 20th Century.

While in the **Surface World**, he came into conflict with the **Human Torch**, an incredible **Surface Dweller** with the ability to burst into flame at will.

Then **Atlantis** was invaded by the Axis, under the control of the evil Nazi **Super-Soldier**, the **Red Skull**.

This brought the **Sub-Mariner** into the war—on no one's side but his own.

Eventually **Namor** joined forces with his former enemy, the **Human Torch** and the US **Super-Soldier**, **Captain America**, to form the **Invaders**. Along with the British super-heroine known as **Spitfire**, they fought the super-powered Axis enemies our soldiers could not handle on their own.

With the **Invaders**, **Sub-Mariner** took on **Prince Byrrah** and the **U-Men**.

Captain America died at the end of World War Two.

Several years later, the **Human Torch**, was revealed to have been a non-living **android**, and deactivated.

It was in 1950 that **Atlantis** itself was destroyed in the detonation of an underwater hydrogen bomb. After this, the **Sub-Mariner** vanished...

He was not seen again until **Johnny Storm**, the new **Human Torch**, stumbled across a homeless man he revealed to be the long-lost **Sub-Mariner**.

When **Namor**'s memory came back to him, he returned to the sea and found his people had carried on without him, that there was a new **Atlantis**... ruled over by a triumvirate of his greatest enemies—**Prince Byrrah**, **Attuma**, and the **Warlord Krang**—with the **Warlord Krang** sitting upon the **Throne of Atlantis**.

Only by finding the **Trident of Neptune**—the only true signifier of the **Divine Right of Atlantean Kingship**—could **Prince Namor** regain the throne... but the **Trident** was lost in the middle of the Twentieth Century to the atomic holocaust that destroyed their original **Atlantean** capital and killed the **Emperor Atillan**!

With the **Lady Dorma** by his side, **Namor** set out on a quest to find the **Trident**, to prove his **Divine Right of Atlantean Kingship**—and to regain the throne of **Atlantis** in his father's name.

Imperious Rex!

20 pages

Sub-Mariner Villains & Guest-Stars

King Neptune	Dr. Dorcas
Seaweed monster	Ikthon
Faceless Ones	the Thing, Goliath, & the Vision
Demon of the Diamonds	the Serpent Crown—Naga, Karthon, Llyna, & the lost Lemurians
The Puppet Master	Captain Barracuda
The Behemoth	Toro
the Secret Empire (same as in later Captain America)	the Mad Thinker
It, the Silent One	Dragon Man
the Gnome	the People of the Mist... in the Sea that Time Forgot
the Plunderer	the Stalker from Alpha Centauri
Ka-Zar, Shanna, & Zabu	Sting-Ray
the X-Men	Dr. Doom
Magneto and his Brotherhood of Evil Mutants	the Fantastic Four w/ Crystal & Lockjaw
the Savage Land Mutants	Dr. Strange
the Puppet Master (w/ the Hulk)	the Nameless One
Destiny	the Undying Ones
Triton, the Inhumans	Orka, the Human Killer Whale
Plantman	the Red Raven
Tiger Shark	

STRANGE TALES

featuring

The Origin of the YOUNG CHAMPIONS

Starring

the **Amazing Spider-Man**, the **Human Torch**, **Crystal & Lockjaw** of the **Inhumans**, **Quicksilver** & the **Scarlet Witch**!

This series features the greatest team of teenage super-heroes **Marvel** never had.

Johnny Storm was the **Human Torch**, member of the world-famous **Fantastic Four**. But before the fateful trip of **Reed Richards**' **X-1** rocket-ship to the moon,* **Johnny Storm**—son of media titan **Franklin Storm** (and brother to **Invisible Woman Sue Storm** and super-model **Chili**)—had a full life going on, a teenage movie star, a young heartthrob, with his biggest picture yet just set to come out, the Old West action-adventure *The Rawhide Kid*.

[* See **MARVEL'S GREATEST COMICS & FANTASY MASTERPIECES** for the **Fantastic Four**.]

By the time the movie debuted, he had just gained the ability to burst into a creature of living flame. With publicity like that, the box office on *The Rawhide Kid* went through the roof.

It was around that time that a weird kid in a homemade costume—with sweatpants and long-johns, old reflective-lens shades and tube-socks—showed up at the **Baxter Building** headquarters of the **Fantastic Four**. He called himself **Spider-Man**, and he wanted to apply for a job with them. He had the proportionate strength, speed, and agility of a spider, including the ability to cling to walls.

That whole episode didn't go to well for anyone involved (“Whattaya mean, ‘how much do we get *paid?!*’”), but it did lead to **Johnny** having a change of heart (after seeing the footage on TV of the same Spider-kid in the homemade costume going at it with some brute in a cage match). **Johnny** hunted the kid down by putting up billboards, putting an ad in the paper, ads on TV and the radio... leading to a *American Idol* tryout-like crowds of people dressed up as what they imagined this ‘**Spider-Man**’ to be.

Johnny hired a professional movie industry costume & special effects crew to design the **Spider-Man** costume, and he presented it (and a spare) to the kid once he finally found the real him.*

[* See **AMAZING FANTASY**, starring **the Amazing Spider-Man**.]

It was later, in an adventure with the two of them, that **Spider-Man** met the **Torch**'s friend **Ant-Man**.* It was at **Ant-Man**'s home base, his lab of the **Advanced Idea Mechanics**' headquarters, that **Spider-Man** (secretly high school scientific whiz-kid **Peter Parker**) invented not only his incredible webbing—super-strong, incredibly light, amazing elasticity, and vanishes in an hour—but his web-shooters as well. Having access to the labs at **A.I.M.** enabled **Spider-Man** to develop an array of incredible crime-fighting Spider-equipment, including his webbing and **web-shooters**, his **spider-light**, his **spider-tracers**, and very importantly, a modification to his camera that enabled him to take Pulitzer-level photos of **Spider-Man** in action.

[* Don't miss **TALES to ASTONISH!** featuring the **Advanced Idea Mechanics** for the brand-new incarnation of **Henry Pym**.]

While **Johnny** never learned **Spider-Man**'s identity, they discovered they were the same age, and both are now juniors in high school.

Following the story-line from **The Fantastic Four**, **Johnny** had fallen in love with the beautiful red-haired girl named **Crystal** when the team encountered the uncanny **Inhumans**. **Crystal** had power of the Four Elements—earth, air, fire, and water. She could command them to do her will.

Even though **Johnny** was in a relationship with his long-time girlfriend (**Dorrie Evans**), it was love at first sight between the two teenagers. But when **Crystal**'s mad cousin **Maximus the Magnificent** trapped the **Inhumans** in their **Hidden Refuge** behind an impenetrable **Great Barrier**, **Johnny** was beside himself, thinking **Crystal** was lost to him forever.

Johnny later discovered that **Crystal**'s enormous pet, **Lockjaw**, had the power to cross the **Great Barrier** at will. **Lockjaw**, himself an **Inhuman**, was something like a giant bulldog, with antenna that drew in energy which enabled him to teleport himself and others from one place to another.

Lockjaw “spoke” in thought-balloons that only **Crystal** could “hear,” and she responded to him out loud, just as if they were having a normal conversation. The only other person who could understand or hear **Lockjaw** was **Wyatt Wingfoot**.

Leaving the **Inhumans** trapped behind the **Great Barrier** wondering where she had vanished, **Johnny** used **Lockjaw** to get **Crystal** back. After that, **Crystal** began living with the **Fantastic Four** and staying with **Johnny** at his own movie-star mansion.

And so, it was after the **Human Torch**'s first encounter with the mutant siblings code-named **Quicksilver** and the **Scarlet Witch**, that they returned, seeking his assistance in escaping **Magneto** & his **Brotherhood of Evil Mutants** forever.

It was during this battle—when the **Human Torch**, the **Amazing Spider-Man**, and **Crystal & Lockjaw** of the **Inhumans** stood alongside **Quicksilver** & the **Scarlet Witch** against **Magneto** & his **Brotherhood**—that **Marvel**'s teen titans became the **Young Champions**.

The YOUNG CHAMPIONS

Starring

the **Amazing Spider-Man**, the **Human Torch**, **Crystal & Lockjaw** of the **Inhumans**, **Quicksilver** & the **Scarlet Witch**!

While **Johnny** and **Crystal** continued to spend time with the **Fantastic Four** at the **Baxter Building**, his own movie-star bachelor pad became headquarters of the **Young Champions**, and residence of young **Pietro** and his sister, **Wanda**.

The **Young Champions** encounter villains like the **Ringmaster and his Circus of Crime** (**Hawkeye**'s first affiliation), the young **Space Phantom X-15**, and a teenage version of **Kang**.

There are also guest-stars, like **Peter Parker**'s classmate, **Shang-Chi, Master of Kung-Fu** (first introduced in **AMAZING FANTASY**). They'll also meet two teenagers from the Old West who have been brought to the modern day (by none other than the teenage **Kang**) **Redwolf and the Two-Gun Kid**, their *Latina* friend, **Firestar**, as well as the young modern-day outlaw, **Kid Colt**.*

[* See **MIGHTY MARVEL WESTERN**, featuring **Red Wolf & the Two-Gun Kid** and **Kid Colt, Outlaw**.]

In the future, a romance blossoms between the **Scarlet Witch** and one of the young **X-Men**, **Nightcrawler**, with **Quicksilver** playing the jealous brother. With **Nightcrawler**, there would be a situation with **Wanda** finding someone strange (in this case, not an android but a blue elf with a tail) and **Pietro** objecting strongly.

At the same time, there is also a triangle developing between the **Torch**, **Crystal** and **Quicksilver**. In many ways, **Johnny** and **Crystal** are from two different worlds, from different cultures, while **Pietro** knows what it is like to come from a strange hidden culture—she's an **Inhuman**, while he was raised in **Wundagore**, until **Magneto** came for them, and he and his sister went on the run. Plus, **Pietro** sees **Crystal** as royalty, the

cousin of **Black Bolt**, and by attaching himself to her believes he can make a step up the social and political ladder...

Amongst the guys on the team there is a situation where all of them think they are the leader—**Spider-Man**, who's used to doing his own thing, the **Torch**, because it's his money and his place they are using as headquarters, and **Quicksilver**, because he thinks he's better than everyone else.

20 pages

The Young Champions Villains & Guest-Stars

The Destroyer	Count Nefaria w/ the Eel, Plantman, the Porcupine, & the Unicorn
The Sorcerer with Pandora's Box	The Puppet Master
the Asbestos Man	The Barracuda (a pirate, also featuring Iceman)
Boomerang	Sandu, Master of the Supernatural
The Wizard	The Terrible Trio—Yogi Dakur, Bull Brogin, & "Handsome" Harry Phillips (see the Human Torch)
Paste Pot Pete	The Acrobat (later poses as Captain America)
Xemu and Valeria (from the 5 th Dimension)	The Beetle
The Sub-Mariner	The Mad Thinker
The Living Eraser	Kang (& the Watcher)
The Painter	the Ringmaster & the Circus of Crime—Clown, Human Cannonball, Princess Python, & the Great Gambonnos (Ernesto & Luigi)
Carbon-Copy Man	The Invincible Man
The Mad Merlin	Gideon
Red Barbarian	Dragon Man (w/ Diablo)
White Dragon & Shara-Lee	The Infant Terrible (of a very big race!)
The Terrible Tinkerer	The Impossible Man
Space Phantom	Professor Stromm (& his shape-changing robot)
the Commissar	Whirlwind—a.k.a. the Human Top
the Swordsman	
Power Man (Erik Josten)	
Kaptroids	
the Collector	
the Living Laser	
Diablo & Dragon Man	
The Super-Adaptoid	
The Miracle Man	
Kurrigo, from Planet X	
Puppet Master	

plus

DR. STRANGE, Master of the Mystic Arts

starring **Dr. Stephen Strange**

plus **Wong**, the mysterious **Clea**, **Victoria Bently**, and... the venerable **Ancient One** also introducing **Dane Whitman**—the modern incarnation of the **Black Knight**!

As the story begins, **Dr. Strange** has just defeated the dread **Dormammu** and extracted from him a promise that he would never again attempt to invade Earth's dimension. This victory marked a new phase in the journey of the sorcerer, and the **Ancient One** bestowed upon him a new and more powerful amulet—the **Eye of Agamotto**—and a scarlet **Cloak of Levitation**.

But the victory was bittersweet, for **Dr. Strange** had met a beautiful and mysterious young woman in the dimension of **Dormammu**, and even though she had been ready to sacrifice her life for him, he left her behind, worlds upon worlds away.

Dr. Strange returned to his Greenwich Village **Sanctum Sanctorum** to find that the **Ancient One**'s other apprentice, **Baron Mordo**, had also continued to ascend his own pathway, growing in power. In this series, **Baron Mordo** (drawn with his own distinctive costume, shown in *Strange Tales* #132) will be as much a recurring character—with a backstory, personality and powers to justify it—as **Dr. Doom** would be to the **Fantastic Four**.

Wong will also take on a much larger role, acting more as a partner, accompanying **Dr. Strange** on his adventures, and displaying a mastery of the martial arts—not only with the open hand but also with staff, sword, and nunchaku. **Wong** is a man of few words, and a very sardonic wit, matching **Strange**'s somber earnestness.

And even as **Clea** returns to become a permanent member of the cast, another female also reenters **Dr. Strange**'s life, the Englishwoman named **Victoria Bentley**. **Victoria** was the daughter of the late **Professor Clive Bentley** of London. Her father was murdered by **Baron Mordo**. She has an affinity for magic (and she actually first appeared in *Strange Tales* #114, the third **Dr. Strange** tale).

With his advancement to the next level of sorcery, **Dr. Strange** himself will be taking on a couple of apprentices, both of them young women—**Clea** and **Victoria Bentley**.

Through **Victoria Bentley**, **Dr. Strange** will meet and team up with a modern-day **Black Knight**, **Dane Whitman**, taking part in adventures that jump from the modern day to the days of **Camelot** and then into the dark time of the Crusades! **Arthur**'s half-sister, **Morgan Le Fay**, will find herself reborn in the modern day, to cross paths with **Dr. Strange**.

The **Black Knight** makes a good partner for **Dr. Strange**, who is not known as an action hero, or as someone known to punch a villain out. Instead, this function could be filled by the **Black Knight**. So, if a unique character like **Dr. Strange** is going to be teamed up with a more action-oriented partner, who better than an untraditional action-hero like the **Black Knight**, especially since he has his own ties to a very specific occult legend.

Dr. Strange and his little group—including the **Black Knight**—will also travel to **New Orleans**, where they encounter **Marie Laveau**, the witch, and **Brother Voodoo, Jericho Drumm**.

Jericho Drumm was an American-educated and licensed psychologist living in New Orleans. He returned to Haiti to visit his twin brother, **Daniel**, who had become a voodoo priest. When **Daniel** was killed by followers of the dark god **Damballah**, **Jericho** was joined by his brother's spirit and became a *houngan asogwe* (high priest) and *bokor* (sorcerer).

In this series, **Dr. Strange** is a supernatural super-hero, with cosmic truths and eternal wisdom thrown in with all the colors on the side. The point of increasing the size of the cast is to enable the series to have more of the Marvel soap-opera.

And just as the **Fantastic Four** and **Thor** have a soap opera made up of incredible beings and creatures from other worlds, **Dr. Strange** will continue to meet and add characters to his cast, as with **Clea**, **Victoria**, and the **Black Knight**. Bringing **Clea** and the **Black Knight** into **Dr. Strange** is like bringing the **Inhumans** into the **Fantastic Four**—they are exotic in a different way than our main heroes, and they enhance the series in the spirit of the original concept and underlying theme.

Loki, the God of Mischief, and the evil **Enchantress** will become more frequent adversaries, both here and with the **Defenders**.* **Valkyrie** will also appear occasionally, as she will be living at the Village address in her earthly incarnation.

[* See **MARVEL COMICS** featuring the **Defenders**!]

Daimon Hellstrom, the **Son of Satan** will be introduced in **Ghost Rider**,* and **Dr. Strange** will meet them as well as **Hellstrom's** sister, **Satanna**, the **Devil's Daughter**.

[* See **The MIGHTY MARVEL WESTERN** featuring **Ghost Rider**.]

20 pages

Dr. Strange Villains & Guest-Stars

Umar
Nightmare
Baron Mordo
Loki
Dormammu
Clea
The Mindless Ones
Tiboro
The Demon (and his Disciple)
Shazana (& her sister)
Hamir—servant of the Ancient One
the Witch, Adria

Asti, the All-Seeing
Tazza
Eternity
Kaluu
Veritas
Zom
the Living Tribunal

Nebulos
Yandroth, the Scientist Supreme
Vultorg
the Realm Unknown (tie into Thor's
Unknown)
Lord Nekron

Juggernaut & Black Tom Cassidy

Sersi
the Eternals
the Deviants
the Celestials

Marie Laveau

Brother Voodoo

Satannish
Asmodeus, one of the Sons of the
Satannish

Ymir the Frost Giant & Surtur the Fire
Giant

(the Super-Hero Dr. Strange)
the Black Knight
Tiboro
the Avengers

the Undying Ones

the Sub-Mariner
the Hulk
the Silver Surfer

Mephisto
Sisterhood of Satan
Son of Satan—Daimon Hellstrom
Satanna, the Devil's Daughter

Sligguth
Shuma-Gorath
Shadowmen of sunken Kaa-U
N'Gabthoth, Shambler from the Sea
Witch House
sunken Kalumesh
the demon Dagoth
the Starstone
the living planet Kathulos

the Gargoyle
the Gypsy Queen

the Book of Cagliostro
Sise-Neg (Cagliostro in 18th Century Paris)

and

NICK FURY, Agent of S.H.I.E.L.D.

Supreme Headquarters, International Espionage Law-enforcement Division

starring

Colonel Nick Fury,

And the **Agents of SHIELD:**

Dum Dum Dugan, Gabe Jones, Sharon Carter—Agent 13, the Contessa

Valentina Allegra du Fontaine, Clay Quartermain, James Woo, Sidney E.

Levine—the Gaffer, Barbara (Bobbie) Morse—Agent 19, Erik Koenig, & Jasper Sitwell

plus

Special operatives **Captain America**, the **Black Widow**, and **Tony Stark**, the man who provides **SHIELD** with the technology that makes them number one!

This series focuses on the aspect of **SHIELD** as enforcers of law—a global police in the world of international espionage. Their incredible technology includes a fleet of massive **Helicarriers**—flying cities that serve as mobile headquarters for the entire organization, the **Life Model Decoys (LMDs)**—fully functional android copies of living people, and flying cars with folding, rocket wheels!

The star is **Colonel Nick Fury**, who has been given command of a global agency charged with combating and bringing to justice the spies and terrorists out to wreak havoc on human civilization. **Nick Fury** was a 30 year-old Sergeant in World War Two, leading a squad he called his **Howling Commandos**. By now, **Fury** was more than 100 years old, and yet he didn't look a day over 40. And that's a healthy and fit 40.

It turned out that in the 1950's, after the Korean War, when the Cold War was hot, **Nick Fury** and some of his men were volunteered for experiments in an attempt to recreate the US **Super-Soldier Program**, using a new iteration of the original serum, called the **Infinity Formula**, developed by the original **Advanced Idea Mechanics**.

The effects of the **Infinity Formula** gave **Fury, Dum Dum Dugan, Gabe Wilson, and Erik Koenig** a kind of kinship with **Captain America**, whom they knew back in World War II. But unlike **Captain America**, who was a man out of another time, **Fury** and his men have lived through it all and continued to serve through all those changing times. And they have been changed by those times.

Also featuring, from time-to-time, the modern-day **Advanced Idea Mechanics—Simon Williams, Henry Pym, Bill Foster, Moira MacTaggart, John Jameson, & Patsy Walker.***

[* See **TALES to ASTONISH**, featuring the brand-new, completely redesigned **A.I.M.!**]

The events of the original *Strange Tales* #135, the original debut of **SHIELD** are set in the past—they took place back in the year 1965. In this series, **Nick Fury**, as well as **Dugan**, **Jones**, and **Koenig**, have been **Agents of SHIELD** since that episode in the 1960's.

The antagonists **SHIELD** faces are colorful costumed villains, usually (but not always) without super-powers—which is what distinguishes their opponents from those of the **Avengers**. Sometimes, as with **SHIELD**'s nemesis **HYDRA**, they wear different grades of a common uniform, but sometimes, as with the astrologically-powered **Zodiac**, each member has his own colorful costume.

And since **AIM** is now a group of good guys, they have been replaced with a mysterious, shadowy group known obliquely as **THEM**—a more gruesome conspiracy than **HYDRA**, one who embodies the idea that “the dreams of science bring forth monsters.” It is **THEM** who bring forth **MODOK**, **Wolverine**, and (one day) the **Man-Thing**.

SHIELD has its own super-science projects going, working with **Tony Stark** and **AIM** to develop all manner of devices, weapons, vehicles and fantastic machines to defend and protect democracy. There is even a **SHIELD ESP Division**, with projects eerily similar to things like seen in *Minority Report*.

It would be fun to have **SHIELD** cross paths with other quasi-military/government agencies that aren't as positively regarded, like **General Ross' Hulkbusters**. In a fight over the **Hulk**, **Colonel Fury** and his people go up against **General Ross** and **Major Talbot**, with **Doc Samson** thrown in for good measure.

The series will flesh out the **Agents of SHIELD** themselves as characters, playing up the Marvel soap-opera. A relationship begins between **Fury** and the **Contessa**, but then fate throws in an aggressive **Agent 19**, **Bobbie Morse** (playing what might have been, at one time, **Sharon Carter**'s role), to complicate things. **Fury** will also have his closest friends, **Dum Dum**, **Gabe**, and **Erik**. These men are friends who have known each other since the 1940's. In this series, they'll be hit with some ill-fated romances, enemy agents throwing female spies at them, women willing to do anything they needed to do to destroy these seemingly immortal men, and they'll manage to remain friends throughout.

As for the **Black Widow**, soon after she came to **America** and crossed paths with **Iron Man** and **Hawkeye**, she was recruited by **Fury** for a mysterious mission. This took place at a time when both **Natasha** and **Hawkeye**, who were romantically involved, were trying to turn their lives around. This led to **Natasha** being reunited with her husband, who had become the Russian super-hero known as the **Red Guardian**.*

[*See **TALES of SUSPENSE** featuring the **Black Widow** and the **New Avengers** feature in **AMAZING ADVENTURES** for more details.]

Finally, there will be agency power politics, government committees investigating **SHIELD** and Senators and Congressmen trying to shut the agency down for any number of reasons and for many motives. There will be trouble from within, like dashing and handsome **SHIELD** test pilot, **Cliff Randall**, whose motives might not be completely pure, scheming to get ahead. I'd like to have double agents and traitors in their midst, like **Agent Bronson** with his spotless record—a **HYDRA** plant.

20 pages

SHIELD Villains & Guest-Stars

Agent Bronson—a HYDRA plant SHIELD test pilot Cliff Randall SHIELD ESP Division	the Secret Empire w/ Dragon's Circle & the Hate-Monger
Laura Brown—daughter of Arnold Brown, deceased Imperial Hydra Captain America	Demons of Denak Centaurius, a black Nobel-Prize-winner— who's an evil-genius super-villain
Spider-Woman Yancy Street Gang	the Others
HYDRA the Imperial Hydra The Supreme Hydra—Baron Strucker (tied, somehow, to Scorpio: "The Parable of Doom") Madame Hydra—the Vyper	the Yellow Claw (an immortal vampire!) Suwan the Prime Mover Scorpio—Jake Fury (from the Zodiac) "The Parable of Doom" the Zodiac—Gemini, Aries, Sagittarius, Scorpio, Aquarius, Pisces, Libra, Leo, Cancer, Virgo, Capricorn, Taurus
THEM (formerly A.I.M.) and Arnim Zola MODOK & the Chemical Android Gremlin	the Druid
Mentallo	the Mad Thinker, Egghead, & Centaurius
the Fixer	

TALES of SUSPENSE

featuring

The Invincible IRON MAN

Starring

Tony Stark as Iron Man with Pepper Potts & Happy Hogan.

Also featuring SHIELD Agents Jasper Sitwell and the Contessa Valentina Allegra du Fontaine, Colonel Nick Fury, Director of SHIELD, and Natasha Romanoff—the Black Widow

Anthony Stark, the son of **Howard** and **Maria Stark**, was a good man and an American patriot—but he was also rich and handsome and smart, an alpha male who knew what he wanted and did what it took to get it. **Tony** was an inventive and engineering genius with a gift for making money. He was a problem solver. Not only could he see what needed to be built, and knew how to build what he needed, he also knew how to make money from what he built. Business came natural to him. He understood it and used it to his benefit. He was able to keep a picture of his organization in his mind, with all the pieces in motion, knowing where any one thing was at any given time. With his ability to hide all that behind a suave demeanor and native charm, he was able live the life he wanted.

But no man is an island, and **Tony** relied on his executive assistant, **Pepper Potts**, a fiery redhead, to keep him grounded, on track and organized. She was the only one who could, and did, take over for him in his absences.

His father, **Howard Stark**, had invented a fantastic power generator. Then he founded **Stark Industries**.

After **Howard Stark**'s death, his son took over the company.

Tony won **Stark Industries** major contracts with the United States Government, and his weapons and technological designs made them chief supplier for the high-tech global law-enforcement agency, **SHIELD**.* The **SHIELD** agents assigned as liaison with **Stark Industries** were gung-ho Academy graduate **Jasper Sitwell** and wealthy European heiress **Valentina du Fontaine**. Former Russian intelligence agent **Natasha Romanoff** also worked for **Fury** to keep an eye on **Stark**. Her methods were perhaps more acceptable to **Tony**, while maybe less so for **Pepper**.

[* See **STRANGE TALES** for **Nick Fury** and the **Agents of SHIELD**.]

Tony Stark also continued to work on his father's power generator, reducing it to the size of a coffee cup while making it even more powerful.

But there came a time, in Afghanistan, when **Tony** was demonstrating a new weapons system to the military—his convoy was taken by surprise in an all-out Taliban assault. Even his **SHIELD** escort was caught off guard. Every man in the convoy was killed, except **Tony**. They wanted him alive. **Tony Stark** was the target of their operation.

He woke up in captivity, attached to a battery—with a hunk of hardware buried in his chest. He tried to rise, but couldn't.

He had been taken prisoner by the Taliban. He was being held here, along with **Professor Ho Yinsen**, a physicist, engineer, political activist for peace—and, once, mentor to a young man named **Tony Stark**.

Tony had shrapnel in his heart, and only **Yinsen**'s makeshift pacemaker was keeping him alive.

They were being held here by the Taliban so that they might build a weapon for them of the same ferocity they build for the Americans. Their leader lies to Tony and tells him that when the project is done, he will have a new heart waiting to be implanted in him.

Tony and his former mentor hatch a plan to build one of **Tony**'s power generators and put it in his chest—using it to keep **Tony**'s heart beating even after the shrapnel should have killed him.

But because the generator could produce so much more energy than what he'd need to stay alive, they would use the excess to power a suit of armor **Tony** could use to free them both. If the Taliban wanted a weapon, **Tony** and **Professor Yinsen** would give them far more than they'd asked for...

Calling upon all the scraps of metal, tank parts, bomb casings and then all technology from their kidnapper's armory of stolen weapons, the two men worked in secret, racing against the clock to keep **Tony** alive until everything was in place and operational.

When the armor was finally ready and being charged up, their time ran out, and **Professor Yinsen** sacrificed himself so that **Tony** could get fully charged before their captors found him.

Tony's life was saved when the armor came alive. His heart continued to pump blood and nutrients through his body after the shrapnel should have killed him. He used the weapons systems they had built into the suit to fight his way free and escape.

When he made his way back home to his own laboratory, he was able to build a better generator for his heart.

He then built a new suit of armor, taking the time now to work out all the problems in the first, and anticipate every need, overcome all the mechanical challenges that would prevent it from achieving its purpose. He upgraded the weapons systems, and built an on-line computer into the armor.

Then he went back to Afghanistan and took out the Taliban leader that had captured him.

He continued to refine the armor, changing the color of it from the original dull gray to a gleaming gold.

He wore that armor when the **Avengers** was formed.* But he continued to modify the armor even further, upgrading the weapons systems, perfecting the flight controls, the software and strengthening the armor itself. He created an almost indestructible red chest-plate and used the same process to build a similarly protective helmet.

[* See **MARVEL COMICS** starring the Mighty **Avengers**.]

These latest modifications gave him a streamlined suit of red and gold armor with power and weapons capabilities to spare, along with the ability to make sustained flights of speeds approaching mach two.

With this armor, **Tony Stark** became the **Golden Avenger**—the invincible **Iron Man**, Tony Stark's personal body guard, a respected super-hero, deputized by **SHIELD** to take on the fight against terrorists and super-villains normal law-enforcement couldn't hope to withstand.

Tony Stark proved he was a hero as **Iron Man**—he took chances and put his life on the line to save his friends and team-mates, his employees, his country, and the world—over and over again.

At the same time, he remained a womanizing playboy, a workaholic creative and engineering genius, and a man who loved money and power and the use of them. He needed his closest employees to keep him from getting too far out of hand, like **Pepper** and his driver, ex-pugilist **Happy Hogan**.

Happy and **Pepper** were essential to **Tony**, people he depended on to keep his head straight. They knew this. It was understood that half their job was knowing when to call **Tony** on his excesses.

There were also be women who played recurring roles in **Tony**'s love life, including wealthy heiress **Whitney Frost** (destined to one day become **Madame Masque**, but not for a while yet) and **Marianne Rodgers**, a girl with flashes of ESP and precognition (although never anything that reveals to her **Iron Man**'s secret identity).

20 pages

Iron Man Villains & Guest-Stars

Kala, Queen of the Underworld

Jack Frost

The Melter

Scarecrow

Unicorn

Whiplash

Crimson Dynamo

Titanium Man

Mandarin

Black Widow

Hawkeye

Freak

Ultimo

the Phantom

Firebrand

The Cobalt Man

Whitney Frost (Madame Masque)

The Big M

Midas & Madame Masque

the Maggia

the Gladiator

the Spymaster and the Espionage Elite (#'s
1-5)

The Mad Pharaoh (change to Rama-Tut)
Kang

Captain America, the Chameleon, &
Kraven the Hunter

Attuma

Sub-Mariner & the Lady Dorma
the Warlord Krang

Mole Man & the Moloids

the Black Knight

The Mad Thinker and his Awesome
Android

Grey Gargoyle

the Red Ghost & his Super-Apes

the Super Adaptoid

Princess Python

Count Nefaria

Lucifer

the Minotaur

THEM and Arnim Zola

MODOK

HYDRA

the Vyper

the Zodiac—Capricorn, Sagittarius,
Aquarius, Aries

the Zodiac Key (GS Nick Fury)

and

The Origin of CAPTAIN AMERICA

The story started back in the first half of the 20th Century, when—in the days of the Great Depression—Pearl Harbor was attacked, and the United States entered World War II.

Steve Rogers was a patriotic, red-blooded all-American boy who saw the movie reels of the Axis armies threatening his country and the world, and volunteered for service in the United States Army.

Unfortunately, **Steve Rogers** was also but a skinny, sickly kid who couldn't even pass the physical exam. He loved his country and he wanted to do what he could to stop the Axis tyrants, but he was rejected by the military as 4-F. The Army said they had no use for him whatsoever, and have a good day.

But that was where the origin of **Captain America** began...

The fate of **Steve Rogers** would be intertwined with that of **Professor Phineus T. Horton** and his creation, the artificial man they called the **Human Torch**.

Horton was one of the **Advanced Idea Mechanics**, along with **Professor Abraham Erskine** (the man who invented the US **Super Soldier Formula**), **Professor Herbert Edgar Wyndham** (who would become the **High Evolutionary**) and **Dr. Augustine Xavier** (Grandfather of **Charles Xavier**).

[Howard Stark, Maria Collins (Mrs. Maria Stark), Nathaniel Richards, and others came later, and produced the current generation.]

It had been early in **1936**, when **Albert Einstein**, along with the distinguished scientists of the **Advanced Idea Mechanics**, warned **American President Franklin Roosevelt** that **German** researchers were at work on a *super-secret project* to create the *perfect weapon*—a **Super-Human Soldier**. Fearing the consequences of facing such an army in battle under **Hitler's** command, **Roosevelt** authorized funds for their *own* top-secret program to create an **American Super-Soldier**. Only a few advisors and key members of **Congress** ever knew of the **Super-Soldier Project**...

The **Project** had three separate tracks toward one goal: The first, to build an *artificial man*—an **android**—failed. A flaw in the design of the respiration system that kept the **android** alive caused the artificial man's body to ignite and burn, creating a 'human torch.' Worse, the android proved itself to be self-aware, and too willful to be properly controlled.

In the second phase of the path towards the goal of the **Project**, the **Mechanics** worked with **Professor Erskine** to develop both a **Super-Soldier Serum** and an enervating **Vita-Ray** that would work in tandem to physically *morph* a normal human being into the **American Super-Soldier!**

Their subject was **Steve Rogers**. **Rogers** was injected with **Erskine's Super-Soldier Serum**, then sealed in a strange, unearthly sarcophagus and bombarded with the energy of the **Vita-Rays**. When the sarcophagus opened, weak, sickly **Steve Rogers** had been transformed into a super-human model of perfection, every cell in his body purified and fortified, strengthened and regenerated, remaking him into the living symbol of freedom and liberty—**Captain America!**

The **Captain** was meant to be the first of an entire army—an unbeatable force to battle against **Hitler** and the **Nazis**... But the **Project** was infiltrated by spies, and as soon as the experiment had been proven a success, a man stood up, shouted his allegiance to Hitler and began firing the weapon he had smuggled in to the experiment. **Professor Erskine** was shot. **Steve** held him in his arms as he died. Then, using his newly recreated muscles, he bounded across the room, catching the infiltrator with one powerful hand. But he didn't know his own strength, and he broke the man's spine lifting him up.

The **Vita-Ray** machine was also hit. **A.I.M.** technicians—they called themselves '**Mechanics**'—were swarming all over the machine. Even in the confusion, **Steve** could clearly hear them say that key technology in the **Vita-Ray** was hit. 'We can't fix this,' he heard one of them say, 'the program's finished!'

Later he learned that **Erskine** was dead, and that the secrets of the **Super-Soldier Formula** died with him. *Or so he was told...*

[**SECRET #1:** What Steve Rogers did not know is that it was the loss of the Vita-Ray, not the death of Professor Erskine, that ended the Second Phase of the Super-Soldier Program. The results of tests upon a group of black men, who were not told the true nature of the tests and did not consent to what was done to them, showed that the Super-Soldier Serum itself was flawed. It was only when the Vita-Rays were added that it worked. The dark secret at the heart of the Super-Soldier Project was that the science behind Vita-Ray machine was not of this Earth. It was actually Kree technology, even though the Mechanics themselves did not know that. All they knew it was technology discovered in the destruction of an Inhuman enclave by Axis forces and captured by the Allies.]

[**SECRET #2:** The entire Super-Soldier Project was abandoned after the death of Erskine, without the Third Phase ever being implemented. But it was not Erskine's death that ended the Third Phase of the program—it was the defection of Wyndham to the Axis

powers! The Third Phase of the US Super-Soldier Project was to use Eugenics and Mendelian Genetics to create the Perfect Soldier. The experiments of Wyndham made the White House uncomfortable, and Roosevelt was preparing to shut it down. Wyndham defected before his research could be seized. But that was not the end of his story...]

Captain America—dressed in his famous red, white, and blue costume and fighting with his unbeatable shield—went on to become a legend in World War Two, teaming up with the **Human Torch** and **Prince Namor, the Sub-Mariner**, to battle the Axis Powers threatening to bring a new Dark Age down upon the world.

The Allies were victorious against the Nazis and the evil Axis. But **Captain America** was killed at the end of the war. Or so it was reported. No body was found.

While there was a brief time in the 1950's when it was rumored that **Captain America** had returned, the decades went by with no sign that he survived.

But it was not even one year ago, that his body was found by the **Avengers***, floating in a block of glacial ice that had been thrown into the Pacific by the **Sub-Mariner**.

The body was alive.

Captain America had been existing frozen in this block of glacial ice in a state of suspended animation since 1946.

The **Avengers** revived him... bringing **Captain America** into the modern world!

[* See the mighty **Avengers** starring in **MARVEL COMICS**.]

Along with the tattered remnants of his original costume, **Captain America** had with him his fabled shield—the fantastic weapon that he would hurl like a discuss, the spinning shield hitting targets with perfect accuracy before ricocheting back into his gloved hand.

The shield was a creation of the same **Advanced Idea Mechanics** who developed the serum that gave him his powers. The shield was an alloy of unbreakable **Adamantium** and a fantastic extra-terrestrial metal known as **Vibranium**, found only in the African nation of **Wakanda**. So not only could the shield not even be dented but it absorbed the force of any impact, dissipating it harmlessly. With his shield and his unmatched fighting prowess, the US **Super-Soldier**, **Captain America**, was unbeatable.

CAPTAIN AMERICA & the FALCON **w/ Redwing and Sharon Carter—SHIELD Agent 13**

As the series began, **Steve Rogers**—the man behind the mask of **Captain America**—had been awake in the modern day for less than a year. He was still a man trying to get his bearings, searching for his place in a world that has long since passed him by, and still grieving over all the friends he had lost.

He discovered right away that his identity was no longer secret in this day and time. After his death in 1946, and after the war was over later that year, his entire life had been made public—including how young weakling **Steve Rogers** had been transformed by the power of American Scientific Achievement into the pinnacle of American manhood.

The whole world knew **Steve Rogers** was **Captain America**.

In a chance encounter, completely orchestrated by **Nick Fury**, **Steve** met **Sharon Carter**—the niece of the woman he once loved, back in a lost world, in his own time. **Sharon** was a beautiful blonde, with blue-eyes and Veronica Lake beauty. **Sharon** was so much like the woman he once knew, it was like looking at a ghost. **Steve** did not realize she was a **SHIELD Agent**...*

[* See **STRANGE TALES**, featuring **Nick Fury, Agent of S.H.I.E.L.D.**]

As **SHIELD Agent 13, Sharon Carter** was an expertly-trained spy, classified as a field agent with independent authority to act as needed to successfully complete a mission. In the field she wore an (awesome) all-white modification of the **SHIELD** uniform.*

[* What if, just like Agent 13 wears a special all-white uniform, there were other Agents, with special designations, who wear other versions of the SHIELD uniform, like one unique agent who wore all red, one who wore all yellow, or all green?]

Nick Fury assigned **Agent 13** to keep an eye on **Steve Rogers** after **Captain America** was found alive. **Fury** had known **Cap** back during the war, and he had his doubts this was the genuine article. After all, this wasn't the first time **Cap** had supposedly returned, and he had to take that one down, too...

But the main plot of the first story-line is how **Steve Rogers**, a man who has been reborn into a new world, having lost everyone he has ever known, meets and befriends a young **Sam Wilson**, how **Sam Wilson** becomes the **Falcon**, and how the two of them become a crime-fighting team. This series will show the **Falcon** to be as important and iconic a character as **Captain America** himself.

Placing their friendship at this stage makes this **Steve Rogers** a much different man than the one who had just gone through the events of *Captain America* #117, Sep, 1969-#119, Nov, 1969, the origin of the **Falcon**.

In reading the highly classified **Avengers** files, **Captain America** discovered that, back in the 1930's, there was a group of black soldiers the **Mechanics** used as test subjects in the US **Super-Soldier Program**. This was years before he had become involved with it. It was only after the results from the **Super-Soldier Serum**'s effects on the African-American test subjects were studied that the serum was perfected. After these tests of the serum on the black men had been analyzed, an additional catalyst, a bombardment of the subject with radiation known as **Vita-Rays**, was added to the process of transforming a human into a super-human. The treatment was needed to compensate for certain ill effects inherent in even the perfected formula.* It was the combination of the perfected formula and the **Vita-Rays** that was used on **Steve Rogers**.

[* This little nugget is the difference between the original Captain America and the Captain America of the 1950's, who used the perfected serum alone... and eventually went insane...]

Captain America found that only one of those experimental subjects from the 1930's survived the test of the original formulation of the **Super-Soldier Serum**: His name was **Isaiah Wilson**.

In his investigation, **Captain America** stirred the anger of a very powerful organization that did not want its secrets revealed. This organization had once been American, but now it has become a global conspiracy, slowly infiltrating the Western Governments in order to preserve its own interests...

Sharon tracked down **Isaiah**'s only living descendant, **Sam Wilson**, working in Harlem with the city's social welfare agency. **Sam** was helping to run a boys and girls club, and participating in community projects in his spare time. When **Steve Rogers** came down to the youth center and met **Sam Wilson** for the first time, he could immediately see the pride and the self-respect the man had, the dignity.

The kids at the center could see it, too. **Steve** noted the way the kids, even the cynical teenagers, looked up to **Sam Wilson** and deferred to him. He meant something to them.

He could also see that **Sam** was no ordinary young man—**Sam** had trained an enormous pet falcon, a giant bird he named **Redwing**, who never let its human master out of its sight.

But then, later, **Captain America** was kidnapped by a particularly vicious group of super-powered operatives. These operatives work for the same organization that was upset with what he had uncovered regarding the original tests of the super-soldier serum on black soldiers in the 1930's.

Sharon couldn't find him, and his life was in real danger. Unknown to her, the only witness who knew what had happened and where **Captain America** had been taken was **Sam Wilson's** incredible falcon, **Redwing**.

Sam Wilson risked his life to rescue **Captain America**, whom everyone knew was the same man as **Steve Rogers**, the white man who came to visit him earlier at the youth center.

The powers that the super-soldier serum bestowed upon **Isaiah** changed his DNA. The changes in **Isaiah's** DNA were passed on to his offspring, where they laid dormant. Until this mutated DNA expressed itself in the person of **Sam Wilson**.

Sam himself couldn't believe what was happening. He worked hard to keep himself in shape, and he was naturally athletic, but this was something different. As the adrenaline began to race through his body, time seemed to slow down. He felt energy and power surging through him. He felt stronger, faster, more powerful. He felt smarter, thinking quicker, seeing more.

When **Steve Rogers** saw the young man in action, he immediately recognized in **Sam Wilson** the same power that was in himself.

And he could tell that **Sam** could barely cope with what was happening to him. When the ordeal was finally over, **Steve** offered to teach Sam to channel his energy, to train him how to use the powers he has inherited.

This series will feature **Sam Wilson's** transformation into the **Falcon**. **Sam's** costume will through several stages of development over the course of the early series—starting with the original green costume, then adding a claw that shoots out like a grappling hook with super-strong line attached to the back of his falconer gauntlet. This glove gives him a way to swing around above the streets of New York, from building to building.

Then he adopted the red-and-white costume, retaining the falconer gauntlet.

But even though **Sam** wore a mask as the **Falcon**, his identity was not secret. The first time the kids at the youth center saw a black super-hero with a falcon on the streets of New York City, they knew it was their man, **Sam**.

At first, it didn't mean anything to him. He saw it as a way to act as a role-model for the kids and for the men in the community.

Later, **Steve** introduced **Sam** to **Prince T'Challa**, heir to the throne of the African Kingdom of **Wakanda**. **T'Challa** was a scientific genius who was also one of the super-heroes known as the **Black Panther**.

T'Challa created for the **Falcon** a pair of wings that gave him the power of flight.

Meanwhile, **Captain America** was also a member of the **Avengers** in **MARVEL COMICS** and he formed the **New Avengers**, as seen in **AMAZING ADVENTURES**.

This series details the struggle of **Steve Rogers** to have a private life and how the man behind the mask influences the hero known as **Captain America**.

Captain America, the **Falcon & Redwing**, and **SHIELD Agent 13** become a team. **Agent 13** gives them access to **SHIELD** intel. They are sometimes even joined by **Cap's** old friend, **SHIELD Director Nick Fury*** (because **Fury** was more of an active agent in the field, not a secretive, behind the scenes guy).

[* From **STRANGE TALES, Nick Fury, Agent of S.H.I.E.L.D.**]

When fighting alongside **Captain America** and the **Falcon**, **Agent 13** wore her distinctive, all-white **SHIELD** uniform.

Off the field, the three become friends, joined by the woman **Sam Wilson** loves, **Leila Taylor**. The four of them go out, and spend their free time together. To **Leila**, **Steve** seems like a guy from the "olden days," with his archaic sense of manners.

It was only then that **Sam** first began to consider that he could be placing **Leila's** life in danger. Everyone knew **Steve Rogers** was **Captain America**. **Captain America** had a partner, the **Falcon**. Everyone knew the **Falcon** was **Sam Wilson**. If they saw **Leila Taylor** with **Sam Wilson**, then they would know how to get to **Captain America** and the **Falcon**... At first, this was something **Sam** kept to himself...

Sam and **Leila** also had some friends who didn't know how to take **Steve** and **Sharon**. And it wasn't any better when **Steve** brought around some of his young friends—**Logan**, **Clint Barton**, **Jessica Walters**, or **Natasha Romanoff**.* At the same time, when the kids **Sam** worked with find out that **Sam's** best friends were white people, it made them think more about how they themselves treated outsiders, white people, or whatever, not realizing someone they looked up to so much could be so open about the kind of friends he chose.

[* AKA **Wolverine**, **Hawkeye**, **Spider-Woman**, & the **Black Widow**... **Captain America**'s **New Avengers**—as seen in **AMAZING ADVENTURES!**]

Sam had his own personal life as a social worker in the inner city. Here, he confronted the reality of street gangs. The gang culture was everywhere. And one of the most heartbreaking was the idea that to report a crime and testify as a witness got a person marked as being a snitch, and sometimes, likely, killed.

His work brought **Sam** into contact with some of the same elements as **Matt Murdock**. But **Sam** was seeing it from the bottom up, where **Matt Murdock** saw it from the top down. **Sam** was also acquainted with **Luke Cage** and knew him when. As the **Falcon**, he crossed paths with **Power Man**.*

[*See the **Power Man/Iron Fist** feature in **SAVAGE TALES**.]

In this way, the **Falcon** becomes an inner city icon, and a hero of the streets. He begins to realize what **Steve** had taught him about being not just a symbol, but a hero to the people. In the same way that **Captain America** became a symbol to the country in the dark days of World War Two, the **Falcon** becomes a symbol to the people that they can stand up and do right and be somebody—someone to take pride in. But in this way, **Falcon** also makes some enemies, and this will come back to haunt him...

20 pages

Captain America & the Falcon Villains & Guest-Stars

Baron Zemo
the Army of Assassins
Dr. Faustus
the Red Skull
The Sleepers
Rick Jones
Batroc the Leaper
Arnim Zola, leader of THEM! with
 MODOK & the Chemical Android
The Cosmic Cube
The Super Adaptoid
HYDRA
the Master Planner
Power Man & the Swordsman
the Mauler
Irma Kruhl
The Red Skull and the Exiles—Angelo
 Bandini, Franz Cadavus, General Jun
 Ching, Eric Gruning, Iron Hand (Jurgen
 Hauptmann), & Ivan Krushki
Batroc, Swordsman, & Living Lazer
The Trapster
The Hulk
Madame Hydra—the Vyper
the Scorpion
Suprema
the Mandarin
Diamond Head
the Maggia
Satan's Angels
 a motorcycle gang who really are
 dedicated to Mephisto
Batroc's Brigade—Batroc, Porcupine &
 Whirlwind
Baron Strucker
Bulldozer
Stone Face
Grey Gargoyle
the Schemer
the Kingpin
Jakar (kinda like the Stranger)
the Scorpion & Mr. Hyde
Morgan (the Black Kingpin)
the 1950's Cap & Bucky
the Viper
the Cowled Commander
Plantman, Porcupine, Eel, & the Scarecrow
Solarr
Machinesmith
Serpent Squad—Cobra, Eel, Viper
the Yellow Claw

and

The BLACK WIDOW

Natasha Romanoff in the original costume—with mask, cape, and fishnets and featuring **Clint Barton**, the rogue known as **Hawkeye**

This series tells the story of not only the new **Black Widow**, but also of **Hawkeye**. The story starts with the **Black Widow** in Russia and **Hawkeye** as a member of the **Ringmaster and his Circus of Crime** and a protégé of the **Swordsman**.

At only 20 years of age, **Natasha Romanoff** was already an agent of Russia's GRU, the Main Intelligence Directorate, and wife of **Alexi Romanoff**, a young Cosmonaut and national hero. They were chosen to take part in the resurrection of the old **Soviet Super-Soldier Project**. Together, they would become the **Red Guardians**, meant to be the Russian version of **Captain America**.

Shortly after they had been accepted into the program, **Alexi** was involved in a catastrophic accident and **Natasha** was told he had been killed. That is when she was reassigned and given a new code-name and a new mission.

As the **Black Widow**, she was sent to America to destroy **Tony Stark**.*

[* Known to us as the **Invincible Iron Man**, as seen in **TALES of SUSPENSE**.]

But through her dealings with **Hawkeye** (who, at 19, was only two years younger than herself) and **Stark**'s bodyguard, **Iron Man**, **Natasha** ended up betraying her own country and becoming an American citizen.

This series explores her transformation from Russian to American, as she goes through self-doubt and homesickness, finally coming to a crisis point where she is ready to throw it all away and go back home...

The story of **Natasha**'s redemption will be intertwined with that of **Clint Barton**'s. Although they come from two different worlds, they are both struggling to overcome their past and become true heroes.*

[*See the **New Avengers** feature in **AMAZING ADVENTURES** for more details!]

Natasha was recruited by **Nick Fury** to be an **Agent of SHIELD**.* During one of their missions, **Hawkeye** caught her doing some things that caused him to believe she was returning to her old ways as an enemy of the United States. He began to doubt her—and their relationship.

He followed her back to the Russia, where they were captured by the **Red Guardian—Alexi Romanoff!**

At long last, **Alexi** and **Natasha**, the husband and wife, were reunited. **Hawkeye** is, like—you mean to tell me you're married?!

The young Russian couple realized they had both been lied to.

At the behest of **Colonel Nick Fury**, **Captain America** and the rest of the **New Avengers** followed **Hawkeye** to Russia, and discovered the **HYDRA** plot that **Natasha** had been working on to destroy.

Alexi was killed saving his wife, and **Natasha Romanoff** became a true widow.

[*See the **SHIELD** feature in **STRANGE TALES** and the **New Avengers** for more details!]

All through this, **Natasha** had proven herself to be a hero, with a true sense of right and wrong.

The final mark of the **Black Widow**'s transformation to American super-hero will be her adoption of the classic black costume (which has a bold red hour-glass shape added to the midsection).

While **Black Widow** does well as an espionage agent, working in low-key situations to penetrate labyrinthine schemes, in this series her stories will be opened up, the color amped up, and her battles brought into the mainstream, with the same sort of world-shattering soap, mad-cap, over-the-top villains and super-hero fun as Ditko/Lee Spider-Man or Colan/Lee Iron Man. This isn't a Russian novel with Byzantine plot-lines, nor will we be doing the Godfather.

It would be interesting to develop a messy, tangled web if we brought **Daredevil** in as someone that **Natasha** becomes interested in. This would shake up the status quo in the **Matt – Karen – Foggy** triangle, and it would bring **Natasha** in romantic conflict with **Hawkeye**, who should remain as a member of the cast. The relationship between **Natasha** and **Clint Barton** is not one-sided. **Natasha** is attracted to the swaggering American confidence that **Clint** has, and the thrill of danger being with him gives her. But **Daredevil** promises all that (albeit with a more quiet confidence), and an elusive sense that there's much more behind **Daredevil**'s mask than meets the eye.

20 pages

Black Widow Villains & Guest-Stars

Hawkeye

Iron Man

New Avengers

Red Guardian

Spider-Man

the Commissar

the Red Barbarian

White Dragon & Shara Lee

the Sumo

Count Royale

the Tumbler

Man-Brute

The Terrible Trio—Yogi Dakur, Bull
Brogin, & “Handsome” Harry Phillips
(see the Young Champions)

Count Nefaria

Maggia

The Don—Anthony Scarola

The Young Warriors—militant youth

The Astrologer

The Watchlord

the Zodiac—Capricorn, Sagittarius,
Aquarius, Aries

the Zodiac Key (GS Nick Fury)

THEM, Arnim Zola, and MODOK

HYDRA

the Gremlin

the Crusher

Half-face

Demolisher

the Controller

the Monster-Master

UNCANNY TALES

featuring

The Origin of the Uncanny X-MEN

Following the advent of the atomic age, incredible mutations began to appear in the human genome, producing individuals with incredible super-human powers, or morphological changes to the basic human form that imparted all manner of abilities, including flight and super-human strength.

Eventually, two men were born, themselves mutants, each with his own unique vision for the future of their kind, and both diametrically opposed to the other.

Both men saw individuals born with mutations such as themselves as members of a new species, not necessarily by virtue of reproduction isolation, but by the simple obvious fact that all of them acquired super-human powers with the onset of puberty.

Professor Charles Xavier was a mutant telepath, and one of the most powerful of all **mutants**. He believed that humans and mutants could learn to work together for the benefit of all, but that mutants must first work to prepare the way by building trust.

Dr. Erik Magnus, on the other hand, believed that **mutants** were superior to *Homo sapiens*, and it was only natural they use their super-powers to dominate the inferior human race. Like **Xavier**, he was one of the most powerful **mutants** yet born, with the ability to control magnetic fields. He called himself **Magneto**.

Xavier, who adopted the code-name **Professor X**, started the exclusive **School for Gifted Youngsters** in Westchester, New York, and began searching for young mutants whose powers were beginning to manifest themselves.

In the safety and security of his school, he would teach these young mutants to use their powers for the betterment of mankind.

The best of his students he drafted into a special team which he called the **X-Men**. The **X-Men** would act as a team of super-heroes who would not only continue the search of new mutants but who would also protect humanity from mutant threats—because that would endanger the birth of the harmonious future **Xavier** dreamed of.

Magneto formed the **Brotherhood of Mutants** (which the young **X-Men** themselves called the “**Brotherhood of Evil Mutants**”), an organization whose only purpose was to

promote his vision of a world ruled over by mutant overlords, with himself as master of all.

Professor X's first class of **X-Men** surpassed all his expectations. In their inaugural trial-by-fire, he sent them up against **Magneto** himself, in order to prevent him from gaining control of a US nuclear missile base.

The team leader of the **X-Men** was **Scott Summers**, a 16 year-old young man code-named **Cyclops** for the visor he wore covering his eyes.

His mutant super-power was more a curse than a blessing—for as long as his eyes were open, they projected irresistible crimson beams of pure force, able to pulverize walls of concrete and steel. Only by closing his eyes could he stop the beams.

Professor X provided **Scott** with special **ruby lenses** that neutralized the beams, fitting them in sunglasses he wore at all times. **Ruby lenses** were also in the visor he wore as **Cyclops**. He could open the visor with a special device in his glove and project a controlled beam of pure, irresistible crimson force, aimed precisely at any object he chose.

From the very beginning, **Scott** took **Professor Xavier**'s mission and training to heart. Raised as an orphan, with only his younger brother as family, **Scott** was an ambitious young man with a sense of responsibility far beyond his years. He was also a voracious student and excelled in strategy and tactics. His only flaws were in his inter-personal skills. He had a lot of learning to do to become the leader the **Professor**—and he himself—wanted him to be.

Sixteen year-old redhead **Jean Grey**—code-named **Marvel Girl**—was the only female on the first **X-Men** team. She had the power of telekinesis, with strong potential for telepathy. While she found her powers hard to control at first, **Professor X** believed her powers might one day eclipse his own.

They were already operating as uniformed **X-Men** in the field when **Professor X** sent them to recruit a 16 year-old boy from an elite family of wealth and privilege—**Warren Kenneth Worthington III**. **Warren**—who's mutant powers manifested themselves in the form of enormous and graceful, feathered wings that grew out of his back, giving him the power of flight, along with enhanced distance and clarity of vision and an enhanced toughness that permitted him the ability to fly at very high speeds without harm—was operating on his own as a teenage super-hero who called himself the **Avenging Angel**.

The **Avenging Angel** had been captured and hypnotized by a mutant super-villain known as **Mesmero**.

Mesmero sent the **Avenging Angel** up against the invincible **Iron Man**, hypnotizing the **Angel** to believe the **Armored Avenger** was evil and out to do harm to mutant-kind.

It was during this battle that the **Avenging Angel** first came to **Xavier**'s attention (as **Cerebro** had not been perfected yet)—but it also attracted the notice of **Magneto**.

The recruitment of **Angel** into the **X-Men** was a four-way battle involving the **X-Men** (**Cyclops**, **Marvel Girl**, & **Professor X**)—**Magneto** (and a strange henchman very well-called “**Toad**”)—the **Angel** himself—and **Iron Man**, caught in the middle of their power-struggle.

Eventually, **Mesmero** was revealed, but by that time, he had escaped, wanting no part of anyone else's schemes or visions.

16 year-old **Hank McCoy** was the next recruit. He was an odd child who began to grow increasingly deformed after hitting puberty, his body slowly becoming more and more ape-like: His arms lengthening, his hands and feet growing proportionately larger, with his feet becoming more ape-like, so that he could grip with them. Even his head and face began to change.

Along with these morphological changes came a geometric increase in strength and agility, making him as strong as five men. For these reasons, he chose to adopt the code-name **Beast**.

But the most unusual thing about **Hank McCoy**, and what made him enjoy his animalistic appellation, was in how his beastly, ape-like form was matched by a high-order intellect, making him easily one of **Xavier**'s brightest students, advanced beyond all others in his intellectual capacity.

The final member of **Xavier**'s first class was also his first international student, as well as his youngest. 15 year-old Norwegian **Bobby Drake** was code-named **Iceman** because he had the ability to freeze (and survive the experience of freezing) all the moisture on the surface of his body, turning himself into a living snow-man. He could cause the water in the air to freeze, creating projectiles, he could create walls of ice, and he was learning to create ice-slides that gave him the ability to glide through the air on flowing tracts of ice.

In addition to a rigorous course of advanced academic studies, **Professor Xavier** trained his young, gifted students in strategy and tactics and the optimum use of their powers, both individually and as a team.

The apex of this training course was found in the basement of the school, in what they called the **Danger Room**. Locked inside the **Danger Room**, the team was thrown into life-or-death situations, forcing them to fight to live... or die trying.

This first team of **X-Men** journeyed to different locations, confronting mutants who were inadvertently or intentionally threatening human civilians—and thus, endangering **Xavier**'s vision of the future.

That was, until the coming of the mutant-hunting robots called the **Sentinels**...

The Uncanny X-MEN

starring **Cyclops, Marvel Girl, Angel, the Beast, & Iceman**
with **Professor X—Charles Xavier!**

and introducing

the All-New, All-Different New Mutants!

Part One:

In the aftermath of their battle with the **Sentinels**—

Beast, Iceman and **Cyclops** had been taken to the hospital with injuries—
Bobby was delirious

Pietro and his sister, **Wanda**—the young mutants code-named **Quicksilver** and the **Scarlet Witch**—were staying at the dormitories of **Professor Xavier's School for Gifted Youngsters**.

Professor X told **Angel** and **Marvel Girl** that, after their experience with the **Sentinels**, he was considering expanding their search for new mutants worldwide...
He would amplify **Cerebro's** powers for young people across the globe who were manifesting their powers, especially in regions where these powers might be most misunderstood...

At that same time, far north of the **X-Men**, there was a young mutant whose powers have manifested themselves...

He was a young Canadian teenager named **Logan**—but that was all he could remember of himself...

He was rescued shivering and naked in the cold and brought to an emergency room, but within hours his wounds had recovered, and he escaped...

He was having nightmares of being tortured, of faceless tormentors, and indescribable pain...

He found clothing and covered himself up for protection from the cold and headed back out into the wilderness, where his instincts were calling him...*

[* See **SAVAGE TALES #14**, starring **Wolverine**—On Sale Now!]

Meanwhile, as **Beast** and **Cyclops** recovered quickly from their wounds, **Iceman** had lapsed into a coma-like state.

Everyone, except **Quicksilver** and the **Scarlet Witch**, were there at the hospital, staying with him.

Xavier had been trying to contact someone at the mansion, but no one answered. He could not determine if anyone was there at all.

When **Iceman** finally woke, **Angel** flew back to the mansion...

Once there, he was attacked by a mysterious stranger...

Cyclops told the **Professor** he was worried that they hadn't heard from **Angel**. The **Professor** confided he was unable to contact **Angel** telepathically...

Then there was word from **Quicksilver** and the **Scarlet Witch**—they were at the mansion, but they did not see anyone else here, and no, they had not heard from **Angel**...

Professor Xavier was suspicious, because—while he told no one—he still could not sense anyone at the mansion...!

Leaving **Jean** with **Bobby**, the **Professor**, **Beast**, and **Cyclops** returned to the mansion, where they were also attacked by the mysterious stranger...

Bobby was finally himself released from the hospital. **Jean** could not contact the team, nor did she sense her psychic connection to the **Professor**...

Iceman and **Marvel Girl** returned to the mansion...

where they were greeted by **Magneto**, with **Quicksilver** and the **Scarlet Witch** standing beside him...

Part Two:

Magneto had trapped the **X-Men**.

Quicksilver and the **Scarlet Witch** had seemingly gone back to their former master from the **Brotherhood of Evil Mutants**.

Iceman was still weak, having just recovered from a coma.

Magneto was using his power and his own technology to shield the mansion from **Xavier**'s telepathic powers.

He had escaped his own imprisonment by the **Stranger**, and had returned to Earth.

He was going to create a new **Brotherhood of Evil Mutants**

But **Quicksilver** and the **Scarlet Witch**, who had been playing him from the beginning, turned on him. The two young siblings took **Magneto** on themselves. At first, he mocked them, these children. He'd only tolerated them out of pity.

But he had taught them how to fight, and they learned well. And the **Scarlet Witch** had wild, unpredictable powers that might have been the equal to his own...

Once they defeated him, they freed **Professor X** and the **X-Men**. No one could believe these two had taken down their former master.

Wanda and **Pietro** decided to begin a new life, and to seek it in the outside world, amongst the humans...*

[* See **STRANGE TALES**—**Quicksilver** and the **Scarlet Witch** join **Spider-Man**, the **Human Torch**, and **Crystal** and **Lockjaw** of the **Inhumans**... for the **Birth of the Young Champions!**]

Part Three:

After the devastation they caused, **Professor X** used what he learned from the deactivated **Sentinel Master Mold** to perfect the **Cerebro** device, which could detect and pinpoint the location of mutants anywhere in the world.

With **Cerebro**, **Xavier** was determined to find young mutants and train them, before anything else could go wrong in their lives. His goal was to avert more disasters on the scale of what they had just gone through.

Over the course of the next year, and always involving a wild adventure with many twists and turns and surprise super-villains, **Xavier**'s first class will slowly recruit a group of even younger teenage mutants from all over the world—including **Cyclop**'s own brother, **Havok**! Soon, an *all-new, all-different* team of teenage **New Mutants** is born!

It begins when the **X-Men** first travel to Canada to meet **Logan**, the **Wolverine**—also featuring **Sabretooth** and **Alpha Flight**.*

[* See **SAVAGE TALES** featuring **Wolverine**.]

The Origin of the New Mutants

the Origin of **Storm**

when the **X-Men** go to Africa to first find **Ororo**:

Guest-starring **Wakandan King T'Chaka**—the **Black Panther**
and **N'Yama, daughter of T'Chaka**—the **White Panther!***

Baron Macabre

King Cadaver

Lord Karnaj

Madam Slay & Mute

[* See **MARVEL'S GREATEST COMICS & FANTASY MASTERPIECES**
featuring the **Black Panther.**]

the Origin of **Nightcrawler**

when the **X-Men** go to Germany to first find **Kurt Wagner**:

The Red Skull and the Exiles—Angelo Bandini, Franz Cadavus, General Jun
Ching, Eric Gruning, Iron Hand (Jurgen Hauptmann), & Ivan Krushki
Baron Zemo

the Origin of **Colossus**

when the **X-Men** go to Russia to first find **Piotr Rasputin** (and his sister, **Illyana**):

Red Guardian

the Commissar

Comrade X

the Gargoyle and the Gremlin

the Crimson Dynamo

the Red Ghost & his Super-Apes

the Origin of **Polaris**

when the **X-Men** go to Great Britain to rescue **Lorna Dane**—a young woman with
mutant magnetic abilities who might be the daughter of **Magneto** himself!

also introducing **Captain Britain**

Guest-starring **Moira MacTaggart** and **AIM**

the Black Knight

Magneto and his Brotherhood of Evil Mutants

The **X-Men** go to Israel to recruit **Kitty Pryde**

Madam Synn & Dr. Mynde

Gideon

the Golem

the Origin of **Thunderhawk**

when the **X-Men** go to first find **John Proudstar**:

Guest-starring the *Western Version* of the **Ghost Rider**!*

Sam Silvercloud

Snake-Dance

the Serpent-Men

Witch-Woman—Linda Littletrees

Sisterhood of Satan

[* See **The MIGHTY MARVEL WESTERN** featuring **Ghost Rider**.]

the Origin of **Sunfire**

When the **X-Men** first go to Japan to find **Shiro Yoshida**:

Tomo Yoshida

the Sumo

the Silver Samurai

the Yakuza

the Origin of **Banshee**

when the **X-Men** go to Ireland for **Siobhan Cassidy**:

Guest-starring **Moira MacTaggart**

and introducing a young Australian boy **Moira** discovered on her own—**Jamie**

Madrox, the Multiple Man (as told in **TALES to ASTONISH!**)

Sean Cassidy (the original Banshee, now just Siobhan's father, not a mutant)

Theresa Cassidy (but not as Siryn, just as Siobhan's mother)

Black Tom Cassidy

the Juggernaut

the Druid

the Origin of the **Mimic**

when the **X-Men** go to China to first find (the Chinese version of **Calvin Rankin**):

White Dragon & Shara-Lee

Suwan, the Yellow Claw, & the Prime Mover

Shang-Chi, Master of Kung-Fu

Hamir, the Hermit—servant of the Ancient One

the Mandarin

General Fang

Kanga Kahn and Hakun Gantu

20 pages

X-Men Villains & Guest-Stars

Bolivar Trask & the Sentinels—w/ Master Mold	the Stranger
sets the search for the New Mutants in motion	the Super-Adaptoid The Warlock The Cobalt Man
Magneto	
the Brotherhood of Evil Mutants— Magneto, Mastermind, Toad, Quicksilver, the Scarlet Witch Sub-Mariner (joins the Evil Mutants)	Tyrannus & the Mole Man the Demi-Men Erik the Red
The Vanisher	
The Blob	Lucifer
Unus the Untouchable	
Mesmero	the Hulk
Factor Three	
Ka-Zar	Count Nefaria & the Maggia—w/ Eel, Porcupine, Unicorn, Scarecrow, & Plantman
Sauron—Karl Lykos	
Mutants of the Savage Land—Amphibius, Equilibrius, Piper, Gaza, Barbarus, Lupo, Brainchild, & Lorelei Maa-Gor & the Swamp Savages	The Living Pharaoh/the Living Monolith Tomo Yoshida the Mutant Master
Juggernaut	Alpha Flight
Dr. Strange, the Ancient One, and the Crimson Bonds of Cytorrak	the Hellfire Club The Black King— Sebastian Shaw, the White Queen—Emma Frost, Jason Wyngarde (Mastermind), Harry Leland, & Donald Pierce
Larry Trask, Judge Chalmers, & the Second Generation Sentinels	
Moses Magnum	

(PLEASE NOTE: This series will have no time-traveling, paradox-inducing alternate universe nobody nothing! Yay!)

plus

The Sensational SPIDER-WOMAN

starring **Jessica Drew**

Jessica Drew grew up with the memories of an all-American girl, raised in the loving home of wealthy banker **Jonathan Drew** and his wife **Miriam Carmichael**. She was a popular girl with lots of friends, going to school and living a good life... until the day she discovered nothing in her life was what she believed. One minute she had been a normal college student thinking about her future, the next thing she knew she was on the run for her life.

She was kidnapped by a group of masked individuals and taken to a woman named **Vyper**, a female agent of the world-wide terrorist organization known as **HYDRA**.

Instead of being born in a quiet Connecticut town, **Jessica** learned she was born in a strange land known as **Wundagore**. Here lived the **High Evolutionary**, an incredible being who was once a man named **Herbert Edgar Wyndham**. **Wyndham** was one of the founding scientists of the **Advanced Idea Mechanics**, a group who, in 1939, was working on the American version of the **Super-Soldier Project**. But **Wyndham's** experiments had taken him far beyond his original goal. His relentless pursuit of creating super-human perfection had finally cost him his humanity.

The **High Evolutionary** created **Jessica Drew** from a single human egg and a specially designed artificial sperm.

In her carefully-controlled conception, she had been genetically modified to have the proportionate powers of a spider. Where **Spider-Man** built **web-shooters** he used to swing around the sky-scrapers of New York City, she had the ability to spin webs from organic spinnerets located in her wrists. With those spinnerets she could also generate a powerful bio-electric blast with the ability to stun or totally incapacitate her victims. She could cling to walls and climb them easily.

But her strangest power was the emission of pheromones that enabled her to exert control over men. She could cloud their minds, or cause herself to be irresistibly attractive to them. She could even cause men to fight over her.

This child was developed in an artificial womb.

But before the **High Evolutionary's** strange creation was born, the premature infant was stolen and kidnapped from **Wundagore...** by the very woman whose eggs had been used to create her—the **HYDRA** Agent known as **Vyper!** The **Vyper** was a young Hungarian woman who had been sold into human slavery as a girl, but attracted a sponsor and rose

quickly in the ranks of the Eastern European underworld... until she was recruited by **HYDRA**. At **HYDRA** she became Director of Eastern European Operations—where she was known as **Madam Hydra**.

Vyper raised **Jessica** to be the perfect stealth agent, training the child to use her powers to kill.

But then the young girl's mind was erased, **Vyper**'s daughter was implanted with false memories, placed with **HYDRA** agents posing as a family, and left to create a backstory for the **Drew** cover identity.

The girl would be the perfect sleeper agent, just waiting to be awakened into service.

But the first time **Jessica** was activated, something went wrong with her programming. The fictitious **Jessica Drew** identity implanted in her would not allow her to kill. The mission blew up and she disappeared.

Jessica woke up to find herself in an alleyway wearing a strange costume, with no memory of how she got there or where she was.

But there were **HYDRA** agents after her, and as she made her escape, she found herself using her powers with instinctive ease.

That was when she was rescued by **Nick Fury** and the global law-enforcement agency known as **SHIELD**.*

[* See **STRANGE TALES, Nick Fury, Agent of S.H.I.E.L.D.!**]

All **Jessica** wanted was to get back to her family (not knowing they were really **HYDRA** agents) and see (who she thought was) her mother and father. But she discovered they'd been killed.

Nick Fury tried to convince **Jessica** to become a double-agent—he wanted her to work for **HYDRA** as one of **THEM!**

Jessica was confused. She didn't know whom to believe. She used her powers to escape **Nick Fury** just as she had run from **Vyper**.

She was confused, no longer able to trust her own memories, alone and afraid, with both **HYDRA** and **SHIELD** after her.

Her life would have been a lot different had she not been rescued by **Captain America** and the **Falcon**. Rather than turning her over to **Nick Fury**, they gave her sanctuary at the **Avengers Mansion**.

Now **Jessica** is working to get her life together, to free herself from the bondage of her past, and make an identity for herself as member of the **New Avengers!***

[* See **AMAZING ADVENTURES** featuring the **NEW AVENGERS!**]

20 pages

Spider-Woman Villains & Guest-Stars

the High Evolutionary

HYDRA

SHIELD

Vyper

THEM

Morgan Le Fey

Excalibur (replace w/ Black Knight)

the Mad Merlin

King Arthur, Guenivere, & Camelot

Kingpin

the Ringmaster & his Circus of Crime

Werewolf by Night—Jack Russell

the Needle

Gypsy Moth

Madame Doll

the Shroud

the Kali Cult

Nekra

the Waxman

the Enforcer

The Gamesman

the Fly (from GS Spider-Man)

the Hornet

Hammer & Anvil

Angar the Screamer

The Tysrani

the Brothers Grimm

Hangman

Samuel Davis, the Man Who Could Not

Die

the X-Men (A-N, A-D)

the Juggernaut & Black Tom Cassidy

Theresa Cassidy

Siryn

the Silver Samurai

the Yakuza

the Flying Tiger

Chthon

Impossible Man & Impossible Woman

and

The NEW MUTANTS!

With such a large, international group of **X-Men**, **The New Mutants** is a second series that focuses on the **X-Men**'s new recruits and **Cyclops**' efforts to mold them into a team. This series will have the same writer (if not the same artist) as the **Uncanny X-Men** series and will be coordinated in the same continuity.

American—**Cyclops, Scott Summers**

Marvel Girl, Jean Grey

Havok, Alex Summers

Native American—**Thunderbird, John Proudstar**, of the Apache Nation

Kenyan—**Storm, Ororo**

Wakandan—**White Panther**, the **Wakandan Princess N'Yama**, daughter of **T'Chaka**

Japanese—**Sunfire, Shiro Yoshida**

Irish—**Banshee, Miss Siobhan Cassidy**

German—**Nightcrawler, Kurt Wagner**

Russian—**Colossus, Piotr Nikolaievitch Rasputin** and his young sister, **Illyana**

Israeli—**Kitty Pride**

Canadian—**Wolverine**, the teenager without a past, known only as **Logan**

English—**Polaris**, the green-haired girl named **Lorna Dane**

Australian—the **Multiple Man, Jaime Madrox**

Chinese—the **Mimic** (formerly **Calvin Rankin**)

—And all in only *slightly* modified versions of the original **X-Men** uniforms!

Cyclops was a strict, by the book leader who told everyone else that if **Professor X** told them to do something, he had a reason for it, and if he said to do it a certain way, then that didn't open the matter up for discussion.

Marvel Girl was very hot, just beautiful, but she was very conservative in her thinking, in that she just trusted **Scott** and did what he said because he was the leader. **Professor X** knew what they were capable of, and so she put her life in his hands. She didn't get any bad feelings about either **Cyclops** or **Professor X**.

20 pages

New Mutants Villains & Guest-Stars

The Locust	Mekano
El Tigre Kukulkan	the Changeling Xorak, the Outcast
The Puppet Master	the Mutant Master
The Mad Merlin	Jack O'Diamonds—the Living Diamond
the Z'Nox	Grotesk—the Sub-Human
the Red Raven	The Maha Yogi
the Ringmaster & the Circus of Crime— Clown, Human Cannonball, Princess Python, & the Great Gambonno (Ernesto & Luigi)	Computo & the Cybertrons El Conquistador Blastaar
The Miracle Man Kurg, from Planet X Gideon The Terrible Tinkerer	Professor Stromm (& his shape-changing robot) Space Phantom Diablo & Dragon Man The Super-Adaptoid Whirlwind—a.k.a. the Human Top
THEM	

AMAZING ADVENTURES

featuring

The Origin of DAREDEVIL, Man Without Fear!

starring **Matt Murdock, Karen Page, and Foggy Nelson**

Matthew Murdock was raised by his father, ‘**Battling**’ **Jack Murdock**, a second rate boxer, in the slums of New York. His mother had been murdered when he was not even eight years old, shot to death in front of his father when he refused to throw a fight.

Since then, **Jack Murdock** had done the best he could to raise the boy, pushing him in his studies, vowing on his wife’s grave that their son would have better than they did. Their son would have the kind of life she deserved.

The other kids teased young **Matt**, never able to come out and play, always studying. They called him ‘Daredevil,’ because he wasn’t allowed to do anything but study, and so he never raised his nose out of a book.

Matt resented always having to stay inside. Then one day, alone at the house while his father was on the road, he began messing around with his father’s weight-training equipment—the weight machine, the punching bag, the rowing machine. He began working out whenever his father was gone, keeping it a complete secret. He developed a rigorous schedule, studying it the same as anything else. Because of the discipline his father taught him, he was able to set goals, meet them, and stay with a program.

Jack Murdock noticed his son’s grades were rising, and he was proud. He knew his son hated having to study all the time, and probably hated him for pushing it... but he also knew that **Matt** would thank him one day for pushing him toward a better life. It never crossed his mind that his son might be disobeying him by taking on extra-curricular activities. But he was—**Matt** soon began taking boy’s gymnastics, and hiding it completely from his father.

Then one day, coming home from winning a competition, wanting to tell his dad, but absolutely afraid to, **Matt** noticed an old man about to be hit by a truck. **Matt** saved the old man but caused an accident. The truck had been carrying a load of an experimental, radioactive mutagen, and it spilled all over the teenager.

Matt woke in the hospital with his father by his side.

Matt couldn’t see. The doctor told him he was blind.

Don’t worry, his father said, everything would be all right...

But **Jack Murdock** was lying to his son. Everything would not be all right. He’d been dropped off the circuit, and was beginning to worry his boxing career—such as it was—

might be over. Being a boxer on the second-string circuit had been putting a roof over their heads and food on the table. But now that was gone, and his son was blind. When no manager would take him, **Murdock** turned to a gangster named **Roscoe Sweeney**, known in the underworld as the ‘**Fixer**.’ Unlike what he was expecting, **Sweeney** boosted **Murdock**’s career.

Meanwhile, **Matt** was discovering that even though he had lost his sight, his other senses had become magnified. Not just his hearing, but his senses of smell and touch were incredibly heightened as well, and they continued to increase in intensity for weeks. When he finally decided to try working out again, his senses exploded with information. He found that he could do his gymnastics routine with a perfect knowledge of exactly where his body was in space. His hearing and his other senses worked together to give him a kind of “radar sense” that was far more acute than his vision ever was. He wanted to tell his father, but he didn’t dare. He decided to continue pretending he was blind. But even though he couldn’t see, he no longer considered himself to be handicapped.

It finally came around that **Battling Murdock** was going to get his shot at the title, with a bout scheduled against **Lou Moxon**, the number two contender.

Matt pleaded and begged and got his father’s permission to attend the event. It would be the first time he’d ever been to one of his father’s matches, and this one was the biggest of his life. But **Battling Murdock** felt good. He really thought he had a chance at taking **Moxon**.

But in the locker room, before the bell, the **Fixer** showed up. He ordered **Murdock** to take a dive. ‘I’ve given you a good run,’ **Sweeney** told him. ‘I set you up against a bunch of chumps and washed-up losers, and I made sure you’d win. Don’t feel bad, I made you look good. But I been groomin’ this kid, **Moxon**, and this is what you’re here for. Take the dive. Set my boy up to be the next champ.’

Murdock was devastated. As **Sweeney** walked out, leaving him alone, the room spun around. Had any of it been real? Was his success all a sham, just to throw it all down for a dive in front of **Moxon**? In front of his son, sitting in the audience?

He couldn’t do it.

Murdock’s son was in the audience. He wanted Matt to hear the audience chant HIS name. He put his heart into it—but so did **Moxon**, who thought the night was supposed to be his. The two men gave it everything they had... and **Battling Murdock** came out the upset winner.

For his son, it was the most exciting night of **Matt**’s life. His father was sorry his son was blind and couldn’t see it... and **Matt** was sorry he couldn’t tell his father how much his heightened radar sense allowed him to almost live the fight.

Matt was walking home with his father when they were confronted by a gunman. **Jack Murdock** recognized him. He was one of the **Fixer**’s enforcers. ‘You were supposed to take the fall,’ the gunman said.

Matt was surprised. ‘What?!’ he looked at his dad. Then the gunman fired, killing the old boxer instantly. He left the boy alive. He wasn’t worried about a blind kid identifying him.

After the funeral, **Matt** discovered his father had left him a fund to pay for college. **Jack Murdock** had worked every day to pay for it since the death of his wife. He put it in his will, so that his son would know this after he had gone, that he had made a vow to his wife that **Matt** would have better than they did.

Matt entered college and began working towards a law degree. He threw himself into school with the same dedication his father had earned from him. And he continued his rigorous regimen of exercise, weight-training, and gymnastics. In gymnastics courses, he actually signed up as a **Murdock** named ‘**Mike**,’ and pretended he could see, fooling everyone. He was at the top of his class.

It was in his first year pursuing of a *Juris Doctor* at **Empire State University’s Law School** that he met **Foggy Nelson**. **Foggy** was a genial, old-fashioned young man with a deceptively sharp wit and formidable debate skills. Everyone thought **Foggy** was just a happy fat kid until they got into an argument with him. He ripped them all to shreds. It came from growing up as a fat kid, he said. **Foggy** and **Matt** became good friends.

Even as **Matt** studied and worked his way to the lead in the paper chase, he never forgot the night of his father’s murder. He obsessed over it, breaking the night down and investigating every piece.

His father’s killer was never prosecuted, but **Matt** found him. Through the gunman, he tracked back to **Roscoe Sweeney**, known in some circles as the ‘**Fixer**.’ Even as he worked toward his law degree, **Matt** slowly recreated the story of how **Sweeney** manipulated **Battling Murdock**’s career to create the perfect fall-guy for his hand-picked champion, **Lou Moxon**.

But when ordered to finally take the dive, **Murdock** couldn’t do it because his son was in the audience for the first time in his life. He wouldn’t dishonor himself in front of his son, and he paid for it with his life.

Matt burned with the hunger for vengeance against all the players in the game that killed his father, but he couldn’t, he wouldn’t throw his life and his career—the one his father had lived to provide for him—over filth like the **Fixer** and his goons...

But the ‘**Daredevil**’ could...

His disguise of ‘**Mike Murdock**’ gave him an idea... he could create a costume to hide his identity, something with a mask—like that publicity-hungry criminal, **Spider-Man**—and then **Matt Murdock** wouldn’t have anything to do with it... but **Daredevil** would have his vengeance...

Even though he could not see, he could feel the differences in the colors of the fabrics. He could actually feel ink on paper with his fingers in a similar manner, giving him the ability to “read.”

He put together a stylized costume of yellow and black, calling himself **Daredevil**.

He converted his cane into a weapon he could use, a **billy-club**. He found a way to transform his cane into a **billy club** with a high-tension wire he could use to swing and climb with around the city and in the fights he was seeking with his father’s killers.

When he hunted down **Roscoe Sweeney** and the gunman he hired to kill his father, **Daredevil**’s radar senses could tell him exactly where in the room everyone was and what each one was doing. He could tell when the **Fixer** and his goons were lying, or when they were afraid.

Before he took them in and turned them over to the authorities (he was studying to be a lawyer, after all), he wanted to have a little more fun and scare **Sweeney**. But when the joke went too far, **Sweeney** had a heart attack, and died. **Daredevil** then took the gunman to the police, where he confessed to the murder of **Battling Jack Murdock**.

After that, **Matt Murdock** went on to earn his *Juris Doctor*, graduating class valedictorian.

After graduation, he and **Foggy** went to work at the prestigious firm of **Goodman, Lieber, Kurtzberg, & Holliday*** (**Howard Holliday** is the only one of the senior partners ever seen, and—like **Howard Hanover**—he looks just like **Tony Stark**... a Howard Hughes-oriented in-joke).

[* And of course the name of the law firm itself is an in-joke.]

DAREDEVIL, the Man Without Fear

starring **Matt Murdock**, **Karen Page**, and **Foggy Nelson**

The story began just before **Daredevil** switched to the all-red costume.

Young **Matt Murdock** was an associate lawyer working for the large and respected law firm of **Goodman, Lieber, Kurtzberg, & Holliway**. He had just graduated **Empire State University Law School**, where he was class valedictorian. He worked here at the firm with his friend and classmate, **Foggy Nelson**, and administrative assistant **Karen Page**. They all three worked here because they had to. But that wouldn't be forever: The three of them often talked about opening up their own firm one day.

Meanwhile, in his identity as the **Man Without Fear**, **Matt** was being drawn into a war with colorful denizens of the underworld. In a battle with the **Ani-Men**, **Daredevil** was able to sense—to smell, to detect the heartbeat of, and to hear—the true identity of their leader and creator, the one who called himself the **Master Planner**.

Soon after, **Matt**'s radar senses identified that man when he walked into the law office. The **Organizer**—in his secret identity—was an associate of **Howard Holliway** himself!

Soon, what he discovered would have the three young friends leaving the old firm and opening up their own practice much sooner than expected—and for much different reasons than they ever would have counted on!

To mark the progression in his career, **Matt** used this opportunity to change his **Daredevil** costume, making it a dark red.

In taking on the **Master Planner**, **Daredevil** exploded onto the front pages of the city's newspapers and blogs. This daring young acrobat was taking on someone even New York's Finest couldn't get their hands on, and the underworld was growing hot, ready to erupt. **Daredevil**'s battle with the **Master Planner** finally brought him back into an alliance with **Spider-Man** (they'd first met in **DD**'s 'yellow' days). The **Wall Crawler** had been fighting his own, lower-key battles against this new crime syndicate.

In many ways, **Spider-Man** and **Daredevil** were a lot alike. They both leapt out of buildings and swung around the skyscrapers of New York. But they were also different in many ways. **Peter** was younger, young enough that he made mistakes because of his immaturity. **Matt**, though raised a bookworm like **Pete**, had more street smarts and was raised in a rougher world. **Spider-Man** had incredible super-powers, including strength and endurance. And while **Daredevil**, who is blind, is strong and acrobatic at the peak of human ability, his super-powers were in his remaining senses—hearing, smell, taste, touch, as well as his sense of balance. These combined to give him a 'radar-sense' that allowed him to perceive the world more acutely than he ever could have seen it with his

eyes. Also, while **Spider-Man** had invented his amazing webbing, **Daredevil** had developed an ingenious billy-club that acted as a staff, a whip, and a grappling hook with an unbreakable line. Both heroes faced colorful super-villains, but often, the villains **Spider-Man** faced were more science-oriented. **Spider-Man** was a scientist. **Daredevil** was a lawyer, and the super-villains he faced had the same metatextual reflection of himself as the enemies of **Spider-Man** did for him. Villains like the **Kingpin**, the **Schemer**, and **Hammerhead** fit just as well, if not more, in **Daredevil** than in **Spider-Man**.

In the soap-opera department, the series starts off with a modified version of the romantic love-triangle that exists between **Matt**, **Foggy**, & **Karen**, but takes it in an entirely different direction: **Matt** could tell that **Karen** was falling for both himself and **Daredevil**, yet he also knew that **Foggy** was in love with **Karen**.

Karen knew it, too, and thought **Foggy** was a great guy, but she just wasn't attracted to him.

And then, in the midst of all this, **Karen** realized that **Matt was Daredevil**.

Once she knew, **Matt** could tell she knew. And it was a secret she couldn't keep from **Foggy**. And so **Matt** revealed his secret identity to his friends.

This changes the series in that now **Matt/Daredevil**, **Foggy** & **Karen** operate as a team out of their own law firm. Doesn't solve the romantic triangle, though.

Foggy and **Karen** are indispensable in **Matt**'s life.

There's also a setting this series that is seen from time-to-time: There is a secretive gang of criminals—some of whom might appear solo in other titles—who operate out of a strange **wax museum & costume shop**. This **museum & shop** will occasionally be seen, with different, seemingly unrelated villains appearing in it. One room of the wax museum is full of super-heroes and super-villains, and they all look real. The place is spooky and weird and is never really explained. It might pop up sometimes in other series—such as if **Spider-Man** loses his mask and breaks into a “costume shop” (*aha!*) to swipe another, or maybe in a **Millie the Model** story, where she and **Chili** go for Halloween costumes.

20 pages

Daredevil Villains & Guest-Stars

the Black Cat
Spider-Man
the Black Widow
Hawkeye

Electro

The Owl

Killgrave, the Purple Man

Mr. Fear & the Fellowship of Fear—the
Eel (from Human Torch) & Ox (from
the Enforcers)

Stilt-Man

The Organizer and his Ani-Men: Cat-Man,
Ape-Man, Frog-Man, & Bird-Man

the Ringmaster & the Circus of Crime—
Clown, Human Cannonball, Princess
Python, & the Great Gambonno
(Ernesto & Luigi)

Leap-Frog

Cobra & Mr. Hyde (along with Thor!)

The Maggia
Kingpin
Morgan
the Schemer
Hammerhead
Silvermane
Man Mountain Marko

The Masked Marauder

The Gladiator

Tri-Man (Tri-Android): The Mangler, the
Dancer, & the Brain

The Beetle

The Trapster (Paste Pot Pete)

the Jester

Dr. Doom (& the FF)

the Zodiac—Capricorn, Sagittarius,
Aquarius, Aries
the Zodiac Key (GS Nick Fury)

Lord Parnival Plunder (brother of Ka-Zar)
Ka-Zar & Zabu
the Plunderer

plus

Marvel's space-born super-hero!

CAPTAIN MARVEL

The **Kree Captain Mar-Vell** has taken the Earth name **Dr. Walter Lawson**

also featuring

Kree Colonel Yon-Rogg and the young medic, **Una**

and from Earth—

NASA Security Chief Carol Danvers, wealthy heiress and fashion designer **Janet van Dyne** and her assistant, **Hedy Wolfe**, and introducing... **Dr. Lawson's daughter**, **Cynthia!**

Hala, homeworld of the **Galactic Kree Empire**, was a racially rigid and militaristic place. The **Homeworld** was the seat of the **Supreme Intelligence**, a living computer—immortal & undying—that held all the collected knowledge of this ancient, star-faring race. The **Supreme Intelligence** ruled the **Kree** with absolute power.

On Earth, giant, mechanical humanoids known as **Sentries**—left on the planet at the dawn of Man by the **Kree**—had begun to activate,* signaling to the **Kree Homeworld** that the human race, the fascination of the **Kree** since its infancy, had matured to the point they were now usable to the **Kree Empire**.

[* One of them in an encounter with the **Fantastic Four**.]

Captain Mar-Vell, a white-skinned **Kree** from a strictly segregated world dominated by a blue-skinned people, arrived on Earth as part of an advance scouts prior to an all-out invasion.

The **Kree** mother-ship, holding hundreds of thousands of shock troops and support forces, waited for their assessment just out beyond the orbit of Mars...

Captain Mar-Vell was one of the **Kree Imperial Militia**. He was raised in a culture of war, but because of his skin color he always saw himself as an outsider in a world where those who were different were punished.

While on Earth, **Mar-Vell** “went native,” taking up the cause of the human race against the interests of his own people, the **Kree**.

For that, they set **Ronan the Accuser**,* upon him—with the charge of treason!

None of the **Kree** would stand against **Ronan**, but **Mar-Vell** dared, and they fought. **Captain Marvel** defeated the **Accuser** and escaped.

[* Imagine **Ronan the Accuser** as seen in the original *FF* #65, August, 1967, but as a **Kree** entity which could be called upon instantaneously from any point in the galaxy, or as a persona template-based entity which could be “reconstituted” by the **Kree** when and where needed.]

In order to hide among the humans of Earth from his own people, who now hunted him as a traitor, **Mar-Vell** killed and assumed the identity of university astrophysics professor **Dr. Walter Lawson**...

In some incredible cosmic coincidence, **Dr. Lawson** was a dead ringer for **Mar-Vell**. They could have been identical twins.

He took over **Lawson**'s palatial and ultra-modern abode, carved out of a mountainside. Moving two out-of-place “atoms” on the massive sculpture of the double-helix in the living area opened up a secret panel in the wall that revealed an advanced research laboratory that rivaled anything on **Hala**.

The **Kree Colonel Yon Rog**, one of the privileged blue-skinned **Kree**, had sworn to kill **Captain Mar-Vell** for his betrayal.

Kree medic **Una**, herself a white-skinned **Kree**, loved **Mar-Vell**. She had left the ship and come down the surface to warn him.

The **Kree Colonel Yon Rog** wanted **Mar-Vell** dead so that the lovely medic **Una** would finally be his... but it had to be done in a way so that no one—not even the **Imperial Minister**—would ever be able to hold him responsible...

Already stronger than the average human, **Captain Marvel** was able to fly by the power of his jet-belt. The shock-absorbency of his green and white battle suit protected him, converting the forces acting upon it into energy that he used to amplify his strength, giving him a kind of super-human strength and invulnerability while wearing it. The mechanism on the wrist of his green gloves unleashed the power of his uni-beam lens, freeing the full-force of ultra-concentrated light beams.

In order to breathe the air of Earth when he did not wear his helmet, **Mar-Vell** had to take a daily dosage of a potion that he kept in concentrated form in a small, thin cylinder in his belt. The potion needed to be diluted with water. Even his helmet had to be recharged in order to sustain him while he wore it.

The real **Dr. Lawson** worked with NASA. **Mar-Vell** struggled to assume **Lawson**'s identity and keep **Lawson**'s job. There at NASA, he worked with **Security Officer Carol Danvers**. Even though she was unaware that an alien humanoid had taken **Lawson**'s place, ever since the deception began, **Carol** had found herself strangely suspicious of him... while slowly growing more and more attracted to him, as well.*

[* **Carol Danvers** relationship with **Dr. Lawson** is the beginning of a journey for **Danvers** that will culminate in the origin of **Ms. Marvel**.]

But the **Dr. Lawson** identity got a shock when **Lawson's** daughter, **Cynthia**, returned from school for a vacation.

Mar-Vell had not known **Lawson** had a child.

At first, she was unable to tell that **Mar-Vell** was not her father. But by the time she learned the truth, she had already met **Captain Marvel**, and knew the sacrifice he had made to save Earth.

Cynthia's real father, while a brilliant astrophysicist whose work had brought him great wealth, was not a good man. He had treated **Cynthia** poorly after her mother died and sent her away to school so that he did not have to be concerned with her.

What convinced **Cynthia** that the man who called himself **Lawson** was not her real father was that the impostor treated her with kindness.

Initially, **Mar-Vell** had been debating whether or not he should kill **Lawson's** daughter in order to protect his own identity from being discovered. But it was she who discovered that **Lawson** and **Captain Marvel** were now one and the same, and he could not bring himself to take her life. He told the girl that her father had been taken by his superiors... and he did not know his fate.

Not knowing how or if her father died (and having been lied to about it) **Cynthia Lawson** began to accept the man **Mar-Vell**. She was willing to accept the fiction that he was **Walter Lawson** because she hated her father and she liked this man.

Through her friend **Hedy Wolfe**, **Cynthia** introduced her "father" to wealthy heiress & famed fashion designer **Janet van Dyne**. This leads to a meeting with **Rick Jones** and **Jim Wilson**.* They were more **Cynthia's** speed. But, for some strange reason, there was a spark between **Janet van Dyne** and 'Lawson.' They saw each other several times. **Mar-Vell** found himself very attracted to this lively, creative Earth woman. She seemed to accept him just as he was. Eventually, **Janet** met **Captain Marvel**. And immediately, she knew...

[* See also **MARVEL GIRL**, starring **Patsy Walker**!]

20 pages

Captain Marvel Villains & Guest-Stars

Kree	Sub-Mariner
Colonel Yon Rogg	Iron Man
Zarek	Hulk
Ronan the Accuser	the Inhumans
Supreme Intelligence	the Silver Surfer
Sentry 459	
Kree Lieutenant Tir-Zarr	the Organization
The Seeker	the Secret Empire
Zo	the Aakon
the Skrulls	Red Raven
Super-Skrull	
	THEM and Arnim Zola
the Metazoid	MODOK
Solam, the Photokinetic Monster	Gremlin
	Chemical Android
Galactus	
	the Manslayer
the Z'Nox	
	Egghead
the Terrible Tinkerer & the Brotherhood of the Badoon	the Mad Thinker
Kurrigo, from Planet X	Mandroid
the Space Phantom	Megaton
the Changeling & Xorak, the Outcast	Madam Synn & Dr. Mynde
	Quasimodo
	Cyberex

and

The New AVENGERS

starring

Captain America, Hawkeye, Black Widow, Wolverine, & Spider-Woman!

Captain America, the legendary US **Super-soldier** of World War Two, thought to have died at the end of the war, had been found alive by the **Avengers***, existing in a state of suspended animation since 1946, until they revived him and brought him back into the modern world.

[* See the mighty **Avengers** starring in **MARVEL COMICS**.]

Now a man out of time, **Captain America** was working to find his place in this brave new world.

At the same time **Captain America** was working with both the **Avengers** and his partners, the **Falcon** and **Agent 13**,* he decided to take on the responsibility for training four young super-heroes, each of whom came from uncertain backgrounds and were trying to turn their lives around or trying to discover who they were:

[* See **TALES of SUSPENSE** starring **Captain America & the Falcon**.]

Hawkeye was a young archery prodigy being trained in combat by the **Swordsman**. **Hawkeye** and the **Swordsman** had been working with the **Ringmaster** and his **Circus of Crime**. After parting ways with his old partners in that criminal enterprise, **Hawkeye** crossed paths with the **Black Widow**, and the two began a romantic relationship. After he began trying to turn his life around, **Iron Man** recommended **Hawkeye** to **Captain America** for training and guidance.

The **Black Widow** had come to America as a Russian Agent to destroy **Tony Stark**. But she came here and realized she could not do what she was ordered. She sought political asylum, and was recruited by **Colonel Nick Fury, Director of SHIELD**, to use her abilities to work for him.* Like **Hawkeye**, once she had shown she wanted to turn her life around, she was recommended to **Captain America** for the team.

[* See more of **Black Widow** featured in **TALES of SUSPENSE**.]

The **Black Widow** was only a couple of years older than **Hawkeye**, and **Hawkeye** was still quite young (at 19), and immature in a lot of ways. Even though he tried to play it off, he'd never gotten over his feelings for **Natasha**.

Wolverine was a 15 year-old mutant from Canada who had recently come to the US to join the **X-Men**. He was referred by **Professor Charles Xavier** of the **School for Gifted Students** for additional training.*

[* See **Wolverine** in **SAVAGE TALES** and **UNCANNY TALES** starring the **X-Men**.]

And **Spider-Woman** was a powerful creation of the **High Evolutionary**, kidnapped and raised by **HYDRA**, who had once been a young woman going to college and preparing for a career—until she found out that the life she was living was a lie deliberately manufactured and implanted in her memories. She was a genetically modified human, given the powers of a spider, including incredible strength, the ability to walk on walls, amazing speed and quick reflexes, and the ability to exude powerful pheromones that could influence men to her will. She was a young woman, but she felt like a monster.*

[* See more of the **Sensational Spider-Woman** featured in **UNCANNY TALES**.]

Wolverine felt very protective over **Jessica**, even though he never explained or talked about his feelings. **Logan**, a young teenager, went out of his way to be a tough guy, repressing his emotions. But, as one who had no memory of his past or how he was able to have a skeleton fitted with indestructible **Adamantium**,* he felt a deep kinship with **Jessica**, a young woman whose every memory of growing up in a happy family was a lie. As a result, **Wolverine** overreacted when he thought anyone was being too hard on **Jessica** or putting her down, and he reacted defensively if anyone implied he might have feelings for her.

[* One of the same alloys, along with **Vibranium** (from **Black Panther's Wakanda**), found in **Captain America's** shield.]

Like all of them, **Steve Rogers** was still trying to find his place in this modern world. He had lost the entire world he knew. But he understood what his young teammates were going through, and he had seen men turn their lives around... and in the same way he trained men to fight fascism, he would make a team out of **Black Widow**, **Hawkeye**, **Wolverine**, & **Spider-Woman** and teach them how to use their powers and work together. He was teaching them self-respect, dignity, and discipline. He was molding them into heroes.

At first, neither **Hawkeye** nor **Wolverine** were really willing to trust **Captain America's** leadership. They both believed that—as a man born sometime around 1920—he was too old to still have the ability to lead them.

And **Captain America** accepted that challenge, with the quiet self-confidence that he was up to the task and knew what he was doing.

Slowly over time, **Cap** proved himself to both of them, time and again he proves the wisdom of his tactics and methods. And every time they challenged him, his way always showed itself in the end.

Then there came a time, a different time with each of them, when they finally arrived at an understanding, and he earned their solid respect and loyalty. And with this, **Steve Rogers** settled into life in the Twenty-first Century.

20 pages

New Avengers Villains & Guest-Stars

Watcher	The Young Champions
Kang	Son of Satan
Moondragon	Monstroid Kryllk
Tomorrow Man	Llyra
Grey Gargoyle	Tiger Shark
THEM (formerly AIM)	The Aquanoids
Mole Man & the Moloids	Infinitus, the Reincarnated Man
Kala—Queen of the Netherworld	the Leader & Kurrgo
Midas	the Blood Brothers
Blastaar	the Lava Men
the Savage Land	Cornelius van Lunt
Ka-Zar, Zabu, and Shanna	a wealthy land-owner and political power
Swamp-Savages	out for no one but himself
the Ringmaster & the Circus of Crime— Clown, Human Cannonball, Princess Python, & the Great Gambonnos (Ernesto & Luigi)	Kid Colt, Outlaw Red Wolf & the Two-Gun Kid Firestar