



MARVEL
COMICS
GROUP

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IND. AUG

THE AVENGERS



TM



MAYHEM
OVER
MANHATTAN!

Telegram-Marvel comics
(Avengers)

THE MIGHTY AVENGERS!™

NEVER HAVE THE FORTUNES OF THE AVENGERS BEEN AT LOWER EBB! CAPTURED BY A QUARTET OF THEIR MOST DEADLY FOES, UNDER THE LEADERSHIP OF THE MYSTERIOUS CRIMSON COWL, OUR AWESOME ASSEMBLERS FACE A GRISLY FATE... A FATE THAT MAY ONLY BE PREVENTED BY...

"MAYHEM" OVER MANHATTAN!

SCOUT SHIP ONE TO CRIMSON COWL!

WE ARE NOW BLASTING OFF FROM TOP OF TONY STARK'S MANSION... WITH MISSION ACCOMPLISHED!

THE AVENGERS ARE OURS!!

VROOOOSH!

STAN LEE, EDITOR | ROY THOMAS, WRITER | JOHN BUSCEMA, ARTIST

INKED BY GEORGE KLEIN
LETTERED BY SAM ROSEN

WITH A LILTIN' LINEUP LIKE THAT, PILGRIM, YOU KNOW YOU'VE GOT ANOTHER MARVEL MASTERWORK ON YOUR HANDS!

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THE AVENGERS... I'VE GOT TO ADMIT, I DOUBTED WE COULD PULL IT OFF!

BUT WE DID, WHIRLWIND... THANKS TO THE CRIMSON COWL'S OBTAINING THE FLOOR PLAN OF AVENGERS HQ!

NOW, STOW IT... WHILE I RADIO THE COWL FOR INSTRUCTIONS!

HOW'RE OUR TRUSSED-UP TITANS DOING, KLAW?

THEY'RE JUST AS WE LEFT THEM...

...UNCONSCIOUS, AND IMPRISONED... SHOULD THEY AWAKEN... BY DEATH-DEALING LASERS!

IT'S ALMOST TOO GOOD TO BELIEVE... THAT, OF ALL THOSE WHO HAVE TRIED TO CONQUER THE AVENGERS, WE ALONE HAVE SUCCEEDED!

OKAY, SO MUCH FOR OUR THREE ROVER BOYS IN THERE!

BUT, WHY'VE YOU GOT THE WASP COOPED UP IN THAT SEPARATE CONTAINER?

SHE AMUSES ME, MY RADIOACTIVE FRIEND!

I MAY TAKE HER BACK TO MY HEAD-QUARTERS IN AFRICA... AS A PET!

GLOAT WHILE YOU CAN, YOU FIENDISH FREAKS!

NOBODY'S EVER COUNTED THE AVENGERS OUT YET... AND NEITHER WILL YOU!



PETE DUNCAN—"DROPOUT"

"WHEN I TURNED 16, I WANTED TO REALLY START LIVING..."

FREE AT LAST!

NO MORE SCHOOL FOR ME. MY NEW JOB PAYS \$60 A WEEK. AND I'M BUYING A CAR WITH MY OWN MONEY!



"A REAL BALL—FOR 6 MONTHS, THEN..."

BUSINESS IS BAD, PETE. WE'VE GOT TO LAY YOU OFF.

BUT HOW WILL I KEEP UP PAYMENTS ON MY CAR?



"I DRIFTED FROM JOB TO JOB, AND ALWAYS THE SAME STORY..."

I HATE TO LET A GOOD MAN GO, PETE. DO YOU KNOW ANY BUSINESS MATH?

WHAT CAN I SAY? I QUIT SCHOOL BEFORE WE STUDIED BUSINESS MATH!



"A YEAR AFTER QUITTING SCHOOL, I WAS OUT OF A JOB, FOR THE THIRD TIME."

PETE! YOU LOOKING FOR A JOB HERE, TOO?

BOB SHOLL! YEAH! I FIGURE I'VE GOT THE EXPERIENCE!



"BUT BOB'S DIPLOMA HELPED HIM CATCH THE JOB I WANTED."

MY OLD CLASSMATES NOT ONLY GET THE BETTER JOBS, THEY'RE PAID MORE MONEY TO START.



"I FINALLY GOT A JOB. \$60 A WEEK. BUT I HAD TO SELL MY CAR!"

I QUIT SCHOOL TO MAKE \$60 A WEEK! I HAVEN'T HAD A RAISE IN TWO YEARS!



"THEN, AT LAST, MY LUCK SEEMED TO TURN..."

HELEN, YOU'RE THE BEST THING THAT'S HAPPENED TO ME IN YEARS!



"HELEN AND I WERE MARRIED. A YEAR LATER, OUR FIRST CHILD WAS BORN. WE COULDN'T HAVE BEEN HAPPIER UNTIL, ONE DAY AT THE PLANT..."

HEARD THE NEWS, PETE? THEY'RE GOING TO START LAYING OFF MEN NEXT WEEK!



"WITH A WIFE AND FAMILY TO CONSIDER, I COULD NO LONGER AFFORD TO BE LAID OFF..."

WHAT'RE YOU DOING, PETE?

CLIPPING AN I.C.S. COUPON, HELEN. I CAN EARN MY I.C.S. HIGH SCHOOL DIPLOMA IN MY SPARE TIME!



"AT LAST! THE BIG DAY..."

MY I.C.S. HIGH SCHOOL DIPLOMA! GOOD-BYE LAYOFFS! NOBODY CAN STOP ME NOW!

I'M SO PROUD OF YOU, PETE!



"WHAT A DIFFERENCE THAT I.C.S. DIPLOMA MADE AT MY NEXT JOB INTERVIEW..."

THE JOB'S YOURS, PETE, STARTING AT \$105 A WEEK... AND IT'S A JOB WITH A FUTURE!

GREAT! WAIT'LL I TELL HELEN!



MY NEXT STEP IS TO TAKE SOME I.C.S. COLLEGE-LEVEL ENGINEERING COURSES—THE SKY'S THE LIMIT!

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Address _____

City _____ State _____ Zip Code _____

Occupation _____ Employed by _____ Working Hours _____ A.M. to _____ P.M.

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Pete Duncan is fictional. His story is a composite from the files of I.C.S.

...BENEATH
THE CRUMBLING
RUBBLE OF A
LONG-DEMOLISHED
TENEMENT?

THEN, EVEN AS THE TREACHEROUS
KLAW SPEAKS, THE RUINS
BELOW THE HOVERING AIRSHIP
SEEM TO PART, AS THE VESSEL
DESCENDS INTO THE YAWNING
BLACKNESS BEYOND...

...WHERE, MOMENTS
LATER, TWIN FIGURES
EMERGE INTO THE
ARTIFICIAL LIGHT OF
AN EERIE UNDER-
GROUND HANGAR...

TELL THE
COWL THAT
I'LL ESCORT
OUR CAPTIVES
TO HIM
PERSONALLY,
ON OUR MOBILE
PLATFORMS!

I DON'T WANT TO
CHANCE ANYTHING
GOING WRONG
NOW!

IN OTHER WORDS,
YOU WANT TO HOG
ALL THE CREDIT
YOU CAN!

STILL, I'LL LET IT
PASS... BECAUSE
WE'VE GOT MORE
IMPORTANT
THINGS TO
CONCERN US!

SO, MELTER... YOU'VE RETURNED,
BUT A FULL FIVE MINUTES BEHIND
MY CAREFULLY CALCULATED
SCHEDULE!

WHAT EXCUSE
HAVE YOU FOR
SUCH AN
INTERMINABLE
DELAY?

YOU CAN'T EXACTLY CAPTURE
THE AVENGERS JUST BY
SCATTERING AROUND SOME
FLYPAPER, COWL!

ANYWAY, THE
KLAW'S BRINGING
THEM HERE ON
THE DOUBLE!

I DON'T GET
IT! HOW'D HE KNOW
IT WAS ME... WITH-
OUT TURNING
AROUND?

AND, WHY DOES
HE STILL WEAR THAT
CRAZY GET-UP...
WHEN WE ALL KNOW
WHO HE IS?

FOR THE NONCE, HOWEVER, WE'LL HAVE TO LEAVE THE MYSTERIOUS MELTER TO HIS UNSPOKEN MUSINGS... AS, SPEEDILY APPROACHING ON A SUBTERRANEAN RAMP...

THIS PRISON-ON-WHEELS WILL CARRY ME TO THE CRIMSON COWL IN MERE SECONDS!

THEN, THE AVENGERS WILL BE DISPOSED OF... FOR ALL TIME!



IN THAT CASE, I GUESS I'D BETTER ACT NOW...

...OR FOREVER HOLD MY PEACE!

SKRAK!



GOLIATH IS AWAKE... GROWING HUGE! BUT HOW...??

THOSE CLAMPS PROVIDED ELECTRICAL SHOCKS, THAT SHOULD HAVE KEPT YOU UNCONSCIOUS...!

THAT JUST GOES TO SHOW HOW LITTLE YOU KNOW ABOUT THE CELLULAR STRUCTURE OF US POTENTIAL GIANTS, PAL!

MY SPECIALLY-CONDITIONED CELLS WOULD TAKE A LOT MORE VOLTAGE THAN YOUR CLAMPS DISHED OUT!

==MMMFF!==

AND NOW, WITHOUT FURTHER ADO...!



AS YOU WERE SAYING, MY BELLIGERENT BEHEMOTH?

GAS... SHOT AT ME FROM BEHIND!

CAN'T... FIGHT BACK! GETTING... DROWSY...!

WOOSH!

HAH! FILL YOUR OVERSIZED LUNGS WITH THAT, FOOL!

ALL THAT WILL HAPPEN IS THAT YOU PASS OUT EVEN MORE QUICKLY THAN A NORMAL MAN!

...WHILE I DUCK BENEATH THE LIGHTER-THAN-AIR FUMES!



BUT, THE NEXT INSTANT,
AS GOLIATH FALLS,
KLAW'S BRAVADO
VANISHES...

DOLT!
YOU OVER-
BEARING
SIMPLE-
TON!

YOU CALL YOUR-
SELF ONE OF
THE MASTERS
OF EVIL... BUT
YOU CAN'T BE
TRUSTED ON AN
ERRAND A CHILD
COULD PERFORM!

WHAT?
YOU
DARE...?

NO ONE SPEAKS THUS
TO THE SULTAN OF
SOUND, COWL!

YOU HAVE INSULTED
ME, AND FOR THAT
YOU MUST PAY...
AND PAY DEARLY!

IN FACT, NOTHING
LESS WILL
SATISFY ME...
THAN YOUR VERY
LIFE!

THEN, FROM THE
DREAD SONIC
CLAW COMES A
MIGHTY BLAST
WHICH TRULY
BEGGARS DES-
CRPTION...

WAVE UPON WAVE
OF MIND-SHATTERING
SOUND BATHES THE
CRIMSON-CLAD
FIGURE BEFORE HIM...

AND
YET...

IT ISN'T
POSSIBLE!

AT THIS RANGE, THAT SONIC
BURST WOULD HAVE DESTROYED
THE THING HIMSELF!

BUT, YOU'RE STILL
STANDING...
UNHARMED!

WHICH IS
MORE THAN
ANYONE SHALL
SAY FOR
YOU, KLAW...

... ONCE MY LETHALLY-
SET GAS GUN DIS-
CHARGES ITS DEADLY
FUMES AT YOU!

NO, COWL... NO!!
I'VE SERVED YOU
FAITHFULLY!

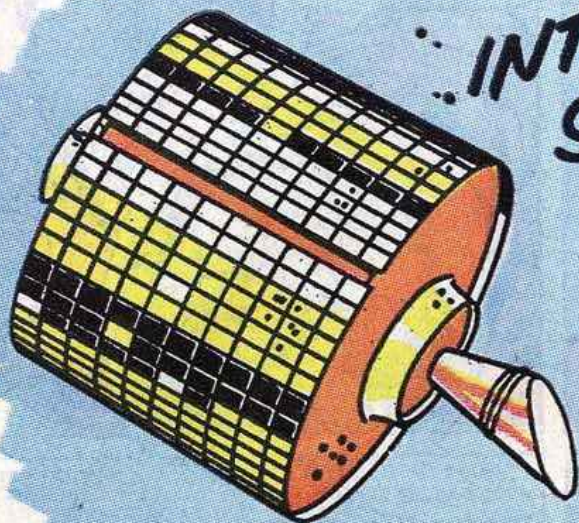
I WON'T LOSE MY
TEMPER A SECOND
TIME! I BEG OF
YOU...!

IT PLEASES ME TO
SEE YOU GROVEL
THUS, RASH ONE...

...FOR REASONS
YOU CAN SCARCELY
SUSPECT!

RISE!
BUT, FROM
THIS DAY
FORTH, NEVER
FORGET WHO
IS THE TRUE
MASTER OF
ALL THAT IS
EVIL!

I... I
WON'T
COWL! I
SWEAR
IT!

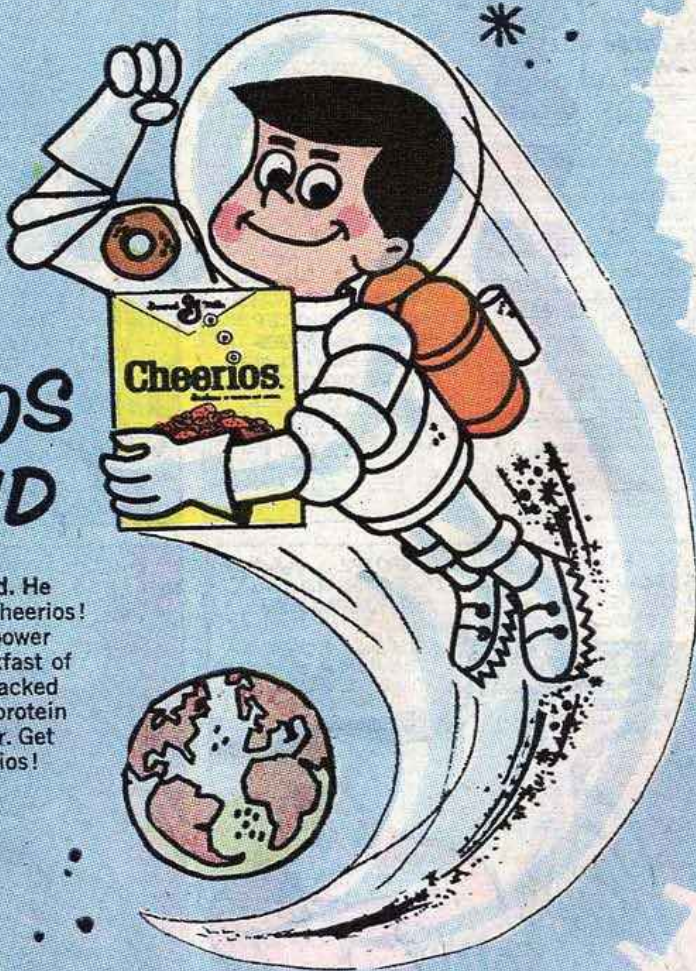


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CHEERIOS KID

This is the Cheerios Kid. He gets *his* energy from Cheerios! Like you he needs go-power every day. And a breakfast of Cheerios with milk is packed with muscle-building protein and energy for go-power. Get yourself Go. Get Cheerios!



NEXT, AS THE OTHER COSTUMED MALEVOLENTS FILE IN, FOR THE FIRST TIME, THE MYSTERIOUS COWLED FIGURE REVEALS HIS FULL PLAN FOR THE FATE OF THE CAPTIVE AVENGERS...



YOU SEE BEFORE YOU, GENTLEMEN, A NEW TYPE OF **HYDROGEN BOMB**... IN WHICH OUR GUESTS SHALL BE A MOST RELUCTANT **CARGO!**

SOON, OUR UNIQUE **HOVERCRAFT** SHALL SUSPEND ABOVE ITS **GROUND ZERO... THE EMPIRE STATE BUILDING...**

SOUNDS GREAT ON THE **FACE** OF IT, COWL!

TRUE! AFTER ALL, WITH US, **REVENGE** COMES FIRST... THEN **POWER!**

...AND PLAY A MOST AMUSING GAME OF **NUCLEAR BLACK-MAIL!**

BUT, WHAT IF THE **AUTHORITIES** DECIDE TO **PLAY BALL** WITH US?



IN THAT EVENT, WE SHALL SIMPLY DISPOSE OF THE BOMB **ELSEWHERE!**

THE AVENGERS SHALL BE **SCARCELY LESS DEAD...** BECAUSE WE DROP THEM OVER THE **DEEPEST PART OF THE ATLANTIC!**

YOU SOLD ME, **LEADER-MAN!**

DEAL THE **MELTER** IN!

AND THE **RADIO-ACTIVE MAN!**

THEN, LET US **BEGIN!**



THUS, AS THE CLOCK TICKS OFF THE FATEFUL SECONDS...

EASY THERE, **WINDY!**

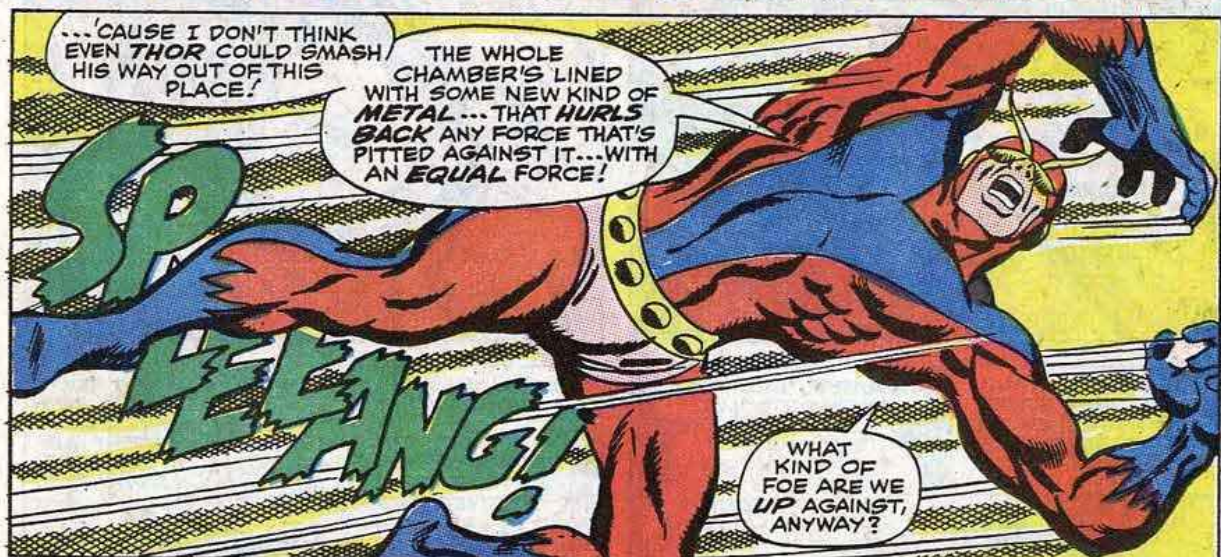
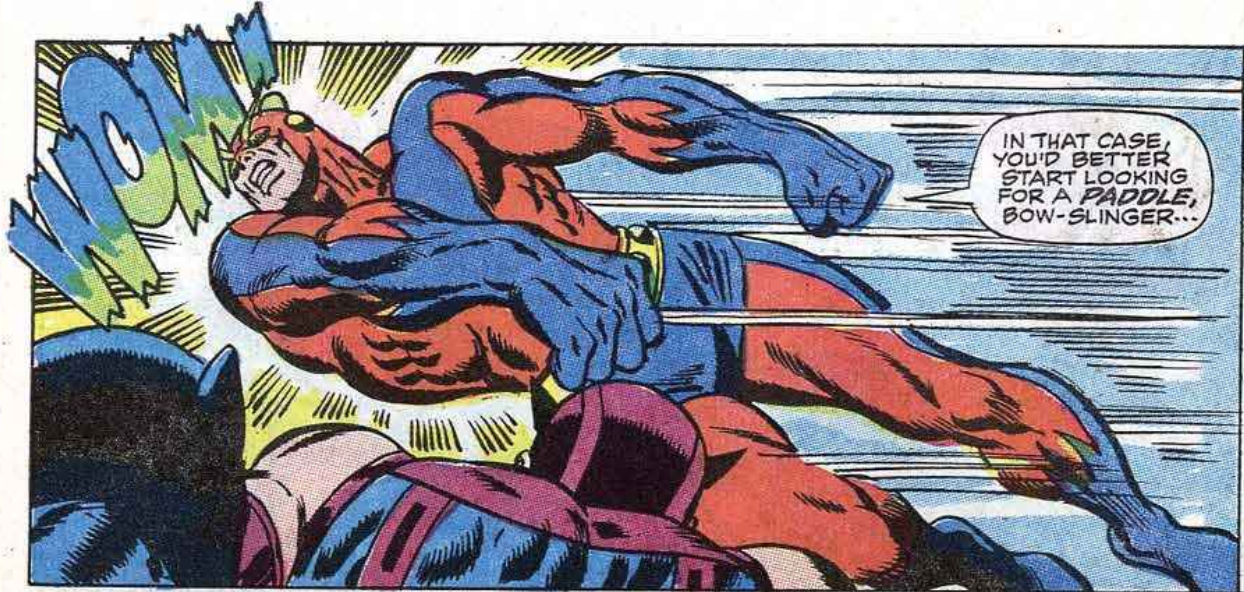
I NEED NO **ADVICE** FROM YOU, **MELTER!**

SILENCE, ALL OF YOU!

I DESIRE TO **CONTEMPLATE** THIS MOMENT... FOR REASONS OF MY OWN!

LOWER AWAY, WHIRLWIND... BUT **SLOWLY, SLOWLY...**





CONTINUED AFTER NEXT PAGE

BASEBALL FANS ARE CRAZY

about this true-to-life
BASEBALL GAME

• PITCHING • HITTING • FIELDING
• RUNNING • MANAGING

Easy to play, real thrilling, exciting baseball with **STRAT-O-MATIC**. 400 big league players perform according to their actual abilities and your managerial decisions.

You, the manager, not only decide line-ups, insert pinch-hitters, pinch-runners, and relief pitchers, play your infield "in or deep," and make defensive changes at any time, but also call for the sacrifice, steal, hit-and-run, and squeeze-play. All strategy moves are possible with **STRAT-O-MATIC**.

You have real control over all 400 major league players — who actually hit, pitch, field, and run according to their baseball abilities.

Each player has truly individual qualities. He slumps and goes into hot streaks, performs heroics and commits errors. With **STRAT-O-MATIC** all qualities of a ballplayer are realistic.

**If you like baseball, you'll
love to play STRAT-O-MATIC**

Get the entire story. Mail coupon for a colorful **FREE BROCHURE** containing complete information and **FREE SAMPLES** today! Offer limited. Don't delay. Write today while supply lasts!



FANS RAVE

Here are just a few of the hundreds of letters we receive every week, from baseball fans aged 8 to 80, from coast to coast!

STRAT-O-MATIC BASEBALL is the best baseball game I ever have had. Kids swamp over the back porch to play this game! Boy, it is a lot of fun! Thank you for making such a wonderful game. —*P. C., Attleboro, Mass.*

Just like real baseball. It is fun to play.

—*G. V., Cincinnati, O.*
As close to realism as one can get and therefore far more superior to other competing baseball games.
—*F. T., Manila, P.I.*

Although it's fantastically realistic, it's also very simple to play. —*A. F., Los Angeles, Calif.*

I'm one hundred percent satisfied with it. The game provides hours of fun for me and my friends. It's very realistic, and true to life.

—*C. H., Lanett, Ala.*
The best baseball game. It is realistic and yet not too difficult to play.

—*P. M., Port Huron, Mich.*
Thank you for creating such an exciting yet realistic game and putting a shine to what might have been a boring summer.

—*N. S., Los Angeles, Calif.*
Boys are waiting in line to play the game!

—*A. H., Chicago, Ill.*
It has given me more pleasure than any other game.

—*S. E., Rossville, Ind.*
The most exciting and fun game ever.

—*L. S., Boston, Mass.*
It is so stupendous, words can't explain.

—*J. R., Brooklyn, N. Y.*
Best on the market. —*J. E., Miami, Fla.*

Has given me more enjoyment than I have ever had from any one thing in my entire life. It's worth its weight in gold. As I love baseball, this game gives me something enjoyable to do during the off seasons as well as during the season.

—*S. C., Temple City, Calif.*

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• Name _____
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**MAIL
COUPON NOW
FOR FREE
Sample Offer!**

...AND YET, I CAN ALSO SEE THE **CRIMSON COWL**... AS IF HE AND JARVIS AREN'T ONE AND THE SAME!

PRECISELY, MY JUNGLE-BRED FRIEND!

COME, JARVIS... IT'S TIME TO END THIS CHARADE!

I OBEY, MASTER!

BUT, COWL... IF YOU'RE NOT THAT TURNCOAT BUTLER...

THEN YOU DECEIVED YOUR ALLIES, AS WELL AS THE AVENGERS!

WHY??

BECAUSE IT SERVED MY PURPOSES... AND, MORE IMPORTANTLY, BECAUSE IT AMUSED ME TO DO SO!

BUT THEN... WHO ARE YOU...?

THAT YOU SHALL KNOW... AFTER I BREAK MY HYPNOTIC SPELL OVER JARVIS!

AWAKEN, FOOL... AND REMEMBER WHAT HAS BEFALLEN YOU!

YES... I... I REMEMBER...!

I... REMEMBER PUTTING ON SCARLET ROBES... PRETENDING IT WAS I WHO WAS TRULY THE **CRIMSON COWL!**

THEN, I UNMASKED THE SEATED COWLED FIGURE... TO REVEAL IT WAS MERELY A **ROBOT!**

VERY GOOD! RECALL, ALSO, HOW YOU HELPED ME **CAPTURE THE AVENGERS!**

I... I TURNED OVER THE PLANS OF AVENGERS HQ TO YOU...!

TRUE... AND THUS, IN A SENSE, IT IS YOU WHO WILL BE THE REAL MURDERER... WHEN I DESTROY THEM!

DESTROY? NO... NO... YOU CAN'T...!

I ONLY GAVE YOU THE PLANS... BECAUSE I THOUGHT THE AVENGERS WOULD STILL TRIUMPH!

I DIDN'T MEAN FOR THEM... TO DIE!!

PAH! DO YOU THINK YOUR PUNY CONCERNS MATTER TO SUCH AS I?

PLEASE... KILL ME IF YOU MUST... BUT SPARE THE AVENGERS!

YOU MUST LET THEM LIVE... IN THE NAME OF ALL THAT IS HUMAN!

HUMAN, DOLT? DID YOU SAY HUMAN?

WHAT MAKES YOU THINK THAT I AM HUMAN??

E GASP! IT'S... THE ROBOT!

THE REAL CRIMSON COWL... WAS THE ROBOT, ALL ALONG!



AND, PERHAPS FOR ONCE IN HIS NEFARIOUS LIFE, THE MALEVOLENT MELTER BELIEVES THAT HE SPEAKS THE **TRUTH**...



YET, EVEN AS HIS CLOAKED FORM VANISHES FROM SIGHT, A HUMAN HAND CLAWS THE NIGHT AIR...



...AND WHAT SEEMS A BREATHLESS ETERNITY LATER, A BADLY BRUISED AND BATTERED FORM STRUGGLES PAINFULLY TO HIS FEET...



...AS A STRANGLED CRY ESCAPES FROM PARCHED LIPS...



I'M... ALIVE...
ALIVE!!

STILL, THOSE FALLING BRICKS MUST HAVE **BROKEN** ... SOMETHING INSIDE ME!



EACH STEP... EACH FALTERING MOVEMENT... RACKS MY BODY WITH UNBELIEVABLE PAIN!

CAN'T LET THAT STOP ME, THOUGH... NOT WHILE THERE'S SOMETHING... I MUST DO...!

MY LIFE... AFTER WHAT I'VE DONE... MEANS NOTHING!



BUT, MUST SAVE THE AVENGERS... SOMEHOW...!

HELP ME... PLEASE...

HELP HIM? COME ON, LOUISE!

IT'S JUST ANOTHER BUM... LOOKING FOR A HANDOUT!

IF YOU WEREN'T SO CHEAP, HAROLD... WE'D HAVE AVOIDED THIS, BY TAKING A CAB!

GOT TO FACE IT... NOBODY'S GOING TO HELP ME!



MY ONLY CHANCE... IS TO GO IT ALONE!

THUS, HIS MIND FIGHTING OFF THE DREGS OF DESPAIR, THE WOUNDED MAN STUMBLES ON... TOWARDS A CERTAIN DIMLY-REMEMBERED GOAL...

...UNTIL, AN UNTOLD
TIME LATER...



CAN'T GO...
ANY
FURTHER!

I'VE FAILED
... FAILED THE
ONE TIME... IT
COUNTED
MOST!

DON'T
BE TOO
SURE
YOU'VE
FAILED,
JARVIS!

WHAT...?
WHO??

THEN, AS THE GASPING BUTLER
LOOKS UP THRU FEAR-FILLED
EYES...

IT'S...
ONE OF
THEM...!

THE
MASTERS
OF EVIL!!



WAIT, JARVIS! I'M THE **BLACK
KNIGHT**... BUT I'M ON YOUR
SIDE!*

YOU DIDN'T NOTICE THAT
YOU WERE PRACTICALLY
ON TOP OF THE AVENGERS
MANSION!

QUICK
...TELL
ME, MAN
...WHERE
ARE THEY?

I'VE...NO
CHOICE...
MUST TRUST
YOU...!



TAKE ME
INSIDE...
MUST LIE
DOWN!

*AS HE AMPLY DEMONSTRATED IN LAST
ISH'S COMBAT-LADEN CLASSIC!... SMILEY.

AND SOON, AS JARVIS
FINISHES HIS TALE OF
TREACHERY... AND
OF CONSCIENCE...

THEN, THE AVENGERS
ARE CAPTIVES...
INSIDE AN H-BOMB?

SURELY, BY NOW,
IT MUST BE
AIRBORNE...!



YOU'VE
GOT TO
STOP
THEM,
MASKED
MAN...

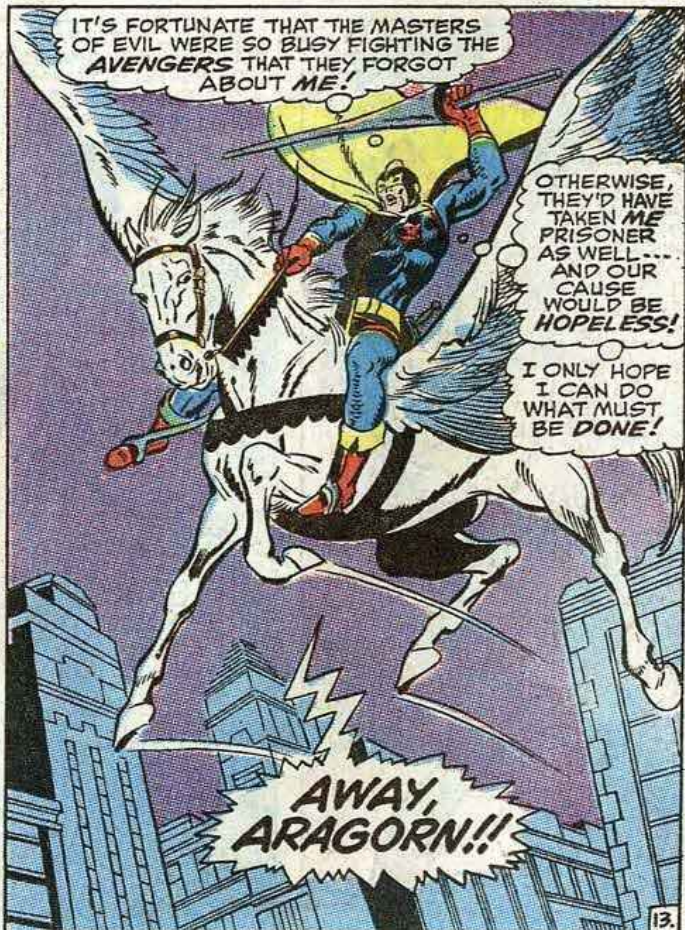
YOU MUST SAVE
THE AVENGERS...
AND THE CITY!

I WILL,
MY FRIEND...
OR DIE
TRYING!

IT'S FORTUNATE THAT THE MASTERS
OF EVIL WERE SO BUSY FIGHTING THE
AVENGERS THAT THEY FORGOT
ABOUT ME!

OTHERWISE,
THEY'D HAVE
TAKEN ME
PRISONER
AS WELL...
AND OUR
CAUSE
WOULD BE
HOPELESS!

I ONLY HOPE
I CAN DO
WHAT MUST
BE DONE!



AWAY,
ARAGORN!!



THAT STRANGE AIRSHIP IN THE CLOUDS BELOW... MUST BE THE ONE I SEEK!

NOW, MY ATTACK MUST BE **SUPPEN... UNEXPECTED!**



DOWN, ARAGORN!

THE **EMPIRE STATE BUILDING** IS DIRECTLY BELOW. **MELTER!**

GOOD! SET THE SHIP TO HOVER!

NEXT, WE'LL CUT INTO ALL **COMMERCIAL TV!**

IF OUR TERMS AREN'T MET AT ONCE, **NEW YORK IS THRU!**



BUT, THE **LATE, LATE SHOW** IS NOT DESTINED TO BE INTERRUPTED THIS EVENING! FOR, AT THAT MOMENT---

WHAT IN THE NAME OF...?

SOME KIND OF **LIGHT BEAM... BLASTING THRU THE HULL!**



LIGHT BEAM? THEN, OUR ATTACKER MUST BE... THE **BLACK KNIGHT!**

HAH! I WAS RIGHT!

BUT, NOW HE'S HAD IT... I MELTED THE **CEILING** OUT FROM BENEATH HIM!



I COULDN'T REMAIN SAFE OUTSIDE ON **ARAGORN...** NOT WHILE SO MANY **LIVES** ARE AT STAKE!

YET, NOW THAT I'M INSIDE... I MUST ACT **FAST!**

ONLY HOPE THAT **METAL CYLINDER** OVER THERE IS WHAT I SUSPECT!

THE ONLY ONES WHO'VE HAD IT, **MELTER...**



...ARE YOU AND YOUR **COSTUMED CRONIES!**

KWAH!

HIS **LASER BEAM** HIT THE **BOMB!** HE'LL FREE THE **AVENGERS!**



THE NEXT INSTANT, ALMOST AS THE MELTER SPEAKS...

LOOK OUT, AVENGERS! KLAU'S AIMING HIS SONIC BLASTER THIS W...

UNNNH!

OOOFF!
SORRY
ABOUT THAT,
MAN-MOUNTAIN!

LUCKILY, I
MANAGED TO EVADE
THE BURST!

BUT, WHERE IS THEIR
LEADER...THE AUTOMATON
CALLED ULTRON-5?

AND, JUST IN
CASE SOME-
BODY OUT
THERE IS
KEEPING
SCORE...

CAN'T THOSE
BLUNDERING
HIRELINGS OF
MINE DO ANY-
THING RIGHT?

I RETIRED TO A
SECOND HIDEAWAY,
FROM WHICH TO BROAD-
CAST MY ULTIMATUM
TO THE CITY!

NOW, THOSE BUMBLERS
HAVE PLACED MY ENTIRE
SCHEME IN JEOPARDY!

TO TELL THE TRUTH, HOWEVER, WE'RE NOT QUITE CERTAIN THAT THE AVENGERS SHARE OUR METAL MASTERMINDS ESTIMATES...

THE SINISTER WHIRLWIND
IS FASTER THAN EVEN I
HAD SUSPECTED!

ONLY MY PANTHER-
LIKE REFLEXES
ENABLED ME TO
LEAP TO SAFETY!

DID YOU SAY
TO SAFETY,
YOU INFERNAL
JUMPING-
JACK?

NOT WHILE THE
MELTER'S GUN
IS SET TO DISSOLVE
--- HUMAN
FLESH!



LET'S NOT
GET GRUE-
SOME ABOUT
IT, CHARLIE!

BY THE WAY, THIS
BOW AND ARROW
ARE WHAT THE WELL-
BRED ARCHER IS
IMPROVISING
THIS YEAR!

A PISTON...
A CROWBAR...
A HUNK'A WIRE...
AND IT'S INSTANT
ROBIN HOOD!

NO, DON'T
TRY TO
TALK...
I KNOW
YOU'RE
ALL
CHOKED
UP!



KEEP 'EM **BUSY**, TWO-TON, WHILE I WHIP UP A FEW MORE DO-IT-YOURSELF **ARROWS!**

AND, WHILE YOU'RE AT IT, HOWABOUT GIVIN' THOSE OVER-SIZED **LUNGS** OF YOURS A WORKOUT?

I THINK I GET YOUR **MEANING**, BOW-SLINGER!

AVENGERS ASSEMBLE!

THAT'S ONE **BATTLE CRY** I CAN'T JOIN IN!

BUT, I'LL TRY TO MAKE MYSELF USEFUL IN MORE **PRACTICAL** WAYS!

ZZAK!

NICE **STOP** THERE, GOLIATH!

YOU EVER THINK OF **SIGNING** UP WITH THE **METS?**



TO TELL THE TRUTH, **BLACK KNIGHT**, I KEEP PRETTY **BUSY** IN THIS LEAGUE!

BUT, LET'S SEE WHAT OUR **RADIOACTIVE** FRIEND THINKS OF THE IDEA--!

SLAM!



WELL, WADDAYA KNOW! FOR ONCE, HE ACTUALLY SEEMS **SPEECHLESS!**

AND, THIS **LEAD-LINED** PANELING WILL SEE THAT HE **STAYS** THAT WAY!

WAIT... THAT **HUMMING...**!



...IS THE SOUND OF YOUR **DEATH**, GIANT... BY **SONIC BLAST!**

DON'T JUST TALK ABOUT **KILLING** HIM, YOU FOOL!

GET HIM... BEFORE HE CAN **SHRINK** OUT OF SIGHT!

Y'KNOW, THE TROUBLE WITH YOU DO-BADDERS IS, YOU ONLY THINK OF ONE THING AT A TIME!

YOU FORGOT THAT HANK HAS FRIENDS IN HIGH PLACES...

...IF YOU DON'T MIND A PUN!



WAK!

AAAGGHH!

BUT, EVEN AS THE SPEEDING SUPER-VILLAIN HEADS BACK FOR THE RELATIVE SECURITY OF BEING JANET VAN DYNE'S CHAUFFEUR...

WE'LL CATCH UP TO WHIRLWIND AT ANOTHER TIME... ANOTHER PLACE!

RIGHT NOW, I SEE MY OLD ENEMY KLAU HEADING THIS WAY... TRYING TO FOLLOW HIS ALLY TO SAFETY!



THOSE SONIC BURSTS OF HIS CAN DO VIRTUALLY ANYTHING... PERHAPS EVEN LOWER HIM TO EARTH WITHOUT HARM!

BUT, THEY'LL BE NO PROTECTION AGAINST... THIS!!

MEANWHILE, AT LEAST ONE OF THE SO-CALLED MASTERS OF EVIL SEES THE HANDWRITING ON THE WALL...

THE AVENGERS HAVE THE ADVANTAGE NOW... AND THEY'LL KEEP IT!

BUT, THEY WON'T CATCH... WHIRLWIND!

COULDN'T... HOLD HIM...!



HE'S ESCAPING... THRU THE RENT THE MELTER MADE IN THE HULL!

HOW COULD ANYONE STOP... A HUMAN TORNADO??



MMFFF!

THAT LEAVES NO ONE FOR US TO OVERCOME...

EXCEPT THE MYSTERIOUS MELTER!

CONTINUED AFTER NEXT PAGE



AND SOON, THE BATTERED
FIGURE OF JARVIS STIRS, TO
SEE...

**THE
AVENGERS!**
THANK THE LORD
YOU'RE ALL
SAFE!

WE ARE...
THANKS TO
YOUR HELPING
THE **BLACK
KNIGHT** FIND
US!

BLACKY
TOLD US
WHY YOU
SAID YOU
FINKED OUT
ON US...

BUT, WE
WANNA HEAR
IT FROM YOU!

YES, OF COURSE...THOUGH I
WON'T LOWER MYSELF TO ASK
FOR MERCY AT THIS LATE DATE!

IT'S...MY MOTHER!
SHE WAS ILL FOR
MONTHS...AND ONLY
VERY EXPENSIVE
TREATMENTS
WERE ABLE TO
CURE HER!

I NEEDED
MONEY...
LOTS OF
IT...SO I
SOLD OUT!

I KEPT TELL-
ING MYSELF
YOU'D SURVIVE
THE ATTACK
...BUT THAT
DOESN'T
EXCUSE
WHAT I'VE
DONE!

NOW,
CALL THE
POLICE...
I'LL REPEAT
MY STORY
TO THEM!

THAT...WON'T BE NECESSARY,
JARVIS!

JUST GET YOURSELF
CLEANED UP...
YOU'RE A HECKUVA-
LOOKING BUTLER!

WH...? YOU
CAN'T MEAN...
YOU'D GIVE ME
A SECOND
CHANCE...?

WHY
NOT?

YOU MAY HAVE
BETRAYED US...BUT
THEN YOU RISKED YOUR
LIFE FOR US!

IF THAT DOESN'T SQUARE
ACCOUNTS, WE'RE NOT WORTHY
OF THE NAME **AVENGERS**!

AND NOW, MR.
BLACK KNIGHT...

SAY... WHERE
DID HE DIS-
APPEAR TO?

THERE
HE GOES,
LADY...
WINGIN'
IT FOR
PARTS
UNKNOWN!

IF THAT DOESN'T GET THE
BRASS RING...

MISTER,
FOR WHAT
HE DID, HE
CAN EVEN
WHISTLE THE
**WILLIAM
TELL OVERTURE**!

LOOKS LIKE US BIG
BRAVE SUPER-HEROES
JUST GOT THE
LONE RANGER
BIT PULLED ON
US!

THE ONE
SOUR NOTE
IN ALL THIS IS,
OUR ENEMIES
LEADER
ESCAPED
US!

OR, MORE
ACCURATELY,
WE ESCAPED
HIM!

IF ONLY WE KNEW WHY
THE METAL BEING CALLED **ULTRON-5**
DESIRES OUR DESTRUCTION...

WHILE, IN A PARKENED CHAMBER
SOMEWHERE BENEATH THE
SPRAWLING CITY...AN UNHOLY
OATH IS BEING VOICED...

YOU MAY HAVE ELUDED ME THIS
TIME, AVENGERS...

BUT, THERE
ARE OTHER
WAYS OF
STRIKING AT
YOU... MORE
DEADLY WAYS!

YOU SHALL ALL
DIE...BY THE
HAND OF
ULTRON-5!

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...