



MARVEL
COMICS
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THE AVENGERS

APPROVED
BY THE
COMICS
CODE
AUTHORITY
TM



WELCOME TO THE
WONDERFUL WORLD
OF MARVEL MADNESS!

THROW YOUR VOICE

Throw your voice into trucks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Become a Ventriloquist." No. 137 — 25c



MAGIC CARDS

Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. No. 183 — \$1.98

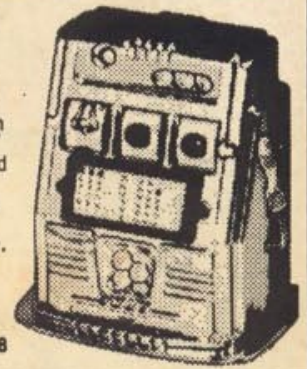
SURPRISE PACKAGE



Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. No. 678 — Only 50c

JACK POT BANK

A Dime-operating Jack Pot Bank that works just like the one armed bandit in Las Vegas. Just deposit the dime and spin the handle. Reels spin and look like the real stuff. Dimes are removable. This game should not be used for gambling purposes, only for fun. No. 2060 — 1.98



UNBEATABLE SELF DEFENSE MADE EASY KETSUGO ONLY \$1.00



The powerful choice secrets of: Karate, Aikido, Ate-Waza, Judo, Yawara, Jiu Jitsu, Savate

REDUCE ANY ASSAILANT TO CRINGING HELPLESSNESS IN SECONDS. Learn by yourself in just one week. No matter how small you are you can walk with confidence—fear no man.

No. 224 — \$1.00



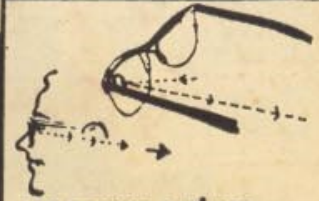
Boomerang

Here's something new in target throwing. In case you miss, it comes right back to you, and bingo! you're all set to "fire" again. More fun than a "barrel of monkeys." No. 141 — 75c



ATOMIC SMOKE BOMB

Just light one and watch the column of thick, white smoke rise to the ceiling, mushrooming into a dense cloud, just like an A Bomb. No. 971 — 20c



SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy at times. No. 30 — 75c

TREASURE CHEST OF FUN

EXHAUST WHISTLE

Just slip it into the exhaust pipe of your friend's car... then watch him when he starts the engine! The howls and noises will make him think the motor's about to blow up or fall apart—while you roar with laughter. No. F193 — 50c



WORMS

Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless. No. 612 — 15c



ONION GUM

Yes—Looks like real chewing gum but tastes like... like... ONIONS! Its too funny! 12 slices to a pack. No. 281 — 20c

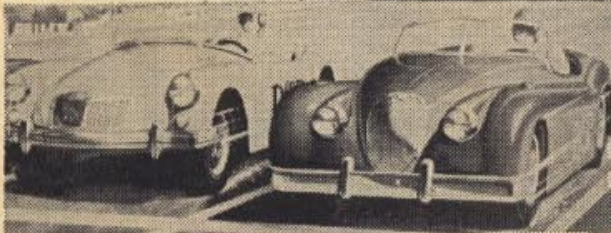
MINIATURE SECRET CAMERA

Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and time expose shutter. Can be hidden anywhere. Complete with free roll of film. No. 788 — \$1.00 6 Rolls Film 98c



COMPLETE, POWERED DRAG-RACING KIT

This complete drag-racing course includes two sports cars over 5 inches long—an MGA Mark II and a Jaguar XK140—a starting gate, guide lines to keep the cars on course, and STOP bumpers for the finish line. Decals and racing numbers are also included, plus easy-to-follow instructions for building these exciting dragsters. Item No. 973 — \$1.00



WHOOPEE CUSHION

Place it on a chair under a cushion, then watch the fun when someone sits down! It gives forth embarrassing noises. Made of rubber, and inflatable. A scream at parties and gatherings. No. 247 — 50c



JOY BUZZER

The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation." Absolutely harmless. No. 239 — Only 50c

X-RAY SPECS

An Hilarious Optical Illusion \$1.00



Scientific optical principle really works. Imagine—you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend. Is that really his body you "see" under his clothes? Loads of laughs and fun at parties. No. FL7 — \$1.00

Pen Size—Clips On Your Pocket—6-Power Magnifier. This exciting new 6-power wide field magnifier is cleverly concealed in a pen-sized pocket-scope that lets you "peek" to your hearts content. So handy for Sporting Events, Counter-spying and Girl Watching. Also contains a 30-power full microscope to thrill any naturalist. Not a toy, but a real instrument. Full money back guarantee if not delighted.

Secret Spy Scope



Item No. F59 — \$1.98



TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 575 — Only 25c

Honor House Prod. Corp. Dept. 77 G K32
Lynbrook, N.Y. 11563

Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free Trial for full refund of purchase price.

Item	Name of Item	How Many	Total Price

I enclose _____ in full payment. Same guarantee.

Send C.O.D. I will pay postman on delivery plus C.O.D. and shipping charges.

Name _____

Address _____ Zip _____

N.Y. State residents please add 2% sales tax.

Sorry, we cannot ship orders for less than \$1.00

Kindly add 15c for postage

THE MIGHTY AVENGERS!™

"THE VALIANT ALSO DIE!"



HAH! TO THINK THAT ONE OF THE ACCURSED AVENGERS SHOULD BE CAPTURED IN MY VERY STRONGHOLD... LURED HERE BY HIS LOVE FOR THE BLACK WIDOW!

WHAT COULD BETTER PROVE HOW SUPERIOR TO ALL AMERICANS IS THE ONE THEY CALL... THE RED GUARDIAN!!

AND A HOTSKY-TROTSKY TO YOU, YOU LONG-WINDED CREEP!

JUST LET ME OUTTA THIS OVER-GROWN TEST-TUBE FOR FIVE MINUTES, AND I'LL RAM ALL YOUR SLOGANS DOWN THAT MUSCLE-BOUND THROAT!

HAWKEYE... NO! IT WILL DO NO GOOD TO BAIT HIM!

IT'S NO USE! HE SEEMS HARDLY TO SEE OR HEAR ME... SINCE HE LEARNED THAT THE RED GUARDIAN IS MY HUSBAND!

E Pluribus Marvel!
 BE IT HEREBY KNOWN TO ALL TRUE BELIEVERS THAT THE TITANIC TEAM OF
Stan Lee (editor)
Roy Thomas (writer)
 and
John Buscema (artist)
 HAVE CO-CREATED YET ANOTHER MIND-BENDING MODERN MASTERPIECE!
 -SIGNED-
Vince Colletta (INKER)
Sam Rosell (LETTERER)

OKAY, SO WE SIGNED THE THING, ALREADY! NOW CAN WE HAVE OUR PAYCHECKS?
 ... VINCE and SAM

AND A MIGHTY MARVEL NO-PRIZE TO US FOR STARTING OUR TALE WITHOUT THE USUAL SPACE-HOGGING SYNOPSIS! THE FAR-OUT PHANTASMAGORIA WHICH FOLLOWS CAN SPEAK FOR ITSELF..

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FOR THE NEXT MOMENT, TWO SINISTER FIGURES ENTER THIS GADGET-STUDDED CHAMBER BEHIND THE BAMBOO CURTAIN...

IT'S COLONEL LING, AND... GREAT HEAVENS!

WITH HIM IS GENERAL BRUSHOV... MY COUNTRY'S TOP MILITARY GENIUS!

WHAT NOW? IS IT TIME TO PLAY WAR GAMES?

SILENCE, DOG!

LET HIM RAIL, GUARDIAN... WHILE HE CAN!

SOON, HE SHALL CHANT A DIFFERENT TUNE... ONE OF UNENDING DESPAIR AND FEAR!

YES, COMRADE GENERAL... AS DOES HERCULES EVEN NOW!

YOU'RE BLUFFIN', BALDY... AND IT WON'T WASH! THERE'S NO POWER ON EARTH! THAT CAN BEAT THAT BEARDED BOZO!

WE HAVE NO NEED TO DEFEAT HIM, FOOL!

YET, FOR ALL HIS VAUNTED STRENGTH, HE SHALL NEVER BOTHER US AGAIN!

OBSERVE... AND TREMBLE!

THEN, THE HAND OF THE DEMONICAL COLONEL TURNS A LARGE DIAL... AND A STARTLING SIGHT APPEARS...

LOOK, MY DEAR HAWKEYE, AT HOW THE PRINCE OF POWER BATTLES THE VERY AIR... STRUGGLES WITH NON-EXISTENT PHANTOMS!

AND, THUS HE SHALL REMAIN... THE ETERNAL VICTIM OF THE DREAD PSYCHOTRON!

I DON'T GET IT! WHAT'S HERK THINK HE'S FIGHTIN'? WHY DOESN'T HE BUST OUT OF THERE?

THAT HE WILL NEVER DO, AVENGER!

COLONEL LING! SHOW OUR CAPTIVE AUDIENCE WHAT HERCULES HIMSELF SEES!

AND, AS LING COMPLIES, A KALEIDOSCOPE OF SWIRLING COLORS CONVERGE INTO A SINGLE INCREDIBLE SCENE...

BY THE DEADLY DARTS OF APOLLO! WHAT MANNER OF BEAST IS THIS SECOND HYDRA?*

THOUGH I WIELD AS MUCH POWER AS EVER I DID IN ANTIQUITY, YET IT DOETH EVER DEFEY MY...
HotComic.net

*WE MIGHT AS WELL POINT OUT HERE THAT THE SON OF ZEUS IS STILL A BIT VAGUE ON THE NICETIES OF TWENTIETH-CENTURY SUPER-SCIENCE!... SAVANT STAN.

AN IMPRESSIVE *DISPLAY*, AS I WILL BE THE FIRST TO ADMIT, BUT, I'M STILL UNCONVINCED AS TO ITS *MILITARY VALUE!*

THAT IS ALSO MY OWN FONDEST WISH, GENERAL BRUSHOV!

YOU AND OUR DISTINGUISHED GUEST ARE BOTH *SHORT OF SIGHT, ALEXI!*

ALSO, I SHALL NOT REST UNTIL I BEHOLD YOUR PRECIOUS *RED GUARDIAN* IN ACTION AGAINST THE HATED *CAPTAIN AMERICA!*



WHAT MATTERS A HOLLOW VICTORY OVER ONE LONE MAN... WHEN, WITH THE *PSYCHOTRON*, WE CAN CONQUER A *WORLD!*

"RIGHT NOW, THE POWERS OF THE *PSYCHOTRON* ARE LIMITED TO A SINGLE *CHAMBER*, BUT, SOON... VERY SOON... WE SHALL BE ABLE TO PROJECT IMAGES OF WHATEVER WE *DESIRE* INTO THE VERY *HEARTLAND* OF THE ENEMY..."

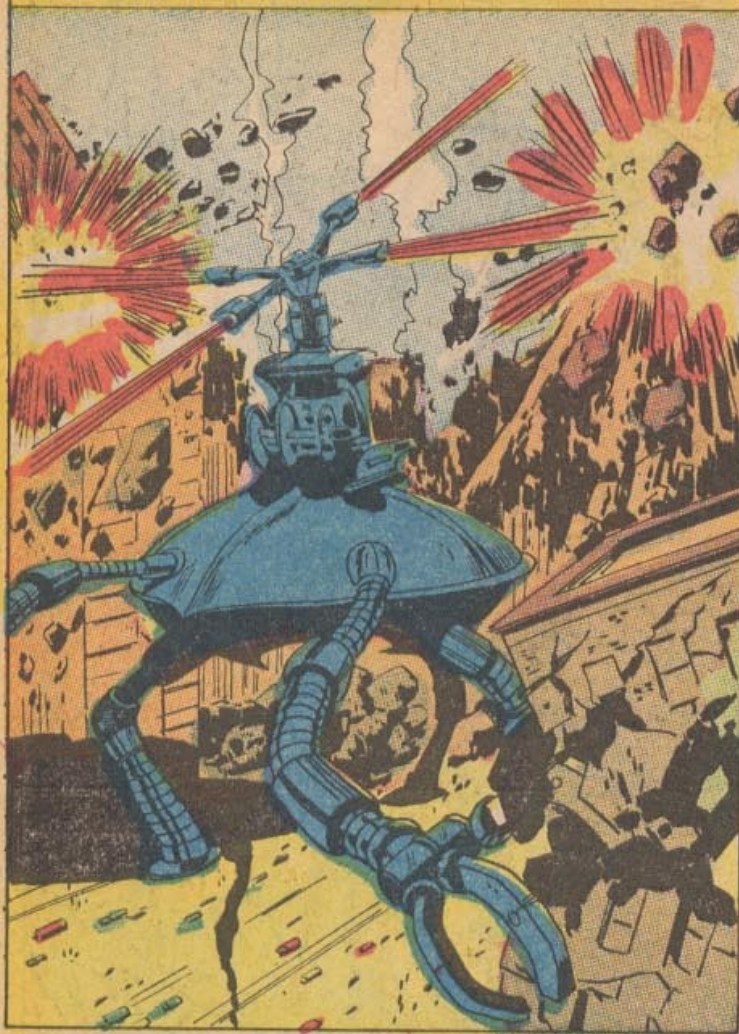


A *TIDAL WAVE*... HUNDREDS OF FEET HIGH... RISING OUT OF *NOWHERE!*

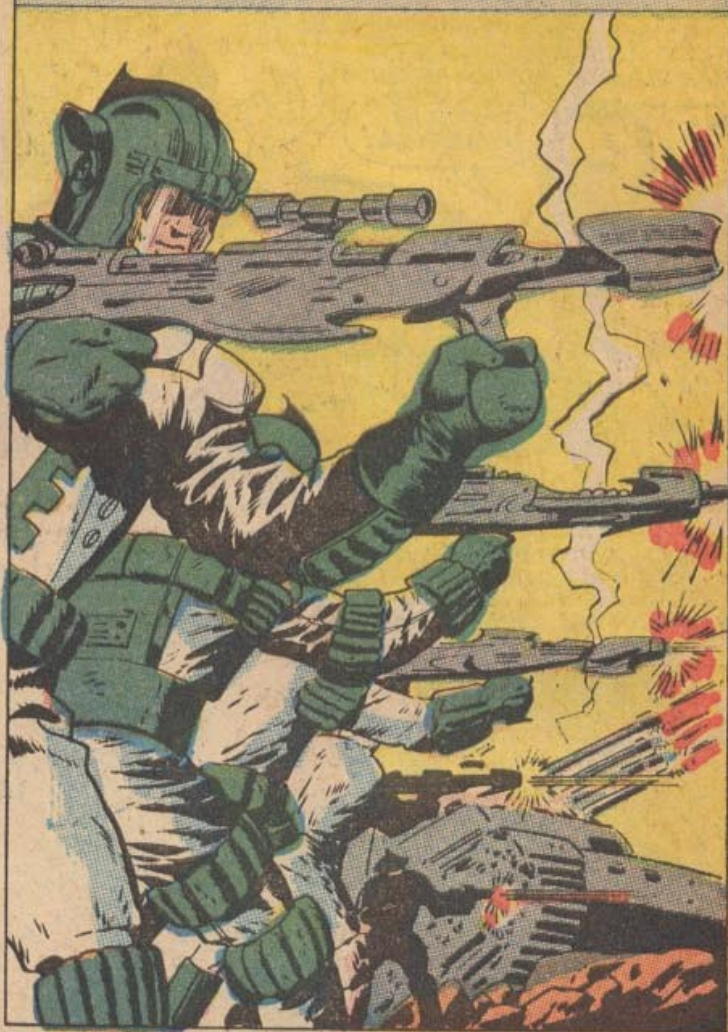
BUT, WE'RE *MILES* FROM THE SEA! IT... IT ISN'T *POSSIBLE!*

NOTHING CAN STOP THAT THING! WE'RE *DOOMED!* **DOOMED!**

"TERRIFIED... HELPLESS BEFORE VISIONS OF FIRE, OF FLOOD, OF MECHANIZED WAR-MACHINES TALLER THAN BUILDINGS... BOTH CITIZENRY AND MILITARY ALIKE WILL FLEE IN STARK PANIC..."



"THEN, USING OUR NEWEST AND MOST DEADLY WEAPONS, IT WILL TAKE MERELY A SMALL, HAND-PICKED FORCE IN EACH COUNTRY TO TAKE POSSESSION OF IT AND ITS VIRTUALLY UNDAMAGED RESOURCES..."



THINK OF IT! AN ENTIRE WORLD SHALL BE OURS... WITHOUT THE INCALCULABLE HAZARDS OF NUCLEAR WAR!

A FEW TONS OF SCIENTIFIC EQUIPMENT, PLACED ON YOUR NATION'S ATOMIC SUBMARINES, AND THIS PLANET SHALL BE OURS!

AH YES... OUR ATOMIC SUBMARINES! PERHAPS YOUR NEED FOR THEM IS THE ONLY REASON YOU HAVE INFORMED US OF THE PSYCHOTRON, EH?

I ASSURE YOU, COMRADE GENERAL...

NEVER MIND! THERE IS STILL ONE THING THAT MAKES ME SKEPTICAL OF YOUR MASTERFUL PLAN, COLONEL...

FOR, WHAT OF MADAME NATASHA... SHE WHO WAS EXPOSED EARLIER TO THE FULL FURY OF THE PSYCHOTRON... YET WAS NOT REDUCED TO THE STARK HELPLESSNESS WHICH YOU PREDICTED?

I ADMIT, COMRADE, THAT WE MUST DO FURTHER STUDY ON HER.. TO LEARN WHY THE TRAITOR STILL POSSESSED ENOUGH STRENGTH OF WILL TO ATTEMPT AN ESCAPE!*

PERHAPS IT IS BECAUSE... I AM NOT A TRAITOR, MY COLONEL!

QUIET, FEMALE! YOUR GUILT IS PROVEN!

BY WHOM, COLONEL? BY A SNIVELING INFORMER FROM WITHIN SHIELD?

I INSIST YOU SUBJECT THE BLACK WIDOW TO A LIE-DETECTOR TEST!

* IT HAPPENED IN 15H #42!... SUCCINCT STAN.

MORE TRIUMPHS FOR MARVEL..!



NOW ON SALE!



BASEBALL FANS ARE CRAZY



about this true-to-life BASEBALL GAME

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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.

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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.*

STRAT-O-MATIC GAME CO., Inc., Box 541, Great Neck, N. Y. 11020

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● Name _____

● Address _____

● City _____ State _____

EAGER TO GAIN HIS GUEST'S GOOD WILL... TO SAY NOTHING OF HIS A-SUB FLEET... THE BASE COMMANDER CALLS FOR AN ADVANCED POLYGRAPH, ONLY TO FIND...

IT IS BEYOND BELIEF!

THE MACHINE SAYS SHE SPEAKS THE TRUTH WHEN SHE DENIES BEING A TRAITOR... THAT SHE IS LOYAL TO OUR NATIONS!

HAVE I NOT ALWAYS CLAIMED SO?

THEN, SHE MUST BE FREED... AT ONCE!

THIS, SCANT MOMENTS LATER...

NOW, COLONEL, PERHAPS YOU WILL WISH TO LOOK AT THE AMERICAN SUB-PLANS I STOLE!

I SENSED FROM THE START, MY BELOVED NATASHA, THAT YOU WOULD NEVER TRULY BETRAY US!

THOUGH I TAUNTED YOU BEFORE, NOW ONCE AGAIN WILL I BE HAPPY TO CALL YOU... MY WIFE!

VERY TOUCHING! BUT, YOU MENTIONED SUBMARINE PLANS...?

WE TOOK THEM FROM HER WHEN SHE ARRIVED, COMRADE... WE WERE INFORMED THAT THEY WERE OBSOLETE! BUT NOW, WE SHALL EXAMINE THEM CLOSELY... ALL OF US!

COLONEL LING STILL DOES NOT FULLY TRUST ME! BUT, HE WILL SOON LEARN JUST HOW TRULY I SPOKE!

AH, WHAT A TEAM WE SHALL MAKE WITH OUR PRESENT POWERS, NATASHA... THE INVINCIBLE RED GUARDIAN AND THE BEAUTEOUS BLACK WIDOW!

MY ONLY REGRET WILL BE IF I AM DENIED THE OPPORTUNITY TO PROVE MYSELF IN COMBAT AGAINST CAPTAIN AMERICA!

AND, AS THE INCONGRUOUS FOURSOME DEPART...

TALK ABOUT BEIN' MIXED UP! I GOT MYSELF CAPTURED BECAUSE I THOUGHT NATASHA WAS ON OUR SIDE! BUT NOW...

NO! I WON'T EVEN THINK IT! I'VE GOT TO TRUST HER.. I'VE GOT TO!

EITHER WAY, THOUGH IT LOOKS LIKE CURTAINS FOR HAWKEYE! I JUST HOPE THAT THE OTHER AVENGERS STAY OUTTA THIS!

BUT, UNKNOWN TO THE ARCHER, HE IS TO BE DENIED HIS FONDEST WISH... AND THE RED GUARDIAN TO RECEIVE HIS... FOR..

WELL, THAT MUST BE THE PLACE, CAP! AT LEAST, ACCORDING TO OUR INSTRUMENTS!

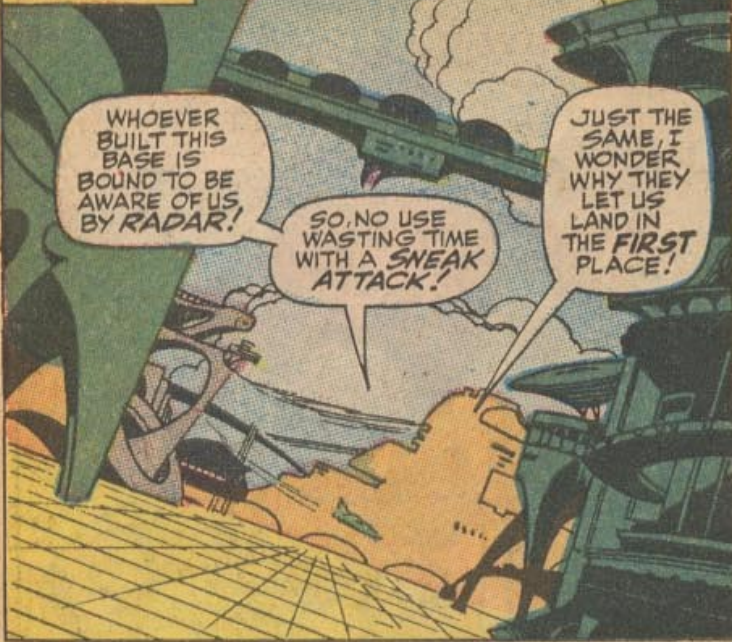
BUT, HAWKEYE DIDN'T WANT US TO FOLLOW HIM! SO, WHY DID HE ACTIVATE THE HOMING SIGNAL THAT LED US HERE?

MAYBE IT WAS HERCULES WHO DID IT, HANK!

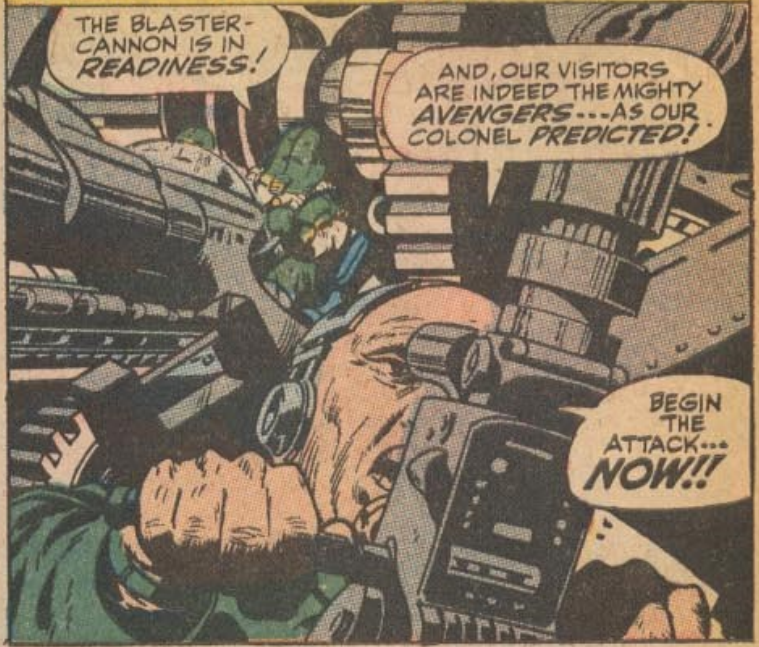
JAN COULD BE RIGHT, GOLIATH! YET, SOMEHOW...

OH WELL, WE'LL WORRY ABOUT SUCH ACADEMIC POINTS LATER! RIGHT NOW, I'M TAKING THIS SUPER-SONIC KIDDIE-CAR

THEN, WITH FLAWLESS PRECISION, STEVE ROGERS GUIDES THE AERO-CAR DOWN INTO THE CENTER OF THE FUTURISTIC COMPLEX...



YET, IF THE ONE CALLED GOLIATH COULD ONLY PEER MOMENTARILY BENEATH THE VERY SPOT ON WHICH HE STANDS, HE WOULD SOON HAVE HIS ANSWER...



THE NEXT INSTANT...



LOOK OUT! IT'S SOME KIND OF FANTASTIC, LETHAL CANNON!



AND, EVEN AS THE COLORFUL QUINTET DUCK BEHIND A NEARBY CORNER...





AND, WHEN THE GARGANTUAN HANK PYM JOINS HIS FELLOW ASSEMBLERS IN COMBAT, THE TITANIC TABLEAU IS COMPLETE...



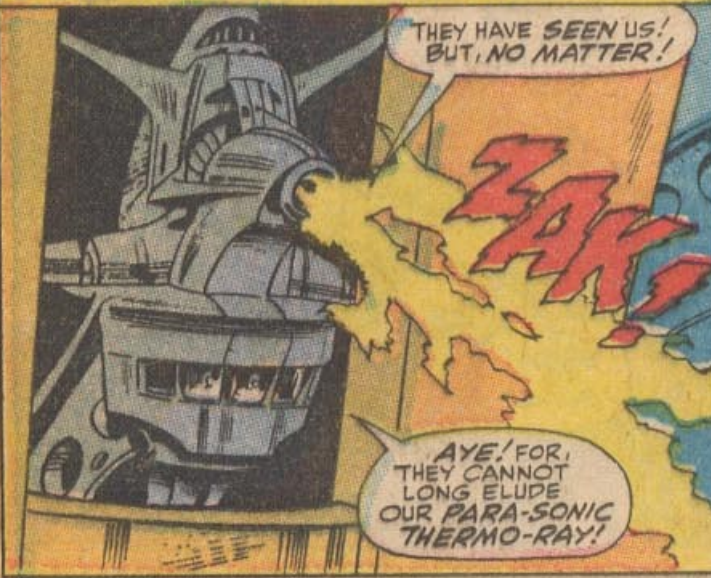
IT'S ALREADY TOO LATE! LOOK UP THERE!

DON'T COUNT ON THAT PROTECTING US FOR LONG, AVENGER!

SLAM!

THERE ARE SO MANY OF THESE TRIGGER-HAPPY GOONS, THEY CAN'T SHOOT AT US WITHOUT HITTING EACH OTHER!

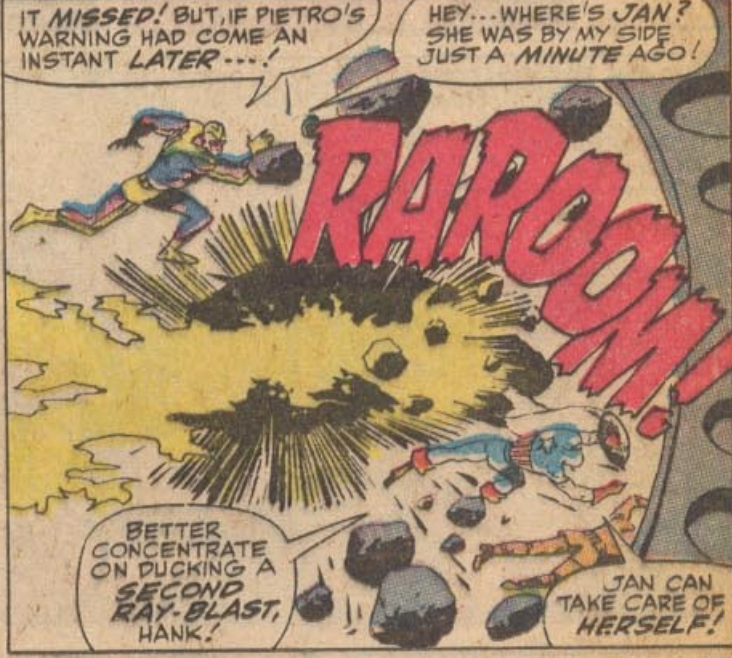
THEN, AS SEVERAL PAIRS OF EYES ARE AVERTED UPWARD, A GIGANTIC PANEL OPENS ON ONE OF THE TOWERING SPIRES WHICH OVERLOOK THE PITCHED BATTLE BELOW...



THEY HAVE SEEN US! BUT, NO MATTER!

ZAK!

AYE! FOR, THEY CANNOT LONG ELUDE OUR PARA-SONIC THERMO-RAY!



IT MISSED! BUT, IF PIETRO'S WARNING HAD COME AN INSTANT LATER...

HEY... WHERE'S JAN? SHE WAS BY MY SIDE JUST A MINUTE AGO!

RAROOM!

BETTER CONCENTRATE ON DUCKING A SECOND RAY-BLAST, HANK!

JAN CAN TAKE CARE OF HERSELF!

YET, EVEN AS THE STAR-SPANGLED AVENGER SPEAKS, THE GIRL THEY CALL THE WONDERFUL WASP IS TAKING CARE OF MUCH MORE THAN MERELY HERSELF...



READY TO FIRE SECOND VOLLEY! NOW...

WH...? NOTHING HAPPENED! WHAT COULD POSSIBLY HAVE GONE WRONG?

IF YOU CAN'T GUESS, GUYS, I'M SURE NOT GONNA TELL YOU!

AFTER ALL, HANDSOME HANK'S THE ONLY PARTNER I'VE GOT... AND I'D HATE SEEING HIM TURNED INTO BURNT TOAST!



WAIT... I HAVE FOUND THE PROBLEM! ONE OF THE VITAL WIRES HAS SOMEHOW BEEN PULLED LOOSE!

IT WILL TAKE BUT A MOMENT TO FIX IT!

WE DO NOT HAVE A MOMENT, COMRADE! I-LOOK!!

Now You Can Be

TALLER Instantly!



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Are you handicapped in your social contacts because of a short appearance . . . tired of being called shorty? Now, at last you need not suffer this embarrassment any longer with the aid of "LIFTEE", the new amazing HEIGHT INCREASE PADS. Simply slip these invisible pads in any pair of shoes. Now step into them and add 2 inches in height. THE SAME HEIGHT INCREASE AS EXPENSIVE HEIGHT INCREASING SHOES, for a fraction of the cost, to give you new poise and self-confidence—a key to success and romance. No one will suspect that you are wearing them — but what an impressive difference they make! These LIGHTWEIGHT FOAM RUBBER AND CUSHION CORK PADS fit securely without gluing and interchangeable in any shoes. "LIFTEE" is scientifically designed for real walking comfort and an aid to better posture. "LIFTEE" is worn by thousands of smart men and women in all walks of life. Durable and shock absorbing. State man's or woman's shoe size.

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THE LIFTEE COMPANY, DEPT. 426
Box 608, Church Street, New York, N.Y. 10008

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Are You a Boy? _____ Age _____ Date Born _____ Year _____

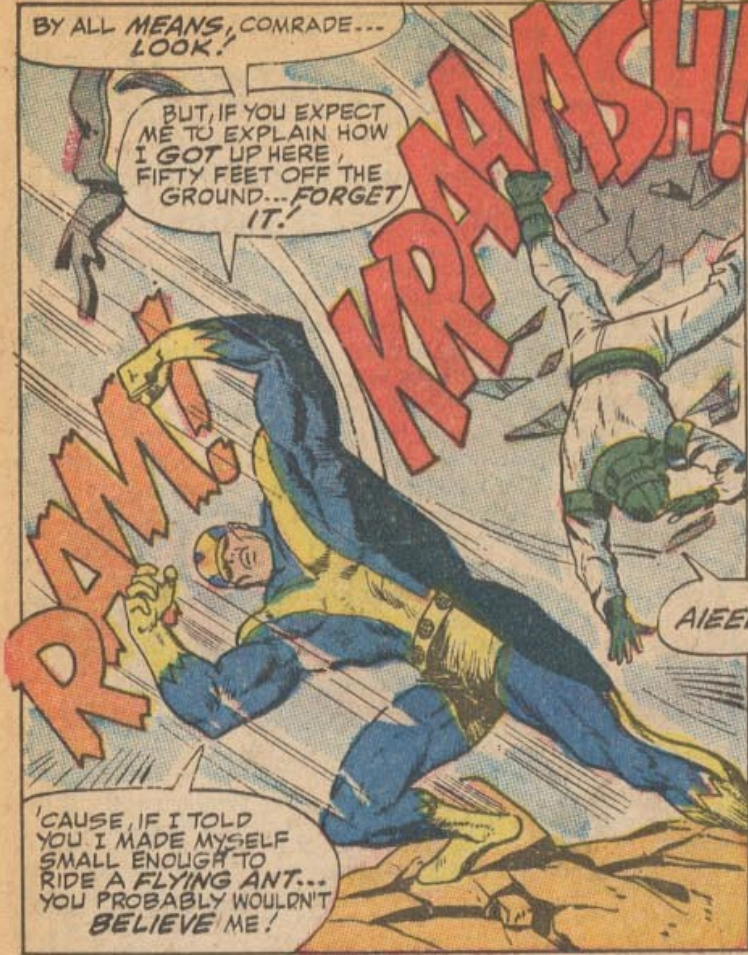
Print Your Last Name Plainly Here

If you are a boy 12 or older

Mail This Coupon Today

BY ALL MEANS, COMRADE...
LOOK!

BUT, IF YOU EXPECT
ME TO EXPLAIN HOW
I GOT UP HERE,
FIFTY FEET OFF THE
GROUND... FORGET
IT!



AIEEE!

'CAUSE, IF I TOLD
YOU I MADE MYSELF
SMALL ENOUGH TO
RIDE A FLYING ANT...
YOU PROBABLY WOULDN'T
BELIEVE ME!

WE MAY BE MAKING
A LOT OF WORK FOR
A CLEAN-UP
CREW...

STILL, WE'RE NO CLOSER TO
FINDING HAWKEYE AND
HERCULES! TELL THE OTHERS
TO HOLD OUR HOSTS BACK...
WHILE I SEARCH OUT THE
WEAK SPOT IN THIS
SET-UP!

I WILL,
STEVE! BE
CAREFUL!

THERE ARE
UNDREAMED-
OF DANGERS
IN THIS PLACE!



DON'T WORRY
ABOUT ME, LADY!
JUST TAKE CARE
OF YOURSELF!

AND, AS THE RED-WHITE-AND-BLUE AVENGER RACES OFF...

BEHOLD! CAPTAIN AMERICA FLEES!
HAS HE PERHAPS SEEN US, SWOOPING
DOWNWARD FROM ABOVE?



IF HE DID, HIS
FLIGHT WILL SAVE
HIM BUT A
MOMENT FROM
OUR PORTABLE
STUN-BEAMS!

NO! AIM FIRST
FOR THE
FEMALES!
THEY MAKE
THE EASIEST
TARGETS!

THEN, AT THE LAST SECOND, GOLIATH SEES THE JET-
POWERED TROOPS TAKING AIM FROM OVERHEAD, AND...

GOT TO
SAVE THE
GIRLS...!

UNHHH!

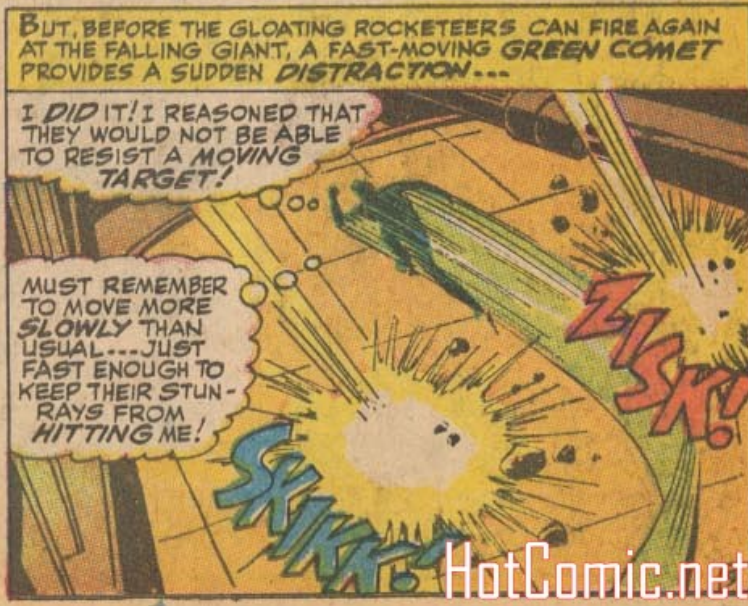
HANK!
OH, HANK,
IF THEY'VE
HARMED
YOU...



BUT, BEFORE THE GLOATING ROCKETEERS CAN FIRE AGAIN
AT THE FALLING GIANT, A FAST-MOVING GREEN COMET
PROVIDES A SUDDEN DISTRACTION...

I DID IT! I REASONED THAT
THEY WOULD NOT BE ABLE
TO RESIST A MOVING
TARGET!

MUST REMEMBER
TO MOVE MORE
SLOWLY THAN
USUAL... JUST
FAST ENOUGH TO
KEEP THEIR STUN-
RAYS FROM
HITTING ME!



HOWEVER, THE FOREMOST OF THE FLYING DEFENDERS CARRIES OUT HIS ORIGINAL PLAN TO ATTACK CAPTAIN AMERICA, JUST AS...

EVEN YOUR FAR-FAMED SHIELD WILL NOT SAVE YOU FOREVER, FOOL!

EZAK!

WHO NEEDS FOREVER? ALL I WANT IS A CHANCE TO FLING IT AT YOU, AND...

WH...? THE SLAB BENEATH ME... SLIDING AWAY..!

NO WAY TO REGAIN MY BALANCE! I'M FALLING...!

UHHH! BUT NOT FOR LONG!

I'VE STRUCK SOME SORT OF METAL PLATFORM... ENCASED IN A TRANSPARENT MATERIAL!

THOP!

AND IT'S BEING LOWERED... EVEN AS I HIT IT!

IF I DIDN'T KNOW BETTER, I'D SAY THIS WAS A BAMBOO-CURTAIN WELCOME MAT!

FOR SEVERAL LONG, LINGERING MOMENTS... EACH OF WHICH SEEMS A VERITABLE ETERNITY... THE STUNNED AVENGER SEEKS TO GATHER HIS SHAKEN SENSES! THEN, ABRUPTLY, THE PLATFORM ENTERS A CHAMBER FILLED WITH THROBBING LIGHT...

WELL, I MAY NOT HAVE FOUND OUR WANDERING AVENGERS JUST YET... BUT THERE'S NATASHA, ANYWAY!

DON'T KNOW WHO THE THREE JOKERS WITH HER ARE... BUT IT'S A CINCHE THEY'RE NOT MEMBERS OF MY FAN CLUB!

AH... THE MUCH-LAUDED CAPTAIN AMERICA... OUR PRISONER! I AM GLAD WE DID NOT DESTROY THAT SHIP IN FLIGHT!

NOW COLONEL... I WOULD SEE HIM FIGHT THE RED GUARDIAN!

NO... IT MUST NOT BE! IT WOULD BE INSANITY TO TAKE THE RISK..!



OH, STEVE, STEVE... ARE YOU AND THE OTHER AVENGERS DOOMED... ALL BECAUSE OF ME?

DON'T PUT YOURSELF OUT ON MY BEHALF, FELLA...

NOW, JUST HAND OVER MY TWO BUDDIES... AND NATASHA... AND I'LL HEAD BACK TO THE STATES!

AFTER ALL, YOU DIDN'T THINK THIS PLASTIGLASS WAS HARDER THAN MY SHIELD, DID YOU?



KRAASH!

HE'S ESCAPED... ALL BECAUSE YOU DID NOT LET ME KILL HIM OUTRIGHT!

STOP HIM, ALEXI... OR PAY THE ULTIMATE PRICE!

NO THREATS ARE NEEDED, MY COLONEL... TO SPUR THE RED GUARDIAN...

RISK, DO YOU SAY? MY VICTORY IS A CERTAINTY! RELEASE HIM... SO THAT I CAN FULFILL MY DESTINY!



THE RED GUARDIAN, EH? A HIGH-FLOWN NAME, FOR SOMEBODY WHO LOOKS LIKE NOTHING BUT A CARBON-COPY OF ME!

TRULY, I WAS TRAINED TO BE YOUR COUNTERPART, CAPTAIN AMERICA! BUT, I AM NO MERE COPY... AS YOU SHALL SOON LEARN!

DON'T WASTE WORDS ON THAT SHIELD-CARRYING SWINE, YOU FOOL!



DESTROY HIM, BEFORE HE CAN ACT! COLONEL LING COMMANDS YOU!

HAVE NO FEAR, MY COLONEL! I SHALL DEFEAT HIM AS EASILY AS...

SORRY I HAD TO DO THAT, RED! NOW I'LL NEVER KNOW WHAT KIND OF PUSHOVER YOU WERE GONNA COMPARE ME TO!

THEN, IT'S UP TO ME TO...
=UNNNHHH! =

I WAS CARELESS! THE RED GUARDIAN'S EVEN FASTER THAN I SUSPECTED!



COLONEL LING... THAT'S THE BIG BRASS WHO USED TO BE NATASHA'S BOSS!

IF HE'S HERE, WHATEVER'S GOING ON AT THIS BASE MUST BE VITAL TO THE ENEMY!



YOU WERE OVER-CONFIDENT, AVENGER... JUST AS I KNEW YOU WOULD BE!

NEXT, WITH ALMOST UNBELIEVABLE SWIFTNES, BEFORE THE RED-WHITE-AND-BLUE CHAMPION CAN REGAIN HIS BALANCE...

HAA! NOW I HAVE YOU... IN A HOLD FROM WHICH YOU SHALL NEVER ESCAPE!



EMMMFF! HIS POWER IS THE EQUAL OF HIS SPEED!

THAT'S... QUITE A GRIP... ALL RIGHT!

BUT, THERE'S ONE THING... YOU FORGET..



... A MAN'S STRENGTH CAN BE USED AGAINST HIM... BY A MASTER OF JUDO!

WHA...??

FLIP!

WOK!

NOTHING STOPS HIM! HE LANDED ON HIS FEET LIKE A CAT... AND SPRANG TO THE ATTACK!

MY BEST PLAN IS TO KEEP ON THE OFFENSIVE... LIKE THIS!

A NOBLE TRY, MY STAR-CLAD FOE! BUT, EVEN YOU MUST EVENTUALLY RELAX YOUR GUARD FOR A SECOND...

AND WHEN YOU DO... MY CHANCE SHALL COME!

BRAT!

OKAY, SO YOU HAD YOUR CHANCE...

...AND YOU MUFFED IT!

SPLAT!

THEN, SUDDENLY, THE CRIMSON-CLAD FIGURE BREAKS AWAY, AND...



NOW, RUN WHERE YOU WILL, AVENGER!

THERE CAN BE NO HIDING PLACE FROM MY ELECTRONICALLY-CONTROLLED BELT-DISC!

YET, A SPLIT-SECOND LATER, AS THE DEADLY METALLIC OBJECT WHIRLS THROUGH THE AIR...



SKRAKK!

MISTER, I DON'T KNOW WHAT THAT FANCY BELT-BUCKLE OF YOURS WAS SUPPOSED TO DO...

BUT, IT'S JUST FLUNKED ITS FINAL EXAM!



NOT QUITE, CAPTAIN AMERICA! FOR, YOU WILL NOTICE IT DAMAGED YOUR SHIELD... SO THAT IT DID NOT RETURN TO YOU!

AND NOW...



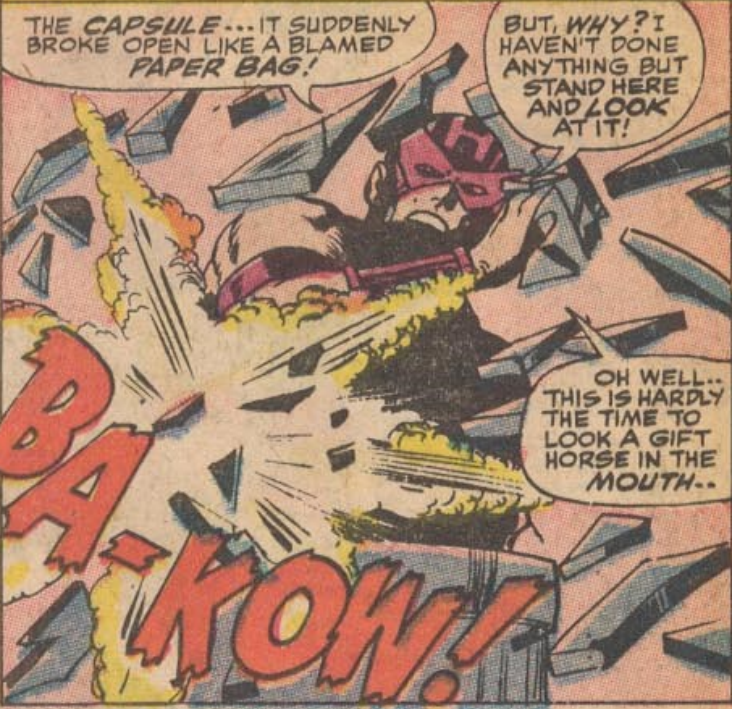
...IT IS TIME FOR ME TO END THIS FUTILE CHARADE!

HIS REFLEXES ARE AS FAST AS MINE-- AND HE'S NOT TIRED FROM PREVIOUS FIGHTING AS I AM!

HAS CAPTAIN AMERICA AT LAST MET HIS MATCH?

**KR
AK!**

AND, ON THAT PARTICULARLY GLOOMY NOTE... AS THE LITHE FORM OF THE RED GUARDIAN HURTTLES TOWARDS OUR FALLEN HERO... WE MUST LOOK IN MOMENTARILY ON THE IMPRISONED HAWKEYE-- WHO IS AT THIS VERY SECOND RECEIVING A MOST WELCOME SHOCK!



THE CAPSULE... IT SUDDENLY BROKE OPEN LIKE A BLAMED PAPER BAG!

BUT, WHY? I HAVEN'T DONE ANYTHING BUT STAND HERE AND LOOK AT IT!

OH WELL... THIS IS HARDLY THE TIME TO LOOK A GIFT HORSE IN THE MOUTH..

BA-KOW!

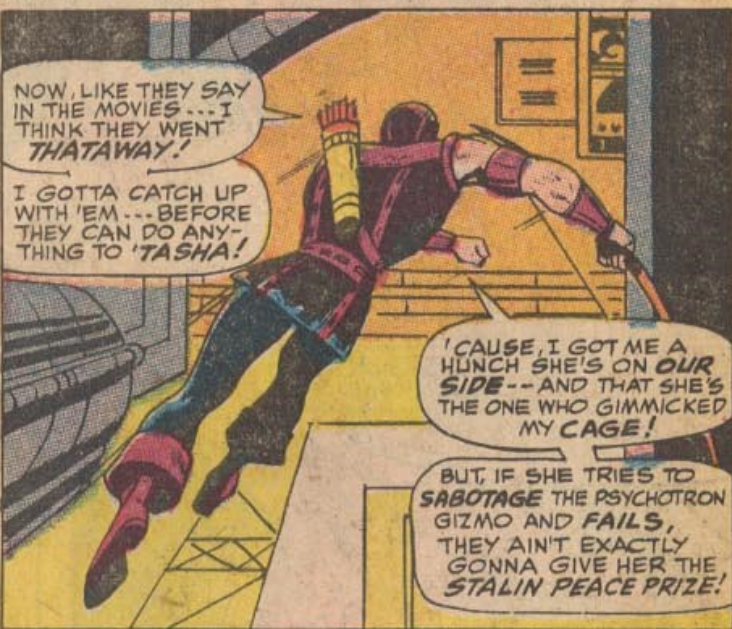


... ESPECIALLY TILL I TAKE CARE 'A THESE GUARDS THEY LEFT BEHIND!

POW!

LOOK OUT, YOU FOOL! HE-- UNHH!

HERE, CHUCKLES! DON'T SAY I NEVER GAVE YOU NOTHIN'!



NOW, LIKE THEY SAY IN THE MOVIES... I THINK THEY WENT THATAWAY!

I GOTTA CATCH UP WITH 'EM... BEFORE THEY CAN DO ANYTHING TO 'TASHA!

'CAUSE, I GOT ME A HUNCH SHE'S ON OUR SIDE-- AND THAT SHE'S THE ONE WHO GIMMICKED MY CAGE!

BUT, IF SHE TRIES TO SABOTAGE THE PSYCHOTRON GIZMO AND FAILS, THEY AIN'T EXACTLY GONNA GIVE HER THE STALIN PEACE PRIZE!

MEANWHILE, EVEN AS THE ACE BOWMAN RETRIEVES HIS FALLEN WEAPON AND BEGINS HIS FRANTIC RACE AGAINST TIME, HE IS LITTERLY UNMINDFUL OF A PITCHED BATTLE BEING WAGED A SHORT DISTANCE OVER HIS VERY HEAD... A BATTLE AGAINST STAGGERING ODDS...



IT CANNOT BE! OUR STUN-RAYS SHOULD HAVE FINISHED THE GIANT BY NOW!

**ZIK!
ZIK!**

NOT A PRAYER, CHARLIE! NOT WHILE I'M HAVING SO MUCH FUN TEARING APART YOUR PRECIOUS TINKER-TOY SET...

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RRIP!**

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...NOT TO MENTION DOING A LITTLE BOWLING ON THE SIDE!

WHAM!

AAAARR! HE FIGHTS LIKE SOME MAMMOTH DEMON!

BUT, THE FIGHT...AND THE HEAVY BARRAGE...HAVE TAKEN THEIR TOLL! FOR, THE NEXT MOMENT...

FEELING...GROGGY...! THOSE STUN-BLASTS MUST HAVE HAD SOME SORT OF DELAYED EFFECT!

YOU'VE DONE MORE THAN YOUR PART, GOLIATH! IF ONLY WE KNEW EXACTLY WHERE STEVE ROGERS HAS GONE...

WAIT! WHAT'S THAT OMINOUS SOUND?

SOME NEW MENACE...HEADING OUR WAY AT HIGH SPEED!

AND, INDEED, SOMETHING WICKED THIS WAY COMES! FOR, AS ALL EYES ARE TURNED IN THE DIRECTION THAT WANDA POINTS...

WE DARE RISK NO FURTHER DAMAGE TO OUR INSTALLATIONS!

DESTROY THE AVENGERS!!

THE OTHERS WOULDN'T STAND A CHANCE AGAINST THAT THING! GOT TO BLOCK...MMMFF!

BA-WAK!

COULD ONLY SLOW IT DOWN! IT'LL ROLL RIGHT OVER ME...

HOWEVER, EVEN BEFORE THE BATTERED FORM OF HANK PYM FALLS, THERE SUDDENLY ARISES A VIRTUAL HURRICANE... WITH THE MECHANIZED MONSTER AS ITS VERY CENTER...

I HAVE LONG DESIRED TO SHOW THAT MY SPEED IS GOOD FOR SOMETHING OTHER THAN STIRRING UP LEAVES!

HEE-REE-AWKK!

THIS SHOULD SETTLE THE MATTER ONCE AND FOR ALL-- THOUGH IT MAY EXHAUST ALL MY ENERGY!

THUS SPEAKING, THE METEORIC MUTANT KNOWN AS QUICKSILVER TRANSFORMS HIMSELF INTO A ONE-MAN SCRAP METAL GIVE...

AND, AT THAT PRECISE INSTANT, THE TIDE IS ALSO TURNING IN ANOTHER HARD-FOUGHT STRUGGLE...

YOU'RE GOOD, FELLA... REAL GOOD! BUT, THERE'S ONE THING I'VE GOT THAT YOU HAVEN'T...

UNNNHHH...!

WOK!

KBAM!

--AND THAT SOMETHING IS CALLED... EXPERIENCE!!

I'VE GOT HIM OFF BALANCE! NOW, IF ONLY I CAN KEEP HIM THAT WAY--!

BUT, IN THE HEAT OF BATTLE, CAPTAIN AMERICA HAS HAD NO TIME TO CONSIDER THE RED GUARDIAN'S TWO WATCHING SUPERIORS! AND, THAT IS ABOUT TO PROVE A FATEFUL SHORTCOMING...

IS THIS THE BEST YOUR CHAMPION CAN DO, LING?

HE REELS BACKWARD... STAGGERED BY THE BLOWS OF THE ONE HE WAS CREATED TO DEFEAT!

IT MATTERS NOT, COMRADE GENERAL!

FOR, WITH A TOUCH OF THIS BUTTON... VICTORY IS OURS!

AND INDEED, THE FOLLOWING SECOND...

OHhhh...! I'M STANDING... ON SOME SORT OF ELECTRICAL GRID!

SHOCK WAVES RUNNING THROUGH ME... SETTING MY VERY BRAIN AFIRE...!

AAAT!

YET, EVEN AS THE UNCONSCIOUS FORM OF THE RED-WHITE-AND-BLUE AVENGER SLUMPS TO THE FLOOR, AN ANGRY VOICE RESOUNDS THROUGH THE CHAMBER...

NO! YOU CANNOT DEFEAT HIM SO UNFAIRLY!

DO YOU THINK THAT THE RED GUARDIAN IS SUCH A WEAKLING... THAT HE WAS UNABLE TO CONTINUE THE FIGHT?

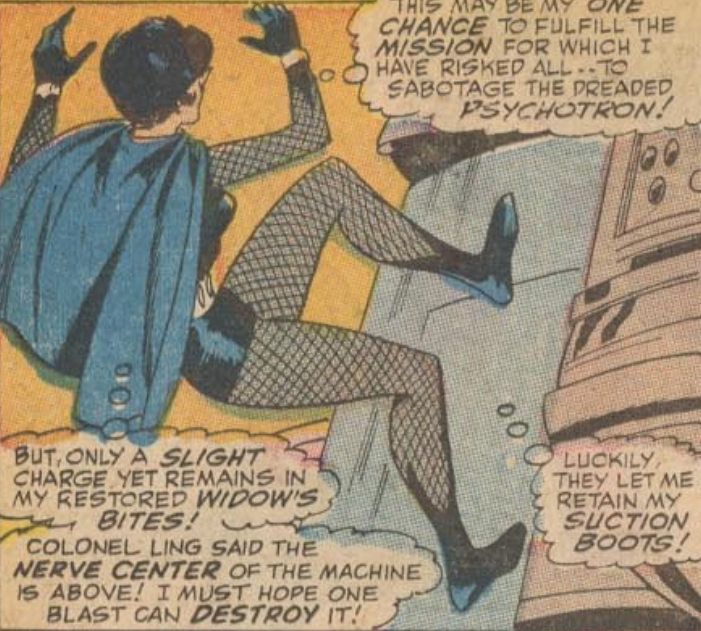
I WISH... I DEMAND... THAT YOU ALLOW CAPTAIN AMERICA TO REVIVE... SO THAT I MAY BEST HIM IN EQUAL, HAND-TO-HAND COMBAT!

FOOL! DO YOU IMAGINE THAT WE ARE HERE MERELY TO PLAY GAMES... THAT THE DESTINED MASTERS OF THE WORLD MUST CONCERN THEMSELVES WITH FAIR PLAY?

CURB YOUR TONGUE, LEST YOU FEEL OUR WRATH! I... WAIT!

THE BLACK WIDOW... SHE WAS BESIDE ME BUT A MOMENT AGO! WHERE...?

AND, AS THE STARTLED EYES OF COLONEL LING TURN UPWARD, HE BEHOLDS...



THIS MAY BE MY ONE CHANCE TO FULFILL THE MISSION FOR WHICH I HAVE RISKED ALL... TO SABOTAGE THE DREADED PSYCHOTRON!

BUT, ONLY A SLIGHT CHARGE YET REMAINS IN MY RESTORED WIDOW'S BITES!

COLONEL LING SAID THE NERVE CENTER OF THE MACHINE IS ABOVE! I MUST HOPE ONE BLAST CAN DESTROY IT!

LUCKILY, THEY LET ME RETAIN MY SUCTION BOOTS!

SO...THE BLACK WIDOW SOMEHOW DECEIVED THE LIE-DETECTOR!

THUS, I FIND HER GUILTY OF TREASON AND SENTENCE HER TO...DEATH--!

STOP! YOU MUST NOT KILL THE WOMAN I LO...

MUST CHANCE A SHOT... NOW!!

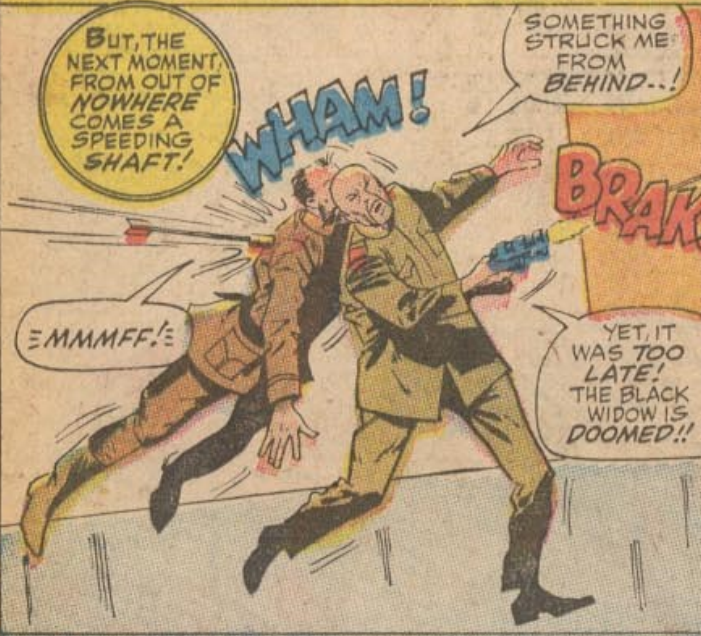
OHHHH!

ZAP!



KRAK!

THEN, AS THE MORTALLY WOUNDED RED GUARDIAN FALLS, A GUN IS ONCE MORE LEVELLED AT MADAME NATASHA...



BUT, THE NEXT MOMENT, FROM OUT OF NOWHERE COMES A SPEEDING SHAFT!

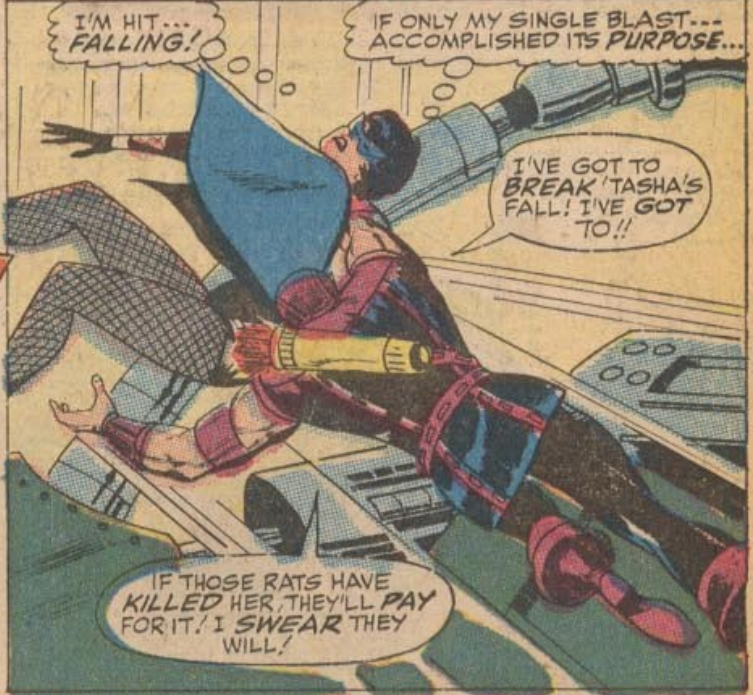
WHAM!

SOMETHING STRUCK ME FROM BEHIND...!

BRAK!

MMMFF!

YET, IT WAS TOO LATE! THE BLACK WIDOW IS DOOMED!!



I'M HIT... FALLING!

IF ONLY MY SINGLE BLAST... ACCOMPLISHED ITS PURPOSE...

I'VE GOT TO BREAK 'TASHA'S FALL! I'VE GOT TO!!

IF THOSE RATS HAVE KILLED HER, THEY'LL PAY FOR IT! I SWEAR THEY WILL!

BUT, ABRUPTLY, ALL THOUGHTS OF PERSONAL VENGEANCE ARE FORGOTTEN..AS A POWERFUL, ALMOST-FORGOTTEN FORM BURSTS THROUGH SEVERAL INCHES OF TEMPERED STEEL...



THE INDESTRUCTIBLE HYDRA HATH SUDDENLY FADED FROM VIEW!

THROUGH!!

THEN, 'T WAS BUT SOME TRICKERY... AN ILLUSION... AS I DID SUSPECT!

I AM FREE! YET, FROM WHENCE THE FLAMES THAT I SEE BEFORE ME? ARE THEY TOO A MIRAGE?



I WISH THEY WERE, WHISKERS!

THIS ISN'T EXACTLY THE TIME FOR DETAILS, BUT OUR HOST'S LITTLE POPGUN MUST A HIT SOMETHIN' FLAMMABLE!

CAP, OVER THERE, LOOKS LIKE HE'S JUST STUNNED! HOIST HIM OVER YOUR SHOULDER AND LET'S GO!

WHAT OF THE BLACK WIDOW... SHE WHOM WE DID COME HERE TO RESCUE? SHE DOH SEEM SO LIFELESS...

SHE'S STILL BREATHIN'! BUT, IF WE DON'T GET OUTTA HERE FAST...

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THAT SEEMS TO BE ALL THE ENCOURAGEMENT THE SON OF ZEUS REQUIRES, FOR...

WHOOOM!

SINCE ALL PATHS AROUND US ARE BARRED...

...I'D WOULD APPEAR THAT OUR SOLE PATH TO SAFETY IS THROUGH YON CEILING!

JUST THEN, DIRECTLY ABOVE, AS THE REMAINING AVENGERS SEARCH FOR SOME SIGN OF THEIR MISSING COMPANIONS...

LOOK! SOME HUGE PIECE OF MACHINERY... COMING THROUGH THE VERY METAL!

WHO BUT HERCULES COULD HAVE HURLED IT WITH SUCH FORCE? HE... AND PERHAPS THE OTHERS... MUST BE DOWN THERE!

I'LL GET A ROPE READY... IN CASE IT'S NEEDED!

I'VE GOT A HUNCH HE WOULDN'T BE TOSSING THINGS AROUND JUST FOR SHOW!

AND SO, WITHIN SECONDS, THE VITAL LINE IS LOWERED.

OKAY, MAN-MOUNTAIN! PULL ME UP... AND DON'T STOP TO BREATHE!

THIS PLACE IS TURNIN' INTO AN OVEN... WITH CAP AND HERK STILL BELOW!

HOWEVER, AS THE LIFE-SAVING ROPE IS DROPPED A SECOND TIME...

AS SOON AS STEVE ROGERS RESTS SECURELY IN THE AERO-CAR, THE LION OF OLYMPUS MUST RETURN TO THIS BLAZING INFERNO... TO SAVE OUR FOES!

NO MATTER HOW HORRENDOUS THEIR CRIMES, THEY CANNOT BE LEFT TO DIE!

THE ONE CALLED HERCULES... HE IS ESCAPING... WITH CAPTAIN AMERICA!

THAT AMERICAN FOOL... MORE THAN ANY OTHER... HAS BROUGHT ABOUT THE DESTRUCTION THAT NOW SURROUNDS ME!

WHATEVER ELSE MAY BEFALL... EVEN THOUGH THE PSYCHOTRON ITSELF BE REDUCED TO FLAMING ASHES...

...CAPTAIN AMERICA MUST BE DESTROYED!!

BUT THEN, JUST AS THE FATAL TRIGGER IS SQUEEZED...

NEVER, ACCURSED ONE... NOT TILL THE HEAVENS CRUMBLE--

HE... AND THE WOMAN I HAVE WRONGED... MUST LIVE, EVEN THOUGH WE DIE!

--SHALL CAPTAIN AMERICA BE KILLED BY ONE SO CRAVEN AS YOU!

WATCH OUT, SWINE! THE LASER BEAM IS GOING

WHAT HAPPENS NEXT SEEMS A MADDENED NIGHTMARE... OR ELSE THE FOREDESTINED PLAN OF SOME INSCRUTABLE FATE.. AS THE FLAILING LASER BEAM RIPS THROUGH A NEARBY WALL, STRIKING A SERIES OF UNDERGROUND GAS PIPES...

THE NEXT MOMENT, THE VERY EARTH ITSELF SEEMS TO LASH OUT IN A PAROXYSM OF RAGING FURY. SPEWING FORTH ANCIENT STORES OF MOLTEN LAVA INTO THE CHAMBER WHICH, SECONDS BEFORE, HAD HOUSED THE PSYCHOTRON ...



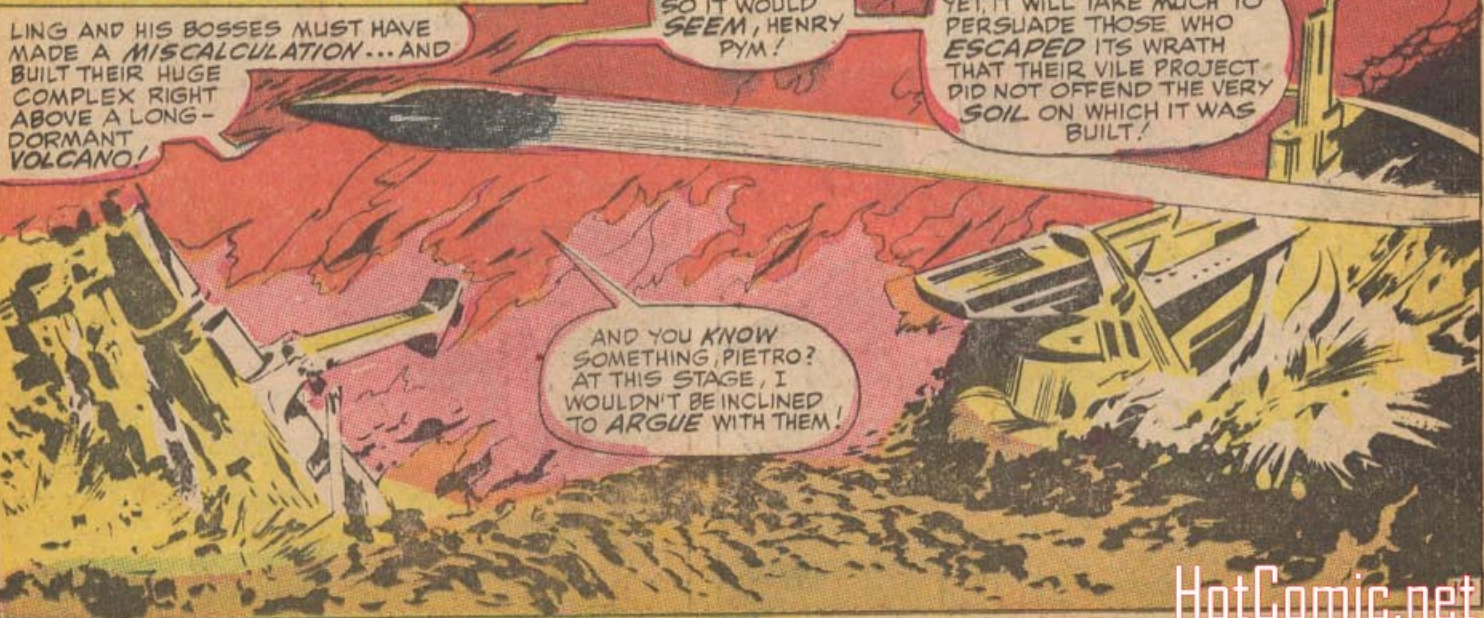
THEN, AS THE REMAINING TROOPS SCURRY DESPERATELY FOR SAFETY, WRITHING STREAMS FLOW THROUGH THE ENTIRE LENGTH AND BREADTH OF THE GIGANTIC SUBTERRANEAN BASE, BURNING ALL IN THEIR RELENTLESS PATH...



FLEE! NOTHING CAN STAND AGAINST SUCH A FIERY DELUGE!

BUT, WHERE DID THE LAVA COME FROM?

AND, IN THE ALMOST NOISELESSLY CIRCLING AERO-CAR ABOVE, THE MIGHTY AVENGERS ARE ASKING THEMSELVES THE SAME INEVITABLE QUESTION...



LING AND HIS BOSSES MUST HAVE MADE A MISCALCULATION... AND BUILT THEIR HUGE COMPLEX RIGHT ABOVE A LONG-DORMANT VOLCANO!

SO IT WOULD SEEM, HENRY PYM!

YET, IT WILL TAKE MUCH TO PERSUADE THOSE WHO ESCAPED ITS WRATH THAT THEIR VILE PROJECT DID NOT OFFEND THE VERY SOIL ON WHICH IT WAS BUILT!

AND YOU KNOW SOMETHING, PIETRO? AT THIS STAGE, I WOULDN'T BE INCLINED TO ARGUE WITH THEM!

LET'S SAVE THE ARM-CHAIR PHILOSOPHY FOR LATER! THE GIRL WHO HANDED US OUR SHINY LITTLE VICTORY IS HURT... MAYBE DYING! GET THIS CRATE MOVIN'!

AT LEAST... I DID WHAT I HAD TO DO--DESTRUCTING THE PSYCHOTRON AND SECRETLY LEADING THE AVENGERS HERE!

WHAT DOES ONE LIFE MATTER, MY DARLING...IF THE WORLD IS SAFE?

ONE LIFE ALWAYS MATTERS, 'TASHA! THAT'S WHAT YOU FOUGHT FOR!

BESIDES, IT MATTERS... TO ME!



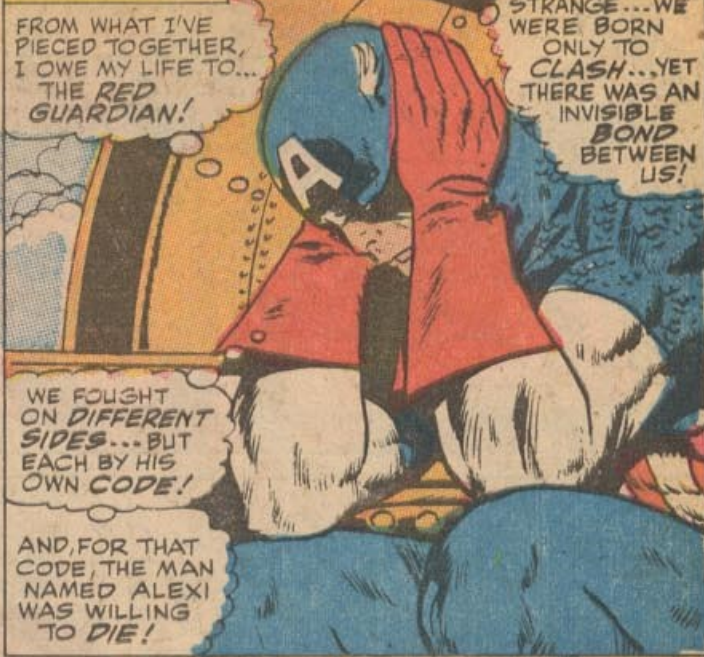
MEANWHILE, AS QUICKSILVER VEERS HOMEWARD, A WEARY FIGURE SITS APART... LOST IN HIS OWN SOMBER THOUGHTS...

FROM WHAT I'VE PIECED TOGETHER, I OWE MY LIFE TO... THE RED GUARDIAN!

STRANGE... WE WERE BORN ONLY TO CLASH... YET THERE WAS AN INVISIBLE BOND BETWEEN US!

WE FOUGHT ON DIFFERENT SIDES... BUT EACH BY HIS OWN CODE!

AND, FOR THAT CODE, THE MAN NAMED ALEXI WAS WILLING TO DIE!



BUT SOON, AS THE SUPERSONIC CRAFT REACHES HAWAII... AND THE WOUNDED BLACK WIDOW IS RUSHED TO THE NEAREST HOSPITAL... ALL THOUGHTS ARE FORGOTTEN SAVE THOSE OF HER THEY ONCE BELIEVED A TRAITOR...

YOU'VE GOT TO TELL ME, DOC! IS... IS THERE A CHANCE...?

I'M AFRAID I DON'T KNOW, SON! THE FIRST AID YOU GAVE HER HELPED... BUT, NOW SHE'S LAPSED INTO A STATE OF SHOCK!

ALL WE CAN DO IS TRY! AND, ALL YOU CAN DO... IS PRAY!



THEN, AS THE QUIET, COURAGEOUS GIRL IS WHEELED INTO THE OPERATING ROOM... AND LOST FROM VIEW...

WHAT GOOD IS MY SKILL WITH ARROWS... WHEN THEY CAN'T HELP THE ONE PERSON WHO MATTERS MOST TO ME?

I... THINK I KNOW HOW YOU FEEL, PARTNER!

BUT, NEVER ABANDON HOPE... NO MATTER HOW SLIM IT MAY BE!

IF I SHOULD LOSE HER NOW... JUST WHEN I'VE REALLY FOUND HER...

IT MAY NOT BE MUCH... BUT IT'S ALL WE'VE GOT!



THE HOURS PASS SLOWLY, WITH EACH TICK OF THE CLOCK SEEMING AN ENDLESS ETERNITY! THEN...

SHE'S GOING TO LIVE! SHE PULLED THROUGH ON WILL POWER ALONE... BUT SHE'S GOING TO MAKE IT!

DOC, IF YOU WERE A GIRL, I'D MARRY YOU! WHEN CAN I SEE HER?

IT'LL BE A FEW DAYS! SHE NEEDS REST!

AND, I'LL SEE THAT SHE GETS IT... FROM NOW ON!



A FEW DAYS LATER, THE ROUTINE OF THE HOSPITAL STAFF IS INTERRUPTED FOR A SECOND TIME BY SEVEN COSTUMED FIGURES, AS...

THE REST OF US WANTED TO GIVE YOU TWO SOME PRIVACY, NATASHA... BUT HAWKEYE INSISTED WE COME!

YOU KNOW IT, CAP! I WANNA SHARE MY HAPPINESS WITH THE WHOLE GREAT BIG WONDERFUL WORLD!

HOW'RE YOU FEELIN', 'TASHA! THE DOC SAYS YOU'LL SOON BE AS GOOD AS NEW!

I... I'M FEELING VERY...





SHE'LL BE WALKING ON WALLS AGAIN IN NO TIME, EH, HERCULES?

AYE, STEVE ROGERS!

I KNEW IT'D TAKE MORE THAN ONE RAY-BLAST TO FINISH MY GAL!

TASHA, MAYBE THIS ISN'T THE TIME TO SAY I'M SORRY FOR NOT TRUSTIN' YOU BEFORE, BUT...

I LOOK WORSE THAN SHE DOES WHEN I GET THE SNIFFLES!

PLEASE, MY DARLING... NO WORDS ARE NECESSARY! PART OF MY ASSIGNMENT WAS TO MAKE YOU THINK ME A TRAITOR!

I'M JUST FLATTERED YOU THINK I WAS A GOOD ACTRESS!

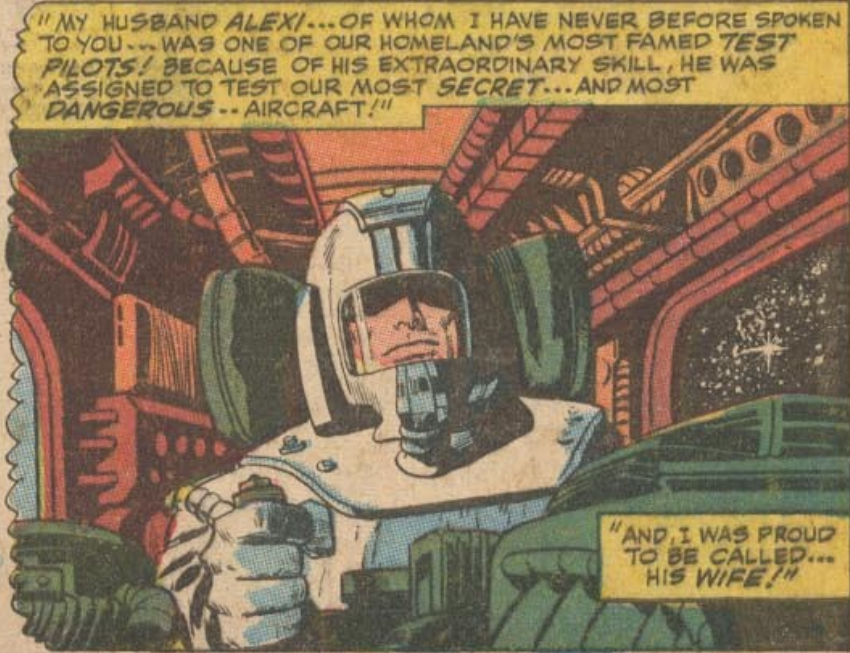


THE BEST, LADY! THOUGH, I'VE NEVER FIGURED OUT JUST WHY YOU BECAME A SPY IN THE FIRST PLACE!

YES... PERHAPS IT IS TIME THAT I TOLD SOMEONE... THAT I TOLD YOU!

YOU DON'T HAVE TO, DOLL! I DIDN'T MEAN TO PRY!

I WANT YOU TO KNOW, MY LOVE... SO THAT YOU MAY UNDERSTAND...



"MY HUSBAND ALEXI... OF WHOM I HAVE NEVER BEFORE SPOKEN TO YOU... WAS ONE OF OUR HOMELAND'S MOST FAMED TEST PILOTS! BECAUSE OF HIS EXTRAORDINARY SKILL, HE WAS ASSIGNED TO TEST OUR MOST SECRET... AND MOST DANGEROUS... AIRCRAFT!"

"AND, I WAS PROUD TO BE CALLED... HIS WIFE!"



"BUT THEN, ONE DAY..."

I MUST INFORM YOU THAT YOUR HUSBAND ALEXI WAS KILLED TODAY... WHEN HIS EXPERIMENTAL ROCKET EXPLODED!

HOWEVER, YOU WILL BE GLAD TO KNOW HE DIED A HERO... TESTING WEAPONS FOR USE AGAINST OUR ENEMIES!

IF... IF ONLY I COULD DO SOMETHING... TO BE WORTHY OF HIS MEMORY...

PERHAPS... THERE IS SOMETHING!

TELL ME... TELL ME WHAT IT IS! I'LL DO ANYTHING!



NOW, I KNOW THEY LIED... SO THAT ALEXI COULD BE TRAINED TO BE THE RED GUARDIAN, AND I TO BE... THE BLACK WIDOW!

THEY CHANGED HIM SOMEHOW... MADE HIM CRUELLER! HE SEEMED HARDLY THE SAME MAN I ONCE LOVED...

LOOK, TASHA... YOU'D BETTER GET SOME REST!

I SHALL! I ONLY WISH... I WERE FREE TO TELL YOU OF MY MISSION FOR SHIELD!

NO NEED! WE GOT IT STRAIGHT FROM NICK FURY HIMSELF...

...HOW YOU WERE UNDER POST-HYPNOTIC SUGGESTION TO BELIEVE YOU WERE ON THEIR SIDE, WHEN YOUR LOYALTY WAS QUESTIONED!

YES! ONLY THIS COULD I HAVE RESISTED... THE PSYCHOTRON!



AND, JUST ONE FINAL THING, NATASHA! LING AND HIS CRONIES SPENT YEARS TRAINING ALEXI... TO BE JUST A SUPER-POWERFUL PUPPET OF THE STATE!

BUT, WHEN THE CHIPS WERE DOWN, HIS FEELINGS FOR YOU TRIUMPHED OVER THAT TRAINING... AND HE DIED A MAN!

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A SAGACIOUS SMATTERING OF SCUTTLEBUTT, SCOOPS, AND SPACE-WASTING SMALL-TALK!

ITEM! This one's gonna flip you outta your crow's nest! Even the amazin' ABC-TV network has come under the spell of Marvel-mania! Almost before you know it, they're gonna feature an hour-long, evening TV Special—in full color, natch—to kick off our upcoming weekly FANTASTIC FOUR series! At the time we write these imperishable words, the date hasn't yet been finalized, so whatever you do, keep watching the TV listings in your newspaper — we couldn't bear to have you miss it! Or, if you're the titanic type who takes no chances, you can always drop a line to the president of ABC, at 1330 Ave. of The Americas, New York City, and bug him for the info. Just tell 'im Honest Irving sent you! And, in the meantime — THINK MARVEL!

ITEM! Well, we did it again! Another earth shattering MISTAKE of a magnitude which only your batty Bullpen could achieve! We've been touting the title of our newest and nuttiest sensation, BRAND ECHH, for the past two months — and just realized we've been labeling it wrong! The actual title is: NOT BRAND ECHH — 'cause if the word NOT is omitted, things'll be more confusing than ever around here! There! Now that we've set the record straight, we're gonna go out and kick ourselves around the block—if the real Brand Echh doesn't beat us to it! Anyhow, like we always say — THINK MARVEL!

ITEM! Here's more straight scoop on our senses-staggering SPECIALS for this summer. We've already told you about the 25¢ ish of SGT. FURY AND HIS HOWLING COMMANDOS, as well as our MILLIE THE MODEL SPECIAL. (It IS ours, isn't it? Anyway, we think so!) But now, the long-awaited DAREDEVIL SPECIAL and the AVENGERS SPECIAL are both on sale! Ol' DD features an all-new and original 39-page block-bustin' action thriller, in which our lovable hornhead battles like a demon against Electro and his Emissaries of Evil — and wait'll you see who the Emissaries are! There are also a whole kaboodle of feature pages, diabolically dreamed up by Stan and Gene, containing the liltin' low-down on DD — as well as some scintillating surprises and powerhouse pin-ups! And, just between us, the AVENGERS SPECIAL is just as great! It features possibly the longest single comics mag spectacular ever produced — 49 full pages of more super-hero action than anyone ever thought possible! You'll see the old Avengers — the new Avengers — the Sub-Mariner, Nick Fury, more villains than you can count, and just about everything we could toss in to make sure you get your money's worth! Remember: the DAREDEVIL SPECIAL, and the AVENGERS SPECIAL — both containing only brand-new material; both chock-full of thrills and surprises; and both on sale right now! Next ish we'll give you the facts about the upcoming FANTASTIC FOUR SPECIAL and the SPIDER-MAN SPECIAL, but till then — see why we say THINK MARVEL!

ITEM! Let's gossip about the gang for a while. Didja know that world-famous philosopher Marshall McLuhan has a brief write-up and a full-page photo of our leader in his first book, published in 1951? It was titled *The Mechanical Bride*, and the chapter concerning comic mags quoted Smil'n Stan himself! But, why not? Even Fearless Forbush is a fan of his! Rascally Roy, who's just bought himself a pet ocelot named Gollum (honest!) and Groovy Gary, who's

just sold about a zillion pop songs which you'll all be humming soon, had both better look to their laurels — mainly because we've just lassoed a brand-new addition to our wondrous staff of way-out writers! Step right up and meet Raymond Marais who's now scripting Dr. Strange and will soon be trying his hand at Sub-Mariner as well. Not only is talented Ray as nice a guy as you'd wanna meet, but he's got more hair in his beard than the rest of the Bullpen have on their pointy heads! — And he's just a young sprite, too! One of these days we'll find out what he's hiding under there, but till then — welcome aboard, Bushy — and remember, your most important duty is — THINK MARVEL!

STAN'S SOAPBOX!

Many Keepers of the Faith have demanded that we take a more definite stand on current problems such as Viet Nam, civil rights, and the increase in crime, to name a few. We've a hunch that most Marvel madmen pretty well know where we stand on such matters — and we've long believed that our first duty is to entertain, rather than editorialize. Of course, you've probably noticed that it's not too easy to keep our own convictions out of the soul-stirring sagas we toss at you — but, in our own bumbling fashion, we do try. Anyway, since it's YOU who are the true editors of Marveldom, it's time for another impassioned poll! Should we editorialize more — or less — or keep things in their present fouled-up form? We'll announce the verdict as soon as one of us learns to count so we can tabulate the votes. But, till then, in case you haven't noticed, we've got a little suggestion for you. Namely — THINK MARVEL! That's it, Believer!



THE MIGHTY MARVEL CHECKLIST

Marvel-ous Mags on Sale Right Now!

NOT BRAND ECHH #3: This is the big one! The outlandish origins of Thor, the Hulk, and Captain America — but — these are the far-out Forbush versions, cunningly calculated to drive you batty! Marvel at its maddest!

FANTASTIC FOUR #67: Prepare yourself for one of the most incredible tales of all time — as you finally meet our newest creation — the character known as — Him! No matter how unusual you expect Him to be — he's even more so!

SPIDER-MAN #53: Featuring the return of Dr. Octopus! Yep, Doc Ock, one of the most powerful, most deadly arch-foes in all of literature, returns with the most unexpected

threat of all! And wait'll you read the last page —!

X-MEN #36: How can America's greatest mutant heroes rescue Professor X from Factor Three? Wouldja believe the Angel, Cyke, and Marvel Girl as construction workers? Can you picture the Beast and Iceman performing in Washington Square? And wait'll you see the villain in this one! YEEESH!

DAREDEVIL #32: Okay! Here it is! Deprived of his super-senses, DD fights to the finish against the Cobra and the murderous Mr. Hyde while he's imprisoned in the most escape-proof pad you've ever seen! How does he do it? You've gotta see it to believe it!

THOR #144: Any villains with names like Forsung, Brona, and Magnir can't be all bad — or can they? This one's a doozy! Goldilocks fights against seemingly hopeless odds while Odin is on the verge of losing Asgard! This one's for action fans!

STRANGE TALES #161: Talk about sizzling situations! This ish, Nick Fury confronts a nefarious new villain who — aww, why spoil it for you? This one you have to see for yourself! And wait'll you catch Doc Strange battling to save earth in the Land of the Million Perils! Hoooy Boy!

SUSPENSE #94: Sure, we know that Titanium Man whumped Shellhead last ish! But this time, the Golden Avenger is fighting-mad as he strikes back! It's a battle you'll never forget! Nor will you forget the startling shock in store for you when Captain America finally faces — Modok!

ASTONISH #96: America's number one amphibian-on-campus stalks the predaceous Plunderer thru the Savage Land — while the rampaging Hulk is outmatched as he tears into the barbaric hordes of a fighting fanatic! And you'll never forget the fate of the half-crazed High Evolutionary!

SGT. FURY #46: In a shell-studded salute to the unsung heroes of every war, the Howlers team up with a battle-hungry medic to save a gravely-wounded Bull McGiveney! This one has to hit you right in your foxhole!

MARVEL COLLECTORS' ITEM CLASSICS #11: This ish we're really gonna sock it to ya, baby! 'Cause, after thrilling to some of the greatest FF, Iron Man, Doc Strange, and Hulk sagas ever printed, you just have to wind up hangin' loose!

FANTASY MASTERPIECES #10: This is the Golden-Age gas everyone's been demanding — the All-Winners Squad, featuring Captain America, the Human Torch, Sub-Mariner, Miss America, and the Whizzer — in a 43-page action epic destined to become the most talked-about reprint of the decade!

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AVENGERS ASSEMBLE!

SEND YOUR LETTERS TO: THE MARVEL COMICS GROUP, SECOND FLOOR, 625 MADISON AVE., NEW YORK, N. Y. 10022

Dear Stan, Roy & John,

After finishing AVENGERS #41, I feel it is my duty to congratulate you for breaking an eight-issue losing streak. For the first time the AVENGERS have had a truly spectacular cover. Once again, though, I must ask you to completely remove titles and the like from the covers. How can you completely enjoy a cover if unnecessary words clutter it up? The artwork was excellent, and I am sure no one would complain if Big John B. was kept as permanent penciller. Please, though, ask Stan G. to stop coloring Wanda's hair blue. Really, we get enough of that in certain other places. Roy's script, as usual, needs no criticism. Pretty soon there'll be two Stan Lees. Good grief!—The end is near. Keep Natasha out of the AVENGERS indefinitely. She's too much like Spidey, and the AVENGERS are crowded enough already. Why not have her killed while working as a Shield double-agent? That would solve the problem—except what to do with a miserable Hawkeye. Don't worry, a one-ish winning streak is long enough; nothing lasts forever.

Chris Barth, John's Lane
Ambler, Pa.

Maybe not, but some things sure seem to go on forever and ever. And one of them is the clamorous controversy over whether the beautiful Black Widow should join our astonishing assemblers, or just be content with a little web-spinning whenever Spidey isn't looking. But, you scored one frenetic first with your request, Chris. As far as we can recollect, no one ever asked us to kill Natasha off before! That's a bit too extreme a solution for your girl-watching Bullpen, though—so we'll just have to wait and see if you'll be satisfied with what we really have in mind for Hawkeye's lady friend. We'd tell you what it is, but it kind'a slips our minds at the moment—if we ever knew at all, that is!

Dear Messrs. Lee, Thomas, and Buscema,

I figured it was about time someone showed you some respect. But, now on to other matters! In AVENGERS #40, p. 13, panel 3, Hercules says to Namor, "—Hold, mortal!—I say thee—nay!" and then they start fighting. This implies that they don't know each other and that Herky Baby thinks Namor is a mortal. Hercules is the son of Zeus and Neptune, must be Namor's father because Neptune called the Sub-Mariner "son" in ASTONISH

#75, and many times earlier Namor said things like—"The Spirit Image of Father Neptune!" This establishes the fact that neither of them is a mortal. I did a little research and found that Zeus and Neptune are brothers. Guess what that makes Herky and Subby! In case you can't figure it out, they are first cousins!

Terry Nielsen, Box 274
Portland, Ore. 58274

We really dig your erudite explanation, Terry, except for two little details. Namor really is a mortal—even if he ages at a slower rate than the rest of us—and, what's more, he isn't truly the son of Neptune! His father, as every True Believer who bought F.F. ANNUAL #1 knows, was an American named Captain McKenzie, one of the earliest Antarctic explorers! Ol' Neppy just called our seaweed sovereign "son" as a token of affection, and also because any monarch of Atlantis becomes automatically the adopted son of Neptune! (We just tossed in that last bit of info for the benefit of those nit-pickers who claim that we never tell you frantic ones anything new on our loquacious letters-pages—'cause, as far as we know, we never mentioned it before. In fact, we think we just made it up; but watch some sharp-eyed Marvelite prove us wrong again!)

Dear Stan, Roy & John,

As the Hollies would say—Stop! Stop! Stop!—What I mean is this, stop soliciting members for the AVENGERS. You started out with the old AVENGERS. Then came the four new AVENGERS. They were great—and then along comes Goliath. Good. Next you added the groovy Wasp. OK, but now you've got fans arguing over the Black Widow. Hercules is going to spend his sentence with the AVENGERS. Everybody and his grandmother is clamoring for Spidey and D.D. to join the group. Who's next? Paul Revere and the Raiders? Stop, do you hear? The Avengers will go right down the drain if they get too strong. Who will they fight? The Watcher? The Stranger? Aunt May? How are those for suggestions? A Daredevil and Spider-Man team. They're awfully close to discovering each other's identities anyway. Or how about this one, which you've probably heard a million times—Tales of the Inhumans! How about another split magazine? In one half you could feature the Black Panther and in the other half you could feature someone like Cyclops or

HELP! We're buried by mail! You've gotta limit your liltin' letters to only ONE PAGE—otherwise we can't read (or publish) them. So keep 'em short, Believers—don't let your blood

Quicksilver in action by himself. You could have someone different each month. I'm a veritable House of Ideas—aren't I? Well, by now, I guess you realize how much you need me there in N.Y. So I'll start packing.

Rick Burns, 6824 N. 91st St.
Milwaukee, Wisc. 53224

And so will we, Mr. B., if we get many more letters about the agonizin' Avengers getting more crowded than a post-Christmas sale at Macy's! But, frankly, we sort'a agree with those livid letter-writers who claim that we've put a few too many of our marvelous heroes in the Avengers. So, within a few issues, you can look for a dramatic change (or maybe *two*) in the line-up—and we've already got a special mailbox ready to handle the thousands of letters which will bombard us saying that we took out the wrong members! Oh well, they say you can't win 'em all—but why didn't anybody ever tell us you can *lose* 'em all?

Dear Stan, Roy & John,

I've a few choice observations to make on your comic, THE AVENGERS: These undeniable truths of mine should help to straighten out the little kinks in your great comic. Observations: 1. You should get rid of Captain America; he has outlived his use in the AVENGERS. 2. Get rid of Scarlet Witch and that fugitive from Brand Echh, Quicksilver. 3. Incorporate Hercules and the Black Widow into the AVENGERS. 4. Even though I dig Hercules, I believe that he has stolen the show from the others since his debut. 5. Take note of AVENGERS #s 39 & 40, and even 38; for seeing the truth in point 4. Of course I think your mags are the greatest, even if I do keep hoping for these changes. One other thing—your covers are simply IT.

Tim Thompson, Rt. #1, Box 296A
Catlettsburg, Ky.

We're glad you think they're IT, lad. But we've just one little question: *what is IT?* On second thought, maybe we'd better just consider your capricious comment a compliment—and let the whole thing go at that! Okay?

Dear Stan, Roy & John,

I have a few comments to make about the Avengers. First, let me say that I think Goliath and the Wasp should leave the Avengers permanently. Goliath as Ant-Man and later Giant-Man was superb and groovy; but this new Goliath is just nothing. He no longer has the same old flare. As a result of this, the Wasp also suffers. She is not receiving the proper exposure. They actually do not seem to be very beneficial to the Avengers. Now since the loss of these two will deplete the strength of the Avengers to a certain extent, I propose two people as likely candidates to replace them. Black Widow and Hercules should become permanent members of the Avengers. These two are superb. All charges of treason should be cleared from the Black Widow's name. And, at least while Hercules is forced to endure his exile on earth, why not do it as an Avenger? After a year, Hercules can decide whether to stay or go back to his home. As for Goliath and the Wasp, either retire them once and for all or else give them their own magazines. Now, I do not really like them well enough to suggest that they actually deserve their own magazine, but I am willing to pay 12¢ extra each month just to see them leave the Avengers. Here's an idea: Team Goliath and Wasp and the Inhumans in another Marvel masterpiece. Finally, I heartily approve of continued stories. I must admit that at first I was an old diehard who wanted single-issue stories. But after reading so many continued stories, I realized that they are the superior ones. Plot characterization and all-around greatness can better be developed and expressed in continued stories. As for the suggestion by Floyd Stillman—issue #39—to cut idle talk, full-page illustrations, and activities around the headquarters, I hope this is not done. It is these little things which have placed Marvel Comics on the highest level ever achieved by any producer of comic books.

Shirley A. Gorman, 230 N. 25 Mile Avenue
Hereford, Tex. 79045

Thanks for telling us, Shirl. And here we thought it was our sparkling dialogue, our astonishing artwork, and our liltin' lettering. Anyway, the important thing

is—like the slogan says—we must be doing *something* right! (Although, sometimes, we've gotta admit that it sure doesn't *seem* like it!)

Dear Stan,

AVENGERS #40 was perfect except for two small, tiny, infinitesimal errors. The first of these is so inconsequential that I can understand you making it—I could not understand anyone else making it. On p. 11, the Wasp laments the bending of her sting on Namor's skin. However, since the sting consists only of a blast of super-compressed air—TTA #57—it would be rather difficult to bend the thing. The second error is so glaring, it is absolutely unforgivable. Mainly, the Mole Man—in a totally contrived ending that has absolutely nothing to do with the rest of the story—sees, picks up and throws away the Cosmic Cube. However, it was established in FF #1 that the Mole Man is totally blind, which makes the whole episode ridiculous. This second error, with the completely unnecessary nature of the sequence in which it appears, led me to believe that you plant these things for readers like me to find so you can have an excuse to give no-prizes for the best explanation. Or are you just more ignorant of your own creations than we think?

Don Markstein, 2232 Wirth Pl.,
New Orleans, La. 70115

To tell the truth, Donny, that wouldn't be easy! You should *see* how ignorant of our own creations some of our rapturous readers think we are! (And, they might just be right!) However, we don't think that a little thing like being totally blind would stop the Mole Man from passing judgment on the Cosmic Cube. After all, with or without eyesight, he's managed to attack the earth about a zillion times, to battle with just about every superhero in the Marvel line-up, and end up getting defeated on every occasion. With a record like that, what's one little Cosmic Cube more or less? Chew on *that* for a while, hallowed one!

Dear Stan, Roy & John,

AVENGERS #40 was pretty good. I know a million Marvelites will hate me for writing this, but it is good to see the Mighty Sub-Mariner, Prince of the Blood—How corny can you get!—get defeated. Fish-face seems to think that he is the only super-hero with power—but Herky showed him different. I think Herky should replace Goliath, because a strong immortal is better than a strong loudmouth. Having Mole Man throw the cube away in the end was a great idea, showing that Mole Man is useful for something besides getting clobbered. Till Blastaar fights Silver Surfer—no ideas now—make mine MARVEL!

Steve Smith, 350 Blake Ave.
Brooklyn, N. Y.

Our pleasure, Steverino! But, if publishing a story about Blastaar fighting the Silver Surfer means losing your invaluable support, you can bet your last Flatbush subway token that it's never gonna happen! As for the controversial Mole Man bit at the end of AVENGERS #40, we'll just bow out quietly and leave you to battle it out with dynamic Don Markstein, whose letter appears elsewhere on this page. (Or, who says this isn't the Merry Marvel Age of Let's-You-And-Him-Fight!)

NEXT ISH: We call our next spectacular epic "Blitzkrieg in Central Park!" We admit that's a kind'a nutty name for a superhero saga; but, when you see all the action and suspense that's in store for you, we think you'll agree with us that it was the only possible title! And, as our blockbustin' baddie, we've got the incredibly sinister Super-Adaptoid—that most amazing of androids who almost polished off Captain America himself, lo, these many months ago. But, if you thought Supey was powerful *then*, wait'll you see him when he adds the peerless powers of Thor, Hercules, and Iron Man to those he already possesses! In short, we have a sneaking suspicion that AVENGERS #45 will be the action sensation of the year—and, coming from a bunch of masters of understatement like your bashful Bullpen, that's just gotta be the swingin'est endorsement this side of the Forbush Seal of Multiloquent Magnificence.

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