



THE AVENGERS

APPROVED BY THE COMICS CODE AUTHORITY

IND. 4 MAR.

MARVEL COMICS GROUP 12¢

CAPTAIN AMERICA LIVES AGAIN!

ALSO IN THIS SENSATIONAL ISSUE SUB-MARINER



CAPTAIN IN AMERICA JOINS...^{THE} AVENGERS!

A TALE DESTINED TO
BECOME A MAGNIFICENT
MILESTONE IN THE
MARVEL AGE OF COMICS!

BRINGING YOU THE GREAT SUPER
HERO WHICH YOUR WONDERFUL
AVALANCHE OF FAN MAIL
DEMANDED!

GLORIOUSLY
WRITTEN
BY:

STAN LEE

GRANDLY
ILLUSTRATED
BY:

JACK
KIRBY

GALLANTLY
LETTERED
BY

ART
SIMEK

STEP FORWARD,
CAPTAIN AMERICA!
YOUR RIGHTFUL
PLACE IS HERE...
AMONG THE
AVENGERS!

THE MIGHTY MARVEL COMICS GROUP IS PROUD TO ANNOUNCE THAT JACK KIRBY DREW THE ORIGINAL CAPTAIN AMERICA DURING THE GOLDEN AGE OF COMICS... AND NOW HE DRAWS IT AGAIN! ALSO, STAN LEE'S FIRST SCRIPT DURING THOSE FABLED DAYS WAS CAPTAIN AMERICA -- AND NOW HE AUTHORS IT AGAIN! THUS, THE CHRONICLE OF COMICDOM TURNS FULL CIRCLE, REACHING A NEW PINNACLE OF GREATNESS!

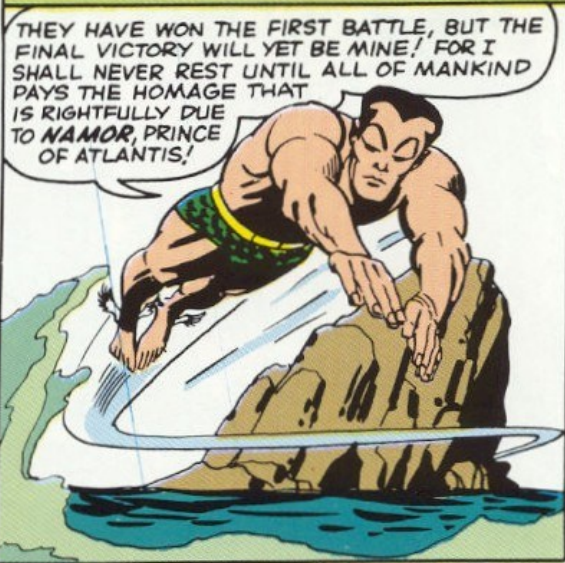
EDITOR'S NOTE:
WE SINCERELY SUGGEST
YOU SAVE THIS ISSUE!
WE FEEL YOU WILL
TREASURE IT IN TIME
TO COME!

REMEMBER THE AWESOME BATTLE BETWEEN THE HULK, SUB-MARINER AND THE AVENGERS LAST ISSUE? AFTER THE MIGHTY HULK VANISHED, SUB-MARINER FOUND THE ODDS TOO GREAT...



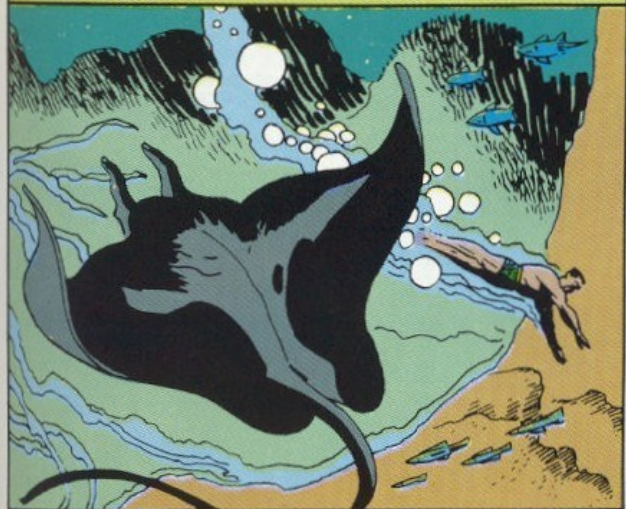
WE'RE TOO LATE! HE'S GETTING AWAY!

THINKING HIMSELF BETRAYED BY THE HULK, HIS HATRED OF THE HUMAN RACE GREATER THAN EVER BEFORE, THE VENGEFUL MONARCH OF THE SEA RETURNS TO THE DEEP...



THEY HAVE WON THE FIRST BATTLE, BUT THE FINAL VICTORY WILL YET BE MINE! FOR I SHALL NEVER REST UNTIL ALL OF MANKIND PAYS THE HOMAGE THAT IS RIGHTFULLY DUE TO NAMOR, PRINCE OF ATLANTIS!

DEEPER AND DEEPER SWIMS THE TRAGIC, ALMOST HUMAN RULER OF THE SEA! BUT NOWHERE IN THE VAST, ENDLESS DEPTHS OF THE OCEAN DOES HE FIND THE PEACE HE CRAVES!



AND NOWHERE DOES HE FIND HIS VANISHED RACE--THE PROUD, ONCE-MIGHTY HORDES OF ATLANTIS, WHO FLED FROM NAMOR WHEN THEY FELT HIS LOYALTY WAS DIVIDED BETWEEN THEM AND THE HUMANS!*



GONE--ALL GONE! WILL I EVER FIND MY PEOPLE AGAIN??

* FOR A MORE DETAILED ACCOUNT, REFER TO FANTASTIC FOUR ANNUAL #1... "SUB-MARINER VERSUS THE HUMAN RACE!" -EDITOR

TO THE TIRELESS PRINCE NAMOR, TIME AND DISTANCE ARE ALMOST MEANINGLESS, AND SO IT IS THAT WE FIND HIM, HOURS LATER, STANDING ATOP AN ICE FLOE IN THE NORTH SEA, STILL WRAPPED UP IN HIS OWN BITTER THOUGHTS...

I'LL NEVER STOP SEARCHING! I'LL NEVER FORFEIT MY BIRTH-RIGHT WHILE A BREATH OF LIFE REMAINS!



BUT FINALLY, HIS DARK MUSINGS ARE INTERRUPTED, AS HE SEES...

ON THE ICE AHEAD-- A HUMAN VILLAGE! I SEE MASSES OF ACCURSED HUMANS!



AND THE KEEN-EYED NAMOR IS RIGHT! A FEW HUNDRED YARDS AWAY, AN ISOLATED TRIBE OF ESKIMOS BOWS DOWN IN A STRANGE RITUAL...

OH, MIGHTY LORD OF THE FROZEN ICE, HEAR OUR PRAYERS ...



THE FOOLS! THEY ARE BOWING TO A PETRIFIED FIGURE FROZEN WITHIN A CAKE OF ICE!

HEAR ME, HUMANS! THIS IS NO HELPLESS IMAGE YOU SEE BEFORE YOU! THIS IS THE SUB-MARINER, WHO HAS SWORN VENGEANCE UPON THE ENTIRE HUMAN RACE!

IT IS THE DREADED NAMOR-- THE LEGENDARY ONE!



RUN, YOU WEAK, HELPLESS MORTALS! FLEE IN TERROR BEFORE THE RIGHTFUL WRATH OF NAMOR. THUS SHALL ALL OF MANKIND ONE DAY SHRIEK IN PANIC AT THE COMING OF THE SUB-MARINER!



AND TAKE YOUR ACCURSED IDOL WITH YOU! GO-- SPREAD THE WORD-- LET THE WORLD KNOW THAT NAMOR IS STILL A FORCE TO BE RECKONED WITH!



BAH! I AM FILLED WITH SHAME! I AM DISGRACED!

HAS THE MIGHTY NAMOR BEEN REDUCED TO FIGHTING HELPLESS, FEARFUL PRIMITIVES??



HIS VERY SOUL IN A TURMOIL, THE FRUSTRATED, MADDENED SUB-MARINER LASHES OUT THOUGHTLESSLY, HEEDLESSLY, CAUSING AN AVALANCHE OF ICE IN HIS THUNDEROUS RAGE!



IS THIS ALL MY STRENGTH IS GOOD FOR?? TO LASH OUT AT UNCOMPREHENDING ESKIMOS??

RUN! FLEE THE ICE FLOE! WE MUST REACH THE TRADING POST!

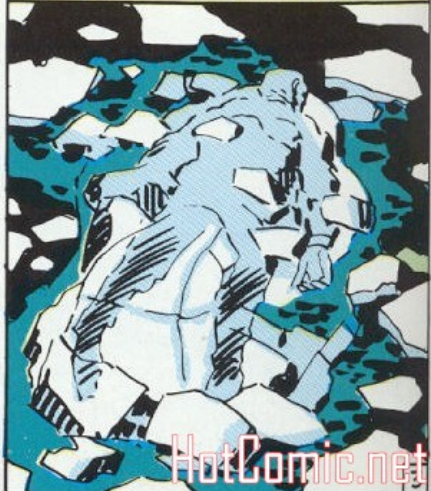
THE WORLD MUST BE WARNED OF NAMOR'S RAMPAGE! THE SEA PRINCE HAS GONE MAD!



AND WHAT OF THE MYSTERIOUS FIGURE IMPRISONED WITHIN THE BLOCK OF ICE?? SILENTLY IT FLOATS AWAY... UNSEEN, UNHEARD...



...UNTIL IT HITS THE WARM WATERS OF THE GULF STREAM, WHERE THE ROCK-HARD OUTER ICE SHEATH BEGINS TO SLOWLY MELT...



UNTIL, FINALLY-- NAUGHT REMAINS BUT A FROZEN, PETRIFIED FIGURE IN A STATE OF SUSPENDED ANIMATION... A FIGURE WHICH DRIFTS PAST THE UNDERSEA CRAFT OF--
THE AVENGERS!

STOP THE ENGINES, IRON MAN! THERE IS SOMEONE OUT THERE!

LOOKS LIKE A HUMAN, BUT HOW IS IT POSSIBLE??



CAUTIOUSLY OPENING THE AIR-TIGHT ESCAPE HATCH, THE HUGE HAND OF GIANT-MAN SEIZES THE RIGID FIGURE, AND...



I'VE GOT HIM!

WHO CAN HE BE? WHY IS HE FROZEN SOLID?

LOOK! BENEATH HIS TATTERED CLOTHES-- SOME SORT OF COLORFUL COSTUME!



WAIT! DON'T YOU RECOGNIZE IT?? IT'S THE FAMOUS RED, WHITE AND BLUE GARB OF--
CAPTAIN AMERICA!

THE WASP IS RIGHT!

CAN THIS REALLY BE THE FAMOUS SHIELD OF THE ONCE-MIGHTY CRIME-FIGHTER?

AND HIS FACE MASK -- WITH THE PROUD LETTER "A" ON IT! IT MUST BE HIM!



ALL OF YOU-- LISTEN! HE ISN'T DEAD! HE'S BREATHING! HIS EYES-- THEY'RE FLICKERING!



SUDDENLY, WITH AN EAR-SPLITTING CRY, THE POWERFUL FIGURE SPRINGS UPWARD --WITH AGONIZING SHOCK REFLECTED IN HIS EYES!

BUCKY--
BUCKY!
LOOK OUT!



YOU CAN'T KILL HIM! YOU CAN'T KILL BUCKY! I WON'T LET YOU! I'LL SMASH YOU ALL!



THOR! IRON MAN!
STOP HIM! HE'S
GONE MAD!

BUT, AS SUDDENLY AS IT STARTED, THE LEGENDARY HERO'S WRATH SUBSIDES, AND THEN...

IT'S USELESS! I REMEMBER NOW! HE IS DEAD--HE IS! AND NOTHING ON EARTH CAN CHANGE THAT!



AND THEN, AS REALIZATION DAWNS, THE HANDSOME HEAD SLOWLY TURNS... THE CLEAR BLUE EYES TAKE IN THE AWESOME FIGURES SURROUNDING HIM...

WHERE AM I?? HOW DID I GET HERE?? WHO ARE YOU??

THAT'S WHAT WE WERE ABOUT TO ASK YOU!



WHO AM I??

FOR A MOMENT, I HAD ALMOST FORGOTTEN MYSELF!



BUT I AM NOT LUCKY ENOUGH TO FORGET FOREVER!



--TO FORGET THAT I WAS ONCE THE MAN THE WORLD CALLED--CAPTAIN AMERICA!





SLOWLY, ALMOST HALTINGLY, THE INCREDIBLE TALE BEGINS TO ISSUE FORTH FROM THE LIPS OF THE MIGHTY MAN WITH THE TRAGEDY-HAUNTED EYES...

IT SEEMS LIKE ONLY YESTERDAY--BUT IT WAS MORE THAN TWENTY YEARS AGO THAT MY TEEN-AGE PAL, BUCKY--AND I--WHILE ACTING AS SECURITY GUARDS AT AN E.T.O.*ARMY BASE-- TRIED TO STOP AN EXPLOSIVE-FILLED DRONE PLANE FROM TAKING TO THE AIR!

WE'RE TOO LATE, BUCKY! WE'LL HAVE TO GO AFTER IT IN ANOTHER PLANE!

NO! DON'T STOP! I THINK I CAN REACH IT, CAP!

HAH! THUS DO I TRIUMPH OVER CAPTAIN AMERICA AND BUCKY! IF THEY REACH THE PLANE, THEY DIE! AND IF THEY FAIL, AMERICA LOSES ONE OF ITS NEWEST WEAPONS!

*E.T.O.: EUROPEAN THEATER OF OPERATIONS.

THE BOY WAS CLOSER-- HE REACHED THE PLANE, BUT CAPTAIN AMERICA HIMSELF CANNOT HOLD ON!

CAN'T MAKE IT! DROP OFF INTO THE WATER, LAD! DON'T TRY TO GO IT ALONE!

NO! I CAN BRING THE PLANE BACK--I KNOW I CAN!

BUCKY! LET GO! IT MIGHT BE BOOBY-TRAPPED! YOU CAN'T DEACTIVATE THE BOMB WITHOUT ME! DROP OFF!

YOU'RE RIGHT, CAP! I SEE THE FUSE! IT'S GONNA BLOW!

"AND THOSE WERE THE LAST WORDS THAT BRAVE, WONDERFUL LAD EVER UTTERED... MAY THE LORD REST HIS SOUL!"

BUCKY!! IT EXPLODED! BUCKY'S GONE!

"AS FOR ME, I DIDN'T CARE IF I LIVED OR DIED! I STRUCK THE WATER OFF THE COAST OF NEWFOUNDLAND AND PLUMMETTED LIKE A ROCK--WITH BUCKY'S FACE ETCHED BEFORE ME! AND THAT IS THE LAST THING I REMEMBER!"

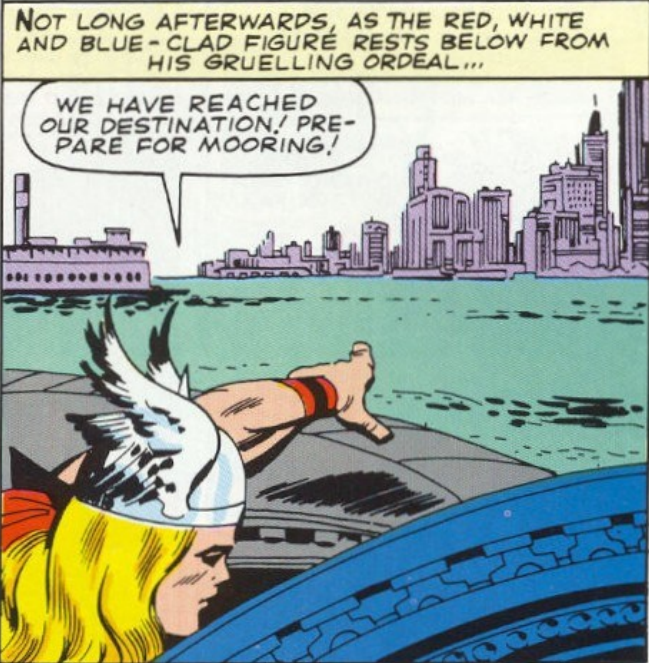
HE'S GONE--AND I--- WITH ALL MY POWER-- ALL MY STRENGTH-- I COULDN'T SAVE HIM!

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AS FOR THE REST, BY SOME FANTASTIC STROKE OF FATE, I MUST HAVE BEEN FROZEN IN AN ICE FLOE, AND THEN FOUND BY SOME ESKIMOS WHO THOUGHT I WAS A SUPERNATURAL OBJECT! THEN, ALL THOSE YEARS OF BEING IN A STATE OF FROZEN SUSPENDED ANIMATION MUST HAVE PREVENTED ME FROM AGING!

WE BELIEVE YOU, CAPTAIN AMERICA!



NOT LONG AFTERWARDS, AS THE RED, WHITE AND BLUE-CLAD FIGURE RESTS BELOW FROM HIS GRUELLING ORDEAL...

WE HAVE REACHED OUR DESTINATION! PREPARE FOR MOORING!



SLOW DOWN, GIANT-MAN! I CAN'T MATCH THOSE BIG STRIDES OF YOURS! HAMMM, LOOKS LIKE THE GENTLEMEN OF THE PRESS WERE EXPECTING US!

THEY KNOW WE WENT AFTER THE HULK!* THEY EXPECT A BIG STORY!

TOO BAD WE'LL HAVE TO DISAPPOINT THEM! WE HAD A BANG-UP FIGHT, BUT NO REAL RESULTS!

AHH, BUT WAIT TILL THEY LEARN WHO OUR PASSENGER IS, BELOW DECKS!

*SEE THE AVENGERS#3 "THE HULK AND SUB-MARINER"-ED.

THEN SUDDENLY, UNEXPECTEDLY, AT THAT VERY SPLIT-SECOND, A BLINDING FLASH TAKES PLACE --FAR BRIGHTER THAN ANY ORDINARY FLASH-BULB EXPLOSION SHOULD BE!



AND, AFTER THE SMOKE HAS CLEARED, THE AVENGERS SEEM TO BE GONE--AS IN THEIR PLACE THE CROWD SEES FOUR MOTIONLESS STONE STATUES!



HEY, PETE--LOOK! WHAT DO YOU MAKE OF THAT?

AW, PROBABLY SOME KINDA TRICK THE AVENGERS USED TO DUCK OUT OF AN INTERVIEW!

BITTERLY DISAPPOINTED, THE REPORTERS AND PHOTOGRAPHERS RUSH OFF, TRYING TO FIND THE AVENGERS... AS THE CROWD DRIFTS AWAY TO NOTHINGNESS...

THAT'S A PRETTY CRUMMY TRICK TO PULL ON US, AFTER US WAITING ALL DAY FOR THIS INTERVIEW!



LET'S GO FIND 'EM! THEY COULDN'T HAVE GOTTEN FAR!

MINUTES LATER, THE LAST OCCUPANT OF THE UNDERSEA CRAFT SLOWLY CLIMBS UP THE HATCHWAY, HAVING BEEN AWAKENED BY THE COMMOTION ABOVE...



BUT, UPON REACHING THE SURFACE, HE FINDS...

EVERYONE'S *GONE!* THE PIER IS *DESERTED!* BUT-- WHY WOULD THEY DASH OFF *WITHOUT* ME??



STRANGE... THOSE STATUES MUST BE IN HONOR OF THE AVENGERS! BUT THEY ARE NOT SCULPTED IN TYPICAL POSES! OH WELL, IT'S NO CONCERN OF MINE! I HAVE A WHOLE NEW WORLD TO REDISCOVER-- A WORLD WHICH HAS ADVANCED TWENTY YEARS AHEAD OF ME!



HMMM, THE GIRLS ARE STILL AS LOVELY AS EVER... BUT THE FASHIONS, THE HAIRDOS... HOW DIFFERENT THEY ARE!

SALLY--LOOK! HE RESEMBLES A FIGURE I HEARD MY FATHER TALK ABOUT-- A MIGHTY HERO OF YEARS AGO!



HOLY SMOKE! THAT CAN'T BE WHO I THINK IT IS!

OF COURSE! MY OLDER BROTHER TOLD ME ABOUT HIM MANY TIMES-- IT WAS CAPTAIN AMERICA!

AND THE NEW YORK SKY-LINE--EVER IMPRESSIVE--EVER CHANGING! WHAT CAN *THIS* MAGNIFICENT STRUCTURE BE-- WITH ALL THE WORLD'S FLAGS ARRAYED AROUND IT??



HEY! WATCH THE *LIGHTS* CROSSING THE STREET, MAC!

THE CARS HAVE CHANGED MOST OF ALL-- AS THEY ALWAYS DO! WE NEVER HAD SO MANY *SMALL* ONES IN THE THIRTIES AND FORTIES!

WAIT! I KNOW YOU! YOU'RE-- AWW, NO! IT *CAN'T* BE! IT'S *IMPOSSIBLE!*



BUT I *CAN'T* BE WRONG! I *SAW* YOU ONCE, WHEN I WAS A KID! NEVER *FORGOT* IT!

NO, OFFICER-- YOU'RE NOT MISTAKEN! I AM CAPTAIN AMERICA!

AND ALL THESE YEARS-- ALL OF US-- YOUR FANS-- ALL YOUR ADMIRERS-- WE THOUGHT YOU WERE DEAD! BUT YOU'VE COME BACK-- JUST WHEN THE WORLD HAS **NEED** OF SUCH A MAN-- JUST LIKE **FATE** PLANNED IT THIS WAY!

FORGIVE ME, CAP, WILLYA? I-- I SEEM TO HAVE SOMETHING IN MY EYE!

LATER, AFTER THE OFFICER HAS DIRECTED CAPTAIN AMERICA TO A NEARBY HOTEL...

I WONDER IF THE YOUNGSTERS OF TODAY, WHO'VE GROWN UP WITH IT, REALIZE WHAT A TRULY WONDERFUL THING **TELEVISION** IS-- TO ONE WHO HAD NEVER SEEN IT!

FINALLY, THE WEARY, LONESOME MAN DROPS OFF TO A FITFUL SLEEP...

WHAT HAPPENS NEXT?? CAN'T RETURN TO MY CAREER AS CAPTAIN AMERICA-- IT WOULD BE MEANINGLESS WITHOUT BUCKY! I DON'T BELONG IN THIS AGE-- IN THIS YEAR-- NO PLACE FOR ME-- IF ONLY BUCKY WERE HERE-- IF ONLY--

THEN, SUDDENLY, HIS SUPER-KEEN SENSES DETECTING A SOFT TREAD IN THE DOORWAY, THE STARTLED BLUE EYES OPEN WIDE, AND...

BUCKY!! IT'S YOU!!

YOU'VE COME BACK!! BUCKY, YOU'VE COME BACK!!

I DON'T KNOW WHAT YOU'RE YAPPIN' ABOUT, MISTER! MY NAME'S RICK JONES, AND I'VE FOLLOWED YOUR TRAIL HALFWAY ACROSS TOWN!

THEY TELL ME **YOU** WERE THE LAST TO SEE THE AVENGERS-- AND I GOTTA **FIND** THEM! SO HOW ABOUT DOIN A LITTLE **TALKIN'**, HUH?

IT'S UNBELIEVABLE! YOU'RE LIKE HIS TWIN BROTHER! YOUR VOICE-- YOUR FACE-- EVERYTHING!! YOU COULD BE BUCKY'S **DOUBLE!**

LOOK, FELLA, YOU'RE NOT **READIN'** ME! ARE YOU GONNA TELL ME WHAT YOU KNOW ABOUT THE AVENGERS' DISAPPEARANCE, OR DO YOU WANT ME TO MENTION YOUR NAME TO MY PAL, THE **HULK**, WHEN I RUN INTO HIM AGAIN??

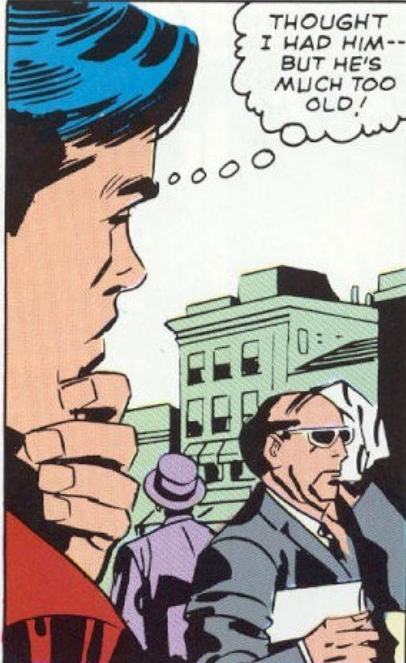
I DON'T KNOW WHO THE HULK IS, LAD-- BUT IF THE AVENGERS ARE MISSING, I'LL BE GLAD TO HELP YOU **FIND** THEM!



WITHIN AN HOUR, THE SEARCH IS ON, AS SHARP-EYED TEEN-AGERS COVER THE CITY, SEEKING A PASTY-FACED MAN, WEARING OVAL SUN-GLASSES, WITH JET BLACK HAIR! NOT MUCH TO GO ON, PERHAPS, BUT STILL A STARTING POINT FOR THE EAGER BRIGADERS...



THAT'S NOT HIM! HAIR'S NOT BLACK ENOUGH!



THOUGHT I HAD HIM-- BUT HE'S MUCH TOO OLD!

WORKING AROUND THE CLOCK, THE ALERT TEEN-BRIGADE TAKES CANDID CAMERA SNAP-SHOTS OF ALL POSSIBLE SUSPECTS, SENDING THEM IMMEDIATELY TO RICK JONES...



THAT GUY'S ANOTHER FALSE ALARM, BUT I'VE GOT A HALF-DOZEN SNAPS TO SEND RICK ANYWAY!

THEN, RACING THRU THE VAST CITY LIKE AN AVENGING STREAK, THE NIMBLE, SEEMINGLY TIRELESS CAPTAIN AMERICA FOLLOWS UP EACH LEAD, NO MATTER WHERE IT MAY TAKE HIM...



IT'S LIKE OLD TIMES AGAIN, BEING IN COSTUME-- ON THE TRAIL OF SOME STRANGE, UNKNOWN MENACE!

THIS IS WHAT I WAS MEANT TO DO! THIS IS THE DESTINY I CAN NEVER ESCAPE!



AND THEN, FINALLY...

IT'S HIM! THE ONE WE'RE AFTER!

WITHOUT A MOMENT'S HESITATION, TWO HUNDRED POUNDS OF FIGHTING FURY CRASH THRU THE SHATTERING WINDOW,



BUT, IN HIS EAGERNESS, THE ATTACKING CRIME-FIGHTER HAS FAILED TO NOTICE THE GUNMEN IN THE ADJOINING ROOM--GUNMEN WHO HEAR THE CRASH AND RACE TO THE SCENE, THEIR WEAPONS THUNDERING!!



GET THAT COSTUMED CLOWN, WHO-EVER HE IS!

IT'LL BE A CINCH!



THERE'S ALWAYS THE CHANCE YOU MAY GET ME! BUT "A CINCH"? NEVER!

H-HE SLICED OUR GUNS IN TWO WITH THAT SHIELD OF HIS!

WHO IS HE, ANYWAY??



I'VE BEEN CALLED MANY THINGS-- BUT I'VE COME TO PREFER THE NAME CAPTAIN AMERICA!

I SHOULD KNOW! I READ ABOUT HIM WHEN I WAS A KID!

HE MUST BE A PHONY! HE'S TOO YOUNG TO BE THE REAL CAPTAIN AMERICA!



OWWWW! THERE'S NO STOPPIN' HIM! HE'S LIKE A WHIRLWIND!

OOOF! IF HE'S A PHONY, I'M LITTLE RED RIDING HOOD!

NO ONE CAN PAY US ENOUGH TO FIGHT HIM! KNOCK IT OFF, MASKED MAN-- WE GIVE UP!



AND THAT LEAVES YOU, FELLA! YOU'VE GOT THE KEY TO THE DISAPPEARANCE OF THE AVENGERS!

BUT YOU'LL NEVER LEARN THE SECRET!

IT'S UNCANNY! HE MOVES SO FAST, MY RAY CAN'T STRIKE HIM!



THAT "GUN" YOU USED CAME FROM SOME PLACE OTHER THAN EARTH! AND SO, I SUSPECT, DID YOU! NOW TALK-- WHILE YOU STILL CAN!

VERY WELL! I SEE THAT FURTHER RESISTANCE IS USELESS!

AFTER YOU HAVE HEARD MY STORY, YOU MAY FEEL PITY FOR ME, INSTEAD OF THAT RAW HATRED WHICH I SEE MIRRORED IN YOUR EYES!

I WAS RIGHT! YOU'RE NOT A HUMAN!

HOLY COW! LOOK WHAT WE'VE BEEN WORKIN' FOR! LEMME OUT OF HERE!

I'VE HAD IT! ME FOR THE STRAIGHT AND NARROW FROM NOW ON!



NOW I'LL TELL YOU WHAT I THINK! THOSE AREN'T STATUES OF THE AVENGERS! THEY ARE THE AVENGERS THEMSELVES, TURNED INTO STONE BY YOU, WHEN YOU USED YOUR RAY ON THEM WHILE POSING AS A NEWSPAPER PHOTOGRAPHER! ADMIT IT!

YES! YES! YOU'RE RIGHT! UNHAND ME! I CANNOT BEAR PHYSICAL CONTACT WITH PRIMITIVE BEINGS!



"I COME FROM A FAR DISTANT GALAXY! MY NAME WOULD BE MEANINGLESS TO YOU AS EARTH TONGUES CANNOT EVEN PRONOUNCE IT!"



"CENTURIES AGO, DUE TO ENGINE FAILURE, MY SPACE SHIP CRASHED ON EARTH, IMBEDDING ITSELF DEEP INTO THE BOTTOM OF THE SEA!"



"I MEANT EARTHLINGS NO HARM! I ROAMED YOUR PLANET, SEEKING SOMEONE TO HELP ME FREE MY SHIP! BUT THOSE I SAW FEARED ME--ATTACKED ME! IN SELF-DEFENSE I USED MY RAYGUN ON THEM, TURNING THEM TO STONE FOR ONE HUNDRED OF YOUR EARTH HOURS!"

BEHOLD! IT IS A MONSTER FROM THE NETHERWORLD! IT MUST BE SLAIN!

NO! I NEED HELP! STAY BACK--PLEASE--DON'T MAKE ME DO THIS! NO!

IT IS BE-WITCHED! ONE LOOK AT IT TURNS MEN TO STONE!



YOUR HAIR-- IN THE DARK, YOU MUST HAVE LOOKED LIKE A WOMAN TO THEM-- AND TURNING MEN TO STONE-- THAT MUST BE THE ORIGIN OF THE LEGEND OF MEDUSA! BUT-- WHY DID YOU USE YOUR POWER ON THE AVENGERS??

BECAUSE OF THE ONE WHO CALLS HIMSELF SUB-MARINER! HE FOUND ME SOME DAYS AGO-- TOLD ME HE WOULD FREE MY SHIP FROM THE OCEAN'S DEPTHS IF I WOULD TURN THE AVENGERS TO STONE! I-I HAD TO DO IT!



SUB-MARINER! I SEEM TO REMEMBER THAT NAME FROM THE DIM PAST! BUT TIME ENOUGH FOR HIM **LATER!** FIRST, YOU MUST BRING THE AVENGERS BACK TO LIFE -- AND **WE** WILL FREE YOUR SHIP FOR YOU!

IF ONLY YOU **MEAN** IT!
IF ONLY I CAN **BELIEVE** YOU!

CAPTAIN AMERICA DOES NOT LIE! LET'S **GO!**



WITHIN MINUTES, THE SWASHBUCKLING ADVENTURER BRINGS THE DEFEATED ALIEN TO A WAREHOUSE WHERE THE "STATUES" HAVE BEEN STORED! THEN, FACING THE MOTIONLESS FIGURES, HE DIRECTS HIS RAY AT THEM AGAIN, AFTER FIRST REVERSING THE POLARITY!

IT'S **WORKING!** THEY'RE TURNING TO **NORMAL!**



MEANWHILE, FAR BENEATH THE SURFACE OF THE SEA, IN HIS NOW-DESERTED IMPERIAL CASTLE, A FURIOUS, FRUSTRATED PRINCE NAMOR OBSERVES THE SCENE ABOVE THRU HIS UNDERSEA SCANNER...

MY PLAN HAS **FAILED!** THE ONE WHO CALLS HIMSELF **CAPTAIN AMERICA** HAS ROBBED ME OF MY VICTORY!

BUT THIS WILL TEACH ME A LESSON! WHAT-EVER THE SUB-MARINER MUST DO, HE MUST DO ALONE!



I AM **STILL** THE MOST POWERFUL MUTANT ON EARTH -- HALF-HUMAN, HALF SEA-CREATURE! MY BRAIN IS AGILE, MY ENERGY INEXHAUSTIBLE! I MUST **KEEP** STRIKING UNTIL THE AVENGERS ARE DESTROYED!



AND THEN, A FICKLE FATE SEEMS TO SMILE AT NAMOR, AS HE SEES ...

A TROOP OF MY ELITE GUARD! **THEY** HAVE NOT DESERTED ME! THEY ARE STILL SEARCHING FOR ME!



THEY **SEE** ME -- THEY ARE TURNING! THEY BOW IN LOYAL ACKNOWLEDGEMENT OF MY IMPERIAL PRESENCE! AND **NOW** -- PRINCE NAMOR IS NO LONGER ALONE!



THE NEXT DAY, THE NERVOUS ALIEN LEADS THE AVENGERS TO A REMOTE, DESERTED ISLE, AND THEN...

IT IS THERE--DIRECTLY BELOW THIS SPOT, WHERE MY SHIP IS HOPELESSLY BURIED AT THE BOTTOM OF THE SEA!

NOTHING IS HOPELESS TO THE AVENGERS, PAL! WE'LL FREE IT FOR YOU, SOMEHOW!

I FOUND IT! A HUNDRED FEET BELOW -- ONLY THE TAIL SECTION IS PROTRUDING!



MINUTES LATER...

MY MUSCLES ARE TWICE NORMAL SIZE, CAP, BUT I CAN'T BUDGE IT! WE'VE GOT A JOB ON OUR HANDS!

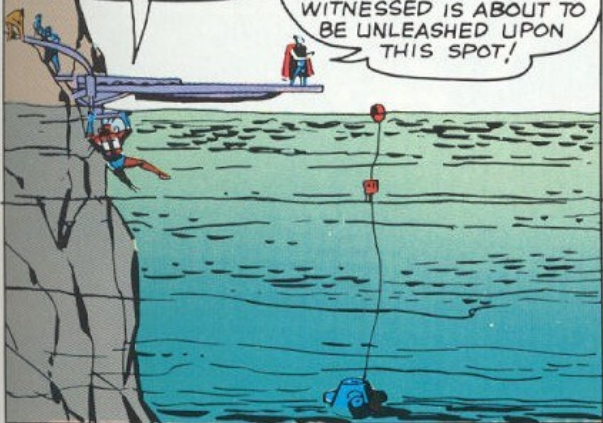
THE ONE YOU CALL THOR ASKED ME TO POSITION THIS WATER-PROOF CLOSED-CIRCUIT TV CAMERA OVER THE HULL! I'LL RELEASE A BUOY TO HOLD IT IN PLACE!



THE CAMERA IN POSITION, THE AVENGERS SPEND THE REST OF THE AFTERNOON BUILDING A SECURE PLATFORM FOR THE THUNDER GOD TO STAND UPON...

OKAY, THOR! THIS WRAPS IT UP! WHAT'S THE NEXT MOVE?

WELL DONE! NOW STAND BACK, MY FRIENDS! A POWER GREATER THAN ANY OF YOU HAVE EVER WITNESSED IS ABOUT TO BE UNLEASHED UPON THIS SPOT!



SIGHTING UPON THE ENTRAPPED SPACE SHIP THRU HIS TV VIEWER, THE MIGHTY THOR SLOWLY ROTATES HIS ENCHANTED HAMMER OVER THE HULL, DIRECTING AN IRRESISTIBLE TORRENT OF COSMIC MAGNETIC WAVES TOWARD THE ALIEN CRAFT!



STEADILY, WITH EVER-INCREASING FORCE, THEY PULL AT THE HEAVY OBJECT--WITHOUT LET-UP, WITHOUT EVER SLACKENING--UNTIL--





IT WORKED! YOU FREED THE SHIP, THOR!

WHY DO YOU SOUND SURPRISED? WAS THAT NOT MY INTENTION??



YOU KEPT YOUR WORD! NOW I CAN REPAIR MY SHIP IN MINUTES, AND DEPART FROM THIS WRETCHED PLANET!

NOW THAT IT'S FLOATING FREE, THE WATER MAKES IT ALMOST WEIGHTLESS!



LEAVE IT HERE! I'LL MAKE MY REPAIRS UNDER-WATER, SAFE FROM ANY PRYING EYES!

SUIT YOURSELF, MISTER! AS LONG AS YOU HIT THE ROAD, WE DON'T CARE HOW YOU DO IT!



AND THAT'S THAT! I WONDER WHAT THE A.A.A. WOULD HAVE SAID IF THE ALIEN HAD CALLED THEM FOR EMERGENCY REPAIRS!??

Y'KNOW, GIANT-MAN, I LIKE YOUR STYLE! YOU AVENGERS MAKE A GREAT TEAM! IN FACT, I WAS WONDERING...



BUT CAPTAIN AMERICA'S SENTENCE IS CUT SHORT BY A THUNDEROUS EXPLOSION WHICH ROCKS THE LITTLE ISLE AT THAT SPLIT-SECOND!



AND, WHEN THE STARTLED AVENGERS RECOVER THEIR EQUILIBRIUM, THEY ARE AMAZED TO SEE...

NAMOR! AND A SQUAD OF UNDER-SEA WARRIORS!!

YOU SEE BEFORE YOU THE ACCURSED ENEMY, MY BRAVE FOLLOWERS! ATTACK! FIGHT SHOULDER TO SHOULDER WITH YOUR PRINCE!



THOUGH THE FIRST ONSLAUGHT IS UNEXPECTED AND DEVASTATING, THE AVENGERS' BATTLE-TRAINED REFLEXES ARE EQUAL TO THE CHALLENGE!

YOU'LL HAVE TO DO BETTER THAN THAT, LAUGHING BOY!



YOU'LL GET YOUR WISH, IRON MAN! NAMOR WILL DO BETTER! YOUR IRON ARMOR CANNOT SAVE YOU FROM THE SEA MONARCH'S ATTACK!!

I'LL HAVE TO ACT FAST! HIS FISTS ARE LIKE LIVING SLEDGEHAMMERS! MY ARMOR CAN'T TAKE IT MUCH LONGER!

QUICKLY PRESSING A CONCEALED STUD ON HIS CONTROL PANEL, IRON MAN UNLEASHES THE FULL FORCE OF HIS TRANSISTOR-POWERED MAGNETIC REPULSER!

NOW I'VE GOT TO HOPE I CAN THINK OF SOMETHING **FAST!** AT FULL INTENSITY, MY MAGNETIC RAY WILL ONLY LAST ANOTHER FEW SECONDS!



AND, NO SOONER DO THE MINIATURIZED TRANSISTORS LOSE THEIR POWER, THAN THE ENRAGED **NAMOR** CATCHES ONTO A NEARBY BOULDER, AND...



FOOL! YOU HAVE EXHAUSTED YOUR GREATEST WEAPON, WHILE I AM STRONGER THAN EVER!

WHILE MY LOYAL WARRIORS PREVENT THE OTHERS FROM COMING TO YOUR AID, I'LL GIVE YOU A SMALL DEMONSTRATION OF MY IMPERIAL MIGHT!

HE SMASHED THAT HUGE BOULDER LIKE AN EGGSHELL! THE FLYING CHUNKS ARE HITTING ME--OH--



I'LL DESTROY THE AVENGERS ONE AT A TIME! IT WILL AFFORD ME FAR GREATER SATISFACTION THIS WAY!

I'VE GOT TO HOLD OUT JUST A FEW MINUTES LONGER--!

SOON MY TRANSISTORS WILL BUILD UP THEIR POWER PEAK AGAIN, AND THEN I'LL MAKE THAT ARROGANT FISHMAN CHANGE HIS TUNE!!

MEANTIME, THE **WASP** OBSERVES IRON MAN'S DESPERATE FLIGHT, AND...

NAMOR IS **MERCILESS!** I'VE GOT TO HELP! PERHAPS IF I TAKE A CAPSULE AND BECOME WASP-SIZED...

YOU FIGHT VALIANTLY-- FOR A HUMAN! BUT THIS IS YOUR **FINISH!!**



I'LL SMASH YOUR BUILT-IN HAND WEAPONS BEFORE THEY CAN BE USED AGAINST ME AGAIN!

BUT, AT THAT MOMENT, A SMALL, INSISTENT DAZZLING OBJECT FLIES FRANTICALLY AROUND NAMOR'S HEAD, TEMPORARILY BLINDING THE BATTLING SEA MONARCH!

I-I CANNOT SEE--!

WHAT IS THIS??

MY LORD! LEAVE THE MAN OF IRON! COME TO OUR AID, SIRE! WE ARE SORELY BESEIGED!



DIZZY AND EXHAUSTED, THE WASP FLIES OFF, AS NAMOR TURNS FROM IRON MAN AND RUSHES TO ANSWER HIS LIEUTENANT'S CALL FOR HELP!

IT'S THOR! HE'S HOLDING MY MEN AT BAY WITH THAT WRETCHED HAMMER OF HIS!

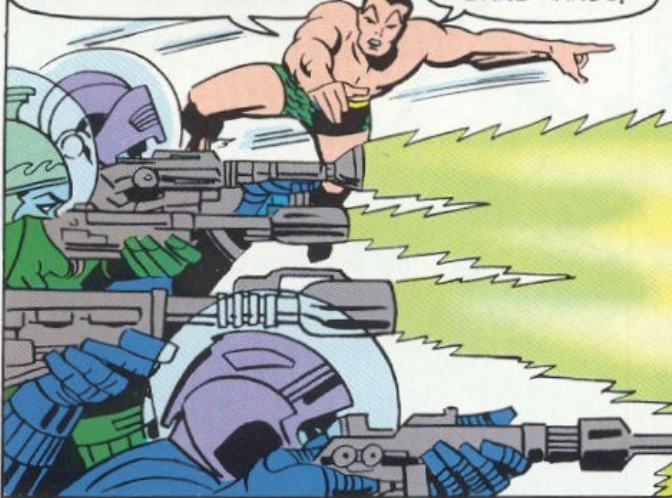
SHOW YOURSELF, NAMOR! I TIRE OF WASTING MY STRENGTH ON THESE LOWLY MINIONS OF YOURS! I CRAVE A FOE MORE WORTHY OF MY METTLE!

FALL BACK! WAIT FOR THE COMMAND OF OUR LORD NAMOR!



QUICKLY! BEFORE THE OTHERS REACH US, CONCENTRATE ALL YOUR FIREPOWER ON THOR-- FROM THIS SAFE DISTANCE!

KEEP HIM REELING WHILE I ATTACK HIM WITH MY BARE HANDS!



NO MERE EARTHLY WEAPONS CAN MAKE THE THUNDER GOD REEL! SEE HOW EASILY MY ENCHANTED HAMMER DEFLECTS THEIR ENERGY BOLTS INTO THE GROUND AT MY FEET--!



THE ENERGY FROM OUR RAY GUNS IS TRAVELING BACK TO US ALONG THE GROUND! DISPERSE!!

WE ARE NO MATCH FOR THOR! THE SUB-MARINER MUST CONQUER HIM ALONE!



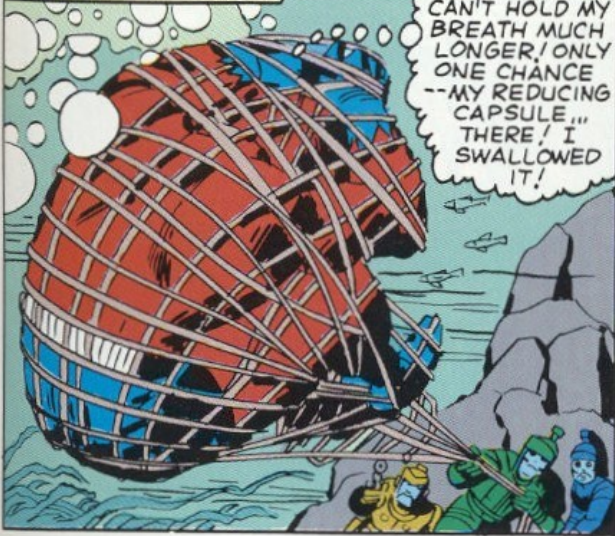
AND THEN, WITH THE FORCE AND FURY OF THE RAGING SEAS, NAMOR STRIKES!

WHEN YOU SWING THAT HAMMER, YOU'RE INVINCIBLE! BUT I'LL SEE TO IT THAT YOU NEVER SWING IT AGAIN!

WITLESS MUTANT! THIS IS NO HUMAN YOU ATTACK! THIS IS THE MIGHTY THOR!!



MEANWHILE, WHAT OF THE THIRD AVENGER--AND CAPTAIN AMERICA?? THEY HAD BOTH BEEN HURLED BACK INTO THE SEA BY THE EARTH-SHATTERING BLAST WHICH HERALDED NAMOR'S ATTACK! AND NOW, WE FIND GIANT-MAN AT THE BRINK OF DISASTER...



CAN'T HOLD MY BREATH MUCH LONGER! ONLY ONE CHANCE--MY REDUCING CAPSULE... THERE, I SWALLOWED IT!

IN THE WINK OF AN EYE, THE DOUBLE-SIZED ADVENTURER BECOMES ANT MAN, AND EASILY SWIMS TO FREEDOM THRU THE NOW LIMP ROPES!



MADE IT! WONDER WHAT HAPPENED TO CAPTAIN AMERICA?? WELL, NO TIME TO SEARCH FOR HIM NOW!

UH OH! MY ANT-SIZE IS FINE FOR ESCAPING FROM ROPES, BUT IF I DON'T WANNA END MY DAYS AS FISH FOOD, I'D BETTER BECOME GIANT-MAN AGAIN-- AND PRONTO!



AND SO... STRANGE... STILL NO SIGN OF CAPTAIN AMERICA! NOR DO I SEE THE SUB-MARINER! I WONDER--??

WAIT! OVER THERE! IRON MAN IS BATTLING AGAINST HEAVY ODDS! PERHAPS I CAN EVEN THEM JUST A BIT!

IF ALL YOU BULLY-BOYS ENJOY GANGING UP ON ONE MAN, TRY ME FOR SIZE! HEY, I NOTICE YOU'RE NOT WHOOPING IT UP SO MUCH NOW!



GO ON BACK TO THE DEPTHS YOU CAME FROM! WE'VE NO QUARREL WITH YOU! IT'S THAT POWER-MAD PRINCE OF YOURS WE'RE AFTER!



THANKS, BIG FELLA! I'LL HANDLE THE FEW THAT ARE LEFT NOW! YOU'D BETTER SEE HOW THOR'S MAKING OUT!

WILL DO, PARTNER! BUT I WONDER WHAT HAPPENED TO CAPTAIN AMERICA? HAVEN'T SEEN HIM SINCE THAT BLAST HURLED US BOTH INTO THE WATER!



WHERE IS OUR PRINCE, THE MIGHTY NAMOR!? WITHOUT HIM, WE ARE AS NOTHING!

HE HAD HURLED HIMSELF INTO HAND-TO-HAND BATTLE WITH THE LONGHAIRED THUNDER GOD! LET US PRAY THAT OUR LEADER TRIUMPHS!

WELL, CAP IS A BIG BOY NOW-- HE CAN LOOK AFTER HIMSELF! BUT I SURE HOPE HE DIDN'T RUN OUT ON US!



SO HERE YOU ARE, LAUGHING BOY!

ONCE I GET THAT ACCURSED HAMMER AWAY FROM YOU, I'LL SHOW YOU WHO'S THE STRONGEST, THOR!

YOU USE THAT AS AN EXCUSE, SEA PRINCE! YOU KNOW THAT I ALONE CAN LIFT MY ENCHANTED Mallet!



MEANWHILE, A SHARP-EYED, COLORFUL FIGURE WATCHES EVERYTHING THAT TRANSPIRES... BRANDING ALL THE AMAZING DETAILS INTO HIS MEMORY!

I KNOW SO LITTLE ABOUT THIS NEW CROP OF COSTUMED FIGHTERS! MY BEST BET IS TO WATCH THEM IN ACTION-- SEE HOW POWERFUL THEY REALLY ARE!

THEIR COURAGE IS UNDENIABLE! EVEN THE SUB-MARINER IS A FEARLESS FOE! IF THERE HAD BEEN SUCH MEN IN MY DAY, WHAT EPIC BATTLES WE MIGHT HAVE FOUGHT!



THOR'S HAMMER! IT'S THE MOST AWESOME WEAPON I'VE EVER SEEN!

YOU SPOKE THE TRUTH! EVEN MY MORE-THAN-HUMAN POWER CANNOT RAISE IT FROM THE GROUND!

STAND BACK! PART OF ITS ENCHANTMENT IS THAT IT MUST ALWAYS FLY BACK TO ME!



AND NOW, IN THE NAME OF THE AVENGERS, I ORDER YOUR SURRENDER! SURELY YOU SEE THAT FURTHER RESISTANCE IS FUTILE!

NEVER! EVEN NOW MY LOYAL WARRIORS REGROUP THEMSELVES! WE SHALL FIGHT TO THE LAST MAN!

VERY WELL, NAMOR! LET WHATEVER BEFALLS THEN BE UPON YOUR OWN HEAD-- YOUR OWN INHUMAN CONSCIENCE!

STEP ASIDE, THOR! I'VE BEEN ITCHING TO TANGLE WITH THAT WATER RAT WHEN HE DIDN'T HAVE THE ADVANTAGE OF A SURPRISE ATTACK!

STOP! I STILL HAVE AN ACE IN THE HOLE! YOU FORGET ABOUT THE BOY-- HE IS OUR PRISONER-- NAY, HE IS OUR HOSTAGE!

MAKE ONE MOVE TOWARDS ME, AND THE BOY'S LIFE IS-- WHA-- ???!

ANOTHER ONE! BUT, WHO-- ???

THE NAME'S CAPTAIN AMERICA, NAMOR! I'LL MAKE SURE THAT YOU NEVER FORGET IT!



THE LAD IS IN DANGER! THIS I WILL NOT TOLERATE!

DON'T WORRY ABOUT ME, GUYS! CLOBBER THESE GOONS, ONCE AND FOR ALL!

I HAVE TOLERATED ENOUGH INDIGNITIES THIS DAY! NOW MY VENGEANCE SHALL BE SWIFT AND SURE, AND WITHOUT MERCY!



HE'S STRONGER THAN ME-- BUT I'LL FIND A WAY TO OUT-MANEUVER HIM!

BUT, AT THAT MOMENT, A THUNDEROUS EARTHQUAKE SHAKES THE TINY ISLE, AS A DEAFENING ROAR IS HEARD FROM BENEATH THE SURFACE!



RRRRRR

THE ISLAND IS BREAKING APART!

LOOK!

AND THEN, BEFORE THE EYES OF ALL THOSE PRESENT, A TITANIC UNDER-SEA EXPLOSION HURLS A TOWERING SPRAY OF SEA, MUD AND STONE HIGH INTO THE AIR!



WHOOOM!

BACK TO THE DEPTHS, MY WARRIORS! WE HAVE WON! THE SEA ITSELF SHALL DESTROY OUR ENEMIES!



EVEN THE AVENGERS CANNOT SURVIVE A GIGANTIC UNDERSEA EARTHQUAKE! YET, FOR SOME REASON, MY HEART IS HEAVY! THEY WERE WORTHY FOES! THEY DESERVED A MORE FITTING END!



BUT, AS HE IS TO LATER LEARN, THE SUB-MARINER HAS ACTED TOO HASTILY! FOR IT IS NOT AN UNDERSEA EARTHQUAKE WHICH HAS OCCURRED... IT IS MERELY THE BELOW-SURFACE LAUNCHING OF AN ALIEN SPACE SHIP...



AND, BY THE TIME THE STRANGE CRAFT EMERGES FROM THE DEEP, NAMOR AND HIS FOLLOWERS ARE ALREADY OUT OF THE WATER!

NOT UNTIL LATER WILL THE IRONY OF THE SITUATION DAWN UPON THE FRUSTRATED SEA PRINCE! FOR THE VERY ALIEN HE HAD HOPED WOULD DESTROY THE AVENGERS HAS UNWITTINGLY RESCUED THEM AT THE CRUCIAL MOMENT!



IT'S THE ALIEN! HE'S RETURNING TO THE STARS!

THE WATERS HAVE SUBSIDED! THE ISLAND IS STILL INTACT!

BUT NAMOR IS GONE-- AND SO IS OUR CHANCE TO DEFEAT HIM!



EASY, LAD! IT'S ALL OVER! YOU'RE SAFE NOW!

I NOTICE IT TOOK A THREAT TO THE BOY TO BRING YOU INTO ACTION, FELLA!

THOUGH NAMOR IS GONE, I FEEL WE SHALL MEET HIM AGAIN-- IN MORTAL COMBAT! BUT, ONE OF US IS STILL NOT PRESENT!



I THOUGHT YOU'D NEVER NOTICE, BLUE-EYES!

I WAS DOING WHAT ANY GIRL WOULD DO IN A MOMENT OF CRISIS -- POWDERING MY NOSE, OF COURSE!



ONLY ONE THING PUZZLES ME -- WHEN I WRITE THIS DOWN IN MY DIARY, DO I CALL IT A VICTORY-- OR A DEFEAT??

THAT'S FOR HISTORY TO DECIDE, HON! RIGHT NOW, WE'VE ANOTHER DECISION TO AWAIT...

RIGHT, WE HAVE AN OFFER TO PROPOSE TO CAPTAIN AMERICA!

I HAVE SEEN YOU IN BATTLE -- AND THERE ARE NONE BRAVER, IF YOUR OFFER IS WHAT I HOPE IT IS, MY ANSWER IS YES!

SPOKEN WITH HONOR, AND WITH DIGNITY, LIKE A MAN!



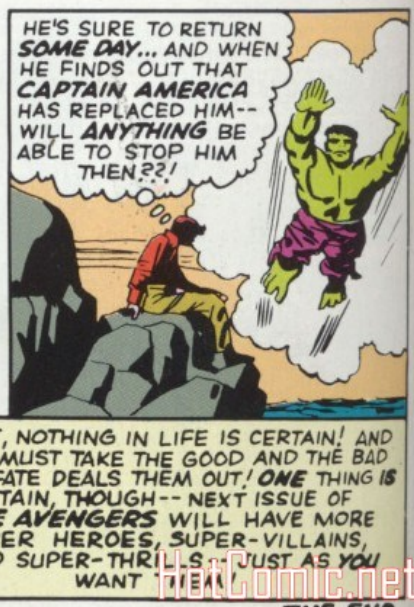
THUS, WE ARE PRIVILEGED TO WITNESS A MOMENTOUS MOMENT IN THE ANNALS OF HIGH ADVENTURE...

WE WELCOME YOU, CAPTAIN AMERICA, TO THE RANKS OF-- THE AVENGERS!



BUT, THERE IS ONE WHOSE HEART IS STILL HEAVY-- STILL FILLED WITH A DREAD FEAR--

HE'S THE GREATEST GUY I EVER MET-- AND I CAN TELL HE WANTS ME TO BE HIS PARTNER! BUT WHAT ABOUT-- THE HULK??



HE'S SURE TO RETURN SOME DAY... AND WHEN HE FINDS OUT THAT CAPTAIN AMERICA HAS REPLACED HIM-- WILL ANYTHING BE ABLE TO STOP HIM THEN??!

BUT, NOTHING IN LIFE IS CERTAIN! AND WE MUST TAKE THE GOOD AND THE BAD AS FATE DEALS THEM OUT! ONE THING IS CERTAIN, THOUGH-- NEXT ISSUE OF THE AVENGERS WILL HAVE MORE SUPER HEROES, SUPER-VILLAINS, AND SUPER-THRILLS-- JUST AS YOU WANT THEM!