

SPIDER-MAN

MARVEL® COMICS GROUP

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AUTHORITY

30¢ 169
JUNE
02457

the AMAZING SPIDER-MAN®



PETER PARKER,
I KNOW YOU'RE
SPIDER-MAN--

--AND I HAVE
THE PHOTOS TO
PROVE IT!



HOW DO THESE PICTURES REVEAL
SPIDEY'S SECRET IDENTITY? YOU'LL
NEVER KNOW, UNLESS YOU READ...

CONFRONTATION!

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Get the prizes you want the fast, easy J.S.C.A. way. Act now!

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

STAN LEE
PRESENTS: **THE AMAZING SPIDER-MAN™**

LEN WEIN | ROSS ANDRU | MIKE ESPOSITO | GLYNIS WEIN | IRV WATANABE
WRITER/EDITOR | ILLUSTRATOR | EMBELLISHER | COLORIST | LETTERER

IF YOU HAD TO CHOOSE ONE WORD
TO DESCRIBE THIS EVENING SO FAR,
THAT WORD WOULD HAVE TO BE
"DULL"---EXCEEDINGLY DULL !!

FOR SEVERAL HOURS NOW, EVERYBODY'S FAVORITE
WALL-CRAWLER HAS SCOURED MANHATTAN IN
SEARCH OF A LITTLE ACTION TO LIVEN THINGS
UP--BUT ALL HE HAS TO SHOW FOR HIS TROUBLE
THIS FAR IS...

A HOLE
IN MY
BOOT--?!!

OKAY, THAT JUST
ABOUT SINKS IT!
I'M JUST GOING
TO HEAD ON HOME,
AND CRAWL INTO...
HUH?

THOSE TWO COPS--BEING
TOSSED OUT
OF THEIR OWN
PADDY
WAGON!

WEBHEAD, YOU
WERE WRONG!
IT LOOKS LIKE
YOUR NIGHT IS
ONLY JUST
BEGINNING!

CONFRONTATION

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A little more than a snack.**



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My pupil
Franco Columbu,
Mr. Universe
winner, is
muscling up with
my Power-X,
why not you!

**Hurry! Don't miss out
on this once-in-a-lifetime,
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be. And I believe that once I put you on that road to a better, more healthy, vigorous body, you'll want to try other Weider products, too. Like my muscle building food supplements, vitamins and minerals. Or the world famous Weider training equipment. And that's why I'm sending you all these materials at lower than my raw manufacturing, printing and distributing costs. At not one penny profit.

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Let me introduce you to all the Mr. America and Mr. Universe champions I have trained. And in their own words, they'll reveal: ■ "How I Built my 22½" Muscular Arms" by Arnold Schwarzenegger (Mr. Olympia);

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WHILE YOU'RE BUSY
PACING, JONAH--WOULD
YOU MIND GETTING ME
THAT GRAPPLE-CLAW?

I FAIL TO SEE
THE HUMOR IN
THIS, MARLA.

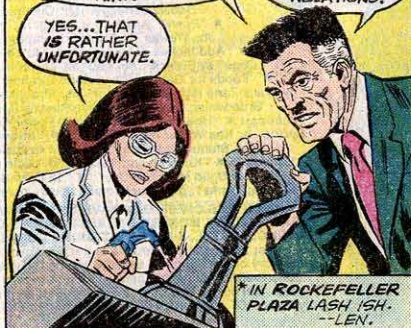
I'M READY TO
WELD IT BACK TO
THE SPIDER-SLAYER'S
CHASSIS.



IT'S GOING TO COST ME A SMALL
FORTUNE TO REPAIR THE HAVOC
THIS MECHANICAL MONSTROSITY
WREAKED ON THAT SKATING
RINK*--

--NOT TO MENTION
WHAT THIS FIASCO
HAS COST ME IN
TERMS OF PUBLIC
RELATIONS!

YES...THAT
IS RATHER
UNFORTUNATE.



UNFORTUNATE? DID YOU SEE
YESTERDAY'S DAILY GLOBE
HEADLINES?

I SUPPOSE HE PRE-
SENTED THE FACTS
AS HE SAW THEM,
JONAH.

"BUGLE PUBLISHER J.
JONAH JAMESON TURNS
VIGILANTE!"

AFTER ALL, YOU DID
USE THE SPIDER-SLAYER,
AGAINST THE WEB-
SLINGER WITHOUT
POLICE PERMISSION!

HOW COULD THEY LET THAT
HALFWIT K. J. CLAYTON PUBLISH
SUCH OBVIOUS YELLOW
JOURNALISM?



IF I'D CAPTURED HIM, I
WOULD HAVE BEEN A HERO
...INSTEAD OF A GOAT!

PERHAPS YOU CAN
STILL CAPTURE HIM,
JONAH. THE SPIDER-
SLAYER SHOULD BE
COMPLETELY
REPAIRED IN A FEW
DAYS, AND THEN...

NO, WE'VE ALREADY TRIED
THAT METHOD--AND WE
BLEW IT! THERE HAS TO
BE SOME ALTERNATIVE...



...AND I KNOW
PRECISELY
WHAT IT IS!

I'VE BEEN KEEPING SOME-
THING LOCKED IN MY OFFICE
DESK--AN EXTRA LITTLE
ACE-IN-THE-HOLE--AND
MAYBE NOW IS THE TIME
TO USE IT!

IF YOU WISH.

WILL I SEE YOU
LATER, MARLA?



AND, JONAH... WHAT-
EVER YOU'RE PLANNING
TO DO...GOOD LUCK.



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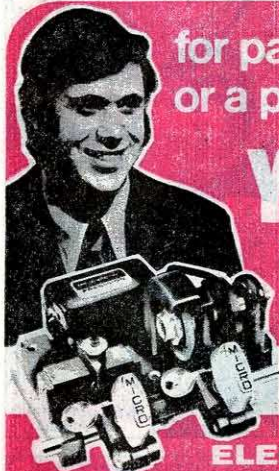
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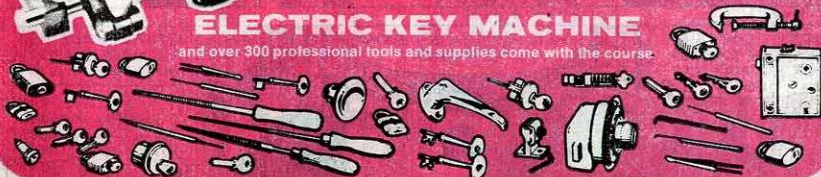
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WE LEARNED ... AND WE LIKE IT!



"After completing a few lessons, I started doing small jobs...earned \$500 spare time. Now earning \$100 extra per week."
E. E. Neal, Houston, Tex.



"Wish I'd taken the Locksmithing course much sooner. Earned \$360 while training! Instructor was very helpful and prompt."
John F. Lewis, Chicago, Ill.



"My main motivation was independence. Earned \$500 part-time while still studying. Definitely see more potential earnings."
Gerald Sosontovich, Pte. Claire, Que.



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Donald J. Brooks, El Monte, Calif.



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AND, AT THE CHELSEA APARTMENT
OF ONE PETER PARKER...



THERE HAS TO
BE A **BETTER** WAY TO
GET INTO THIS PLACE
THAN THRU THIS SKY-
LIGHT IN THE
BATHROOM...

...BUT THEN, I CAN'T VERY
WELL AFFORD TO LET ANYBODY
SEE A CERTAIN SO-CALLED
MENACE SNEAKING INTO THE
PAD OF EVERYONE'S FAVORITE
PHOTOGRAPHER NOW, COULD...



BRRINGG!

HMMM--
WONDER
WHO THAT
COULD BE?

J. JONAH JAMESON?



WHAT BRINGS NEW YORK'S
MOST OUTSTANDING
PUBLISHER HERE?

I
WOULDN'T
BE OUT-
STANDING,
PARKER,
IF YOU'D
LET ME
IN!

OH...UH...
SURE, JUST HANG
ON A SEC.

SORRY I DON'T HAVE
ANYWHERE TO **HANG**
YOUR HAT AND COAT
BUT...

FRANKLY, I DIDN'T EXPECT
YOU TO, PARKER!

AS A MATTER OF **FACT**, THIS
PLACE IS ALMOST EXACTLY AS
I IMAGINED IT...



...DECORATED
IN **EARLY DISGUST-
ING!**

DID YOU COME ALL
THIS WAY FOR A **REASON**,
JONAH--OR ARE YOU
JUST **SLUMMING?**

OH, I HAVE MY
REASONS ALL RIGHT,
PARKER...VERY
GOOD REASONS...

WELL, ARE YOU GONNA LET ME
IN ON THEM, MR. JAMESON--
OR DO I HAVE TO PLAY
TWENTY QUESTIONS?



THE REASON
I'M HERE IS
SIMPLE, PARKER...

I'VE COME HERE TO **REVEAL**
YOU FOR THE **IMPOSTER**
YOU ARE!!

HUH?



HEY--MY
HAIR!!



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REMEMBER PEARL HARBOR!
REMEMBER TO BUY THIS
BICENTENNIAL T-SHIRT!

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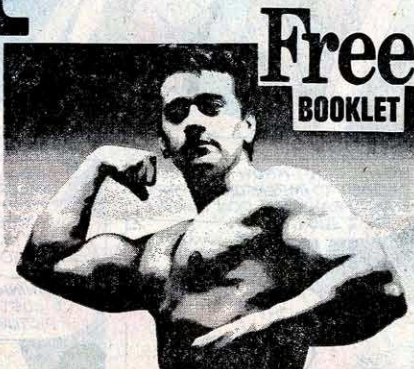
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"...WHO WAS KNOWN TO HAVE HAD DEALINGS WITH THE WEB-SLINGER IN THE PAST!"

"ACTUALLY, IT WAS ONLY THE JACKAL'S CLONE OF PETE, AS ANYONE WHO READ ISSUE #151 ALREADY KNOWS. --LEN."

NOW I DON'T KNOW WHY YOU DECIDED TO IMPERSONATE PARKER --AND FRANKLY, I DON'T WANT TO! I JUST...

MR. JAMESON, THERE HAS TO BE SOME EXPLANATION FOR THIS!

OH?

NOW THAT I'D LIKE TO HEAR!

WELL, I'M LISTENING, MISTER! START TALKING!

HAVE TO BE HESITANT ... CAN'T MAKE THIS SEEM TOO EASY...

I'M THINKING, JONAH! IT'S JUST THAT THOSE PICTURES LOOK...

BINGO!

I THOUGHT THERE WAS SOMETHING FAMILIAR ABOUT THOSE SNAPSHOTS--!

NOW WHERE THE HECK DID I STASH THOSE OLD PRINTS OF MINE?

I'M GETTING IMPATIENT, MISTER!

JUST HOLD YOUR HORSES A SECOND!

THERE! DO YOU SEE? I KNEW I HAD THESE PICTURES AROUND HERE SOMEWHERE!

MATCH YOUR PHOTO IN THE CENTER AGAINST MY TWO PHOTOS FLANKING IT ON EITHER SIDE!

DO YOU NOTICE ANY UNUSUAL SIMILARITIES, JONAH?



AND TAKE A LOOK AT THESE SHOTS--IT'S THE SAME SITUATION!

THESE PHOTOS ARE NOTHING MORE THAN CAREFULLY-CRAFTED **DOUBLE EXPOSURES!**



SORRY, JONAH-- BUT IT LOOKS LIKE SOMEBODY SOLD YOU AN ENVELOPE FULL OF FORGERIES!

NICE TRY, BUSTER...

...BUT SINCE YOU'RE THE ONLY ONE WITH ACCESS TO YOUR ORIGINAL PHOTOS...



...WHO BESIDES YOU COULD HAVE PRODUCED THOSE FORGERIES??

CRIPES! I HADN'T CONSIDERED THAT!



WELL--ER--WHAT ABOUT **HARRY OSBORN?** WE WERE STILL ROOM-MATES WHILE HE WAS THE **GREEN GOBLIN!**

MAYBE, IN HIS DELIRIUM, HE TRIED TO INCRIMINATE ME IN HIS...



ENOUGH, PARKER! YOU'VE CONVINCED ME!

I HAVE?

WELL, MY BOY, IT--AH--APPEARS I OWE YOU AN **APOLOGY!**



APOLOGY GRATEFULLY ACCEPTED, MR. J--ALONG WITH THE SMALL RAISE I EXPECT TO FIND IN MY NEXT PAYCHECK!

R-R-RAISE?



PARKER, CONSIDERING THE NUMBER OF NEWS-WORTHY PHOTOS YOU **HAVEN'T** BEEN TURNING IN LATELY, YOU'RE LUCKY I DON'T FIRE YOU!

A RAISE? **BAH!** WHAT DO YOU THINK I'M **RUNNING--** SOME SORT OF **DAD-BLASTED CHARITY?**



WELL, WHADDAYA KNOW?

EVERYTHING IS FINALLY BACK TO **NORMAL!**



SHORTLY, AFTER REPAIRING HIS BOOT, AN OBVIOUSLY JUBILANT WEB-SLINGER TAKES TO THE EVENING SKY...

POOR JONAH! HE'LL NEVER KNOW HOW CLOSE HE CAME TO NAILING ME THIS TIME!



IF HE HADN'T BRAGGED ABOUT THE EVIDENCE HE HAD, I'D NEVER HAVE BEEN ABLE TO "BORROW" IT LONG ENOUGH TO PRODUCE THOSE FAKE PHOTOS OF MY OWN! *

WHUNNG!

*AS WITNESSED THESE TWO ISSUES PAST. --LEN.



JONAH WILL NEVER KNOW THAT IT WAS MY PHOTOS WHICH WERE THE DOUBLE EXPOSURES, NOT HIS--

--AND SINCE I'VE ALREADY DESTROYED THE SNAPSHOTS THE TEMPERAMENTAL MR. JAMESON LEFT AT MY APARTMENT...

THWANG!

...THERE'S NO WAY HE CAN EVER PROVE IT!!



WOW! ISN'T IT EXCITING SEEING SPIDER-MAN IN ACTION, CLANCY?

SURE IS, MICHELE! I THINK SPIDEY IS THE GREATEST!

DON'T YOU, MISTER?

WELL, HE'S NOT EXACTLY VERA VALIANT, SON-- BUT I GUESS HE'LL DO!



OF COURSE, I STILL DON'T KNOW WHO SENT JONAH THOSE PICTURES IN THE FIRST PLACE--

--BUT THAT'S A PROBLEM FOR ANOTHER DAY!

RIGHT NOW, ALL I'M INTERESTED IN IS A LITTLE HEALTHY EXERCISE!

YEAH, THAT'S RIGHT, SARGE-- SPIDER-MAN! YOU' BETTER GET A SQUAD DOWN HERE--FAST!

AND SINCE WE'VE WITNESSED OUR HERO'S UNFORTUNATE ENCOUNTERS WITH NEW YORK'S FINEST A TIME OR TWO BEFORE, WHAT SAY WE REJOIN HIM AFTER HE HAS ELUDED HIS PURSUERS...

CRIPES! WHEN I WANT EXERCISE, I CERTAINLY GET IT!



I'LL JUST REST HERE LONG ENOUGH TO CATCH MY BREATH, THEN...



UH-OH. MY SPIDER-SENSE HAS STARTED TINGLING--!

BUT NOT AS IF IT WERE WARNING ME OF DANGER...



...MORE LIKE IT WAS TRYING TO CALL MY ATTENTION TO SOMETHING!

AND THE ONLY SOMETHING ON THIS STREET BESIDES ME... IS HIM!!



WONDER WHAT HE...

HMMM-- NOW THAT'S INTERESTING!

THE SIGN ON THAT DOOR DISTINCTLY SAYS "DO NOT ENTER"!!



"WONDER WHAT SORT OF BUSINESS HE COULD HAVE IN A CONDEMNED..."

"HEY, THERE GOES MY SPIDER-SENSE AGAIN--!"



AND THERE GOES ANOTHER MYSTERIOUS FIGURE INTO THAT SAME SHABBY BUILDING!

THE PLOT, AS THEY SAY, IS DEFINITELY BEGINNING TO THICKEN!



"MY TRUSTY SPIDER-SENSE SURE PUT ME ON TO SOMETHING-- BUT WHAT?"

"HERE COMES A THIRD TOPCOAT-TYPE..."

"...AND THERE'S A FOURTH ONE RIGHT BEHIND HIM!"



"WHAT ARE THEY HOLDING IN THAT TENEMENT ANYWAY --THE INTERNATIONAL SNEAKS AND SKULKERS' CONVENTION?"



WELL, ENOUGH IS TOO MUCH, ALREADY!

I'M GOING TO FIND OUT WHAT'S GOING ON AROUND HERE--BEFORE MY CURIOSITY DRIVES ME STRAIGHT UP A WALL!

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THE SPIDER'S WEB

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EVERYBODY IS A STAR DEPARTMENT: Hey, in case you're wondering where you recognize those two young spectators on page 16, panel 4 from—well, they just happen to be Brooklyn's own Classy CLANCY LITTLE and Mellow MICHELE SNYDERMAN, the fury of Freehold, New Jersey, winners of the super-special SPIDER-MAN DANCE CONTEST on TV's Sunday morning sensation, WONDERAMA, a few months back. These cavortin' cameo shots are just our way of saying congratulations, kids, on a job well done.

Frankly, we don't know who that tall guy with the moustache is, save that he bears a startling resemblance to a certain peerless publisher we know and love (and, no, his name is *not* J. Jonah Jameson).

Now, on with reality...

Dear Marvel,

One of the things that's been wrong with SPIDER-MAN lately is that, while there's a lot going on in both the main storylines and the subplots, nothing much seems to get resolved. There've been times when one would've liked to jump in and say: "Hey, people, you can work this out if you'll just put your minds to it." Well, with the appearance of SPIDER-MAN #165, Len Wein has done just what I'm sure most of us wanted him to: he's straightened out the situation between Peter Parker and Mary Jane Watson; at least to the point where they've stopped some of the silly, self-destructive things they've been doing to each other for months now. I for one think it was about time.

Of course, SPIDER-MAN #165 had a lot to say for it besides the resolution of our hero's rather strung-out love life. It featured the return of Stegorn, the Dinosaur Man (not to mention a furious battle between him and the wall-crawler), as well as Dr. Curt Connors' reversion to his reptilian alter ego. I say that the Lizard is one of your very best villains, and that the current situation is intriguing and exciting. Since SPIDER-MAN could use a healthy dose of both intrigue and excitement, this development can't help but prove beneficial.

Edward B. Via
1648 Dean Road
Roanoke, VA 24018

We couldn't agree more, Ed, and within the next few months, you can expect to see much more of the same; for example, the cataclysmic confrontation between our harried hero and J. Jonah in this selfsame issue.

Lively Len Wein is notorious for being a long-range plotter (he has the storyline worked out on THOR for the next two years, not to mention what he has planned for HULK and FANTASTIC FOUR), and sometimes, working this far in advance, he tends to lose an issue-by-issue perspective on things. But, fortunately, the true editors of our books—namely Marvel's Assembled—is always ready, willing, and able to pull him back into line.

In other words, Ed, we'll try to tie up some of our sensational subplots more quickly in the future. Okay? Okay.

Dear Len and Ross,

SPIDER-MAN #165 was a very well written story. Len has been getting better and better with each passing issue. It's been nice seeing Dr. Connors again, and J.J.J. has me puzzled with his latest scheme. Ross, you're doing a good job, too. All in all, issue #165 was excellent.

However, I spotted a mistake which occurred several times. It concerns Stegorn's speech pattern. Whenever the Dinosaur Man pronounces a word with an "s" sound in it, he hisses it. However, on a number of pages there are words with an "s" sound—Mrs., certain, recently, and once for example—in Stegorn's dialog that are lacking the exaggerated hiss.

It was still a good issue, though.

Dan Long
442 South Belford Avenue
Holyoke, CO 80734

You're absolutely right about those aforementioned words lacking that extra sibilance, Dan. Y'see, Lively Len was afraid that by spelling them so as to indicate the sibilant hiss, they just wouldn't look right on the printed page. So, he spelled them normally, and just sort of assumed the sibilance as a given.

If any of you faithful ones feel cheated by Len's decision, you can just go back and read the story again, adding the "s" sound wherever you see fit.

The first hiss is on us, okay?

Gentlemen,

It's high time someone mentioned the fine job Ross Andru has been doing on SPIDER-MAN. Not since Ditko has there been as conscientious a penciler on the strip, nor one as successful in capturing the mood and style that made the strip the most popular of them all. Comic-book fans are rarely as appreciative of honest craftsmanship as of flashy techniques or special effects, so the care and skill Mr. Andru has brought to the strip have gone largely unnoticed.

Sequences like page fourteen of SPIDER-MAN #165 demonstrate what can be done with a simple conversation. The variations in perspective and design and the attention to backgrounds evident in the scene are heartening to the enthusiast, showing that there is a good deal of thought and research behind the strip.

Presently, Mr. Andru's work is second only to John Buscema's in the Marvel line. With the right inkers, he can do wonders.

Frank Miller
RFD #2
Montpelier, VT 05602

What's left for us to say, Frank? You said it all...beautifully. From Ross, Len and the whole batty Bullpen (who are some of Ross's biggest fans), many thanks!

Dear Len and Ross,

If page 15, panel 6 of SPIDER-MAN #165 was not intended as a direct send-up of E.C.'s classic "Blind Alleys", I'll eat my Howard the Duck button.

Mike Deangelis
120 Wayne Court East
Redwood City, CA 94063

Sorry, Mike. Lively Len's inspiration for that deathless quote ("...And then some idiot turned off the lights!") was the same as Al Feldstein's must have been, I.e., those many years ago. In other words, the quote is the exact opposite of the punchline from one of Ray Bradbury's greatest short shockers, "The October Game".

Oh, let us know how that Duck button tastes, huh? We hear they're great with mustard and sauerkraut.

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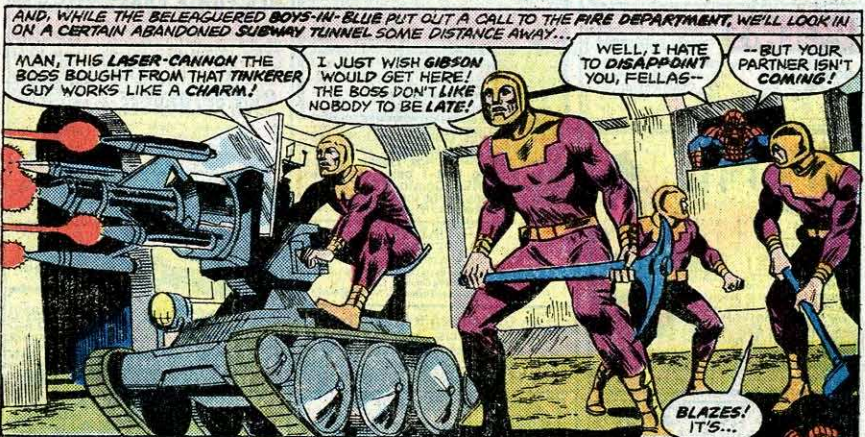
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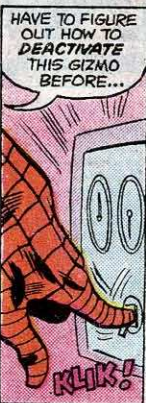
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room to display these historic volumes! Yep, here's your chance to possess a couple of instant heirlooms, and thrill to the kind of pulse-pounding yarns they just aren't writing anymore! TARZAN! JOHN CARTER OF MARS! Brought to you by Marvel! If only I wasn't too shy to really plug 'em! Hey, speaking of plugs—here's another unabashed and unsolicited commercial for one of my favorite mags. In case I haven't told you (lately, that is!), we also produce a merry little masterpiece called CELEBRITY. Within its slick, sleek, and shiny pages each month you'll find photo-bios about the most colorful celebs we know—from Woody Allen to John Travolta to Arnold Schwarzenegger to The Human Fly—you'll find 'em all in a plethora of peppy pictures in my own little fun-mag! CELEBRITY! TARZAN! JOHN CARTER! I know what you're thinking! "Why are we so good to you?" Well, don't bother showering us with gratitude—just go out there and BUY! And, while you're harvesting our cheery little cornucopia of culture, I know you're all saying, "Fiat justitia, ruat caelum!" Or, as Howard the Duck might put it, "Let justice be done, though the heavens fall!"

Excelsior!

ITEM! The Holiday season will be well behind you by the time you read this, but we're right in the midst of it as these words are being written. So, we'd like to launch this month's Bullpen notes with a very large *thank you* to the many Marvelites kind enough to send us Christmas cards and Seasons Greetings. We love each and every one of them. Sometimes we get so wrapped up in the writing-drawing-producing end of this crazy business, we momentarily forget one of the nicest things about our comics... the people who read them. Thanks again for reminding us with all those tremendous cards!

ITEM! Speaking of Christmas cards, all our staff and free-lancers are still stunned over the nifty one that Mirthful MARIE SEVERIN distributed among us. It's a detailed drawing of our entire offices and has just about everyone in the whole Bullpen coveting through it. This has to be one of the wildest works of art since Peter Broughel did his last big medieval crowd scene some several centuries ago. Marie originally did the drawing as a wrap-around cover for FOOH, our fearless fan mag, and if you're one of the lucky subscribers, then you've already seen said work of art gracing your

latest issue and know whereof we speak. Perhaps next year, if we do one of our Holiday Treasures, we can persuade Ms. Severin to let us reprint her momentous masterpiece. Then, of course, the only problem will be getting everyone in the Bullpen not to do anything like dieting, hair-restyling, or extensive orthodontic work that might possibly alter their appearance...

ITEM! Last time around, we laid a hint on you about a new title in the works, namely, "He's green and mean and leaves an imprint on the scene." All those who thought it might be ANGAAR, THE GIANT CELERY STALK WHO WALKED LIKE A MAN get an "A" for imagination... and free psychiatric counseling. No, we were hinting about none other than GODZILLA, the mammoth movie monster whom we think is going to be every bit as big (Ouch!) in comics. In about two months, you'll be able to judge for yourself, as that's when it will be on sale. In the meantime—after some editorial huddling with Artful ARCHIE GOODWIN—writer DOUG MOENCH and artist HERB TRIMPE are pouring their talent, soul, and enthusiasm into the frantic first issue. The series is going to be all original material, not adaptations of any

of the movies (though, naturally, we're going to be drawing on the Big G's background from the films), with both brand-new continuing characters as well as some old familiar faces from the mighty Marvel Universe (and just *who* they might be we're going to hold off telling, just to save a few surprises for you). With the new ideas and directions we have for GODZILLA, this just might possibly be the fun book of 1977... but don't believe any rumors you hear that the first thing we did was to have art director JOHNNY ROMITA design a costume for the gargantuan one!

ITEM! Just as we were about to deliver this page to the printer, MARV WOLFGAN, deadline conscious as ever, let us know that his wife MICHELE just gave birth to a baby daughter, JESSICA MORGAN (Gee, a *wolfgirl*!) Our congratulations to the proud, first-time parents and our love and best wishes to the *three* of you.

ITEM! While we're in a congratulating mood, let's also hear it for Fearless FRANK GIACIOIA, whose daughter MARY recently made him a grandfather when she had a daughter of her own. Frank is almost as proud of his new status as we are of his inking on both CAPTAIN AMERICA and our latest hit book, NOVA. We hope you're still doing them when you're a *great-grandfather*, Frank!



ITEM! As a final note, our apologies to BOB PINAHA, CHRIS PADAVANO, and all other members of the FANS OF CENTRAL JERSEY. In an item in our March Bullpen Bulletin on the debut performance of the new "Ballad of Red Sonja" we neglected to mention their aid and contribution to the whole affair's success. (Okay, guys! Now will you release Howard the Duck? He's already missed important guest appearances on Face the Nation, David Brinkley's Journal, and Zoo Parade!)

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Production Manager

IRVING FORBUSH
Color Director

CAPTAIN AMERICA™ AND THE SORE SIR'S APPRENTICES

A STRANGE TURN OF FATE HAS BROUGHT A PLETHORA OF MONSTERS UNLEASHED FROM THE ARCHAIC LABORATORY OF THE WIZARD KNOWN AS THE "SORE SIR." CAPTAIN AMERICA TAKLES THE PROBLEM IN A CONFRONTATION THAT LOOKS LIKE A SCENE SET IN THE HOUSE OF MIRRORS.



CAP'S MUSCLES TIGHTEN LIKE STEEL SPRINGS; HIS POWERFUL ARM ACTS LIKE A PISTON AS IT SMASHES THE MULTIPLYING MONSTERS WITH JACKHAMMER FORCE. BUT-- SMALL GAIN, FOR ONE ADVERSARY IS INSTANTLY REPLACED BY ANOTHER.



THE MONSTERS BREAK RANK AND FORM A TIGHT CIRCLE AROUND CAP.

WE ARE "THE SORE SIR'S APPRENTICES." HE TELLS US GET CAPTAIN AMERICA-- GET CAPTAIN AMERICA.



DON'T COUNT ME OUT YET, GROUP! WHEN I STOP-- ONE OF YOU WILL HAVE THIS!



SHEER WIZARDRY THIS GREAT DEVIL'S FOOD CAKE! I FORSAKE MY OLD MASTER "SORE SIR."



SUCH LOYALTY-- HA! NOW I'LL SURROUND THEM!



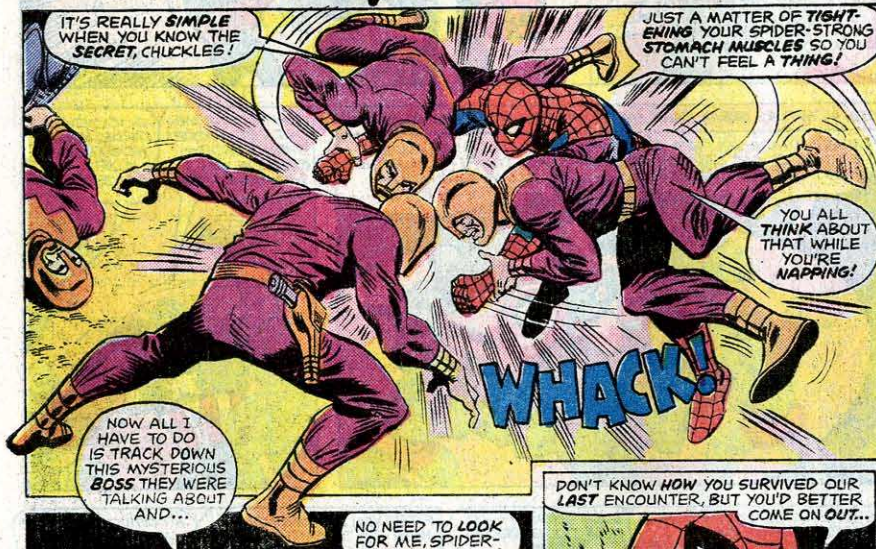
FIRST YOU APPRENTICES MUST BE TAUGHT A LESSON IN CITIZENSHIP. THEN ON TO YOUR MENTOR THE "SORE SIR."



MY CIVILIZING BEGINS WITH MASTERFUL HOSTESS® CUP CAKES!



YOU GET A BIG DELIGHT IN EVERY BITE OF HOSTESS® CUP CAKES





HUH? WH-WHO
ARE YOU?

I ASSURE YOU,
MY FRIEND, I AM
NOT THIS SO-CALLED
KINGPIN YOU WERE
TALKING ABOUT!

MY NAME IS...
**DOCTOR
FAUSTUS!**

**NEXT
ISSUE:**

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DELAY! JOIN NOW! MAIL POSTCARD TODAY!**

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