



MARVEL  
COMICS  
GROUP 12¢

6  
JULY

# THE AVENGERS

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

IND.

HAVE WE GOT A  
TALE FOR YOU!!  
PLEASE DON'T  
FRUSTRATE US...  
YOU'VE GOT TO  
READ IT!!

Introducing  
**ZEMO!**  
and his  
**MASTERS  
OF EVIL!**



WE OUT-DID OURSELVES IN THIS ISSUE!!  
YOU'RE GOING TO SEE MORE SUPER-HEROES,  
MORE SUPER-VILLAINS, AND MORE SUPER-  
BONEHEAD MISTAKES THAN EVER, IN THIS  
ACTION-PACKED, FEATURE-LENGTH THRILLER!

THAT'S IT  
FOR NOW,  
PILGRIM!



# THE MIGHTY AVENGERS

## MEET "THE MASTERS OF EVIL!"

**CAUTION!!**

DON'T TEAR THIS MAGAZINE OR WRINKLE THE PAGES OR GET FOOD STAINS ON IT! WE HAVE A HUNCH YOU'LL WANT TO SAVE IT AS A COLLECTOR'S ITEM FOR A LONG, LONG TIME!

WHILE STOPPING IN CHICAGO TO REFUEL THEIR JETCOPTER ON ITS FLIGHT FROM THE WEST TO NEW YORK IN ANSWER TO A CALL FROM THE TEEN BRIGADE, (SEE THE ENDING OF "AVENGERS" #5...EDITOR) THE AVENGERS WATCH THEIR NEWEST MEMBER DEMONSTRATE THE MANY WAYS HE CAN USE HIS FAMOUS COLORFUL SHIELD...

CAP'S SHIELD ACTS AS THOUGH IT'S ALIVE! LOOK AT IT MOVE!

WOW! HE'S REALLY SOME-THIN!

HE IS CONTROLLING IT WITH THE MAGNETS HE WEARS ON HIS GLOVE!

THAT WHIRLING SHIELD OF YOURS IS LIKE AN ALL-PURPOSE DETERGENT, CAP!!

LOOKS LIKE YOU WON'T NEED ME TO BACK-STOP YOU, PAL! YOU HANDLE THAT THING LIKE IT'S A PART OF YOU!!



WRITTEN BY THE INSPIRED  
TYPEWRITER OF  
STAN LEE

DRAWN BY THE ENCHANTED  
PENCIL OF  
JACK KIRBY

INKED BY THE GIFTED  
BRUSH OF  
CHIC STONE

LETTERED BY THE SCRATCHY  
PEN OF  
J. ROSEN

X-699



YOU DESERVE MUCH OF THE CREDIT, IRON MAN, FOR INSTALLING YOUR SUB-MINIATURE TRANSISTORS WITHIN THE CENTER OF MY SHIELD!

I ONLY DESIGNED 'EM, PARTNER! YOU'RE THE WONDER BOY WHO MAKES 'EM SIT UP AND SAY "UNCLE"!

IF I HAD PARTNERS LIKE YOU... INNOVATIONS LIKE **THESE** IN MY EARLY CAREER, HOW MUCH **MORE** I MIGHT HAVE BEEN ABLE TO ACCOMPLISH!

THE LEGENDS TELL US YOUR DEEDS WERE FILLED WITH GLORY AS IT IS, CAPTAIN AMERICA!

LET ME CHECK THE RADIO DEVICE I PUT INSIDE IT!

HERE, I'LL OPEN IT FOR YOU, SHELL HEAD!

Y'KNOW SOMETHING, BLUE EYES! IN THOSE OVERSIZED HANDS OF YOURS, CAP'S SHIELD LOOKS LIKE A SHINY WATCH FOB!

BUT NO WATCH FOB EVER HAD MECHANISMS LIKE **THOSE** INSIDE! THEY CONTAIN THE MOST ADVANCED **COMMUNICATIONS** SYSTEM I COULD DEVISE, WASP!

IF ONLY **BUCKY** COULD BE HERE NOW, TO MARVEL AT THESE SCIENTIFIC WONDERS!

IT IS NOT GOOD TO DWELL UPON THE PAST, MY VALIANT FRIEND! YOU MUST NOT ALLOW YOURSELF TO CONTINUALLY MOURN YOUR YOUTHFUL LOST PARTNER!

SHOW HIM THE MAIL WE'VE RECEIVED, FROM ALL OVER THE WORLD, **THOR!** MAYBE **THAT** WILL CHEER HIM UP!

THEY ARE LETTERS OF REJOICING, CAPTAIN AMERICA... FROM YOUR FRIENDS WHO ARE THRILLED TO LEARN YOU ARE STILL ALIVE, AND HAVE JOINED THE **AVENGERS!**

THANKS, **THOR!** IT'S GOOD TO KNOW PEOPLE HAVEN'T FORGOTTEN! BUT I'M AFRAID I CAN NEVER FORGET, EITHER! **BUCKY** WILL ALWAYS LIVE IN MY MEMORY!

CAP, YOU ONCE SAID SOMETHING ABOUT ME TAKIN' HIS PLACE! AND NOW... WITH THE **HULK** GONE...

I KNOW, **RICK!** YOUR LOYALTY AND TRUST HAVE BEEN A GREAT COMFORT TO ME! THEY'VE GIVEN ME THE WILL TO GO ON!

BUT SOMETHING **ELSE** HAS, TOO! A HUNGER FOR **REVENGE!** ON MY OATH AS AN AVENGER, I SHALL DEVOTE MY **LIFE**, IF NEED BE, TO FINDING THE ONE WHO CAUSED **BUCKY'S** DEATH! ONLY **THEN** WILL I BE ABLE TO FIND PEACE!



BUT, WHO IS THE ONE WHO CAUSED BUCKY'S DEATH MANY YEARS AGO? DOES HE STILL LIVE? WHAT HAS BECOME OF HIM? FOR THE ANSWER TO THOSE DRAMATIC QUESTIONS, LET US TURN OUR ATTENTION TO A LONE PLANE, FLYING OVER AN UNCHARTED SOUTH AMERICAN JUNGLE AREA...



I MUST BE **MAD** TO FLY THIS PERILOUS ROUTE EACH YEAR! AND YET, I CANNOT RESIST THE GOLD THAT ZEMO PAYS ME FOR MY SERVICES!

LANDING IN AN ALMOST INACCESSIBLE CANYON, THE PILOT EMERGES FROM THE ONE-MAN PLANE, AND SLOWLY APPROACHES A MASKED MONARCH, SEATED UPON A CRUDE JUNGLE THRONE!

YOU ARE ON TIME! THAT IS GOOD! YOU KNOW THE **PENALTY** FOR FAILING ZEMO!! DO YOU HAVE MY SUPPLIES?!

YES, ZEMO! I BROUGHT EVERYTHING YOU WANTED!



THEN REMAIN MOTIONLESS! I SHALL APPROACH YOU...IN MY OWN FASHION!

SURE, ZEMO! YOU'RE THE BOSS! WHAT-EVER YOU SAY...!

**BAH!** EVEN IN THE LATEST SCIENTIFIC JOURNALS WHICH YOU BRING ME, THERE IS STILL NO KNOWN FORMULA WHICH CAN REMOVE ADHESIVE X! AM I DOOMED TO WEAR THIS ACCURSED HOOD FOREVER?!

YOU NEVER TOLD ME HOW THAT HOOD GOT PASTED TO YOUR HEAD, ZEMO...OR WHY YOU'VE HIDDEN IN THIS JUNGLE ALL THESE YEARS!



AND I NEVER SHALL! I WARN YOU...IT IS DANGEROUS TO PRY INTO ZEMO'S SECRETS!

WAIT! WHAT IS THIS??! IS IT TRUE? CAPTAIN AMERICA STILL LIVES??! YOU FOOL! WHY DIDN'T YOU BRING THIS TO ME SOONER?!



HOW WAS I TO KNOW?? WHAT'S CAPTAIN AMERICA TO YOU?

**SILENCE!** I THOUGHT I HAD GOT-TEN RID OF BOTH OF THEM...FOREVER!! BUT THE MOST DANGEROUS ONE STILL LIVES!! DO YOU HEAR...HE STILL LIVES!!



SUDDENLY, A FAR AWAY LOOK COMES INTO THE HOODED EYES OF THE MASKED MONARCH. THEN HE BEGINS TO SPEAK, HATRED RINGING IN HIS WORDS... FORGETTING THE PRESENCE OF THE MAN WHO STANDS NEARBY...

HE IS RESPONSIBLE FOR ME BEING HERE TODAY!... FOR ME WEARING THIS HATED HOOD... LIKE A BADGE OF SHAME! I REMEMBER IT ALL AS IF IT WERE YESTERDAY... I WAS IN MY LAB... IN NAZI GERMANY...

"I WAS HITLER'S GREATEST SCIENTIST! BUT, I WAS SO HATED, EVEN BY OUR OWN PEOPLE, THAT I FOUND IT NECESSARY TO WEAR A HOOD TO CONCEAL MY IDENTITY! IF MY VICTIMS KNEW WHO I WAS, NOTHING COULD HAVE SAVED ME FROM THEIR VENGEANCE!"

I AM THE MOST HATED MAN IN EUROPE, BUT IT WAS WORTH IT TO RECEIVE DER FUEHRER'S RICH REWARDS!

"BUT I COULD NOT REMAIN HIDDEN FOREVER!! NOT FROM THE MOST POWERFUL, MOST DREADED ENEMY OF TYRANNY THE WORLD HAD EVER KNOWN!! ONE DAY, WHEN I LEAST EXPECTED IT... HE FOUND ME...!!!"

CAPTAIN AMERICA!

I KNOW YOUR LATEST PROJECT, ZEMO! AN ADHESIVE SO STRONG THAT NOTHING CAN TEAR IT APART!! BUT I'LL NEVER LET YOU MAKE A WEAPON OF IT FOR HITLER... NEVER!!

DON'T THROW THAT SHIELD!! NO!!

"BUT I WAS TOO LATE!! MY SHOT WENT WILD! HIS SPINNING SHIELD STRUCK THE VAT CONTAINING MY ADHESIVE X... SHATTERING IT TO BITS!!"

I CAN STILL FEEL IT! STILL FEEL THE ACCURSED ADHESIVE STRIKE MY HOOD, GLUING IT TO MY FACE... WHERE IT HAS REMAINED ALL THESE YEARS... FOR NOTHING CAN PRY IT LOOSE!!

BUT, BEFORE COMING HERE, I HAD MY REVENGE... OR SO I THOUGHT! I FOUND A WAY TO ESCAPE, AND THEN I ATTACKED CAPTAIN AMERICA... AND HIS YOUNG PARTNER, BUCKY! I THOUGHT I HAD DESTROYED THEM BOTH!\*

\*SEE AVENGERS #4... EDITOR.

BUT NOW I MUST FIND HIM AGAIN... AND FINISH THE JOB! AND, BECAUSE YOU KNOW MY SECRET, ONLY YOUR BLIND OBEDIENCE WILL KEEP ME FROM SLAYING YOU!! YOU SHALL BECOME MY MESSENGER... YOU MUST FIND THREE PEOPLE FOR ME, IF YOU VALUE YOUR LIFE!!

I... I'LL DO IT, ZEMO! YOU CAN COUNT ON ME!!

SO THAT'S THE STORY! THAT'S WHY YOU'VE HIDDEN HERE EVER SINCE!



BACK IN NEW YORK, A SHORT TIME LATER, AT THE LOCAL HEADQUARTERS OF RICK JONES' **TEEN BRIGADE**...

HAVE THE **AVENGERS** REACHED NEW YORK YET?? WE'VE GOT TO CONTACT THEM!! IT'S A DOUBLE RED ALERT EMERGENCY!!

WE'RE TRYING TO GET THEM NOW! THE JFK INTERNATIONAL AIRPORT REPORTS THAT THEY'RE ABOUT TO LAND!

WHAT HAPPENED TOM?? WHAT IS IT??

TEEN BRIGADE H.Q.

RADIO ROOM

LOOK OUT THE WINDOW! YOU CAN SEE FOR YOURSELF. IT'S THE **BLACK KNIGHT**! HE'S FLYIN' OVER THE CITY, SPREADING SOME KIND OF MYSTERIOUS **ADHESIVE SPRAY**!

HOLY SMOKE!! HE'S THE ONE WHO FOUGHT **GIANT-MAN** A FEW MONTHS BACK, AND THEN ESCAPED!\*

\* SEE **TALES TO ASTONISH** #52... EDITOR.

LIKE A WINGED WRAITH, THE **BLACK KNIGHT** SWOOPS OVER THE STARTLED CITY, SPRAYING THE POWERFUL **ADHESIVE FOAM** ON EVERYTHING THAT MOVES!!

THIS OUGHT TO BRING THE **AVENGERS** ON THE RUN, AS **ZEMO** PLANNED!

WITHIN MINUTES, I'VE ALMOST PARALYZED THE CITY! SHIPPING CAN'T MOVE... TRAFFIC HAS HALTED!! **ZEMO'S A GENIUS!!**

MY SPRAY IS ALL GONE NOW... SO IT'S UP TO THE OTHER TWO!

AS IF IN ANSWER TO THE **BLACK KNIGHT'S** LAST PHRASE, ANOTHER MENACING FIGURE SUDDENLY APPEARS ON THE STREET... MELTING A STEEL TRUCK BY MERELY POINTING AT IT!!

**RUN! IT'S THE MELTER!!**



YES, THE MYSTERIOUS MELTER... THE RAMPAGING ARCH-VILLAIN WHO HAS THE POWER TO MELT ALL FORMS OF IRON... AND WHO ALMOST DEFEATED IRON MAN HIMSELF NOT TOO LONG AGO! (SEE "TALES OF SUSPENSE" #47... EDITOR).

BACK, ALL OF YOU! YOUR PUNY WEAPONS CAN'T STOP THE MELTER!

AND I'M MORE POWERFUL THAN EVER NOW, SINCE ZEMO GAVE ME THE ABILITY TO MELT ALL FORMS OF METAL, INSTEAD OF JUST IRON!

NOW THAT THEIR WEAPONS HAVE BEEN MELTED, I'M FREE TO CONTINUE SPRAYING ZEMO'S ADHESIVE X AT WILL!! AND WHEN THE AVENGERS APPEAR, WE WILL BE READY FOR THEM, TOO!

THE GROUND HAS BECOME LIKE FLY PAPER! CAN'T GET OUR SHOES OFF IT!!

AND WHO IS THE THIRD MENACE SUMMONED BY ZEMO?? NONE OTHER THAN THE RADIOACTIVE MAN, THE ONLY LIVING HUMAN WITH THE POWER TO REPEL THE ENCHANTED URU HAMMER OF THE MIGHTY THOR!\*

THIS IS SURE TO BRING THE AVENGERS INTO OUR TRAP!

\* SEE JOURNEY INTO MYSTERY # 93... EDITOR.

ZEMO WANTED REVENGE ON CAPTAIN AMERICA... BUT HE KNEW THE AVENGERS WOULD ACT TO PROTECT THEIR NEWEST MEMBER! THAT'S WHY HE SUMMONED THE MELTER, THE BLACK KNIGHT AND ME... EACH OF US WILL FINISH THE FIGHT WE STARTED IN THE PAST, LEAVING HIM ALONE TO DESTROY HIS HATED ENEMY!

BUT, BEFORE THE THOUGHT HAS FADED FROM THE RADIOACTIVE MAN'S BRAIN, THE ONES HE HAS HOPED TO TRAP APPEAR... LIKE FIVE FIGHTING FURIES, READY FOR ACTION!!

WE'RE JUST IN TIME! IT'S THE RADIOACTIVE MAN!!

HE ALONE CAN'T BE RESPONSIBLE FOR WHAT'S HAPPENED TO THE CITY!! BUT WE'LL FIND A WAY TO GET THE TRUTH OUT OF HIM!!





BACK... ALL OF YOU!! I HAVE FOUGHT HIM BEFORE! LEAVE HIM TO ME!... UHHH!

SURPRISED, THOR? HAVE YOU FORGOTTEN THAT ONLY MY RADIO-ACTIVE BODY CAN REPEL YOUR HAMMER?! AGAINST ME, YOU'RE HELPLESS!!



NOW, ALL I NEED DO IS STRIKE YOU WITH ADHESIVE X, AND YOU'LL BE AS HELPLESS AS ANY MORTAL!!

MY HAMMER MAY BE USELESS AGAINST YOU, BUT MY SPEED IS STILL THAT OF THE THUNDER GOD! YOU MISSED!!



BUT THE SPRAY WHICH MISSES THOR GOES PAST HIM TO STRIKE THE SPEEDING CAPTAIN AMERICA AND GIANT-MAN!

MY KNEE! IT'S PINNED TO THE GROUND!! I CAN'T MOVE!

WHAT'S GOIN' ON?!



WAIT!! I SEEM TO REMEMBER... FROM THE PAST!! ZEMO HAD SUCH A WEAPON!! HE CALLED IT ADHESIVE X!! IT'S IMPOSSIBLE, BUT... IT COULD BE THE ANSWER!! HE MAY STILL BE ALIVE!!

LET'S TRY TO FIGURE IT OUT LATER, CAP! RIGHT NOW I'VE GOT TO FREE YOU BEFORE IT HARDENS ANY MORE!!



BUT THEN...

HALT, IRON MAN!! NOT ANOTHER MOVE! HAVE YOU FORGOTTEN YOUR OLD ENEMY??

IT'S THE MELTER! WHERE'D HE COME FROM?!

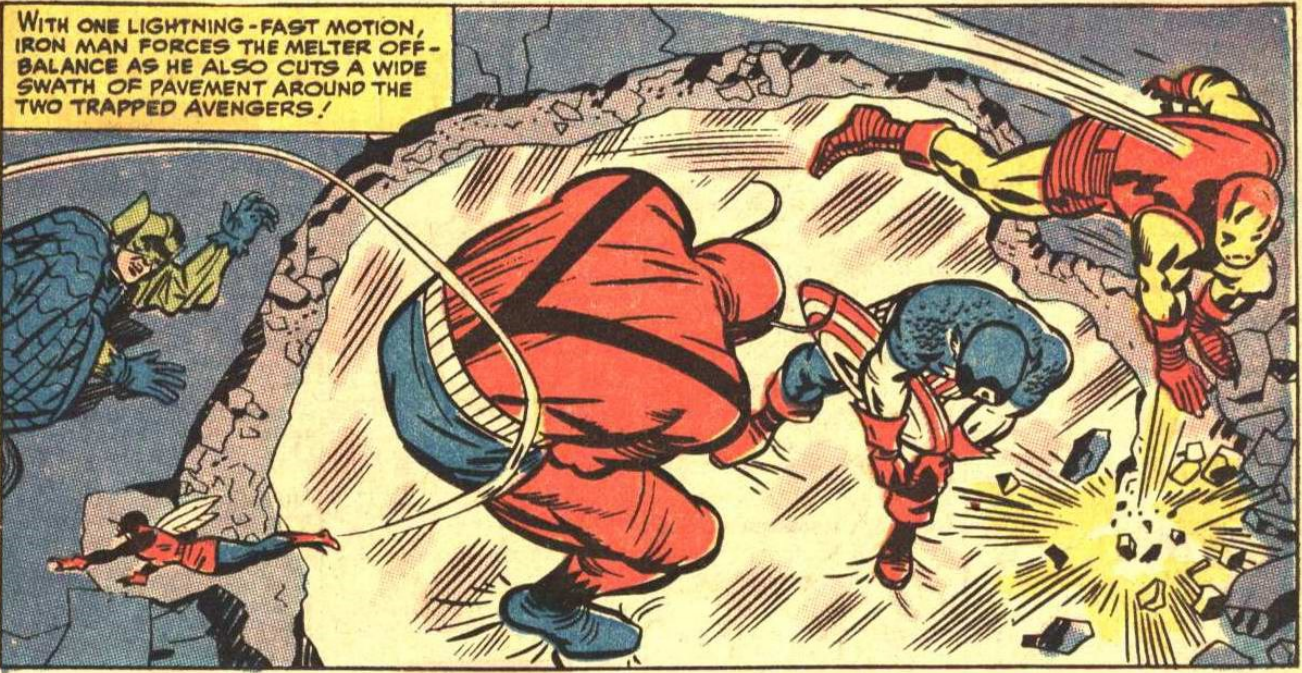


HE'S THE ONLY ONE WITH THE POWER TO DAMAGE MY IRON ARMOR!! BUT, PERHAPS IF I CAN TAKE HIM BY SURPRISE...

DIDN'T EXPECT ME TO RUSH TOWARDS YOU WITH MY MAGNETIC REPELLER IN OPERATION, DID YOU?



WITH ONE LIGHTNING-FAST MOTION, IRON MAN FORCES THE MELTER OFF-BALANCE AS HE ALSO CUTS A WIDE SWATH OF PAVEMENT AROUND THE TWO TRAPPED AVENGERS!



HURRY, IRON MAN! I'LL KEEP THE MELTER BUSY WHILE YOU FIND A WAY TO FREE CAP AND MY OVERSIZED HEART-THROB!

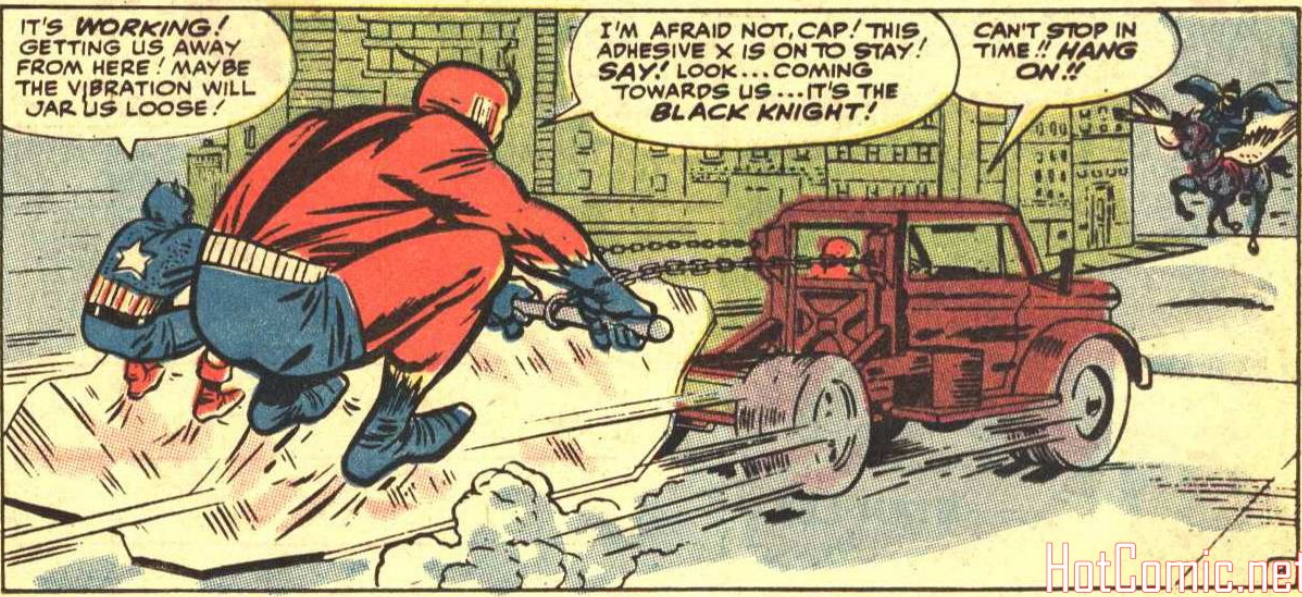
WHAT MANNER OF CREATURE ARE YOU??!



IRON MAN, SEE THAT TOW TRUCK AHEAD OF US? WE'LL HOLD ONTO THE TOW CHAINS WHILE YOU DRIVE THE TRUCK!

IT'LL BE LIKE WATER-SKIING ON DRY LAND!

OKAY, PARTNERS! WE'LL GIVE IT A TRY!



IT'S WORKING! GETTING US AWAY FROM HERE! MAYBE THE VIBRATION WILL JAR US LOOSE!

I'M AFRAID NOT, CAP! THIS ADHESIVE X IS ON TO STAY! SAY! LOOK... COMING TOWARDS US... IT'S THE BLACK KNIGHT!

CAN'T STOP IN TIME!! HANG ON!!



AT THAT MOMENT, THE MIGHTY THUNDER GOD SEES THE DILEMMA OF HIS HARD-PRESSED ALLIES...

YOU TURN AWAY FROM ME!! ARE YOU PREPARING TO FLEE IN DEFEAT, OVERRATED ONE??

I CAN STAY HERE NO LONGER! THE OTHERS NEED MY AID!!



NO SOONER ARE THE MELTER'S WORDS UTTERED, THEN THOR PROVES THEY ARE TRUE...

I'VE ONLY A SPLIT-SECOND IN WHICH TO ACT!



SO! YOU DARE FIRE YOUR WHIRLING BOLAS AT ME, DO YOU??



I HAVE NO TIME TO BANDY WORDS WITH YOU! STAY BACK, WHILE I SWING MY HAMMER!

LOOK OUT! I'VE SEEN HIM SWING THAT WAY BEFORE! IT MEANS HE'S ABOUT TO FLY THROUGH THE AIR, PULLED BY HIS ENCHANTED HAMMER!

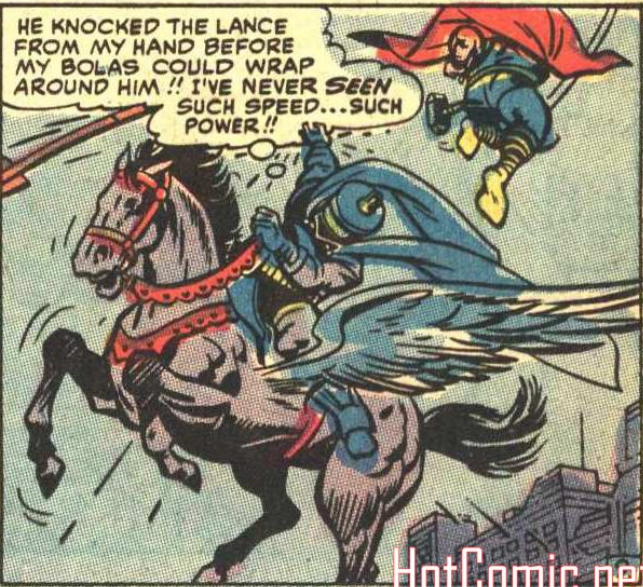


THE THUNDER GOD!! COMING RIGHT TOWARD ME!!! I'LL HAVE TO USE MY LANCE!

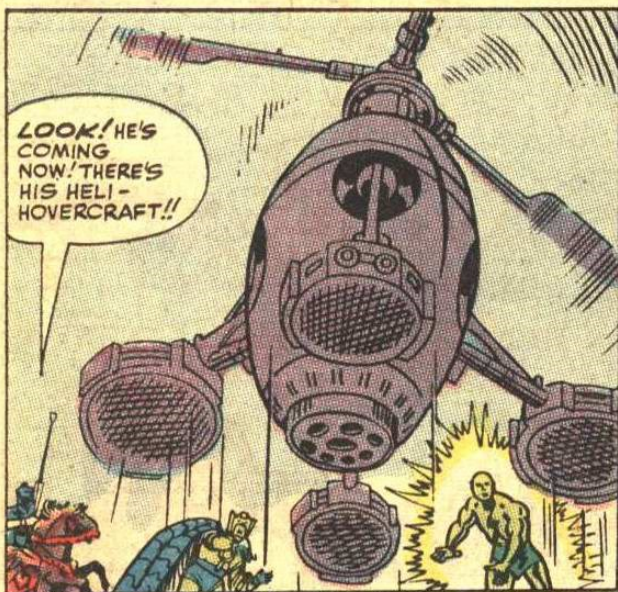
CAREFUL, THOR! HIS LANCE IS A DANGEROUS WEAPON!! HE CAN FIRE ALL SORTS OF MISSILES FROM IT!



HE KNOCKED THE LANCE FROM MY HAND BEFORE MY BOLAS COULD WRAP AROUND HIM!! I'VE NEVER SEEN SUCH SPEED...SUCH POWER!!









WITH SUCH A SOLUTION I COULD TEAR THIS ACCURSED HOOD FROM MY HEAD, AND WALK THE STREETS LIKE A NORMAL MAN! I MUST HAVE IT! I **MUST!**

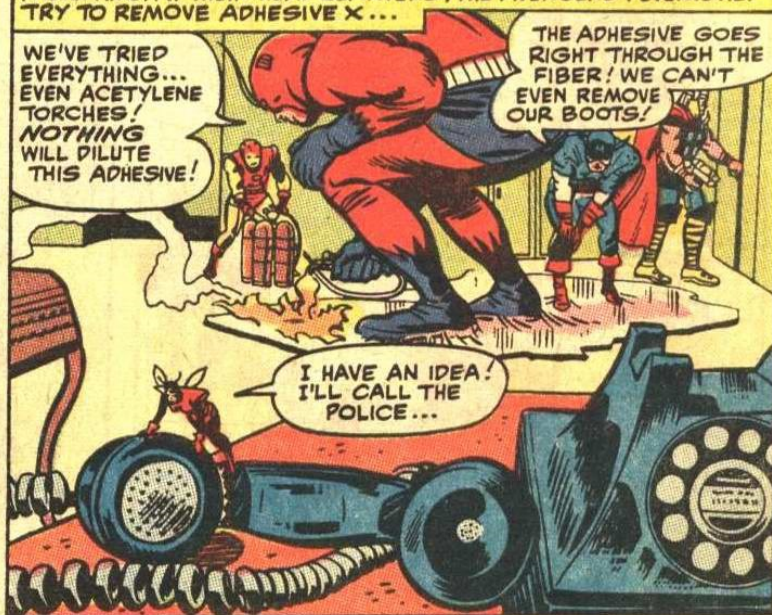
THE ONLY WAY TO FIND THE AVENGERS AGAIN IS TO DRAW THEM FROM THEIR HIDING PLACE ONCE MORE! NOW THIS IS WHAT WE'LL DO!



MEANTIME, AT THEIR HEADQUARTERS, THE AVENGERS FEVERISHLY TRY TO REMOVE ADHESIVE X...

WE'VE TRIED EVERYTHING... EVEN ACETYLENE TORCHES! **NOTHING** WILL DILUTE THIS ADHESIVE!

THE ADHESIVE GOES RIGHT THROUGH THE FIBER! WE CAN'T EVEN REMOVE THE OUR BOOTS!



I HAVE AN IDEA! I'LL CALL THE POLICE...

I REMEMBER A MAN NAMED **PASTE-POT PETE**... THE TORCH DEFEATED HIM MONTHS AGO! \*HE'S PROBABLY STILL IN JAIL! HE WAS THE WORLD'S GREATEST AUTHORITY ON PASTES AND ADHESIVES!



HELLO, OPERATOR! GET ME POLICE HEAD-QUARTERS! THIS IS AN AVENGERS PRIORITY CALL!

\*STRANGE TALES #110...ED.

MOMENTS LATER, A PRISONER IS BROUGHT INTO THE WARDENS OFFICE...

PETE, I HAVE A CALL FOR YOU! THERE'S A CERTAIN LADY WHO WANTS TO TALK WITH YOU!

A LADY?



YOU MAY HAVE HEARD OF HER... SHE'S **THE WASP**! THIS IS YOUR CHANCE TO DO SOMETHING TO REDUCE YOUR SENTENCE, PETE! IF YOU'RE SMART, YOU'LL TAKE IT!

I'LL DO ANYTHING TO GET ME OUT OF HERE SOONER!



WE'RE IN **LUCK**! PASTE-POT PETE HAS A SUPER-DISSOLVER OF HIS OWN WHICH CAN DISSOLVE **ANY** ADHESIVE! IT'S STORED IN A WAREHOUSE UPTOWN, IN A METAL DRUM! SOMEONE WRITE DOWN THE ADDRESS...

I'LL WRITE IT, WASP! THEN I'LL GO GET IT!



WITHIN SECONDS...

THE FASTEST WAY THERE IS IS TO USE MY POWER JETS! BUT I WONDER WHAT IT'S ALL ABOUT ?? WHY SHOULD THE MELTER, THE BLACK KNIGHT, AND THE RADIO-ACTIVE MAN BE SPREADING ADHESIVE ALL OVER THE CITY ?? WHAT CAN THEIR **MOTIVE** BE? WHO IS THE GUIDING BRAIN BEHIND THEM?





LATER, A WEARY IRON-CLAD ADVENTURER RETURNS TO AVENGERS' HEADQUARTERS WITH A HEAVY METAL DRUM STRAPPED TO HIS BACK...

CAP! GIANT MAN! HE'S BACK! IRON MAN IS HERE WITH THE SUPER-DISSOLVER! IF IT WORKS, YOU'LL SOON BE FREE!

AND IF IT DOESN'T WORK, I LUGGED THIS BLAMED THING HALF-WAY ACROSS TOWN FOR NOTHING... EXCEPT A BUSTED BACK!



C'MON, GOLD-LOCKS! DON'T JUST STAND THERE... GET THIS GIZMO OFF ME!!

THEN, ONCE INSIDE, THE DISSOLVER IS APPLIED TO THE AREA CONTAINING ADHESIVE X. AT FIRST, THERE SEEMS TO BE NO REACTION, BUT... AFTER A FEW MINUTES...

IT WORKS! I CAN SEE THE ADHESIVE MELTING AWAY! YOU'RE FREE!

I HOPE WE'LL GET ANOTHER CHANCE TO TACKLE THE ONES WHO DID THIS!

WASP, GET ME PASTE POT PETE'S FULL NAME! I WANT TO REMEMBER HIM IN MY WILL!



WHAT ARE WE WAITING FOR? LET'S GO GET THEM!!

EASY, CAP! THERE'S MORE TO THIS THAN WE THINK!

GIANT-MAN IS RIGHT! IF WE ONLY KNEW THE PURPOSE OF THEIR ATTACK... WHAT IS BEHIND IT!



EACH IS A FOE ONE OF US HAS FOUGHT BEFORE... AND WHO HAS ALMOST DEFEATED US!

I GET IT! EACH THINKS HE KNOWS YOUR WEAKNESSES... LIKE THE MELTER CAN MELT IRON MAN'S ARMOR! BUT LET'S THROW THEM A CURVE! LET'S SWITCH ENEMIES! WE'LL CATCH THEM OFF-GUARD!

A CLEVER PLAN!



IF THE LEADER OF THAT TRIO IS WHO I THINK IT IS, I'LL HAVE MY OWN ENEMY ALL CUT OUT FOR ME! BUT, TILL THEN, THERE IS ONE MORE THING TO DO! I'LL PUT THROUGH A CALL TO THE TEEN BRIGADE!

SEE HOW QUICKLY HE CONCEIVES A BATTLE PLAN... HOW SMOOTHLY HE GOES INTO ACTION! IT WAS A LUCKY DAY WHEN WE ADDED CAPTAIN AMERICA TO THE ROSTER OF AVENGERS!



MEANWHILE, ZEMO PREPARES FOR A NEW ASSAULT UPON THE CITY, AS HE REFILLS HIS ADHESIVE X CONTAINERS FROM THE MAIN SUPPLY VAT ABOARD HIS HELI-HOVERCRAFT...

CAREFUL WITH THAT ADHESIVE, YOU CLUMSY FOOL!! NOT A DROP IS TO BE WASTED!! BEFORE I AM DONE, IT WILL MAKE ME THE MOST POWERFUL MAN ON EARTH!





**NOW! ALL THREE OF YOU ARE TO LOAD UP YOUR ADHESIVE X CYLINDERS AGAIN! YOU'LL GIVE THE CITY ANOTHER TREATMENT, TO BRING THE AVENGERS TO THEIR KNEES!**

**WITH OUR COMBINED POWERS, WE ARE THE MASTERS OF EVIL, ZEMO! WE CAN ACCOMPLISH ANYTHING!**



**BUT THE SINISTER SUPER-VILLAIN COMBO HAS RECKONED WITHOUT THE EVERYDAY COURAGE AND DETERMINATION OF RICK BROWN'S TEEN BRIGADE!**

**LET ME TAKE 'IM, RICK! I'M THE BIGGEST!**

**NO! IT'S MY JOB! I'LL USE THE RANGER TACTICS CAP TAUGHT ME!**



**LUCKY RICK! IMAGINE LEARNING MILITARY ATTACK TECHNIQUES FROM CAPTAIN AMERICA HIMSELF!!**

**I'VE GOT TO STOP ZEMO'S PILOT BEFORE HE CAN SEAL THOSE CONTAINERS WITH THE ADHESIVE SPRAY! THIS IS IT!**



**OKAY, BRIGADERS! MOVE! EMPTY OUT THOSE CYLINDERS AND REPLACE THEM WITH PASTE-POT PETE'S SUPER-DISSOLVER, FAST!**

**WE WON'T LET YOU DOWN, RICK! HERE'S WHERE ALL OUR TEAM-WORK REALLY PAYS OFF!**

**ALL DONE! TIE UP THE PILOT AND LET'S GO!**



**SECONDS LATER, THE MASTERS OF EVIL GRAB THE CYLINDERS WHICH THEY THINK CONTAIN ADHESIVE X, AND THEN...**

**EVEN THE MIGHTY THOR WILL BE HELPLESS BEFORE ME ONCE HIS HAMMER IS PASTED TO THE GROUND!**

**THE AVENGERS WON'T SURPRISE US AGAIN, ZEMO! WE'LL BE READY FOR THEM THIS TIME!**

**GO!! LET THE WORLD SEE THE AWESOME POWER OF ZEMO, THE MASKED MONARCH!**

**IF ONLY WE HAD THOUGHT TO BAND TOGETHER BEFORE! WHAT CONQUESTS WE WOULD HAVE MADE!**





THE **FIRST** TO SPRAY THE CONTENTS OF HIS CYLINDER IS THE HIGH-FLYING **BLACK KNIGHT**... TOTALLY UNAWARE THAT HE IS **FREEING** THE CITY RATHER THAN IMPRISONING IT!

SOMETHING IS **WRONG!** INSTEAD OF GLUING EVERYTHING TO THE SPOT...THE SPRAY IS **FREEING** THOSE WHO WERE TRAPPED BEFORE! BUT... **NOW??**



BUT, BEFORE HE HAS TIME TO GATHER HIS WITS...

**THOR'S HAMMER!!** BUT HE WAS NOT SUPPOSED TO BE MY FOE!!



CAPTAIN AMERICA WAS **RIGHT!** BY EACH OF US ATTACKING THE **OTHER'S** FORMER ENEMY, WE'VE THROWN THEM OFF-GUARD! SO, HE DARES CHARGE AT ME?!!







**SURPRISED, THUNDER GOD??**  
YOU DIDN'T SUSPECT MY INNOCENT-LOOKING **LANCE** IS IN REALITY A MOST DEADLY ARSENAL OF **WEAPONS!**

I, WHO ALMOST DEFEATED THE TOWERING **GIANT-MAN**, HAVE NO FEAR OF JOUSTING WITH YOU!

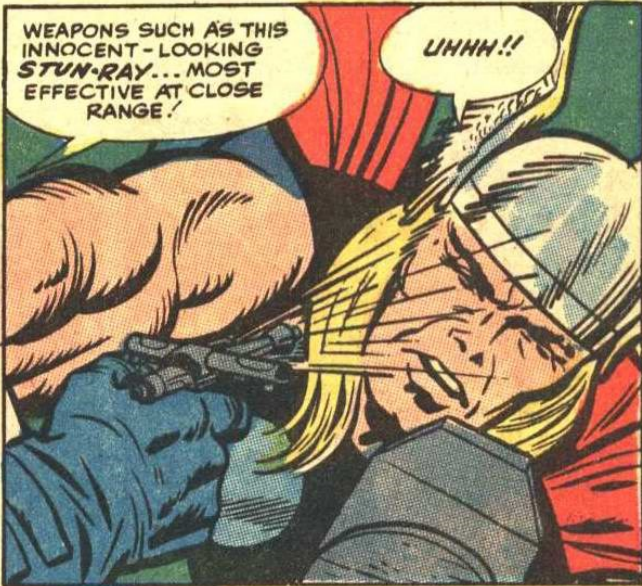


**SO BE IT! BUT NO MATTER WHAT YOUR EARTHLY WEAPON FIRES, MY WHIRLING HAMMER CAN DEFLECT THE PROJECTILES WITH EASE!!**



**AND NOW, BEFORE YOU CAN RE-LOAD....!**

**BAH! I HAVE NO NEED TO RE-LOAD! I STILL HAVE WEAPONS ENOUGH TO DEAL WITH YOU!**



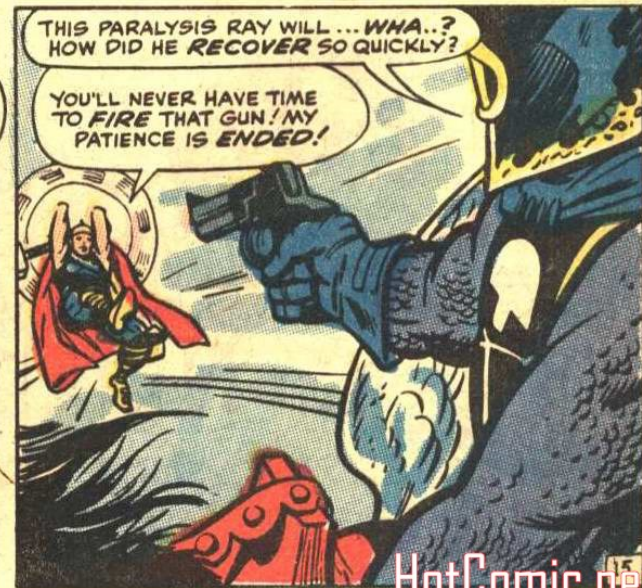
**WEAPONS SUCH AS THIS INNOCENT-LOOKING STUN-RAY... MOST EFFECTIVE AT CLOSE RANGE!**

**UHHH!!**



**THE IRRESISTIBLE SUDDEN STUN SENSATION CAUSES THE MIGHTY THUNDER GOD TO LOSE HIS BALANCE FOR A SECOND, AS HE TOPPLES BACK...**

**AND NOW TO PRESS MY ADVANTAGE!**



**THIS PARALYSIS RAY WILL ... WHA...? HOW DID HE RECOVER SO QUICKLY?**

**YOU'LL NEVER HAVE TIME TO FIRE THAT GUN! MY PATIENCE IS ENDED!**



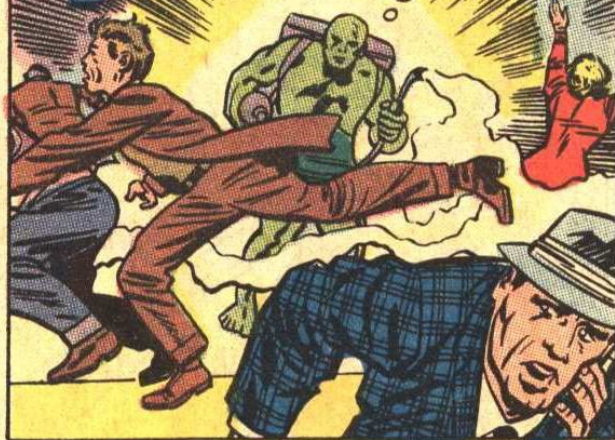
THEN, WITH THOSE RINGING WORDS, THE THUNDER GOD ATTACKS!!



MEANWHILE, THE NEXT MASTER OF EVIL PERFORMS HIS TASK ON FOOT...

RUN! IT'S THE RADIO-ACTIVE MAN!

WHAT HAPPENED TO ZEMO'S ADHESIVE? THE MORE I SPRAY, THE MORE VICTIMS I SET FREE!



TAKE FIVE, HOT SHOT! THE PARTY'S OVER!

I'VE GOT TO SWALLOW A REDUCING CAPSULE THE SPLIT-SECOND HE HURLS THAT CYLINDER!

GIANT-MAN!!



NOW!! I TOOK A HIGHLY-CONCENTRATED CAPSULE... I'LL SHRINK SO FAST HE'LL THINK I'VE VANISHED!!



HE'S GONE! ZEMO NEVER WARNED ME HE HAD THE POWER TO DISAPPEAR! BUT HE ISN'T THE ONE I SEEK... I LONG TO DESTROY MY OLD ENEMY... THOR!



NOW FOR THE SECOND PART OF MY MANEUVER! I'LL SEEM TO SPRING UP BEHIND HIM... I'M IN EXACTLY THE RIGHT SPOT!!

IF WE PLANNED THIS RIGHT, HE'LL HURL A RADIO-ACTIVE BOLT AT ME!!

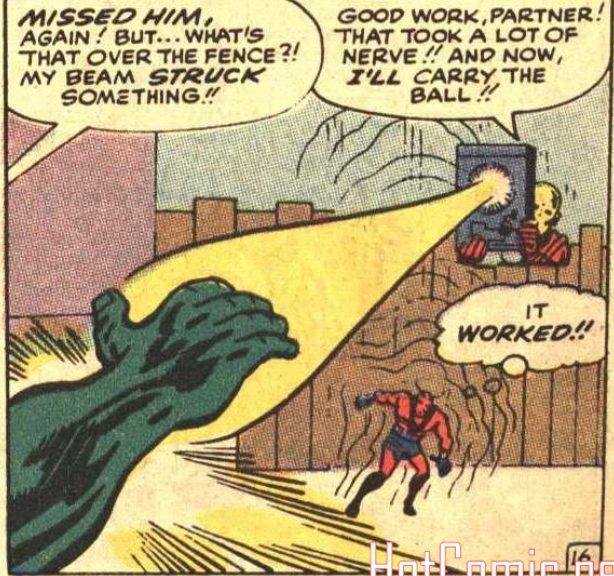
YOU!! BACK AGAIN!! THIS TIME I'LL MAKE SURE YOU DON'T ESCAPE!



MISSED HIM, AGAIN! BUT... WHAT'S THAT OVER THE FENCE?! MY BEAM STRUCK SOMETHING!!

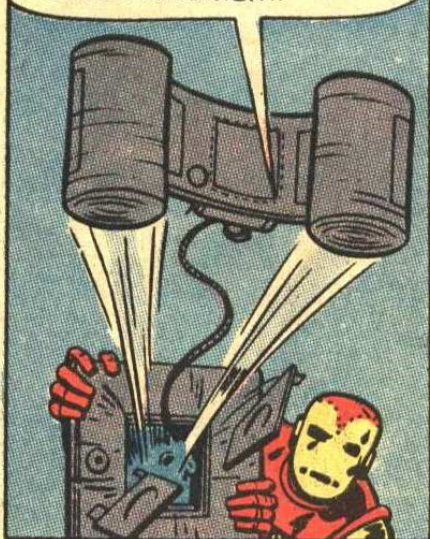
GOOD WORK, PARTNER! THAT TOOK A LOT OF NERVE!! AND NOW, I'LL CARRY THE BALL!!

IT WORKED!!





THIS TRANSISTOR-POWERED EJECTOR IS A DEVICE I INVENTED FOR SCIENTISTS WORKING IN ATOMIC LABS, TO PROTECT THEM AGAINST RADIATION !!



AS SOON AS ANY RADIATION TOUCHES THE PHOTO-ELECTRIC CELL, IT EJECTS A RAPIDLY UNWINDING SPOOL OF LEAD FOIL WHICH WRAPS ITSELF AROUND THE SOURCE... AS YOU CAN SEE!



AND THIS INFLATABLE BALLOON IS THE TYPE USED BY THE AIR CORPS FOR YEARS... EXCEPT THAT *MINE* IS LEAD-COATED... YOUR DANGEROUS RADIO-ACTIVITY WON'T AFFECT IT AT ALL !!



WHILE YOU DANGLE UP THERE, WAITING FOR THE AUTHORITIES TO FREE YOU, YOU'LL HAVE LOTS OF TIME TO MEDITATE ABOUT WHAT IT MEANS TO FOOL AROUND WITH THE AVENGERS !!



YOU HAVE NOT WON YET, IRON MAN! WE, THE MASTERS OF EVIL, ARE A TEAM... EVEN AS THE AVENGERS! YOU MUST DEFEAT ALL OF US... WHICH IS IMPOSSIBLE!



THE MYSTERIOUS MELTER! HE'S FOCUSING ON THAT LAMP-POST... MAKING IT MELT TOWARDS ME !!

HE WAS THE *ONE* FOE I DIDN'T WANT TO FACE... ONLY *HE* HAS THE POWER TO DESTROY MY ARMOR !!



THE MELTED LAMP-POST IS ABOUT TO ENTWINE ITSELF ABOUT ME !!

I'VE GOT TO MOVE FAST! ONLY MY POWER JETS CAN SAVE ME!



QUICK THINKING, IRON MAN! BUT YOU'VE ONLY GONE FROM THE FRYING PAN INTO THE FIRE!! NOW I'LL STRIKE AGAIN!!





I CAN'T GO HIGHER! HIS WITHERING BEAMS KEEP MELTING THE MASONRY OF THE CONDEMNED BUILDING ABOVE ME!

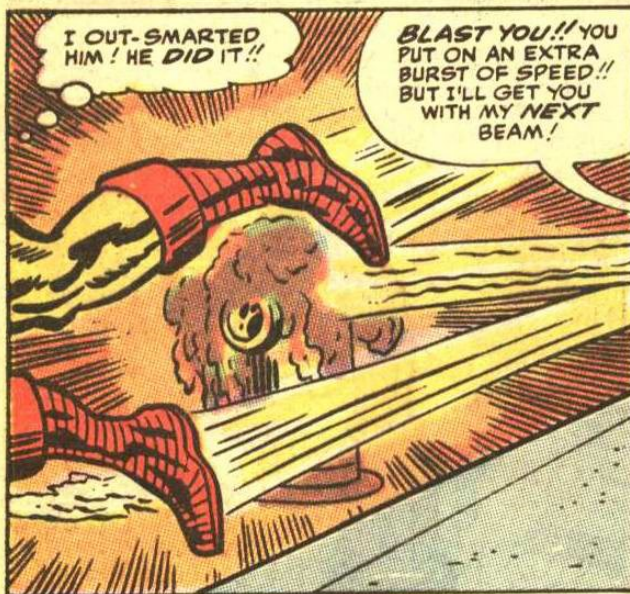


WELL, SOMETIMES THE ONLY THING TO DO IS PLUNGE RIGHT INTO THE THING YOU FEAR THE MOST!!

LET'S SEE YOU PROVE HOW GOOD YOU ARE, MELTER! I'LL MATCH MY SKILL AGAINST YOUR MELTING BEAM!!

THIS WILL BE YOUR LAST CHALLENGE!

NOW! IF ONLY HE'D HURL HIS BEAM NOW!!



I OUT-SMARTED HIM! HE DID IT!!

BLAST YOU!! YOU PUT ON AN EXTRA BURST OF SPEED!! BUT I'LL GET YOU WITH MY NEXT BEAM!



GUESS AGAIN, MELTER!! YOUR BLAST STRUCK JUST WHERE I HOPED IT WOULD! YOU HIT THE HYDRANT BEHIND ME... AND THAT HIGH PRESSURE STREAM OF WATER YOU RELEASED IS JUST WHAT I WANTED!



THOROUGHLY DRENCHED, THE MELTER'S AWESOME BEAM IS UNABLE TO FUNCTION, AND SO ...

WITHOUT YOUR MELTING ABILITY, SON, YOU'RE JUST ANOTHER GUY NAMED JOE! THE POLICE WILL TAKE CARE OF YOU NOW!



MEANTIME, GIANT-MAN, (NOW REDUCED TO HIS DUAL-ROLE OF ANT-MAN), PULLS HIMSELF TOGETHER AFTER HIS PHYSICALLY EXHAUSTING ORDEAL OF CHANGING SIZE SO QUICKLY AND SO OFTEN ...

THE FIGHT'S GOING WELL, BLUE EYES! WHAT DO WE DO NEXT?

NOW THAT I'VE SHAKEN THE COBWEBS OUT, I THINK WE'D BETTER SEE WHAT HAPPENED TO CAPTAIN AMERICA, JAN!

BEING NEW TO THE AVENGERS, HE MAY NEED SOME HELP!



BUT **OTHERS** ARE ALSO SEEKING THE COSTUMED CHAMPION! AMONG THEM ARE THE **TEEN BRIGADE** AND... **DR. ZEMO!!**

C'MON, BRIGADERS!! WE'VE GOT TO FIND CAP AND SEE IF THERE'S ANYTHING WE CAN... **HEY!!**

THE YOUNG FOOLS WHO SERVE AS THE EYES AND EARS OF THE **AVENGERS**, EH?? WELL, MY SCEPTER'S **HYPNO-RAY** WILL SOON **CHANGE** ALL OF THAT!!



UNDER THE INFLUENCE OF THE MASKED MONARCH'S HYPNOTIC RAY, RICK BROWN AND HIS FELLOW TEEN BRIGADERS BECOME IMMOBILE, STARING STRAIGHT AHEAD WITH DULL UNSEEING EYES...

WE AWAIT YOUR COM-MANDS, DR. ZEMO!

**NATURALLY!** SOON THE ENTIRE **WORLD** WILL PARROT THOSE WORDS TO ME!

BUT WHAT IS **THIS??** WHY HAVE YOU BEEN NEAR MY MASTER CYLINDER...THE ONE I PERSONALLY IDENTIFIED WITH AN X?



SUDDENLY, A GLISTENING, WHIRLING **SHIELD** KNIFES THROUGH THE AIR, AS A COMMANDING VOICE RINGS OUT...

THEY'LL COME TO NO HARM! NOT WHILE I LIVE!!



**CAPTAIN AMERICA!!** AT LAST!

SO, IT IS YOU, ZEMO! HOW I'VE PRAYED FOR THIS MOMENT!



I THOUGHT YOU WERE **DEAD!!** I THOUGHT I HAD RID MYSELF OF YOU **FOREVER!**

I STILL LIVE, ZEMO!! AND, THANKS TO THE **AVENGERS**, I STILL **FIGHT!!**



PERHAPS YOU **REMEMBER** HOW I FIGHT, ZEMO? YOU HAVE GOOD **REASON** TO!!



BUT I, TOO, AM A FIGHTER NOW, ACCURSED ONE! I'VE HAD THESE MANY YEARS TO LEARN... TO PRACTICE... TO PREPARE FOR THIS MOMENT IF IT EVER CAME!





SEE WHAT A **KARATE BLOW**, IN THE HANDS OF A **MASTER**, CAN DO!



**THIS IS WHY I FEAR YOU NO LONGER, CAPTAIN AMERICA!! THIS IS WHY ZEMO CAN NEVER LOSE!!**



IT'S TOO BAD YOUR **SKILL** DOESN'T MATCH YOUR **WORDS**, YOU **ARROGANT KILLER**!



THIS IS NO INNOCENT VICTIM OF TYRANNY YOU'RE TAUNTING NOW! THIS IS **CAPTAIN AMERICA**!

I WAS ADEPT AT EVERY FORM OF HAND-TO-HAND COMBAT KNOWN TO MAN WHILE YOU WERE STILL SAFE IN YOUR LABORATORY, SERVING YOUR NAZI MASTERS!



WHERE IS YOUR BRAGGADOCIO, NOW, MASTER OF EVIL?!!

I STILL REMEMBER HOW YOU SNEERED AT DEMOCRACY...HOW YOU CALLED AMERICANS SOFT...TIMID...TOO SPOILED TO FIGHT FOR FREEDOM!



YOU MOCKED FREE MEN! YOU BOASTED OF YOUR CONTEMPT FOR LIBERTY!!



FEEL MY **GRIP**, ZEMO! IT'S THE GRIP OF A **FREE MAN**! LOOK INTO MY EYES, TYRANT! THEY'RE THE EYES OF A MAN WHO WOULD **DIE** FOR LIBERTY!

THE WORLD MUST NEVER AGAIN MAKE THE FATAL ERROR OF MISTAKING COMPASSION FOR WEAKNESS!! AND WHILE I LIVE, IT **WON'T**!!!





AT THAT VERY MOMENT, ALL BUT FORGOTTEN IN THE TURMOIL, ZEMO'S PILOT FREES HIMSELF OF HIS BONDS, AND STRIKES AT THE MASKED AVENGER...FROM BEHIND...!!

ZEMO WILL REWARD ME HANDSOMELY FOR THIS!!



BUT THE ALMOST LEGENDARY FIGHTING REFLEXES OF CAPTAIN AMERICA, HONED IN BATTLE, TEMPERED IN A THOUSAND CRUSADES, MAKE HIM SWIFTLY SWERVE AS HE HEARS THE PISTOL HAMMER'S "CLICK," SO THAT THE DEADLY BULLET MERELY GRAZES HIS SKULL!



A NEW DANGER... BEHIND ME... OHH..!

GOOD WORK! QUICKLY... WE MUST ESCAPE WHILE WE CAN!

WHAT ABOUT YOUR THREE ALLIES??

THE POLICE WON'T HOLD THEM FOREVER! SOONER OR LATER WE'LL REJOIN FORCES! NOW COME!



BUT FIRST, LET ME FINISH CAPTAIN AMERICA... FOR GOOD!

YOU WERE RIGHT, HANK, HONEY! WE ARE NEEDED HERE!

GRAB THAT NAIL, JAN... YOU KNOW WHAT TO DO!



I'LL SHOOT THE ACCURSED FIGHTER FOR FREEDOM NOW, WHILE HE'S HELPLESS! THIS IS YOUR WAY, ISN'T IT, ZEMO?

THERE! NOT A SECOND TOO SOON!



THE NAIL DEFLECTED THE BULLET JUST ENOUGH! NOW IT'S UP TO MY BLUE-EYED PARTNER!



AND THEN, BEFORE THE MERCILESS PILOT CAN FIRE A SECOND SHOT...

GIANT-MAN! WHERE'D YOU COME FROM??

THE STORK BROUGHT ME! NOW HAND OVER THAT POP-GUN!



NO! NO!! YOU'LL NEVER GET ME! I WON'T LET YOU!!

WHY DOES EVERY CRIMINAL CORNBALL I MEET WANT TO END UP PLAYING TAG?!



YOU'RE MAKING ME ANGRY! I JUST HAD MY COSTUME CLEANED!



WELL, IF HE'S DETERMINED TO MAKE A RUN FOR IT, I'VE GOT A FEW NEW MANEUVERS I'VE BEEN WANTING TO TRY OUT!



WHEN A FELLA MY SIZE TRAVELS, I CAN MAKE LOTS BETTER TIME UP HERE ON THE ROOFTOPS!!



HAN! I ESCAPED HIM! ZEMO WAS RIGHT... THOSE WHO FIGHT FOR JUSTICE CAN ALWAYS BE DEFEATED!



ALL RIGHT, SWEETIE! THE PARTY'S OVER! ANYONE AROUND MY BASE IS IT!!



HE'S ALL YOURS, BOYS!

LOOK OUT! HERE COMES THE BLACK KNIGHT AGAIN!

WHO'S THAT ON THE SADDLE WITH HIM?



HERE'S A FRIEND OF YOURS... WITH THE FIGHT KNOCKED OUT OF HIM! I THINK HE'D APPRECIATE A NICE LONG REST... IN SOME QUIET JAIL!

NICE GOING, THOR! SAY... LOOK OVER THERE!! ISN'T THAT ZEMO'S HELIHOVER-CRAFT?



IT'S RISING INTO THE AIR!! THAT MEANS WE'VE FAILED! IF HE ESCAPES... OUR VICTORY IS JUST A HOLLOW ONE!







**AVENGERS ASSEMBLE!**  
--IN THE PAGES OF THEIR FANTASTIC 15¢ MAG,  
TILL THIS TIME NEXT YEAR! EYECOLOR!