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# THE AVENGERS



"DEATH BE NOT PROUD!"

Telegram-Marvel comics  
(Avengers)

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EDITOR! WRITER! ARTIST! INKER! LETTERER!

SOMEWHERE  
BENEATH THE  
SOMBRE SHROUD  
OF NIGHT, A CASTLE  
STANDS...ITS LOFTY  
TOWERS GAZING  
SILENTLY DOWN  
UPON A UNIQUELY  
DRAMATIC  
TABLEAU...

DEATH BE NOT  
PROUD!

...AS, BEFORE ITS LONG-  
LINGERED RAMPARTS, A  
GRIM QUARTET PAUSE,  
TO GAZE UNCERTAINLY,  
ALMOST FEARFULLY,  
ABOUT THEM...

...AND THE MOST FATE-  
FUL AVENGER SAGA OF  
ALL BEGINS...!

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AT LAST, THE MOST GARGANTUAN OF THE FIGURES SPEAKS...

IF THIS IS A TRAP, OUR WOULD-BE FOE MUST BE LURKING **INSIDE** THE CASTLE... **NOT** OUT HERE!

SO, I GUESS IT'S UP TO **GOLIATH** TO SEE THAT WE GAIN ACCESS TO WHAT'S **BEHIND** THOSE DISMAL GRAY WALLS!

AND, THE BEST WAY I CAN DO THAT IS TO **DOUBLE** MY USUAL SIZE... TO **TWENTY FEET**!

WE'LL SOON LEARN IF IT WAS REALLY **CAPTAIN AMERICA** WHO SUMMONED US HERE!

BUT, HOW COULD IT HAVE BEEN **ANYONE ELSE**, HANK?

YEAH, BIG MAN... RIDDLE US **THAT**!

HOW WOULD A **PHONY** BE ABLE TO FAKE CAP'S VOICE... KNOW OUR SPECIAL CODE?

YOU KNEW THE ANSWER TO THAT QUESTION BEFORE YOU **ASKED** IT, BOW-SLINGER!

VOICES CAN BE **IMITATED**...AND CODES CAN BE **CRACKED**!

YOUR POINT IS **WELL** TAKEN, FRIEND HANK!

NOW, IF MY **HUMAN CATAPULT** WILL BE KIND ENOUGH TO GO INTO **ACTION**..!

YOU **KNOW** IT, T'CHALLA!

THUS, IN A FLAWLESS, SEEMINGLY EFFORTLESS **ARC**, THE NEWEST OF THE MIGHTY AVENGERS IS **HURLED** BY HANK PYM'S MAMMOTH MUSCLES, OVER THE DARKENED PARAPETS...

...LANDING CATLIKE, ALMOST INSTANTLY, ON NOISELESS FEET... WITHIN THE COLD, CLAMMY CONFINES OF THE SINISTER CASTLE...!

GOLIATH'S AIM WAS PERFECT!

IT MUST HAVE BECOME SO IN MONTHS PAST... THRU CONSTANT PRACTICE WITH CAPTAIN AMERICA!



YET, EVEN TO THINK OF THE STAR-SPANGLED AVENGER WHO PRECEDED ME... IS TO REMIND MYSELF OF THE MENACE WHICH MAY AWAIT US!

FOR, WHY WOULD STEVE ROGERS REQUEST THAT WE MEET HIM HERE... AMIDST THESE MUSTY CORRIDORS?

AND, IF IT WAS NOT THE TRUE STEVE ROGERS--

KRIK!

AH... THE LONG-RUSTED WHEEL BEGINS TO TURN...



NEXT, WHEN THE WOODEN DRAW-BRIDGE HAS BEEN LOWERED...

THE BLACK PANTHER DID IT... IN RECORD TIME!

EVEN CAP HIMSELF COULDN'T HAVE DONE ANY BETTER!

LOOK, TALL-SOCKS, I'M AS BIG A PANTHER FAN AS THE NEXT AVENGER...



BUT, HE'S STILL NO CAPTAIN AMERICA TO THIS ARROW-PUSHER!

THAT, HAWKEYE, IS AN ACADEMIC POINT WE MAY NEVER SETTLE!

HANK... DON'T TAKE ANOTHER STEP!!

NOW, PARDON ME WHILE I SHRINK TO PORTAL-DUCKING SIZE, AND...

T'CHALLA... WHAT...??

HUH? IF THIS IS SOME KIND/A JOKE, PAL...



A PRINCE OF THE STATELY WAKANDA RARELY JOKES, MY FELLOW AVENGER...

... AS THE HURLING OF THIS BRICK IN MY HAND SHALL QUICKLY CONFIRM!

KWOO!



THE STONE ON WHICH I WAS ABOUT TO STEP... WAS MINED!

JUST FOLLOW ME UP THESE STAIRS... AS QUIETLY AS POSSIBLE!

I OWE YOU MY LIFE, PANTHER... AND I WON'T FORGET IT!

MISTER, YOU JUST MADE A BELIEVER OUTTA OL' HAWKEYE!

JUST CALL ME THE PROVERBIAL MOUSE!



CONTINUED AFTER NEXT PAGE.

# PETE DUNCAN—"DROPOUT"

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



**FREE AT LAST!**

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



"A REAL BALL—FOR 6 MONTHS, THEN..."  
BUSINESS IS BAD, PETE. WE'VE GOT TO LAY YOU OFF.

BUT HOW WILL I KEEP UP PAYMENTS ON MY CAR?

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



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

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

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



PETE! YOU LOOKING FOR A JOB HERE, TOO?

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

EMPLOYMENT OFFICE

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



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

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



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



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

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

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

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



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



WHAT'RE YOU DOING, PETE?

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

"AT LAST! THE BIG DAY..."

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



I'M SO PROUD OF YOU, PETE!

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



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

GREAT! WAIT'LL I TELL HELEN!

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

CLIP COUPON HERE—I.C.S., Scranton, Penna. 18515, Accredited Member, N.H.S.C.

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





SORRY, CAP...I GUESS WE WERE KIND'A TRIGGER-HAPPY!

FORGET IT, HAWKEYE!

FOR ME, THAT'S AN OCCUPATIONAL HAZARD!

AND YOU, T'CHALLA... THOSE JUNGLE SENSES OF YOURS ARE MORE INFALLIBLE THAN RADAR!

PERHAPS SO, CAP... BUT STILL, YOU WERE FAR FROM AN EASY PREY!

WHILE YOU TWO PLAY MUTUAL ADMIRATION SOCIETY...

THERE ARE A FEW QUESTIONS THAT NEED ANSWERING...



...SUCH AS, WHY DID YOU HIDE FROM US, CAP?

I WASN'T HIDING, GOLIATH...I JUST DIDN'T HEAR YOU COMING!

GUESS I WAS TOO DEEP IN THOUGHT... THOUGHTS ABOUT BUCKY!

BUCKY? BUT... HE'S DEAD!!

IS HE, HANK?

IS HE??



EASY, AVENGER!

WE ALL KNOW HOW YOU'VE LONG BLAMED YOURSELF FOR YOUR YOUNG PARTNER'S DEATH....!

BUT, IT WAS YOU WHO TOLD US HOW HE DIED... IN AN EXPLOSION DURING WORLD WAR TWO!

THAT'S JUST WHAT'S BEGUN TO TORTURE ME!

HOW CAN I BE SURE HE'S DEAD?

I SAW ONLY A SINGLE, SEARING BLAST!

IF I SOMEHOW SURVIVED IT... COULDN'T HE HAVE, TOO?



I DON'T GET IT, STEVE!

YOU'VE ALWAYS ACCEPTED THE FACT OF BUCKY'S DEATH... NO MATTER HOW GUILTY YOU FELT ABOUT IT!

WHAT SUDDENLY CHANGED YOUR MIND...FILLED YOU WITH GNAWING DOUBTS?

I DON'T KNOW! I JUST... DON'T KNOW!

BUT, I CALLED YOU HERE... BECAUSE I MUST FIND OUT!

AND, TALKIN' ABOUT HERE ...WHERE IN BLAZES ARE WE?

WHOSE NUTTY CASTLE IS THIS, ANYWAY?

THEN, AS FIVE BATTLE-READY FORMS RACE THRU STONE-RUNG HALLS, CAP SWIFTLY EXPLAINS...

YA MEAN, THIS PLACE USED TO BE DOC DOOM'S... WHEN HE FIRST TOOK ON THE F.F.P.?

AND, YOU BROUGHT US HERE TO HELP YOU OPERATE... A TIME MACHINE??

#1 WAY BACK IN F.F.P.'S, FOR ALL YOU MARVELITES-COME-LATELY! --SUPER-ANNUATED STAN.

INCREDIBLE AS IT MAY SEEM, HAWKEYE THERE IT IS!

REED RICHARDS TOLD ME ABOUT IT, ONLY DAYS AGO!

I WOULDN'T HAVE INVOLVED ANY OF YOU IF I COULD HANDLE IT ALONE!

YOU KNOW YOU NEED ONLY ASK, CAP!

AND YET, WHY DOES MY SPINE TINGLE...AS IF SOME DEADLY MENACE HOVERED NEAR, UNSEEN?

SOON, WHEN THE MANUAL OPERATION OF THE STRANGE MACHINE HAS BEEN MADE CLEAR...

...SO, JAN, YOU NEED ONLY MANIPULATE THESE DIALS IN SEQUENCE, AT REGULAR INTERVALS!

BUT, IF YOU FAIL... YOU MAY WELL PLACE ALL OF US IN MORTAL JEOPARDY!

I WON'T FAIL, HANK... I PROMISE YOU!

HOW COULD I BE CARELESS...WITH YOUR VERY LIVES AT STAKE?

THERE'S NO NEED FOR ANYONE BUT ME TO BE ENDANGERED!

THE REST OF YOU COULD REMAIN HERE...WITH THE WASP!

NEGATIVE, CAP! WE'RE SIGNED UP FOR THE ROUND TRIP!

YOU KNOW IT!

BESIDES, I'VE ALWAYS WANTED A FIRST-HAND LOOK AT THE BIG ONE!

THEN, START THE MACHINE, JAN!

WE'RE ALL STANDING ON THE CHRONO-SQUARE!

HERE GOES, AND MAY HEAVEN--

BUT THE FOUR FIGURES BEFORE HER DO NOT HEAR HER NEXT TOUCH OF AT HER DIALS, THEY ARE INSTANTANEOUSLY HURLED LONG, SILENT YEARS AWAY...

TO REAPPEAR, AT LEAST TO OUR WONDERING EYES, IN THE EMBATTLED ENGLAND OF MORE THAN TWO DECADES AGO...

REED RICHARDS WAS RIGHT!

HE SAID WE'D BE INTANGIBLE... INVISIBLE... TO THOSE OF THIS ERA!

OTHERWISE, WE'D INVITE DISASTER... BY EXISTING IN TWO PLACES AT THE SAME TIME!

BUT, NO SECOND TO WASTE! THAT BUILDING... THERE!!!

HE'S TAKIN' COMMAND LIKE HIS OLD SELF AGAIN!

STILL, HOW CAN HE REMEMBER ONE HANGAR ...AFTER SO LONG?

WOULD HE BE LIKELY TO FORGET, HAWKEYE...

...WHEN HIS BOY PARTNER WAS KILLED IN THIS VERY PLACE ... PERHAPS THIS VERY HOUR?

SUDDENLY, BEFORE THE ADMONISHED ARCHER CAN RESPOND, THE VOICE OF CAPTAIN AMERICA IS HEARD ONCE MORE...

THE MAN WHO DESTROYED BUCKY!!

LOOK! IT'S ZEMO!

I MADE IT THIS FAR... WITHOUT BEING DETECTED BY SENTRIES!

THEN, WHY DO I SUDDENLY HAVE THIS FEELING OF DREAD...AS IF I'M BEING WATCHED...?

BAH! IT IS A MEANINGLESS FEAR...ONE WORTHY ONLY OF A SPINELESS OLD WOMAN!

AND, FIRST AND FOREVER, I AM **BARON ZEMO**... FOREMOST OF ALL NAZI AGENTS, SAVE ONLY THE **RED SKULL**!

BUT, EVEN THE FAME OF THE **RED SKULL** SHALL SOON PALE BESIDE MY OWN...

...WHEN I BRING THE **FUEHRER** HIS GREATEST PRIZE...THE EXPERIMENTAL **DRONE PLANE** BEFORE ME!

HE'S FIRING THAT NUTTY PISTOL INTO THE BOX HE WAS CARRYIN'!

WHAT'S HIS ANGLE, CAP?

YOU'LL SEE, HAWKEYE...

...IN PRECISELY ONE SECOND!

AND, EVEN AS THE STAR-SPANGLED WRAITH SPEAKS...

LIVE,  
MY HULKING  
HUMANOID...  
**LIVE!**

AND GROW  
...SO A SIZE  
GREAT  
ENOUGH TO  
DEFY ANY  
WHO WOULD  
OPPOSE US  
NOW!

A MINIATURE ANDROID  
INSIDE THE BOX... GREW  
TO BROODINGNAGIAN  
PROPORTIONS, AS  
FAST AS I COULD!

THEY'RE  
PLANNIN'  
TO STEAL THAT  
RADIO-  
CONTROLLED  
PLANE!

IF ONLY WE  
COULD STOP  
'EM... BUT  
THEY CAN'T  
EVEN  
HEAR US!

REMEMBER,  
BOW-  
SLINGER...  
WE'RE ONLY  
HERE TO  
OBSERVE!

BUT LOOK... THERE  
AT THAT WINDOW!  
IT'S--

CAPTAIN AMERICA  
AND BUCKY!!

RIGHT  
THE FIRST  
TIME,  
ZEMO!

HERE'S A  
FACEFUL  
OF FOOT  
FOR YOUR  
ROBOT  
PAL!

FACE  
IT,  
RATZI!

THIS IS YOUR  
LAST  
BLITZKRIEG  
FOR ADOLF!



ON THE CONTRARY, YOU YOUNG FOOL, IT'S YOU WHO ARE FINISHED... BOTH OF YOU!

KILL THEM, YOU LIFELESS, MINDLESS MONSTER!

KILL THEM!!

YOU SEALED YOUR DOOMS WHEN YOU DARED ATTACK ONE WHO HAS AN INDESTRUCTIBLE ANDROID TO SERVE HIM!

'WAY AHEAD OF YOU, CAP!

HE CAN'T KILL WHAT HE CAN'T REACH!

AND, WHAT SAY WE KEEP IT THAT WAY, I'LL BUDDY?

IT'S... UNCANNY! I'M WATCHING MYSELF... AND BUCKY... IN ACTION OVER TWENTY YEARS AGO!

I WANT TO RUN... TO FLEE BACK TO ANOTHER TIME... BUT I CAN'T... NOT NOW!

I'VE GOT TO SEE THE DRAMA PLAYED OUT... TO ITS TRAGIC FINALE!



SPARK!

EITHER YOUR PLAYMATE'S HARD OF HEARING, ZEMO...

...OR ELSE HIS EYE-SIGHT'S A LITTLE OFF!

NOW, IT'S OUR TURN AT BAT! GET 'IM, BUCKY!

THUS, LIKE A MAN TRANSFIXED, THE ETHEREAL STEVE ROGERS WATCHES HIS EARLIER COUNTERPART IN A LIFE-AND-DEATH DUEL WHICH HE KNOWS MUST END... IN FAILURE--!

YOU, CAPTAIN AMERICA, I WISH TO FINISH OFF FOR MYSELF!

THIS GUN HAS OTHER USES BESIDES ENLARGING ROBOTS, AS YOU'LL DISCOVER!

NOT AT THE RATE YOU'RE GOING ABOUT IT, NAZI!

AND, JUST IN CASE YOU'VE FORGOTTEN HOW HARD MY SHIELD IS...



CONTINUED AFTER NEXT PAGE



THIS  
OUGHT  
TO JOG  
YOUR  
MEMORY  
A BIT!

**SPLÉE-APANG!**

**OOOOFF!!**

MEANWHILE, HOWEVER, THE APPARENT DANGER TO CAP HAS DIVERTED HIS TEENAGE PARTNER'S EYES FOR A FATEFUL MOMENT, AND...



CAP!  
ARE YOU--

**UNNNHH!!**

**BUCKY!**



WITHOUT ZEMO TO  
COMMAND HIM, THE  
ANDROID HAS STRUCK  
HIS LAST BLOW...BY  
SHEER REFLEX!

BUT, IF  
IT'S KILLED  
BUCKY...!

**NO! HE'S  
STILL ALIVE...  
ONLY  
STUNNED!**

AN  
ACCURATE  
LAYMAN'S  
ANALYSIS,  
MY DEAR  
CAPTAIN--



-- ONE THAT NOW  
SHALL APPLY  
EQUALLY...TO  
YOURSELF!!

**ZZZ AAT!**

**ZEMO!**

HE WASN'T  
UNCON-  
SCIOUS!  
HE--

**AARRHH!!**



HAH! IN THE END, IT WAS NO HUMANOID THAT DEFEATED THE FAR-FAMED CAPTAIN AMERICA...

BUT, THE HAND OF BARON ZEMO HIMSELF!

HOLD IT, CAP! IT WAS YOU WHO TOLD WE WERE JUST OBSERVERS, REMEMBER?

I KNOW--AND YET-- TO WATCH THE PAST UNFOLD...AND NOT BE ABLE TO CHANGE IT!

WHY DID I WANT TO WITNESS THIS? WHY??



AND INDEED, SO UTTERLY OVERWHELMING ARE CAP'S AGONIZING THOUGHTS...SO UNBELIEVABLY POWERFUL IS THE HATRED THAT RADIATES FROM HIS MIND ACROSS THE VOID OF LONG-DIM DECADES...

--THAT EVEN THE EVIL ENTITY NAMED ZEMO SEEMS TO SENSE ITS LIVING, BREATHING PRESENCE!

I CANNOT ESCAPE THE FEELING THAT ...WE ARE NOT ALONE HERE!

BUT, NOTHING SHALL STOP ME FROM DESTROYING MY TWO HELPLESS CAPTIVES!

AND THEY SHALL PERISH AS I HAVE DREAMED, IN THE DEAD OF NIGHT...!



THESE EXTRA UNIFORMS WILL SERVE MY PURPOSE...FOR REASONS YOU COULD NEVER UNDERSTAND, MY SPEECHLESS SLAVE!

FOR, OF ALL THINGS ON EARTH, I DO MOST DESPISE THE STAR-STUDDED COSTUME OF CAPTAIN AMERICA!

BECAUSE OF HIM, MY FACE IS HIDDEN FOREVER BENEATH THIS ADHESIVE MASK!

AND, IF I MUST LIVE BENEATH THIS HATED HOOD...

HE MUST DIE...IN COARSER, COMMON CLOTHES!



THUS, SCANT MINUTES LATER...

IT IS DONE!

NOT IN GAUDY RED, WHITE, AND BLUE SHALL MY MOST DANGEROUS FOE BREATHE HIS LAST--

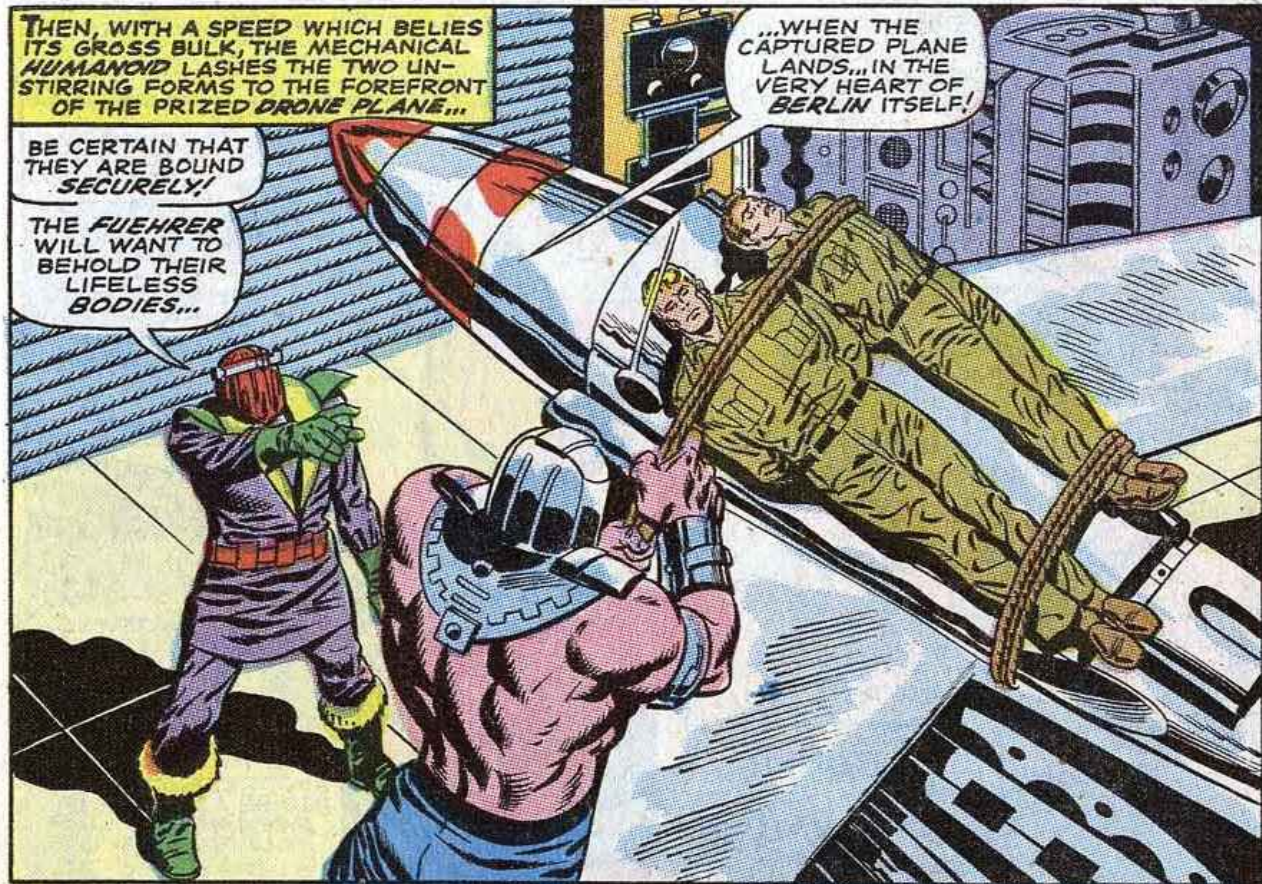
--BUT IN THE PLAINER GARB OF AN ARMY WE NAZIS ARE PLEDGED TO ANNIHILATE!

THEN, WITH A SPEED WHICH BELIES ITS GROSS BULK, THE MECHANICAL HUMANOID LASHES THE TWO UNSTIRRING FORMS TO THE FOREFRONT OF THE PRIZED DRONE PLANE...

BE CERTAIN THAT THEY ARE BOUND SECURELY!

THE FUHRER WILL WANT TO BEHOLD THEIR LIFELESS BODIES...

...WHEN THE CAPTURED PLANE LANDS... IN THE VERY HEART OF BERLIN ITSELF!



HE'S ABOUT TO ACTIVATE THE PLANE!

I KNOW WE CAN'T CHANGE FATE... AND IT'D BE DANGEROUS TO TRY...

BUT, IF ONLY I COULD LAY MY HANDS ON THAT DEVIL--

EASY, CAP...

WAIT, ALL OF YOU--

DO YOU FEEL... STRANGE...

...AS IF YOUR BODIES WERE SOMEHOW BECOMING... SOLID MATTER...



AND, AT THAT PRECISE INSTANT... IN A PARALLEL TIME-CONTINUUM...

WHAT'S... WRONG WITH ME...?

CAN'T FIGHT OFF... THIS SUDDEN FEELING... OF DROWSINESS...!

YET, I MUST... I MUST! I...

PTHK!

THE NEXT MOMENT, ALMOST WITHOUT PRIOR WARNING, THE LOVELY WASP IS OVERCOME BY THE DREGS OF SLEEP... AS HER HAND DROPS ON A CERTAIN FATEFUL BUTTON...





AND, MORE THAN TWO DECADES AWAY...

I WAS RIGHT! THE FOUR OF US... ARE MATERIAL-IZING!

BUT--THAT'S IMPOSSIBLE...UNLESS--

DON'T WASTE TIME TRYING TO ANALYZE IT, BIG FELLA!

IT'S HAPPEN-ING!!

IT CANNOT BE!

ANOTHER CAPTAIN AMERICA--AND THREE OTHER COSTUMED FIGURES--ONE OF THEM A GIANT!

YOU DON'T KNOW US, CHUM... BUT I'LL LEAVE YA MY CALLIN' CARD!



HOLD IT, ARCHER!

I DON'T KNOW WHY WE'RE HERE ...BUT, AS LONG AS WE ARE... **ZEMO IS MINE!**

THE SAME VOICE...THE SAME FOOLHARDY BRAVADO IN THE FACE OF DEATH!

THERE CAN BE BUT ONE EXPLA-NATION--

CAPTAIN AMERICA IS NOT ONE MAN... BUT MANY... EACH BEHIND THE SAME GAUDY MASK!



BUT, BE YOU ONE MAN, OR A THOUSAND, I'LL--

**-UNNNHHH-!**

NO MATTER WHAT THE DECADE, YOU POWER-MAD FIEND ...YOU TALK TOO MUCH!

MAYBE I CAN'T PREVENT WHAT HAPPENED TO BUCKY AND ME--

BUT, I'M GOING TO SEE TO IT THAT YOU DON'T ENJOY IT MUCH!

**ZKAK!**

YET, EVEN THE STEEL-TAUT MUSCLES...THE LIGHTNING-FAST REFLEXES...OF CAPTAIN AMERICA CANNOT PREVENT WHAT HAPPENS NEXT...

...AND, AS IF BY SHEER MAGIC, OUT OF THE FIERY BLAST WHICH FOLLOWS, A SECOND TEN-FOOT HUMANOID APPEARS...!



--AS THE SINGLE, STARK SHOT OF ZEMO'S WEAPON BLASTS THE METAL BOX ON THE FLOOR NEARBY...



ANOTHER ONE OF THOSE POOR MAN'S GOLIATHS!

I'M ALMOST GLAD... 'CAUSE I WAS WANTIN' TO GIVE MY BOW-ARM A WORKOUT!



NOW TO--

WAIT, HAWKEYE! I HEAR SOMEONE OUTSIDE... APPROACHING FAST!

WE'LL HAVE TO TAKE YOUR WORD FOR IT, JUNGLE MAN!

IF IT'S MORE OF ZEMO'S WIND-UP TOYS, I MAY JUST HAVE A LITTLE PRESENT FOR THEM!



BUT, IN THE CHAOTIC CONFUSION OF THE MOMENT, THE LARGEST AVENGER HAS OVERLOOKED THE FACT THAT HE IS ON A MILITARY BASE... AND THAT SUCH A BASE IS CONSTANTLY PATROLLED...

I TELL YA, SAM, I HEARD VOICES... COMIN' FROM INSIDE THAT HANGAR!

HOLY COW! THAT'S THE MOST RESTRICTED AREA ON THE PLACE!

THE KRAUTS'D GIVE UNCLE ADOLF'S MUSTACHE TO GET WHAT'S IN THERE! I--

WATCH OUT, SAM!!

ALMOST INSTANTANEOUSLY,  
EVEN AS THE TWO STUNNED  
GUARDS LEAP BACK...

WHAT IN SAM HILL  
IS THAT??

I DUNNO,  
SAM...BUT IT'S  
AS BIG AS  
TWO JOES!

WHAT I  
WANNA KNOW  
IS...WHAT  
TOSSED IT  
THRU THAT  
STEEL  
HANGAR?

**WIRAAK!**

JUST THEN, BEFORE THE SENTRY'S RIFLE  
CAN BE FIRED...

YIPES!- IT'S  
ANOTHER ONE!

NOT QUITE, BUDDY...THOUGH  
THIS IS HARDLY THE TIME  
FOR EXPLANATIONS!

LET'S JUST SAY  
I'LL HELP YOU  
MORE THAN THOSE  
POPGUNS WOULD!

WHATEVER  
IT IS--

IT WANTS  
US FOR  
ITSELF!



WELL,  
BETTY  
GRAB  
IT AINT!

UP WITH  
THE HANDS,  
SAMSON...OR  
I'LL LET YA  
HAVE IT!

IT'S NOT SAYIN'  
ANYTHING...JUST  
STARIN' AT ME,  
LIKE I WAS AN  
ANT IT WAS ABOUT  
TO STEP ON!

PEPPER  
'IM, BILL...  
FAST!



DON'T YOU  
UNDERSTAND,  
SOLDIER? I'M  
TRYING TO--

AARRRH!

**KWOM!**

THE HUMAN-LOOKIN'  
ONE GOT CLOUTED  
WHILE HE WASN'T  
LOOKIN'!

IF HE'S DOWN  
FOR THE COUNT,  
WE'RE ALL  
GONERS!

WHILE, ON THE OTHER SIDE  
OF THE METALLIC HULL...

CAP CAN  
SURELY  
HANDLE  
THE ONE  
CALLED  
ZEMO!

AND  
GOLIATH  
IS EVENLY  
MATCHED  
WITH THE  
OTHER  
HUMANOID!

THIS  
ONE, THEN,  
MUST BE  
THE  
BLACK  
PANTHER'S  
PREY!

BUT, THE NOISELESS, UN-  
REASONING GIANT POSSESSES  
REFLEXES FAR BEYOND WHAT  
T'CHALLA HAS EXPECTED, AND...

IT GOT  
THE  
PANTHER!

BRAX

WELL, I BEEN  
GETTIN' BY ON  
MY GOOD  
LOOKS LONG  
ENOUGH,  
ANYHOW!

IT'S TIME  
I SHOWED  
THAT  
JOKER  
WHY THEY  
CALL ME  
HAWKEYE!

BUT, TALKIN'  
ABOUT  
TIME... WE  
SHOULDN'T  
EVEN BE  
HERE!

SOMETHIN'  
ROTTEN...  
AND IT  
SURE AINT  
IN  
DENMARK!

BUT, EVEN THOUGH HAWKEYE'S THOUGHTS  
ARE IRRESISTIBLY DRAWN TO THE AVENGERS'  
PLIGHT, HIS AIM IS NO LESS TRUE...

PHTOO SH!

THAT  
BLACKOUT  
ARROW  
WON'T SLOW  
DOWN OL'  
BLOOD-AND-  
GUTS FOR  
LONG...

BUT, MAYBE  
IT'LL GIVE  
T'CHALLA  
A BREATHER,  
SO HE CAN  
GET AWAY!

AND, IN CASE THAT ISN'T  
QUITE TIME ENOUGH,  
BOW-STRINGER...

YOU CAN ALWAYS  
GIVE A CERTAIN  
RED, WHITE, AND  
BLUE BUDDY OF  
YOURS A CRACK  
AT HIM!

CAP! I  
ALWAYS  
SAID YOU  
WERE EVEN  
BETTER  
THAN THE  
PANTHER!

I APPRECIATE THE OLD SCHOOL LOYALTY, HAWKEYE!

BUT, FROM WHERE I SIT, IT LOOKS LIKE AN EVEN BET!

COMING FROM THE GREAT CAPTAIN AMERICA, MY FRIEND, THAT'S A SUPREME COMPLIMENT!

AH... I THINK I HEARD SOMETHING SHATTER THAT TIME!

IT MUST HAVE BEEN THE POWER SOURCE WHICH ACTIVATES THE ROBOT!

BUT NOW, LEST ANY NAIVE ONES SUSPECT THAT OUR TIME-WARPING TRAVELERS ARE GOING TO ESCAPE UNNOTICED FROM THE EARLIER PERIOD...

I TELL YA, CAP'N, THERE'S TWO GIANTS SLUGGIN' IT OUT RIGHT AROUND THAT CORNER!

YEAH, SURE... THEY'RE FIGHTIN' OVER WHO TAKES LITTLE RED RIDIN' HOOD TO THE PROM!

JUST THE SAME, WE'LL JUST HAVE A LOOK-SEE!

MOMENTS LATER, A SOMEWHAT SHAKEN OFFICER BEHOLDS...

HOLY CATS! THAT DOGFACE WAS TELLING THE TRUTH!

BUT, THE HUMAN-LOOKING ONE SEEMS TO BE WINNING, AND SMITH SAID--

CORRECTION, SOLDIER!

WITH THAT BLOW, I JUST WON!!

GET UP HERE, YOU GUYS... ON THE DOUBLE!

I WANT THOSE TWO PALOOKAS COVERED... TILL WE FIND OUT WHAT'S GOING ON!

HOLD ON A MINUTE, CAPTAIN... BELIEVE IT OR NOT, I'M ON YOUR SIDE!

AND IF I DON'T BELIEVE IT, PAUL BUNYAN?

I'M GIVING YOU FIVE TO EXPLAIN YOURSELF, AND THEN...

UH OH! NOW WE'RE ALL IN FOR IT!

HOW CAN WE TELL THEM THAT WE CAME FROM THE FUTURE... TO WITNESS THE FATE OF CAPTAIN AMERICA??



BUT, AT THAT PRECISE INSTANT...  
HOLY HANNAH! NOW WHAT'S HAPPENING--?

THE GIANT-- HE'S VANISHING!

EITHER THAT...OR THIS WAR'S FINALLY GETTING TO ME!



AND, AT THE SELFSAME MOMENT, A THIN METAL WALL AWAY...  
THAT FINISHES OUR ROBOT, CAP! NOW LET'S TAKE CARE OF ZEMO--

WE BOTH ARE, PARTNER!  
IT HAD TO END LIKE THIS... THERE WAS NO OTHER WAY!

WAITAMINNI! WINGHEAD... YOU'RE FADIN' AWAY...!

WE COULDN'T BE ALLOWED TO AFFECT HISTORY...TO PLAY THE ROLE OF GODS!



STILL, I CAN'T STAND BY...AND DO NOTHING!  
MY SHIELD... AND MY ARM... ARE STILL SOLID! GOT TO--

WH--WHERE AM I? WHAT--?

NOW I REMEMBER! ZEMO--!



THEN, EVEN AS THE COLORFULLY CLAD FORM OF THE OTHER STAR-SPANGLED SENTINEL FADES FROM SIGHT--

OUR BONDS... SEVERED BY ANOTHER VERSION OF MY OWN SHIELD...!

DON'T KNOW HOW--BUT WE'RE FREE!

IF IT ISN'T TOO L--!

STEVE...LOOK AT ZEMO!!



YES, YOU LIBERTY-LOVING FOOLS...LOOK AT THE MAN WHO DEFEATED YOU!

WHATEVER ELSE BEFALLS...THE THIRD REICH MUST HAVE THE DRONE PLANE!

HE'S ACTIVATED THE CONTROLS...

BUT, WHAT IF IT WAS BOOBY-TRAPPED--AS A PROTECTIVE MEASURE?



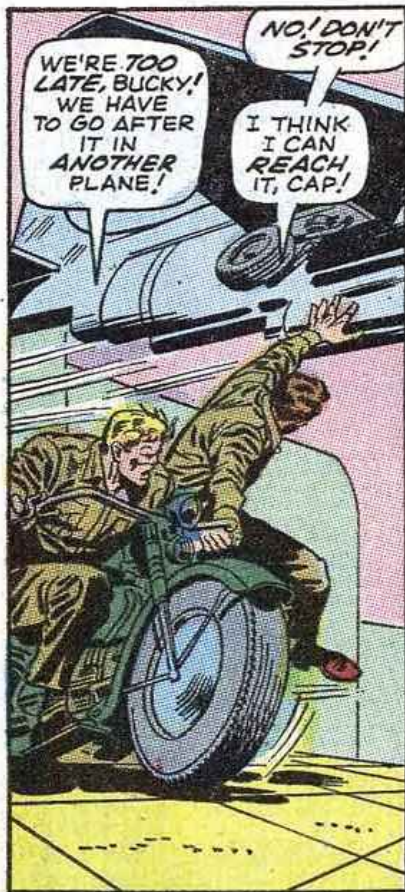
THEN, LIKE A MAN CAUGHT IN A NEVER-ENDING NIGHTMARE, THE WRAITH-LIKE FORM OF CAPTAIN AMERICA WATCHES AS THE MAN WHO WAS STEVE ROGERS MAKES HIS MOST FATEFUL DECISION...

...ALL IN ONE FRIGHTENING, IRREVERSIBLE SECOND!

WE'VE GOT TO STOP IT--IF WE CAN!

I'M WITH YOU, CAP!

NO! NO!! DON'T TRY TO HALT IT NOW!!



I'M AFRAID ZEMO IS RIGHT, CAP! WE ARE LESS THAN NOTHING... OBSERVERS, WHO ARE POWERLESS TO ACT!

STILL, MAYBE BUCKY DID SURVIVE, CAP!

MAYBE HE--

IT'S... NO GO, HAWKEYE BUT THANKS!

BUCKY COULD ONLY HAVE BEEN KILLED... INSTANTLY!

I KNOW THAT NOW... WITHOUT A DOUBT!

MEANWHILE, A FEW FEET AWAY...

I DON'T KNOW WHO MADE THIS BABY...

BUT, HE'S ALL WE GOT TO SHOW FOR THIS RUN-IN!

BOY, ARE THE BOYS AT G-2 GONNA LOVE THIS!

FOOLS! AS IF THE GREAT BARON ZEMO WOULD EVER ALLOW THE SECRET OF HIS HUMANOIDS TO BE DIVULGED!

NOT WHILE MY HAND-WEAPON ALSO SERVES AS... A DIS-INTEGRATOR!

HEY! WHAT IN THE--?

THAT SILENT BLAST... SOMEBODY'S BEHIND THAT HANGAR!

YOU MEAN, SOMEBODY WAS BEHIND IT, SOLDIER!

'CAUSE THERE HE GOES... IN SOME NOISELESS KIND OF V-2 BUGGY!

AND WE STILL DON'T HAVE ANY IDEA OF JUST WHAT HAPPENED!

Y'KNOW WHAT, CAP'N?

I'M BETTIN' WE NEVER WILL!

AND, BACK IN ANOTHER TIME... ANOTHER PLACE...

YOU'RE ALL SAFE! I WAS SO WORRIED...!

PLEASE, JAN... NOT NOW... NOT NOW...!

WE'LL TELL YOU ABOUT IT, LADY... SOMETIME!

THEN, MY BRIEF DROWZINESS DID NO REAL HARM!

FOR, IF IT HAD... I COULD NEVER HAVE FORGIVEN MYSELF!

THEN, AS IF INSTINCTIVELY SENSING THE SILENT ANGUISH IN CAP'S HEART, THE OTHERS DEPART... KNOWING THAT HE WILL FOLLOW... IN A LITTLE WHILE...

HE WAS A GREAT LITTLE GUY... THE BEST PARTNER A MAN EVER HAD!

BUT NOW... FOR THE FIRST TIME... I CAN BE SURE HE'S GONE... FOREVER!

AND THAT IS A FACT I'LL JUST HAVE TO LEARN TO LIVE WITH!

**SPECIAL BULLETIN!**

DON'T MISS THE SENSES-SHATTERING, SHOCKING FOLLOW-UP TO THIS TRAGIC TALE, IN OUR 1968 SPECIAL--NOW ON SALE! IT WILL MOVE AND SHAKE YOU! 'NUFF SAID!